

BY-LAWS

PARK LABREA RESIDENTS ASSOCIATION

A California Nonprofit Mutual Benefit Corporation

ARTICLE 1. OFFICES

Principal Office

Section 1.01. The principal office of the Corporation for its transaction of business is located at 401 S. Burnside Ave., Los Angeles, California 90036.

Change of Address

Section 1.02. The Board of Directors is hereby granted full power and authority to change the principal offices of the Corporation from one location to another in the County of Los Angeles, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE 2. MEMBERS

Classification of Members

Section 2.01. The Corporation shall have one class of members only, and each member shall have equal voting and other rights. No person shall hold more than one membership in the Corporation.

Eligibility for Membership

Section 2.02. Any natural person who is a valid and legal tenant of Park La Brea is eligible to be a member of the Corporation.

Admission to Membership

Section 2.03. Any person who is eligible for membership under Section 2.02 of these Bylaws, shall be admitted to membership only on the approval of the Membership Committee, which is duly authorized by resolution to admit members on an application submitted by such person, in such form and in such manner as shall be prescribed by the Board of Directors, and on payment of the first annual dues, as specified in Section 2.05 of these Bylaws.

Application Fee

Section 2.04. There shall be no fee for making application for membership in the Corporation.

Dues

Section 2.05. The annual dues payable to the Corporation by members shall be in such amounts as shall be determined by resolution of the Board of Directors, but in no event shall the annual dues exceed the amount of \$35.00. Dues shall be payable for the first year on admission to membership and annually thereafter at such time or times as may be fixed by the Board of Directors. The membership year shall end on the record date for the following year's Annual Meeting. For the avoidance of doubt, the record date of the following year's Annual Meeting is included in the membership year of the year preceding that meeting. Any renewing member paying renewal dues on or after October 1 of a year shall be a member for the then-current membership year and for the immediately following membership year. However, a non-member paying dues on or after October 1 but on or prior to the record date for the following year's Annual Meeting shall only be a member for the then-current membership year. A non-member paying dues on or after October 1 may purchase a membership (at the then-current price for each year) for the then-current membership year and the immediately following membership year. Each year's Board may advance the October 1 date for that year to a date no earlier than September 1 of that year. A member, on learning of the amount of dues and the time or times of payment fixed by the Board of Directors, may avoid liability for the dues by promptly resigning from membership, except when the member is, by contract or otherwise, liable for the dues.

Assessments

Section 2.06. Memberships shall be non-assessable.

Number of Members

Section 2.07. There shall be no limit on the number of members the Corporation may admit.

Transferability of Membership

Section 2.08. Neither membership in the Corporation nor any rights in the membership may be transferred or assigned for value or otherwise.

Membership Book

Section 2.09. The Corporation shall keep in any form capable of being converted into written form a membership book containing the name and address of each member. The book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the Corporation and shall be

subject to the rights of inspection required by law and as set forth in Section 2.10 of these Bylaws.

Inspection Rights of Members

Demand

Section 2.10(a). Subject to the Corporation's right to set aside a demand for inspection pursuant to Section 8331 of the Corporations Code and the power of the court to limit inspection rights pursuant to Section 8332 of the Corporations Code, and unless the Corporation provides a reasonable alternative as permitted by Section 2.10(c) of these Bylaws, a member satisfying the qualifications set forth hereinafter may do either or both of the following:

(1) Inspect and copy the record of all the members' names and addresses, at reasonable times, on five (5) business days' prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested; or

(2) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names and addresses of the members as of the most recent record date for which it has been compiled or as of the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date on which the list is to be compiled.

Members Permitted to Exercise Rights of Inspection

(b) The rights of inspection set forth in Section 2.10(a) of these Bylaws may be exercised by the following:

(1) Any member, for a purpose reasonably related to such person's interest as a member. Where the Corporation reasonably believes that the information will be used for another purpose, or where it provides a reasonable alternative pursuant to any subsequent action brought by the member under Section 8336, the court shall enforce the rights set forth in subdivision (a) unless the Corporation proves that the member will allow use of the information for purposes unrelated to the person's interest as a member or that the alternative method offered reasonably achieved the proper purpose set forth in the demand.

(2) The authorized number of members for a purpose reasonably related to the members' interest as members.

