



Los Serenos de Point Vicente, Inc.

BYLAWS

(Amended May 13, 2009)

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LOS SERENOS DE POINT VICENTE
BYLAWS – REVISED MAY 13, 2009

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**BYLAWS
OF
LOS SERENOS DE POINT VICENTE, INC.
*Amended May 13, 2009***

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is

LOS SERENOS de POINT VICENTE, INC.

(hereinafter referred to as “Los Serenos”). Los Serenos is a nonpartisan, nonprofit public benefit corporation organized under the California Nonprofit Public Benefit Corporation Law. The principal office of Los Serenos shall be located in the County of Los Angeles at:

Point Vicente Interpretive Center
31501 Palos Verdes Drive West
Rancho Palos Verdes, CA 90275

**ARTICLE II
PURPOSE**

A. The purpose of this corporation is to engage in any lawful act or acts for which a corporation may be organized under the California Nonprofit Public Benefit Corporation Law. Los Serenos is established exclusively for charitable purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future U.S. Internal Revenue Law).

B. The specific purpose of the corporation is to assist and support the City of Rancho Palos Verdes’ (hereinafter known as the “City”) objectives for the Point Vicente Interpretive Center (hereinafter known as “PVIC” or the “Center”), parks, and trails with regard to the natural and cultural history of the Palos Verdes Peninsula. Los Serenos will provide interpretive and educational services to the community and public by means of docent-led tours, special events, workshops, and classes

ARTICLE III
MEMBERSHIP; VOTING RIGHTS; DUES;
RESIGNATION; TERMINATION

A. MEMBERSHIP. Membership is open to any person who agrees to further the purpose of this organization. The board may, by majority vote, change the qualifications or create new membership categories as it deems necessary. Currently there are six categories of membership:

- Active Docent (Voting)
- Sustaining Docent (Voting)
- Inactive Docent (Voting)
- Emeritus Docent (Voting)
- Volunteer (Nonvoting)
- Friends (Nonvoting)

1. **Active Member.** An Active member of Los Serenos would have satisfactorily completed the docent training class and have agreed to a commitment to serve as a Docent for a minimum of two years.

a. An Active member is required to pay annual dues and must serve a minimum number of hours each year, which shall be set forth in the Standing Rules.

b. An Active member is required to work at special events.

c. An Active member is encouraged to attend a minimum of four meetings and/or educational excursions each year.

d. An Active member receives a monthly newsletter, an annual roster, and is invited to attend all Los Serenos events.

e. An Active Docent will be selected each year as "Docent of the Year" by the Docent Coordinator and City Supervisor(s) of the Recreation & Parks Department.

2. **Sustaining Member.** When an Active Member has completed two years of service, he/she may request a change of membership status to that of sustaining. The request shall be in writing and submitted to the Docent Coordinator. The Docent Coordinator will be responsible for notifying the Los Serenos Board of Directors of the change in membership.

a. A Sustaining Member is required to pay annual dues and to volunteer a minimum number of hours each year; the amount of dues and number of hours shall be set forth in the Standing Rules.

b. A Sustaining Member is encouraged to work at special events sponsored by Los Serenos.

c. A Sustaining Member shall receive a monthly newsletter, an annual roster, and is invited to attend all Los Serenos events.

3. **Inactive Member.** An Active or Sustaining Member who has completed his/her two-year commitment to Los Serenos and can no longer meet the requirements of an Active or Sustaining Member, may request a change of membership status to that of inactive. The request shall be in writing and submitted to the Docent Coordinator. The Docent Coordinator is responsible for notifying the Los Serenos Board of Directors of the change in membership status.

a. An Inactive Member is relieved of all duties and responsibilities, but is required to pay annual dues, which shall be set forth in the Standing Rules.

b. An Inactive Member shall receive a monthly newsletter, an annual roster, and is invited to attend all Los Serenos events.

c. An Inactive Member shall have all the rights and privileges of that of a Sustaining Member.

