

BYLAWS

for the regulation, except as
otherwise provided by statute or its
Articles of Incorporation,

of

HOLLYWOOD HEIGHTS ASSOCIATION

a California nonprofit public benefit corporation

Article I. Offices.

Section 1. Principal Office. The corporation's principal office shall be fixed and located at the residence of the then-current President of the corporation or at such other place as the Board of Directors (herein called the "Board") shall determine. The board is granted full power and authority to change said principal office from one location to another.

Section 2. Other Offices. Branch or subordinate offices may be established at any time by the board at any place or places.

Article II. Membership.

Section 1. Members. Any resident or property owner of the neighborhood in Hollywood, California, which is bounded by the centerlines Franklin Avenue, Highland Avenue, and Fitch Drive, by the rear property lines of properties fronting on the west

side of Sycamore Drive north of Fitch Drive, and by the historic northerly boundary line of Rancho La Brea, shall be eligible to be a member of the corporation, provided he or she shall have attained the age of eighteen. Such residents or property owners who have registered as members of the corporation and who have paid their dues in full for the current period shall be members of the corporation. There is only one class of members.

Section 2. Powers of Members. Members' sole powers shall be to vote for directors of the corporation as set forth in Article III hereof and to amend these bylaws or the Articles of Incorporation. Thirty-three percent of then-current members, attending in person or by proxy, shall constitute a quorum for action by the membership, but these bylaws may be amended only by concurrent of not less than twenty-five percent of all members eligible to vote.

Section 3. Annual Meetings. The corporation shall hold an annual meeting of its members for the purpose of organization, selection of directors, and the transaction of other businesses. Annual meetings of the members shall be held on a date and at a time specified by the Board in a written notice thereof delivered to the members not less than ten days prior to such meetings, but otherwise without call or notice.

Section 4. Special Meetings. A special meeting of the members may be called at any time upon not less than five days' prior notice to the members by (a) the President, (b) a majority of the Board, or (c) twenty-five percent of the members.

Section 5. Associates. Nothing in this Article II shall be construed as limiting the right of the corporation to refer to

persons associated with it as “members” even though such persons are not members, and no such reference shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law. The corporation may confer by amendment of its articles or of these bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, upon any person or persons who do not have the right to vote for the election of directors or on a disposition of substantially all of the assets of the corporation or on a merger or on a dissolution or on changes to the corporation’s Articles or Bylaws, but no such person shall be a member within the meaning of said Section 5056.

Article III. Directors.

Section 1. Powers. Subject to limitations of the Articles and these Bylaws, the activities and affairs of the 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 the corporation to any person or persons, a management company or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

- (a) To select and remove all the members of the corporations committees, and all other agents and employees of the corporation, and prescribe powers

and duties for them as may not be inconsistent with the law, the Articles, or these Bylaws.

(b) To conduct, manage, and control the affairs and activities of the corporation and to make such rules and regulations therefore not inconsistent with law, the Articles, or these Bylaws, as they may deem best.

(c) To assess annual dues in such amounts and upon such terms as the Board shall deem advisable.

(d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, pledges, hypothecations or other evidences of debt and security therefore.

(e) To adopt and amend bylaws, except as may be prohibited by law.

Section 2. Number of Directors. The authorized number of directors shall be not less than five and no more than seventeen until changed by amendment of the Articles or by a Bylaw. The exact number of directors shall be fixed, within the limits specified, by amendment of the next sentence duly adopted by the Board. The exact number of directors shall be 20 until change as provided in this Section 2.

Section 3. Selection and Term of Office. The Directors shall be elected from among the members of the corporation at each annual meeting of the members by a majority of the members voting. Each Director shall serve until the next

annual meeting of the members and until a successor has been elected and qualified.

Section 4. Vacancies. Subject to the provisions of applicable law, any director may resign effective upon giving written notice to the President or Secretary of the Board, 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 selected before such time, to take office when the resignation becomes effective.

Vacancies in the Board shall be filled by a majority of the remaining directors. Each director so selected shall hold office until the expiration of the term of the replaced director and until a successor has been selected and qualified.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation, or removal of any director or if the authorized number of directors be increased.

The Board may declare vacant the office of a director who has been declared unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to a breach any duty arising under the California Corporation Law.

No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of the director's term of office.

