BYLAWS

OF

FRIENDS OF THE PARKS

ARTICLE I

NAME

The name of this organization shall be Friends of the Parks.

ARTICLE II

PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation is hereby fixed and located at 710 Pier Avenue, Hermosa Beach, California 90254. The Directors may at any time or from time to time change the location of the principal office from one location to another within Hermosa Beach (the "**City**"). In the event of any such change, this section shall be amended to state the new location.

ARTICLE III

OBJECTIVE AND PURPOSE

The primary objective of this corporation shall be to enhance the quality of outdoor recreational experiences in the City by helping improve the City's parks. The founders of this corporation recognize that, due to governmental budgetary constraints, the City's ability to improve and maintain the City's parks is limited. The corporation shall augment the City's services by zealously advocating on behalf of the concerns of residents with regard to the City's parks, identifying and prioritizing park needs, and fundraising for park improvements and rehabilitation projects.

ARTICLE IV

NONPARTISAN ACTIVITIES

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote.

The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE V

DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net income, properties, profits, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Member, Director, or Officer of this corporation.

Upon the dissolution or winding up of this corporation, the assets of this corporation remaining, after payment of, or provision for payment of, all debts and liabilities of this organization, shall forthwith be distributed and paid over to an organization or foundation, dedicated to charitable or public purposes, as the Board of Directors shall determine, qualified for exemption from federal income tax under Section 501 (C)(3) of the Internal Revenue Code of 1954, as now in effect, or as subsequently amended, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VI

MEMBERSHIP

Section 1. Admission of Members. Any person, firm, organization, or corporation which is interested in the objectives of this corporation may become a member ("**Member**") by giving the "Secretary" (as hereinafter defined) a completed "Membership Application" (as hereinafter defined). A master list of all Members (the "**Membership**") shall be maintained on an electronic database (the "**Electronic Database**") which, to the extent possible, shall contain the updated contact information of each Member.

Section 2. Membership Dues. The payment of annual dues shall not be a prerequisite for membership. However, Members may be asked from time to time to make a non-mandatory monetary contribution.

Section 3. Liabilities and Property Rights of Members. No Member of the corporation, now or hereafter, shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors shall look only to its assets for payment.

ARTICLE VII

MEETINGS OF GENERAL MEMBERS

Section 1. General Meetings. The Members shall meet (the "**General Meeting**") at 6:00 p.m. on the second Wednesday of each month at the principal office of the corporation unless the Board of Directors fixes another date, time or place.

Section 2. Special Meetings. Meetings of Members for any purpose ("**Special Meetings**") may be called at any time by the "President" (as hereafter defined) or Board of Directors.

Section 3. Agenda for Meetings. The President shall publish an agenda for each General Meeting by no later than 6:00 p.m. on the Monday before such General Meeting, or, with regard to Special Meetings, by no later than 12:00 p.m. on the day of the Special Meeting. As used herein, "**publish**" shall mean post on the corporation's website, if any, or email to the Board of Directors and those Members which are on the Electronic Database.

Section 4. Quorum. In order for there to be a quorum at either a General Meeting or Special Meeting, at least three (3) Members must be present at such meeting. At any meeting duly held at which a quorum is present, every act of Members shall be regarded as an act of the Membership.

Section 5. Adjournment. Each meeting, whether General or Special, shall be adjourned by a majority of Members present at such meeting.

ARTICLE VIII

BOARD OF DIRECTORS

Section 1. Board of Directors. Directors shall be Members of the corporation. The number of Directors shall not be less than seven (7) nor more than twenty-one (21). The initial number of Directors shall be nine (9). Each member of the Board shall have one (1) vote as to each matter before the Board of Directors. The exact number of Directors shall be fixed from time to time, within the limits recited in this Section, by an affirmative vote of the majority of the votes represented and voting at a duly held meeting of the Board.

Section 2. Powers of Directors. All corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

(a) To select and remove all officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation, or the Bylaws, fix their compensation and require from them security for faithful service.

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

(c) To change the principal office for the transaction of the business of the corporation from one location to another within the City.