4. **Emeritus Member.** An Emeritus Member is an Active, Sustaining, Inactive, or a Volunteer Member who has contributed at least five years of active participation in Los Serenos and whose efforts and contributions are so outstanding that special recognition is appropriate.

a. An Emeritus Member retains membership for life and has no yearly service requirements, is exempt from paying dues and other assessments, and shall have all the rights and privileges of that of an Active Member, with the exception that a Volunteer Emeritus Member shall not serve on the Board of Directors or vote.

b. An Emeritus Member is selected by the Docent Coordinator in cooperation with the Board of Directors.

c. An Emeritus Member shall receive a monthly newsletter, an annual roster, and is invited to attend all Los Serenos events.

5. **Volunteer Member.** A Volunteer member is one who performs a service for Los Serenos in the form of volunteer hours. Any member of the public may apply to the Docent Coordinator to become a Volunteer Member; the Docent Coordinator shall have the primary responsibility of accepting or rejecting an applicant.

a. A Volunteer Member must commit to serve for at least two years, and meet other qualification criteria such as fingerprinting.

b. A Volunteer Member is not required to take the docent training class but is encouraged to attend continuing education classes, field trips, and meetings; a volunteer is encouraged to become an Active Member when that commitment is possible.

c. A Volunteer Member shall not lead tours or hikes of any kind.

d. A Volunteer Member may serve on committees.

e. A Volunteer Member, as determined by the board, may be required to pay annual dues, which shall be set forth in the Standing Rules.

f. A Volunteer Member shall receive a monthly newsletter, an annual roster, and is invited to attend all Los Serenos events.

6. **Friends of the Point Vicente Interpretive Center Member** (hereinafter shall be known as "Friends"). The General Friends' category of membership is currently inactive; it may be reactivated at the discretion of the board.

a. The initial persons or families who paid \$100 are Charter Members of the Friends of PVIC. The Charter membership belongs to the individual or couple who originally joined and is not transferable to the next generation; admission to the Center is free to the children of a Charter Member.

b. Charter members do not pay annual dues.

c. A list of Chartered Members will be maintained by the Secretary.

B. VOTING RIGHTS

Voting Rights of Membership. Voting rights of a Member shall be determined by the class of membership held. Unless otherwise changed by the Board of Directors only Active, Sustaining, Inactive, and Emeritus members shall have the right to vote on the election of directors, amendment of Bylaws, and the merger or dissolution of the corporation; each member shall have one vote. In addition, all members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law. Only individual members in good standing shall have the right to vote on these Bylaws, and any such other issues as the Board may choose to bring before the members.

C. DUES

1. **Dues Amount.** The amount of dues payable each year shall be dependent on the class of membership held and shall be in such amount as may be determined from time to time by resolution of the Los Serenos Board of Directors; the specific amount of dues for each class of membership shall be set forth in the Standing Rules. The Emeritus member is exempt from paying annual dues.

2. **Due Date.** Membership dues shall become payable annually on July 1, and shall become delinquent in 60 days.

D. MEMBER RESIGNATION

A member may resign from membership at any time, and such resignation will become effective upon receipt of a written notice to the Secretary, the Docent Coordinator, or any member of the board.

E. TERMINATION

1. **Termination of Membership.** A membership may be terminated on occurrence of any of the following events: (a) resignation of the member; (b) failure to pay annual dues; (c) failure to participate in the organization's activities; (d) engaging in conduct that is materially and seriously prejudicial and/or detrimental to Los Serenos' mission, purposes, and interests; or (e) representation of authority on behalf of the organization not approved by the Board.

2. **Termination Hearing.** If grounds exist for termination of membership, the board shall give the member at least fifteen (15) days prior notice of the proposed termination and the reasons for the proposed termination. Notice shall be given by any method reasonably calculated to provide

actual notice to the member. The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed termination. The hearing shall be held, or the written statement considered, by the board. The board shall decide whether the member should be expelled and the decision of the board shall be final. By law, any action challenging an expulsion must be commenced within one year after the date of the expulsion or termination.

