

Bylaws
OF
Laurel Canyon Association

a California Public Benefit Corporation

**Formed by the merger of LOOKOUT MOUNTAIN NEIGHBORHOOD ASSOCIATION
and LAUREL CANYON ASSOCIATION**

ARTICLE 1

OFFICES AND JURISDICTION

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located in Los Angeles County, California.

SECTION 2. JURISDICTION

The jurisdiction of Laurel Canyon Association ("LC") shall be within those boundaries indicated on the City geographic map as Laurel Canyon, from Hollywood Boulevard to Mulholland Drive. Any resident of the jurisdiction is eligible for membership. Membership may be extended to any resident of the neighboring canyon communities between Sunset Boulevard, Mulholland Drive, Nichols Canyon and Coldwater Canyon whose objectives for joining coincide with the objectives set forth in Article 2, and such members shall also be deemed to reside within the jurisdiction.

ARTICLE 2

OBJECTIVES AND PURPOSES

The primary objectives and purposes of this corporation shall be:

- A. To promote the welfare of the residents of Laurel Canyon and to maintain the quality of life in the Hills, by preserving its residential character, its quiet, privacy, natural beauty and safety.
- B. To encourage cooperation among all residents within the jurisdiction.
- C. To educate appropriate governmental bodies concerning changes in existing or proposed laws affecting Laurel Canyon or in anything that affects this jurisdiction.

ARTICLE 3

DIRECTORS

SECTION 1. NUMBER AND QUALIFICATIONS

The corporation shall have no less than seven (7) and no more than (11) directors, and collectively they shall be known as the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. Board Members shall be selected from the General Membership and shall include the President, Vice President, Secretary and Treasurer and at least three (3) additional elected regular members. Those elected shall have been current

paid members of LMA for no less than one year and shall be resident homeowners in the jurisdiction. In circumstances where there are insufficient candidates meeting this criterion, the Board may waive the one-year period by a majority vote, provided the candidate has lived in the jurisdiction for not less than six months. There may, in addition, be one or more nonvoting members who shall act in an advisory capacity. Such members shall include but are not limited to former officers of LMA.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws;
- (b) Meet at such times and places as required by these Bylaws;
- (c) Register their addresses with the Secretary of the corporation, and notices of meetings mailed, faxed or e-mailed to them at such addresses shall be valid notices thereof.

SECTION 4. TERMS OF OFFICE

Each director shall hold office for a term of two years, or until the next succeeding annual meeting for election of the Board of Directors as specified in these Bylaws, and until his or her successor is elected and qualifies.

SECTION 5. COMPENSATION

Directors shall serve without compensation.

SECTION 6. PLACE OF MEETINGS

Meetings shall be held at such place which has been designated from time to time by resolution of the Board of Directors.

Any meeting, regular or special, may be held by conference telephone. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another.

SECTION 7. REGULAR AND ANNUAL MEETINGS

Regular meetings of Directors shall be held on the second Tuesday of each month at 7:30 p.m., or at such other time as shall be selected from time to time by the Board of Directors.

Annual meetings shall be held as specified in the Article on Membership.

SECTION 8. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the Vice President, the Secretary, or by any two directors, and such meetings shall be held at the place designated by the person or persons calling the meeting.

SECTION 9. NOTICE OF MEETINGS

Regular meetings of the board may be held without notice. Special meetings of the board shall be held upon four (4) days' notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or fax or e mail.

SECTION 10. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum is present.

SECTION 11. QUORUM FOR MEETINGS

A quorum shall consist of one more than half the number of sitting Directors.

SECTION 12. MAJORITY ACTION AS BOARD ACTION

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 is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a director has a material financial interest (Section 5233) and indemnification of directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 13. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

SECTION 14. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. For the purposes of this Section only, "all members of the board" shall not include any "interested director" as defined in Section 5233 of the California Nonprofit Public Benefit Corporation Law. Such written consent or consents shall be filed with the minutes of the proceedings of the board. Such action by written consent shall have the same force and effect as the unanimous vote of the directors.

SECTION 15. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

If this corporation has any members, then, if the corporation has less than fifty (50) members, directors may be removed *without cause* by a majority of all members, or, if the corporation has fifty (50) or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum is present.

Vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining director. If this corporation has members, however, vacancies created by the removal of a director may be filled only by the approval of the members. The members, if any, of this corporation may elect a director at any time to fill any vacancy not filled by the directors.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 16. NOMINATION OF DIRECTORS.

Prior to each annual membership meeting, the President shall appoint a Nominating Committee. The members of the Committee shall prepare a list of qualified nominees for membership on the Board of Directors which shall be presented to the members at the annual meeting. Nominations will also be accepted from the floor.

SECTION 17. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 18. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other 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 Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 4 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any person may serve as officer of this corporation, provided that he or she is a resident of the jurisdiction. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office until the next annual meeting.

SECTION 3. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the board shall determine.

SECTION 4. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. He or she shall preside at all meetings of the Board of Directors. The President shall preside at all meetings of the members.

SECTION 5. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President 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 on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 6. DUTIES OF SECRETARY

The Secretary shall sign or cosign any customary documents as are approved by the members and/or the Board. The Secretary shall record minutes for Board of Directors meetings and meetings of the General Membership.

In general, the Secretary shall perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 7. DUTIES OF TREASURER

The Treasurer shall be responsible for funds of the corporation and deposit all such funds in the name of the corporation in such banks as shall be selected by the Board of Directors. He or she shall present or cause to be presented an accurate report of the financial condition of LMA at each Board of Directors meeting and an annual report at the first regular membership meeting of each year.

