(August 10, 2009 – Revised Bylaws (Ramona Hall) General Meeting)

By-Laws

Of

Highland Park Heritage Trust

A Non-Profit Corporation

Article I

Offices

The principal office of the corporation in the state of California shall be located in the city of Los Angeles, County of Los Angeles.

Article II

Members

SECTION 1. CLASSES OF MEMBERS. The corporation shall have one class of members, all of whom shall have the same rights and privileges as provided herein. The Board of Directors may provide, by resolution, for the establishment and designation by appropriate names of different groups of members classified according to the amount of their contributions to the corporation and may, from time to time, fix or alter the amounts to be thus contributed by members in each group.

SECTION 2. MEMBERSHIP. The members of this corporation shall constitute those persons whose dues are paid in full for the current fiscal year and showing an interest in the goals set forth in the Articles of Incorporation.

SECTION 3. VOTING RIGHTS. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

SECTION 4. TERMINATION OF MEMBERSHIP. Any member who shall be in default in the payment of dues for the period fixed in Article XI of these by-laws may be terminated.

SECTION 5. RESIGNATION. Any member may resign by filing a written resignation with the secretary.

SECTION 6. TRANSFER OF MEMBERSHIP. Membership in this corporation is not transferable or assignable.
ARTICLE III

MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING. An annual meeting of the members shall be held on the third second Monday in October November of each year for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of California, such meeting shall be held on the next succeeding business day. within the next 10 calendar days. If the election of directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

SECTION 2. SPECIAL MEETINGS. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-tenth of the members having voting rights.

SECTION 3. PLACE OF MEETING. The Board of Directors may designate any place, within the County of Los Angeles, State of California, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors—if no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in the State of California; but if all of the members shall meet at any time and place, either within or without the State of California, and consent to the holding of a meeting such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

SECTION 4. NOTICE OF MEETINGS. Written, or printed, notice or electronic notification, stating the place, day and hour of any meetings of members shall be delivered either personally, or by electronic means, or regular mail, to each member entitled to vote at such meeting, not less than ten five business days nor more than fifty days before the date of such meeting, by, or at, the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these by-laws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation with postage thereon prepaid.

SECTION 5. INFORMAL ACTION BY MEMBERS. An action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

SECTION 6. QUORUM. Business shall be conducted as fifty percent of the Board of Directors and those members in attendance and in good standing. The members holding fifty percent of the votes which may be cast at any meeting shall
constitute a quorum at such a meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

SECTION 7. PROXIES. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

SECTION 8. VOTING BY MAIL. Where directors or officers are to be elected by members or any class or classes of members, such election may be conducted by mail in such manner, as the Board of Directors shall determine.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. GENERAL POWERS. The affairs of the corporation shall be managed by its Board of Directors. Directors shall be residents of the State of California and shall be members of the corporation.

SECTION 2. NUMBER, ELECTION AND TENURE. The number of Directors of this corporation shall be not more than fifteen unless changed by a by-law duly adopted by the members amending this section. The founding Directors are the following:

<table>
<thead>
<tr>
<th>Gail Anderson</th>
<th>Diana Barnwell</th>
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</thead>
<tbody>
<tr>
<td>Box 128 Highland Park Station</td>
<td>630 West Avenue 46</td>
</tr>
<tr>
<td>Los Angeles, CA 90042</td>
<td>Los Angeles, CA 90065</td>
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<table>
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<tr>
<th>Lynn Bryant</th>
<th>Estelle Ebinger</th>
</tr>
</thead>
<tbody>
<tr>
<td>462 Rustic Drive</td>
<td>369 North Avenue 53</td>
</tr>
<tr>
<td>Los Angeles, CA 90065</td>
<td>Los Angeles, CA 90042</td>
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</tbody>
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<tr>
<th>Robert Ebinger</th>
<th>Philip Ellison</th>
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<tbody>
<tr>
<td>369 North Avenue 53</td>
<td>650 Dimmick Drive</td>
</tr>
<tr>
<td>Los Angeles, CA</td>
<td>Los Angeles, CA 90065</td>
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</tbody>
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<tr>
<th>Mary Jones</th>
<th>Renee Kesler</th>
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<tbody>
<tr>
<td>701 Danford Drive</td>
<td>3620 Division Street</td>
</tr>
<tr>
<td>Los Angeles, CA 90042</td>
<td>Los Angeles, CA 90065</td>
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<tr>
<th>Virginia Neely</th>
<th>Frank Parrello</th>
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<tbody>
<tr>
<td>338 South Avenue 60, #215</td>
<td>1157 Kipling Avenue</td>
</tr>
<tr>
<td>Los Angeles, CA 90042</td>
<td>Los Angeles, CA 90041</td>
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<table>
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<tr>
<th>Louis Peters</th>
<th>Nora Peters</th>
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<tbody>
<tr>
<td>5905 El Mio Drive</td>
<td>5905 El Mio Drive</td>
</tr>
<tr>
<td>Los Angeles, CA 90042</td>
<td>Los Angeles, CA 90042</td>
</tr>
</tbody>
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Directors shall be elected at the annual meeting of members for terms of one year or until election of their successors. A director may succeed himself in office.