Alternative Method of Achieving Purpose

(c) The Corporation may, within ten (10) business days after receiving a demand pursuant to Section 2.10(a) of these Bylaws, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said

demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to Section 2.10(a) of these Bylaws shall be deemed reasonable, unless within a reasonable time after acceptance of the offer, the Corporation fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 2.10(a) of these Bylaws.

Certificates of Membership

Section 2.11. The Corporation shall not issue membership certificates, however, the Corporation reserves the right to issue identity cards or similar devices to members which serve to identify members qualifying to use the services of the Corporation.

Non-liability of Members

Section 2.12. A member of the Corporation shall not solely because of such membership be personally liable for the debts, obligations, or liabilities of the Corporation.

Termination of Membership

Causes

Section 2.13(a). Membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

- (1) The voluntary resignation of a member with notice as prescribed by Section 2.14(b) of these Bylaws;
- (2) Where a membership is issued for a period of time, the expiration of such period of time;
- (3) The death of a member;
- (4) The nonpayment of dues, subject to the limitations set forth in Section 2.14(c) of these Bylaws.

Resignation by Giving Notice

(b) The membership of any member of the Corporation shall automatically terminate on such member's written request for such termination, delivered to the President or Secretary of the Corporation personally, or deposited in United States first-class mail, postage prepaid.

Nonpayment of Dues

(c) The membership of any member who fails to pay his or her dues by the end of the membership year.

Effect of Termination

(d) All rights of a member in the Corporation and in its property shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues or fees, or arising from contract or otherwise. The Corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

ARTICLE 3. MEETINGS OF MEMBERS

Place

Section 3.01. Meetings of members shall be held at such location with the State of California as may be designated from time to time by resolution of the Board of Directors.

Regular Meetings

Section 3.02. Members shall meet annually on the second Sunday of January, for the purpose of transacting such proper business as may come before the meeting, including the election of Directors for such terms as are fixed in Section 4.03 of these Bylaws. If the election of Directors shall not occur at any such meeting of the members, or without a meeting by written ballot pursuant to Section 3.11 of these Bylaws, the Board shall or five (5) percent of the members may cause the election of Directors to be held at a special meeting of members called and held as soon as it is reasonably possible after the adjournment of the regular meeting of the members. If the day fixed for the regular meeting of members falls on a legal holiday, such meeting shall be held at the same hour and place on the next succeeding day.

Special Meetings

Section 3.03. Special meetings of members shall be called by the Board of Directors and held at such times and places within the State of California as may be ordered by resolution of the Board of Directors or by five (5) percent of the members of the Corporation. Five (5) percent or more of the members of the Corporation may call special meetings for any lawful purpose.

Notice of Meetings

Section 3.04. Written notice of every meeting of members shall be posted, published, personally delivered, or mailed by first-class United States mail, postage prepaid, not less

than 10 nor more than 90 days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat.

In the event given by mail or other means of written communication, the notice shall be addressed to the member at the address of such member appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice. Where no such address appears or is given, notice shall be given by publication in any newspaper of general circulation in the county in which the principal office of the Corporation is located. The Secretary of the Corporation shall execute an affidavit of the giving of the notice of the meeting of members. In the case of a specially called meeting of members, notice that a meeting will be held at a time requested by the person or persons calling the meeting not less than thirty-five (35) nor more than ninety (90) days after receipt of the written request from such person or persons by the President of the Corporation shall be sent to the members forthwith and in any event within twenty (20) days after the request is received.

No meeting of members may be adjourned for more than forty-five (45) days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each membership of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Contents of Notice

Section 3.05. The notice shall state the place, date and time of the meeting. In the case of regular meetings, the notice shall state those matters which the Board of Directors, at the time the notice was given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected shall include the names of all those who are nominees at the time the notice is given to the members.

Waivers, Consents and Approvals

Section 3.06. The transactions of any meeting of members, however called and noticed, and wherever held, shall be as valid as though had a meeting had duly been held after regular call and notice, if a quorum is present in person and, if, either before or after the meeting, each of the persons entitled to vote but 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.

Quorum

Section 3.07. A quorum at any meeting shall consist of a majority of the voting power, represented in person. For purposes of this bylaw, "voting power" means the power to vote for the election of directors at the time any determination of voting power is made and does not include the right to vote on the happening of some condition or event which has not yet occurred.

Loss of Quorum

Section 3.08. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of members required to constitute a quorum.

Adjournment for Lack of a Quorum

Section 3.09. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented in person, but no other business may be transacted except as provided in Section 3.08 of these Bylaws.