(d) To fix and locate from time to time one or more subsidiary offices of the corporation within the City.

(e) To designate any place within the City for the holding of any meetings.

(f) 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, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

Section 3. Election and Term of Office. Each member of the Board of Directors shall serve a two-year term, which shall commence July 1 and terminate June 30 of the second year. The members of the Board of Directors to serve for the following term shall be elected by the Board of Directors, either at the June General Meeting or at a Special Board Meeting occurring in the week following the June General Meeting, at an exact date and time set by the Directors present at the June General Meeting. The slate of candidates shall be drawn from the existing Members of the corporation. Such slate shall be proposed by the Members present at the June General Meeting. No Director shall serve for more than three (3) consecutive terms. A Director who has served three (3) consecutive terms shall not be eligible for re-election until one (1) year after the expiration of such Director's final term.

Section 4. Vacancies. Any vacancy or vacancies in the Board of Directors resulting from death, incapacity, resignation, expiration of term of office, removal, valid increase in the size of the Board, or otherwise, shall be filled by a majority vote of the remaining Directors then in office, even if less than a quorum. A successor so elected shall serve for the unexpired term of his or her predecessor.

Section 5. Meetings. The members of the Board of Directors shall attend all General and Special Meetings and such meetings shall be deemed meetings of the Board for voting purposes. Additional meetings of the Board of Directors (each, a "**Special Board Meeting**") shall be held at the principal office of the corporation from time to time, as scheduled in advance by any Director, with no less than one (1) weeks' notice to the other Directors of the date and time. Such notice shall be given personally, by email, or by telephone.

Section 6. Resignations. Except as provided in this paragraph, any Director may resign, which resignation shall be effective upon giving written notice to any Officer or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If a Director is also an Officer, such Director/Officer must provide the corporation with at least 30 days' notice of his or her resignation, to the extent practicable.

Section 7. Quorum. There shall be at least three (3) Directors present at any meeting, whether a General Meeting, Special Meeting, or Special Board Meeting, to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting at which a quorum was present shall be regarded as an act of the Board of Directors, unless a greater number shall be required by law, the Articles of Incorporation, or these Bylaws.

Section 8. Adjournment of Special Board Meeting. A majority of Directors present, whether or not constituting a quorum, may adjourn a Special Board Meeting to another time and place.

Section 9. Removal. A Director may be removed from office, for cause, by a vote of a majority of the Directors.

Section 10. Action without Meeting. Any action by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent in writing to this action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

Section 11. Compensation. The Directors shall receive no compensation for their services as such.

ARTICLE IX

OFFICERS

Section 1. Designation. All Officers shall be Members of the corporation and members of the Board of Directors. The Officers of this corporation shall be a President, Vice President, Secretary, Treasurer and such other Officers as the Board of Directors may appoint as the business of the corporation shall require. Other Officers that are appointed pursuant to this Section 1 shall hold office for such period and have such authority and perform such duties as are provided for in the Bylaws or as the Board of Directors may from time to time determine.

Section 2. Term of Office. Except as provided in Section 1 above, each Officer shall hold a term of two (2) years, which shall commence July 1 and terminate June 30 of the second year. No Officer shall serve for more than two (2) consecutive terms. An Officer who has served two (2) consecutive terms shall not be eligible for re-election until one (1) year after the expiration of such Officer's final term. One person may hold two or more offices, except that none of the Vice President, Treasurer and Secretary may concurrently serve as the President.

Section 3. Election. The Officers to serve for the following term shall be elected by the Board of Directors, either at the June General Meeting or at a Special Board Meeting occurring in the week following the June General Meeting, at an exact date and time set by the Directors present at the June General Meeting. The slate of candidates shall be drawn from the existing Members of the corporation. Such slate shall be proposed by the Members present at the June General Meeting.

Section 4. Responsibility. All Officers are subordinate and responsible to the Board of Directors.

Section 5. Vacancies in Office. In the event of a vacancy in any office because of death, resignation, removal, disqualification, or any other cause, the Board of Directors shall appoint a successor to such office at a time and place set by the Board. A successor so elected shall serve for the unexpired term of his or her predecessor.