Section 5. Removal of Directors. The Board shall have the power to remove a Director by vote of seventy-five

percent of all directors then in office, with or without cause. Such removal shall be effective on the thirtieth day after such vote, unless prior to such date a petition has been delivered to the President demanding that such director remain in office, which petition shall have been signed by the number of members of the corporation equal to the total number of members of the corporation divided by the total number of directors then authorized.

Section 6. Place of Meeting. Meetings of the Board shall be held at any place within the County of Los Angeles, California, which has been designated from time to time by the board. In the absence of such designation, regular meetings shall be held at the principal office of the corporation.

Section 7. Regular Meetings. Regular meetings of the Board shall be held without call or notice on the first Tuesday of every other month; provided that should said day fall upon a holiday observed by the US Postal Service, then said meeting shall be held at the same time on the next Tuesday thereafter which is a full business day; or on another day if chosen day is voted on and approved by the Board of Directors at the previous meeting or 30 days in advance.

Section 8. Special Meetings. Special meetings of the Board for any purpose or purposes may be called at any time by the president, any vice president, the secretary, or any five directors.

Special meetings of the Board shall be held upon seventy-two hours prior written notice by US mail, express delivery service, personally, or by telecopier. Such notice is deemed given when actually received. Any such notice shall be addressed or delivered to each director at such director's address as it is

shown upon the records of the corporation or as may have been given to the corporation by the director for purposes of notice.

Section 9. Quorum. Fifty percent of the directors then in office shall constitute a quorum of the Board for the transaction of business, except to adjourn as provided in Section 12 of this Article III. 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, unless a greater number be required by law or by the Articles, except as provided in the next sentence. A meeting at which a quorum is initially presents may continue to transact any business described on the meeting agenda distributed to the Board prior to or at the beginning of the meeting, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

Section 10. Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone or similar communication equipment, so long as all members participating in such meeting can hear one another.

Section 11. Waiver of Notice. Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 12. Adjournment. A majority of the directors present, whether or not a quorum is present, make adjourn any directors' meeting to another time and place. Not less than seventy-two hours notice of the time and place of an adjourned meeting shall be given to absent directors.

Section 13. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the board shall individually or collectively consent in writing (including electronic mail) to such action. Such consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of the proceedings of the Board.

Section 14. Rights of Inspection. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind of the corporation.

Section 15. Committees. The Board may appoint one or more committees, each consisting of one or more directors, or two or more directors if they committee exercises the authority of the Board, as well as such members were not directors as the Board shall deem appropriate, if any, and delegate to such committees any any of the authority of the Board except with respect to:

(a) The approval of any action for which applicable law requires approval of the members or approval of a majority of all members;

(b) The filling of vacancies on the Board;

(c) The amendment or repeal of Bylaws or the adoption of new Bylaws;

(d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(e) The appointment of other committees of the Board or the members thereof; or

(f) The expenditure of corporate funds to support any nominee for director after there are more people nominated for director than can be elected.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such committee may be designated an Executive Committee or by such other name as the Board shall specify. The President may appoint, in the same manner, alternate members of any committee who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe the manner in which proceedings of any such committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Board or such committee shall otherwise provide, the regular and special meetings and other actions of any such committee shall be governed by the provisions of this Article III applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of the committee, which may be in the form of an oral report to the Board at its regular meeting.

Section 16. Fees and Compensation. Directors and members of committees shall not receive any compensation for their services, but may receive such reimbursement for expenses, as may be fixed or determined by the Board.

Article IV. Officers.

Section 1. Officers. The officers of the corporation shall be a President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board, one or more Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article IV. Any number of offices may be held by the same person except as provided in the Articles or in these Bylaws, except that neither the Secretary nor the Treasurer may serve concurrently as the President.

Section 2. Election. The officers of the corporation, except such officers as may be elected or appointed in accordance with the provisions of Section 3 or Section 5 of this Article IV, shall be chosen annually by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal, or other disqualification from service, or until their respective successors shall be elected.

Section 3. Subordinate Officers. The Board may elect, and may empower the President to 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 these Bylaws or as the Board may from time to time determine.

Section 4. Removal and Resignation. The any officer may be removed, either with or without cause, by the Board at any time or, except in the case of an officer chosen by the Board, by any officer upon whom such power of removal may be conferred by the Board.

Any officer may resign at any time by giving written notice to the corporation, but without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified herein 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 in the manner prescribed in these Bylaws for regular election or appointment to such office, provided that such vacancies shall be filled as they occur and not on an annual basis.

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 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 Presidents. In the absence or disability of the President, the Vice Presidents, if any be appointed, in order of their rank as fixed by the Board or, if not ranked, 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 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.