SECTION 3. REGULAR MEETINGS. **ANNUAL MEETING.** A regular **The** annual meeting of the Board of Directors shall be held not later than the next regularly scheduled meeting of the Board of Directors following the annual meeting of members, during the month of January. **At the Annual Meeting** the Board of Directors may **shall** provide by resolution the time and place, within the County of Los Angeles, State of California, for the holding of additional regular **official** meetings of the Board of Directors **without other notice than such resolution.** with reasonable notice for that calendar year.

SECTION 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the President or any five directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without **outside** the State, as the place for holding any special meeting of the Board of Directors called by them.

SECTION 5. NOTICE. **NOTICE OF ANY SPECIAL MEETING.** Notice of any special meeting of **The Board of Directors shall be given at least forty-eight hours previously thereto by written notice delivered personally or sent by mail or telegram written, printed or electronic notification** to each director at his address as shown by the records of the corporation. **In case of extreme emergency notification shall be given by the fastest possible means.** If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. If notice be given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted at the meeting shall be specified in the notice or waiver of notice of such meeting.

SECTION 6. QUORUM. A majority **Fifty percent** of the Board of Directors in office **in good standing constitutes a quorum** shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than a majority of said directors are present at said meeting, a majority of directors present may adjourn the meeting from time to time without further notice.
SECTION 7—MANNER OF ACTING. **OFFICIAL ACTS.** The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these by-laws.

SECTION 8. VACANCIES. Any vacancy occurring in the Board of Directors, and any directorship, to be filled by reason of an increase in the number of directors shall be filled by the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

SECTION 9. COMPENSATION. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors expenses directly incurred in the accomplishment of corporate business may be allowed.

**SECTION 10. REMOVAL.** Any Board of Director member elected may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby. Grounds for such removal shall include but not be limited to failure to attend (3) consecutive official meetings, or failure to abide by the rules of order and ethical behavior.

ARTICLE V

OFFICERS

SECTION 1. OFFICERS. The officers of the corporation shall be a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers, including one or more Assistant Secretaries or one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two, or more, offices may be held by the same person, except the offices of President and Secretary.

SECTION 2. ELECTION AND TERM OF OFFICE. The officers of the corporation shall be elected annually by the Board of Directors at the regular Annual **Membership Meeting** of the Board of Directors. If the election of officers shall not be held at such Annual Membership meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his successor shall have been duly elected and shall have qualified, **installed. (Per Article III, Section 1)**

SECTION 3. REMOVAL. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the corporation would be served thereby. but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

SECTION 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
SECTION 5. PRESIDENT. The President shall be the principal executive officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. He **The President** shall preside at all meetings of the members and of the Board of Directors. He **Such person shall** may sign, with the Secretary or any other proper officer of the corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these by-laws or by statute to some other officer or agent of the corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6. VICE-PRESIDENT. In the absence of the President or in the event of his inability or refusal to act, the Vice-President, or in the event there be more than one Vice-President, Vice-Presidents in the order of their election, shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 7. TREASURER. If required by the Board of Directors, the Treasurer shall give **secure** a bond for the faithful discharge of his **their** duties in such sum and with such surety or sureties, as the Board of Directors shall determine. He **The Treasurer** shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of Article VII of these by-laws; the Treasurer shall prepare and submit to each annual meeting of members a statement of financial operations for the fiscal year preceding; and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. The books of the Treasurer shall be audited as deemed necessary by the Board of Directors, annually by an independent party.