ARTICLE X

COMMITTEES

All committees are subordinate and responsible to the Board of Directors but may be empowered by the Board of Directors to act on its behalf. The President may create committees and appoint chairpersons at his or her discretion, depending on the needs of the corporation. A committee may be dispensed with, and chairpersons may be replaced, by a majority vote of the Board of Directors at any time.

ARTICLE XI

AMENDMENTS TO BYLAWS

New Bylaws may be adopted, or these Bylaws may be amended or repealed, by a majority vote of the Board of Directors.

ARTICLE XII

INSURANCE

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or ansing out of the aizent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this section.

ARTICLE XIII

RECORDS AND REPORTS

Section 1. Inspection Rights. Any Member of the corporation may:

1. Inspect and copy the Electronic Database during usual business hours on five (5) days prior written demand on the corporation stating the purpose for which the inspection rights are requested, and

2. Obtain from the Secretary of the corporation, on written demand and on the tender of the Secretary's usual charges for such a list, if any, a print out of the Electronic Database as of the most recent date for which that list has been compiled, or as of a date specified by the Member after the date of demand. The demand shall state the purpose for which the list is requested. This list shall be made available to any such Member by the Secretary on or before the latter of ten (10) days after the demand is received for the date specified in it as the date by which the list is to be compiled.

Any inspection and copying under this section may be made in person or by an agent or attorney of the Member and the right to copy and make extracts.

Section 2. Maintenance and Inspection of Articles and Bylaws. The corporation shall keep at its principal office the original or a copy of the Articles and Bylaws as amended to date, which shall be open to inspection by the Members at all reasonable times during office hours.

Section 3. Maintenance and Inspection of Other Corporate Records. The accounting books, records, and minutes of proceedings of the members and the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or in the absence of such designation, at the principal office of the corporation. The minutes shall be kept in written or typed form, and the, accounting books and records shall be kept either in written or typed form or in any other form capable of being converted into written, typed, or printed form. The minutes and accounting books and records shall be open to inspection on the written demand of any member, at any reasonable time during business hours, for a purpose reasonably related to the member's interests as a member. The inspection may be made in person or by an agent or attorney, and shall include the right to copy and make extracts. These rights of inspection shall extend to the records of each subsidiary corporation of the corporation.

Section 4. Inspection. Every member of the Board of Directors shall have the absolute right at any reasonable time to inspect all books, records, and documents of the corporation and each of its subsidiary corporations. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 5. Annual Report to General Members. The annual report to Members referred to in the California Non-profit Corporation Law is expressly dispensed with, but nothing in these Bylaws shall be interpreted as prohibiting the Board of Directors from issuing annual or other periodic reports to the members of the corporation as they consider appropriate. However, the corporation, shall provide to the Directors, and to those members who request in writing, within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail:

1. The assets and liabilities, including the trust funds of the corporation as of the end of the fiscal year.

2. The principal changes in assets and liabilities, including trust funds, during the fiscal year.

3. The revenue of receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

4. The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

5. Any information required by California Corporations Code Section 6322.

ARTICLE XIV

CONSTRUCTION AND DEFINITIONS

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

ARTICLE XV

FISCAL YEAR

The fiscal year shall be from July 1st through June 30th.

ARTICLE XVI

PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order, Newly Revised, shall govern all General Members' meetings and Directors' meetings of the corporation, except in instances of conflict between said rules of order and the Articles or Bylaws of the corporation or provisions of law.

ARTICLE XVII

MISCELLANEOUS

The President, or such other Officers as the Board of Directors may select for that purpose, are authorized to vote, represent, and exercise on behalf of this corporation all rights incident to any and all voting securities of any other corporation or corporations standing in the name of this corporation. The authority herein granted to said officers to vote or represent on behalf of this corporation any and all voting securities held by this corporation in any other corporation or corporations may be exercised either by such officers in person or by any person authorized so to do by proxy or power of attorney duly executed by such officers.