Section 8. Secretary. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees, 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 board and committee meetings, and the proceedings thereof. The Secretary shall keep or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date.

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

Section 9. Treasurer. The Treasurer is the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the business transactions of the corporation. The books of account shall at all times be open to inspection by any director.

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. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President and the directors, whenever they request it, an account of all transactions as Treasurer 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.

Article V. Other Provisions.

Section 1. Endorsement of Documents; Contracts.

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between the corporation and any other person, when signed by the President and the Treasurer of the corporation shall be valid and binding on the corporation in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons in such manner as from time to time shall be determined by the Board, and, 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 engagement or two pledgets credit would render a liable for any purpose or amount.

Section 2. Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board or the President are each authorized to

vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercised either by any such officer in person or by any other person authorized to do so by proxy or power of attorney duly executed by said officer.

Section 3. Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

Article VI. Indemnification.

Section 1. Definitions. For the purposes of this Article VI, “agent” means any person who is or was a director, officer, attorney, employee, or other agent of the corporation; “proceedings” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative;” expenses” includes without limitation attorneys’ fees and any expenses of establishing a right to indemnification under sections 4 or 5(b) of this Article VI.

Section 2. Indemnification in Actions by Third Parties. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to procure a judgment in favor, an action brought under the California Nonprofit Public Benefit Corporation Law, or

an action brought 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 corporation, against expenses, judgements, fines, settlements, and other amounts actually and reasonably incurred in connection, with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 3. Indemnification in Actions by or in the Right of the Corporation. The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the corporation, or brought under the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation, and with such care,

including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this section 3:

(a) In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such persons fairly and reasonably entitled to indemnify for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expense incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 4. Indemnification Against Expenses. To the extent that an agent of the corporation has been successful on the merits in defense of any proceeding referred to in Sections 2 or 3 of this Article or defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 5. Required Determinations. Except as provided in Section 4 of this Article VI any indemnification under

this Article VI shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Sections 2 or 3 of this Article VI by:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceedings; or

(b) The court in which such proceeding is or was pending upon application made by a corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the corporation.

Section 6. Advance of Expenses. Expenses incurred in defending any proceeding may be advanced by the corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VI.

Section 7. Other Indemnification. No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of members or directors, an agreement, or otherwise, shall be valid unless consistent with this Article VI. Nothing contained in this Article VI shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

Section 8. Forms of Indemnification not Permitted.

No indemnification or advance shall be made under this Article VI, except as provided in Sections 4 or 5(b), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles, these Bylaws, 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) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 9. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation 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 the corporation would have the power to indemnify the agent against such liability under the provisions of this Article VI, provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of the California Nonprofit Public Benefit Corporation Law.

Article VII. Emergency Provisions.

Section 1. General. The provisions of this Article VII shall be operative only during an emergency declared by the

Mayor of the City of Los Angeles regarding Hollywood or the Hollywood Heights areas, or neighborhoods immediately adjoining such areas, which makes it impossible or impracticable for the corporation to conduct its business without recourse to the provisions of this Article VII. Said provisions in such event shall override all other Bylaws of the corporations in conflict with any provisions of this Article VII, and shall remain operative so long as it remains impossible or impracticable to continue the business of the corporation otherwise, thereafter shall be inoperative; provided that all actions taken in good faith pursuant to such provisions shall thereafter remain in full force and effect unless and until revoked by action taken pursuant to the provisions of the Bylaws other than those contained in this Article VII.

Section 2. Unavailable Directors. All directors of the corporation who are not available to perform their duties as directors by reason of incapacity or for any other reason or whose whereabouts are unknown shall automatically cease to be directors, with like affect as if such persons had resigned as directors, for so long as such unavailability continues.

Section 3. Authorized Number of Directors. The authorized number of directors shall be the number of directors remaining after eliminating those who have ceased to be directors pursuant to Section 2.

Section 4. Quorum. The number of directors necessary to constitute a quorum shall be the number bearing the same proportional relationship to the number of directors remaining pursuant to Section 2 as the quorum established in Article III, Section 9 bears to the authorized number of directors set forth in Article III, Section 2.

Section 5. Directors Becoming Available. Any person who has ceased to be a director pursuant to the provisions of section 2 and two thereafter becomes available to serve as a director shall automatically resumed performing the duties and exercising the powers of a director of was the term of office of such person has expired in accordance with its original terms as a successor has been selected and qualified.