Voting of Membership

One Vote Per Member

Section 3.10(a). Each member is entitled to one vote on each matter submitted to a vote of the members.

Record Date of Membership

(b) The record date for the purpose of determining the members entitled to notice of any meeting of members is forty (40) days before the date of the meeting of members. The record date for the purpose of determining the members entitled to vote at any meeting of members is thirty (30) days before the date of the meeting of members. The record date for the purpose of determining the members entitled to exercise any rights in respect to any other lawful action is thirty (30) days prior to such other action.

Cumulative Voting

(c) Cumulative voting shall not be authorized for the election of directors or for any other purpose.

Proxy Voting

(d) Members entitled to vote shall be permitted to vote or act by proxy. This right can be exercised no more than three (3) times per calendar year. All proxy authorizations shall be in written form.

Action without Meeting by Written Ballot

Ballot Requirements

Section 3.11(a). Subject to Section 3.11(b) of these Bylaws, any action that may be taken at any regular meeting of members may be taken without a meeting. If an action is taken without a meeting, the Corporation shall distribute a written ballot to every member entitled to vote on the matter. The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation. Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Limitations Pertaining to Election of Directors

- (b) Directors may be elected by written ballot. If the annual meeting cannot be held, or if it is held but a quorum does not attend, then the Corporation shall make its reasonable best efforts to distribute written ballots to all members eligible to vote who have not already voted and to encourage eligible members to cast ballots. This distribution may be by electronic means, as may be the return of ballots. Upon satisfaction of this requirement, the election shall be valid.

Solicitation of Ballots

(c) Ballots shall be solicited in a manner consistent with the requirements of giving notice of members' meeting set forth in Section 3.04 of these Bylaws and of voting by written ballot set forth in Section 3.11(d) of these Bylaws. All such solicitations with respect to ballots other than for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitation shall specify the time by which the ballot must be received in order to be counted.

Voting by Written Ballot

(d) The form of written ballot distributed to 10 or more members shall afford an opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted on by such written ballot. The form shall also provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter, the vote must be cast in accordance therewith. In any election of Directors, any form of written ballot in which the directors to be voted on are named therein as candidates and which is marked by a member "withheld" or otherwise

marked in a manner indicating that the authority to vote for the election of Directors is withheld shall not be voted either for or against the election of a Director.

Revocation of Ballot

(e) A written ballot may not be revoked.

Conduct of Meetings

Chairman

Section 3.12(a). The President of the Corporation or, in his or her absence, the Vice President, shall preside over the meetings of the members.

Secretary of Meetings

(b) The Secretary of the Corporation shall act as the secretary of all meetings of members, provided that in his or her absence, the Chairman of the meetings of members shall appoint another person to act as secretary of the meetings.

Rules of Order

(c) The Robert's Rules of Order, as may be amended from time to time, shall govern the meetings of members insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation, or the law of the State of California.

Inspectors of Election

Appointment

Section 3.13 (a) In advance of any meeting of members, the Board may appoint any persons, other than candidates for office, as inspectors of election to act at the meeting and any adjournment thereof. If the inspectors of election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the Chairman of any meeting may, and on request of any member must, appoint inspectors of election at the meeting. The number of inspectors shall be either one (1) or three (3). If appointed at a meeting on the request of one or more members, the majority of members represented in person shall determine whether one (1) or three (3) inspectors are appointed.

Duties

(b) The inspectors of election shall perform the following duties:

- (1) Determine the number of voting memberships outstanding and the voting power of each, the number represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies:
- (2) Receive votes, ballots or consents;
- (3) Hear and determine all challenges and questions in any way arising in connection with the right to vote:
- (4) Count and tabulate all votes and consents;
- (5) Determine when the polls shall close;
- (6) Determine the result; and
- (7) Do such acts as may be proper to conduct the election or vote with fairness to all members.

The Inspectors shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical.

Vote of Inspectors

(c) If there are three (3) inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all.

Report and Certificate

(d) On request of the Chairman or any member, the inspectors of election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the inspectors shall be prima facie evidence of the facts stated therein.

ARTICLE 4. DIRECTORS

Number

Section 4.01. The Corporation shall have not less than three (3) nor more than thirty (30) Directors. The exact number shall be fixed from time to time, within the limits specified in this Bylaw, by an amendment to this Bylaw duly adopted by approval of the members, as that term is defined in Corporations Code Section 5034.