SECTION 8. SECRETARY. The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these by-laws or as required by law, be custodian of the corporate records, and of the seal of the corporation and see that the **(seal)** of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the post office address of each member which shall be furnished to the Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

SECTION 9. ASSISTANT TREASURERS AND ASSISTANT SECRETARIES. If required by the Board of Directors, the Assistant Treasurers shall give **secure** bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of
Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or by the Board of Directors.

ARTICLE VI

COMMITTEES

SECTION 1. COMMITTEES. The Board of Directors may designate one or more committees. Members of committees must be members of the corporation.

SECTION 2. VACANCIES. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 3. QUORUM. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the entire committee.

SECTION 4. RULES. Each committee may adopt rules for its own government not inconsistent with these by-laws or with rules adopted by the Board of Directors.

ARTICLE VII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

SECTION 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these by-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

SECTION 2. CHECKS, DRAFTS, ETC. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice-President of the corporation.

SECTION 3. DEPOSITS. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as Board of Directors may select.

SECTION 4. GIFTS. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or device for the general purposes or for any special
purpose of the corporation. **At the meeting Any gifts shall be duly noted and documented in the minutes.**

**ARTICLE VIII**

**CERTIFICATES OF MEMBERSHIP**

**SECTION 1. CERTIFICATES OF MEMBERSHIP.** The Board of Directors may provide for the issuance of certificates evidencing membership in the corporation, which shall be in such form as may be determined by the Board of Directors. Such certificates shall be signed by the President or a Vice-President and by the Secretary or an Assistant Secretary and shall be sealed with the seal of the corporation. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and condition as the Board of Directors may determine.

**SECTION 2. ISSUANCE OF CERTIFICATES.** When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article VIII.

**ARTICLE IX VIII**

**BOOKS AND RECORDS**

The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the corporation may be inspected by any member, or his agent, or attorney for any proper purpose at any reasonable time.

**ARTICLE X IX**

**FISCAL YEAR**

The fiscal year of the corporation shall begin on the first day of October **January** and end on the last day of September **December** in each year. (Amended 1983)
ARTICLE XI

DUES

SECTION 1. ANNUAL DUES. The Board of Directors may recommend, with membership approval, from time to time the amount of initiation fee, if any, payable a change in the annual dues payable to the corporation by members of each class.

SECTION 2. PAYMENT OF DUES. Dues shall be payable in advance on the date of joining and thereafter on October 1 of each succeeding year. Second year's dues will be prorated to reflect date of joining. (Notwithstanding the foregoing, members joining on or after April 1 of a given year shall only be charged one-half the applicable dues for that year's membership) Amended 1983. Notwithstanding the foregoing members joining on or after April 1 of a given year shall be charged one-half the applicable dues for that year's membership. (Amended 1983) New members joining on or after October 1st of a given year shall be considered to have paid through the next fiscal year.

SECTION 3. DEFAULT AND TERMINATION OF MEMBERSHIP. When any member shall be in default in the payment of dues for a period of six months from the beginning of the fiscal year or period of which such dues become payable, his the membership may shall thereupon be terminated. Per Article II, Section 2.

ARTICLE XII

SEAL

The Board of Directors may provide a corporate seal, which shall be in the form designated by the Board of Directors.

ARTICLE XIII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Non-Profit Corporation Law of California or under the provisions of the articles of incorporation or the by-laws of the corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein shall be deemed equivalent to the giving of such notice.
ARTICLE XIV XIII

AMENDMENTS TO BY-LAWS

These by-laws may be altered, amended, or repealed, and new by-laws may be adopted by a two thirds vote of the directors present at any regular meeting, or at any special meeting if at least ten days' written notice is given of intention to alter, amend, or repeal, or to adopt new by-laws at such meeting.

In cases of parliamentary discussion, where not provided by these revised By-Laws, Robert’s Rules of Order shall govern.

Revised By-Laws approved by the Board of Directors.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct and of our own knowledge.

Carmela Tigo-Gomez
President

Seia Gulotto-Miller
Secretary

Adopted by the members of the Group in general assembly.

October 7, 2009
Date