In general, the Treasurer shall perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

ARTICLE 5 CHECKS, NOTES AND GIFTS

SECTION 1. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer. Checks over \$500 (or such other amount as shall be fixed from time to time by resolution of the Board of Directors) shall be countersigned by the President.

SECTION 2. GIFTS

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE 6 CORPORATE RECORDS AND REPORTS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Secretary shall maintain:

- (a) Minutes of all meetings of directors, committees of the board and of all meetings of members.
- (b) A record of its members indicating their names and addresses;
- (c) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members of the corporation at a reasonable time.

SECTION 2. DIRECTORS' INSPECTION RIGHTS

Every 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. MEMBERS' INSPECTION RIGHTS

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- (a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.
- (b) To obtain from the Secretary of the corporation, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.
- (c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 5. ANNUAL REPORT

The board shall cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all directors of the corporation and, if this corporation has members, to any member who requests it in writing

ARTICLE 7 FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE 8 AMENDMENT OF BYLAWS

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

- (a) Subject to the power of members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members, if any, as to voting or transfer, provided, however, if this corporation has admitted any members, then a Bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to variable

board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or

(b) By approval of the members, if any, of this corporation.

ARTICLE 9 AMENDMENT OF ARTICLES

Amendment of the Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this corporation.

ARTICLE 10 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with this corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members, if any, of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

ARTICLE 11 MEMBERS

SECTION 1. DETERMINATION, RIGHTS AND QUALIFICATIONS OF MEMBERS

The corporation shall have only one class of members.

SECTION 2. DUES

Annual membership dues shall be fixed from time to time by the Board of Directors.

SECTION 3. NUMBER OF MEMBERS

There is no limit on the number of members the corporation may admit.

SECTION 4. MEMBERSHIP DATABASE

The corporation shall keep a database containing the name and address of each member. The database shall be available for inspection by any director or member of the corporation on reasonable notice.

The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

SECTION 5. NONLIABILITY OF MEMBERS

A member of this corporation is not, as such, personally liable for the debts, liabilities, or obligations of the corporation.

SECTION 6. TERMINATION OF MEMBERSHIP

Grounds for Termination. The membership of a member shall terminate upon the occurrence of any of the following events:

- (1) Upon his or her notice of such termination delivered to the President or Secretary of the corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail.
- (2) Upon a determination by the Board of Directors that the member has engaged in conduct materially and seriously prejudicial to the interests or purposes of the corporation.
- (3) for nonpayment of Membership Dues. Membership Dues will be billed annually. Dues not received three months from billing shall be deemed delinquent. Delinquent Members will receive two reminder notices and may be dropped from Membership after dues are six months past due.

ARTICLE 12 MEETINGS OF MEMBERS

SECTION 1. PLACE OF MEETINGS

Meetings of members shall be held at such place within the County of Los Angeles as may be designated from time to time by resolution of the Board of Directors.

SECTION 2. ANNUAL AND OTHER REGULAR MEETINGS

The members shall meet annually in June for the purpose of electing directors and transacting other business as may come before the meeting.

Nominations for the Board of Directors shall occur at a General Membership meeting for which the General Membership shall receive at least 15 days' advance notice. The members of the Board shall be elected from those nominees receiving the highest number of votes by mail-in ballot or at a General Membership meeting.

SECTION 3. SPECIAL MEETINGS OF MEMBERS

Special meetings of the members shall be called by the Board of Directors or the President of the corporation. In addition, special meetings of the members for any lawful purpose may be called by five percent (5%) or more of the members.

SECTION 4. NOTICE OF MEETINGS

Whenever members are required or permitted to take action at a meeting, a notice of the meeting by mail, facsimile or e mail shall be given by the Secretary of the corporation not less than ten (10) days before the date of the meeting to each member who, on the record date for the notice of the meeting, is entitled to vote.

SECTION 5. QUORUM FOR MEETINGS

A quorum for the General Membership meeting shall consist of 10% of the voting members of the corporation.

SECTION 6. MAJORITY ACTION AS MEMBERSHIP ACTION

Every act or decision done or made by a majority of voting members present in person at a duly held meeting at which a quorum is present is the act of the members, unless the law, the Articles of Incorporation of this corporation, or these Bylaws require a greater number.

SECTION 7. VOTING RIGHTS

Each member is entitled to one vote on each matter submitted to a vote by the members. Voting at duly held meetings shall be by voice vote. Election of Directors, however, shall be by ballot, as provided in Section 9 of this Article.

SECTION 8. CONDUCT OF MEETINGS

Meetings of members shall be presided over by the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of all of these persons, by a Chairperson chosen by a majority of the voting members, present in person or by proxy. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this corporation, or with any provision of law.

SECTION 9. ACTION BY WRITTEN BALLOT WITHOUT A MEETING

Any action which may be taken at any regular or special meeting of members may be taken without a meeting if the corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of each proposal, and provide a reasonable time within which to return the ballot to the corporation. Ballots shall be mailed or delivered in the manner required for giving notice of meetings specified in Section 4 of this Article.

WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS

We, the undersigned, are all of the persons named as the initial directors in the Articles of Incorporation of LOOKOUT MOUNTAIN NEIGHBORHOOD ASSOCIATION, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws, consisting of 11 pages, as the Bylaws of this corporation.

Dated: _____, 1999

Monica Weil, Director

Ruth Simon, Director

Saskia Lodder, Director

Sandi Schwartz, Director

CERTIFICATE

This is to certify that the foregoing is a true and correct copy of the Bylaws of the corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said corporation on the date set forth below.

Date: _____, 1999

Saskia Lodder, Secretary