Qualifications

Section 4.02. The Directors of the Corporation shall be dues paying members of the Corporation. Any candidate for Director must have an e-mail address, not shared with

another individual, at which the candidate can privately receive PLBRA-related communications and documents, and from which the candidate can send PLBRA-related communications and documents. The Secretary shall confirm possession of such an e-mail address on or before the deadline for a candidate to declare candidacy for the Board.

Terms of Office

Section 4.03. Each Director shall hold office for a term of one year from the date of the Director's election, and until the Director's successor is elected and qualifies under Section 4.02 of these Bylaws. In the event a Director is removed at a special meeting of the members called and held as prescribed by Section 3.03 of these Bylaws, the director shall hold office until his or her removal and his or her successor is elected and qualifies no longer.

Nomination

Section 4.04. Any person qualified to be a Director under Section 4.02 of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law. The date for close of nominations for the Board shall be sixty (60) days before the regular meeting of members as provided in Section 3.02 of these Bylaws.

Election

Section 4.05. Each Director, as his/her term expires, shall be elected at each annual meeting as prescribed by Section 3.02 of these Bylaws or by written ballot as authorized by Section 3.11 of these Bylaws in the event there is no quorum at the annual meeting. A candidate must receive the smaller of (a) the votes of thirty percent (30%) of the membership in the Residents Association who are eligible to vote, or (b) the votes of sixty percent (60%) of the members who cast valid ballots, to be elected. A Director can be elected by proxy.

Compensation

Section 4.06. The Directors shall serve without compensation.

Meetings

Call of Meetings

Section 4.07(a). The President or the Vice-President or the Secretary or any two (2) Directors may call meetings of the Board.

Place of Meeting

(b) All meetings of the Board shall be held at the principal office of the Corporation as specified in Section 1.01 of these Bylaws or as changed from time to time as provided in

Section 1.02 of these Bylaws. The President may give notice that any meeting shall be held electronically and may revise the time of a regular meeting to occur at a different time within the first seven days of the month. The Board may provide for one or more future meetings to occur at a specified location within or reasonably close to Park La Brea, provided that the location chosen shall be reasonably accessible to all Board members and to any Park La Brea resident who wishes to attend. The Board may, with at least four calendar days' notice, revise the time of a regular meeting to a date after the seventh day of a calendar month.

Time for Regular Meetings

(c) Regular meetings of the Board shall be held, without call or notice, on the first Tuesday of each month at 7:00 p.m. at the principal office of the Corporation, unless a different time or place is specified by the President or the Board as set forth in subdivision (b). Notwithstanding this provision, the first regular meeting of a calendar year shall be held as soon as reasonably practical (as determined by the President) after the Annual Meeting of Members has elected a new board.

Special Meetings

(d) The President, Vice-President, Secretary or any two (2) Directors may call special meetings of the Board. Special meetings shall be held on four (4) days' notice by first class mail, postage prepaid, or electronic means or on forty-eight (48) hours' notice delivered personally or by telephone or telegraph. Notice of the special 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 such notice to such Director. All such waivers, consents and approval shall be filed with the corporate records or made a part of the minutes of the meeting.

Quorum

(d) A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided.

Transactions of Board

(e) Except as otherwise provided in the Articles, in these Bylaws, or by law, 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, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any such action taken is approved by at least a majority of the required quorum for such meeting.

Conduct of Meetings

(f) The President or, in his or her absence, the Vice-President, shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board.

Action without Meeting

Section 4.08. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

Removal of Directors

Removal for Cause

Section 4.09(a). The Board may declare vacant the office of a Director on the occurrence at any time of the following events:

- (1) The Director has been declared of unsound mind by a final order of the court; or
- (2) The Director has been convicted of a felony; or
- (3) The Director has been found by a final order or judgment of any court to have breached duties imposed by Section 7238 of the Corporations Code on directors who perform functions with respect to assets held in charitable trust.

Removal without Cause

(b) Any or all of the Directors may be removed without cause if, where the Corporation has fewer than fifty (50) members, such removal shall be approved by a majority of all members pursuant to Section 5033 of the Corporations Code; or where the Corporation has more than fifty (50) members, such removal shall be approved by the members within the meaning of Section 5034 of the Corporations Code.

Removal for Failure to Attend Meetings

(c) In the event a Director fails to attend three (3) consecutive meetings of the Board of Directors, said Director will be subject to immediate removal after notice and an opportunity to be heard at a Board meeting.

(d) Resignation of Director

Section 4.10. Any Director may resign effective on giving written notice to the President, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective

at a future time, a successor may be elected to take office when the resignation becomes effective.

Vacancies on the Board

Causes

Section 4.11(a). Vacancies on the Board of Directors shall exist on the death, resignation or removal of any Director; whenever the number of Directors authorized is increased; and on the failure of the members in any election to elect the full number of Directors authorized.

Filling Vacancies by Directors

(b) Except as otherwise provided in the Articles or these Bylaws and except for a vacancy created by the removal of a Director pursuant to Section 4.09 of these Bylaws, vacancies on the Board of Directors may be filled by approval of the Board of Directors, 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 as provided in Section 4.07(d) of these Bylaws; or (3) a sole remaining Director. A Director may be elected by proxy.

Filling Vacancies by Members

(c) Vacancies created by removal of Directors shall be filled only by the approval of the members within the meaning of Section 5034 of the Corporations Code. The members may elect a Director at any time to fill any vacancy not filled by the Directors.

ARTICLE 5. OFFICERS

Number and Titles

Section 5.01. The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer, and such other officers with such titles and duties as shall be determined by the Board and as may be necessary to enable it to sign instruments. The President is the chief executive officer of the Corporation. The same person may hold any number of offices.

Appointment and Resignation

Section 5.02. The officers shall be chosen by and serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Any officer

may resign at any time on written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

Terms of Office

Section 5.03 The President, Vice President, Secretary, and Treasurer of the Corporation shall serve two year terms. If not ended sooner via death, resignation, or removal by a vote of the Board, each of these officers' terms shall end at the start of the first regular Board meeting of an odd-numbered calendar year. If not ended sooner via death, resignation, or removal by a vote of the Board, the term of any other officer shall end at the start of the first regular Board meeting of a calendar year. The incumbent President (or incumbent Vice President, in the absence of the incumbent President) shall serve as Chair of the first regular meeting of an odd-numbered calendar year and the first order of business at that meeting shall be, in order, the election of a President, Vice President, Secretary, and Treasurer. The election of officers is effective immediately unless otherwise specified by the Board.

ARTICLE 6. CORPORATE RECORDS, REPORTS AND SEAL

Keeping Records

Section 6.01. The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board and committees of the Board. The Corporation shall also keep a record of its members giving their names and addresses. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

Annual Report

Section 6.02. The Corporation shall notify each member yearly of the member's right to receive a financial report pursuant to Corporations Code Section 8321(a). Except where the Corporation does not have more than one hundred (100) members or more than ten thousand dollars (\$10,000) in assets at any time during the fiscal year, on the written request of a member the Board shall promptly cause the most recent annual report to be sent to the requesting member. The annual report shall be prepared not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year. The annual report shall contain in appropriate detail the following: (1) a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year; (2) a statement of the place where the names and addresses of the current members are located; and (3) any information concerning certain transactions and indemnification required by Corporations Code Section 8322. The annual report shall be accompanied by any report thereon of independent accountants or, if there is not such a report, the certificate of any authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Annual Statement of Certain Transactions and Indemnification

Section 6.03. The Corporation shall furnish annually to its members a statement of any transaction or indemnification described in Corporations Code Section 8322(d) and (e), if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 6.02 of these Bylaws.

Corporate Seal

Section 6.04. The Board of Directors shall adopt a corporate seal which shall be in the following form: it shall set forth the full name of the Corporation, PARK LABREA TENANTS ASSOCIATION, a California Nonprofit Mutual Benefit Association, and shall bear the date of incorporation. The Secretary of the Corporation shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

ARTICLE 7. DISPOSITION OF ASSOCIATION FUNDS UPON DISSOLUTION OF PLBRA

Section 7.01. In the event of the future dissolution of the PARK LABREA RESIDENTS ASSOCIATION ("PLBRA") the Board of Directors shall take the following actions to insure that the funds of PLBRA remaining at the time of dissolution are maintained in trust until such time as they are transferred to a new or successor association, entity or organization ("New Association"), whose main purpose or function is consistent with that of PLBRA.

Establishment of Board of Trustees

Section 7.02. Before or at the time of dissolution of PLBRA, the Board will meet in a regular meeting or, if there is insufficient time, in a special meeting, to elect five Trustees to oversee the funds in trust, until such time as the funds can be transferred to the new or successor association, entity or organization. The five Trustees will elect a chairperson from among their members.

Meetings of Board of Trustees

Section 7.03. This Board of Trustees will meet a minimum of once per calendar year, but, should the need arise, is empowered to meet more often and may, with seven days notice, call emergency meetings.

Replacements on Board of Trustees

Section 7.04. Trustees shall serve as long as they are willing and able, but must be residents of Park La Brea. If a trustee is unwilling or unable to serve as Trustee, the remaining Trustees shall nominate candidates to replace said trustee. A simple majority is needed to select a replacement trustee, with the Chairperson acting as the deciding vote, in cases of a tie.

Maintenance of Funds by Trustees

Section 7.05. The funds shall be maintained and invested in one or more accounts, as needed, to provide for the accrual of interest on as large a portion of the funds as possible while providing convenient access to that portion needed to pay for any ongoing or interim costs or expenses. The Board of Trustees shall, if possible, maintain an interest-bearing checking account. A non-interest bearing checking account shall not contain more than fifteen percent (15%) of the total funds. All funds shall be maintained in FDIC insured accounts, if necessary in different banks to insure FDIC protection.

Investments of and Payments from Funds

Section 7.06. Decisions regarding the type of accounts, transfer of accounts, investing, re-investing and payments from the accounts for legal and proper purposes shall be made by the Board of Trustees by majority vote, with the Chairperson acting as the deciding vote in cases of a tie. (a) The Board of Trustees shall have the power to determine the type of accounts in which the funds are invested, whether Certificates of Deposit, Money Market Accounts, Checking Accounts, Savings Accounts, Credit Union Accounts, or other type of accounts, and shall be empowered to transfer and move accounts, as necessary, to maximize returns, for convenience, and to safeguard the funds. (b) Payments for legal and proper purposes, include, but are not limited to, costs and expenses of maintaining accounts, legal fees, accounting fees, investment consulting fees, and related costs and expenses. (c) The Board of Trustees shall administer the trust accounts with reasonable care, skill and caution under the circumstances then prevailing that a prudent person acting in a like capacity would use in the conduct of an enterprise of like character and with like aims to accomplish the purposes of the trust accounts as determined by the purposes, duties and limitations stated herein.

Maintenance of Records

Section 7.07. Consistent with Article 6 of the By-laws, the Board of Trustees shall maintain records and prepare an annual report of the funds.

Criteria for Determining Validity of New Association

Section 7.08. To be qualified to receive the funds maintained by the Board of Trustees, a New Association shall meet the following criteria: (a) It shall be a registered “non-profit” entity. (b) Its By-Laws shall state that its principal purpose is to represent the interests of

the residents of Park LaBrea, which include, but are not limited to, matters regarding rent increases, capital pass-throughs, permits and fees, construction, remodeling, zoning, resident rules and regulations, parking rules and regulations, and related issues. (c) Its principal place of operations, if feasible, shall be within the Park La Brea complex or, in the alternative, as close as reasonably possible to the Park LaBrea complex. (d) It shall incorporate into its By-Laws and other operative association documents provisions acknowledging receipt of funds from PLBRA, which includes acknowledgment of the maintenance and oversight of said funds by the Board of Trustees referred to herein. (e) It shall accept the Board of Trustees as members of its Board of Directors for a minimum of one year and, effective immediately upon transfer of funds, shall accept the Chairperson of the Board of Trustees as a member of its “Executive Board” for a minimum of one year.

Board of Trustees Determines Validity of New Association

Section 7.09. The Board of Trustees shall meet and vote to recognize the validity of the New Association and if it is qualified to receive the funds. A simple majority vote shall be determinative, with the Chairperson acting as the deciding vote, in case of a tie.

Section 7.10. Upon approval of the New Association, the Board of Trustees shall transfer up to fifteen percent (15%) of the PLBRA funds to the New Association, to be used as “start-up” funds, in a manner to be determined by the Board of Directors of the New Association.

Section 7.11. The balance of funds shall be maintained by the New Association in interest bearing accounts to be used for legal and proper purposes consistent with the New Association’s By-Laws. Legal and proper purposes shall include, but not be limited to, prosecuting and defending law suits and other legal proceedings on behalf of the residents of Park LaBrea, as well as other legal and necessary purposes, as determined by the Board of Directors of the New Association.

Certified: December 12, 2024

To be signed upon adoption by:



Nicole Duquette
Secretary
Park LaBrea Residents Association