3. **No Membership Transfers.** No membership or right arising from membership shall be transferred.

ARTICLE IV MEETING OF THE MEMBERS

A. ANNUAL MEETINGS. The Annual Meeting of the Members shall be normally held in the month of May on a day to be determined by the board, which day shall not be a legal holiday.

B. SPECIAL MEETINGS. Special meetings of the members may be called for any lawful purpose at any time by the president or a majority of a quorum of the board, and must be called by the board upon receipt of written request of the member representing at least five percent (5%) of the total voting power of the organization.

C. GENERAL MEETINGS. General meetings of the members shall be held on a regular basis throughout the year; meetings may be in a form of field trips, refresher courses, or any other activity designed to assist members in their docent activities and by keeping them abreast of new developments and information. Members are encouraged to attend at least four of the general meetings per year.

D. NOTICE OF MEETINGS. Whenever members are required or permitted to take action at a meeting, a written notice of the meeting shall be given to each member who is entitled to vote, not less than ten (10) nor more than ninety (90) days before the meeting. However, if notice is not mailed by first-class, registered, or certified mail, then notice shall be given not less than twenty (20) days before the meeting. Notification of meetings may also be included in the organization's monthly newsletter or emailed to members with their approval. 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 members.

E. NOTICE OF MEETINGS CALLED BY MEMBERS. If a special meeting is called by members as authorized by these Bylaws (Article IV, Section B), the request for the meeting shall be submitted in writing, specifying the general nature of the business proposed to be transacted and shall be delivered personally or sent by registered mail, by electronic communication, or email to the President, First Vice President or Secretary of Los Serenos. The officer receiving the request shall promptly cause notice to be given to the members entitled to vote that a meeting will be held, stating the date of the meeting. The date for such meeting shall be fixed by the board and shall not be less than thirty-five (35) or more than ninety (90) days after the receipt of the request for the meeting. If the notice is not given within twenty (20) days after the receipt of the request, persons calling the meeting may give the notice themselves.

F. QUORUM FOR MEMBER MEETINGS. A quorum shall consist of one-fifth (20%) of the voting members of Los Serenos. Members may be represented in person, by proxy, or by written ballot. All matters that require member consideration must be in the Notice of the annual member meeting (California Corporations Code §5512(b)). Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

G. PROXIES. At all meetings of members, each member may be present in person, by written ballot, or by proxy. All proxies shall be in writing, dated and signed by the giver of the proxy, and filed with the Secretary; proxy may designate a person to vote on behalf of the proxy giver.

H. ORDER OF BUSINESS. The Agenda for the Annual and/or Special Meeting of the Members shall be in accordance with the Robert's Rules of Order, Newly Revised, or determined by the board of directors.

I. PARLIAMENTARY PROCEDURE. Meetings shall be governed by Robert's Rules of Order, Newly Revised; as such rules may be revised from time to time, insofar as such rules do not conflict with these Bylaws, with the Articles of Incorporation, or with provisions of law.

J. MAJORITY OF MEMBERS. Except as otherwise provided herein, a simple majority (51%) of the total voting power represented, in person, by proxy, or by written ballot shall prevail at all meetings

ARTICLE V BOARD OF DIRECTORS

A. 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 of this organization, the activities and affairs of Los Serenos shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

B. NUMBER. Los Serenos shall have at least five (5) and no more than seven (7) directors and collectively they shall be known as the Board of Directors (individually in these Bylaws they may be referred to as "board member" or "director"). The number may be changed by amendment, repeal or adoption of a new Bylaw, as provided in these Bylaws.

C. TERM OF OFFICE. Members of the Board of Directors shall serve a term of one (1) year, commencing on July 1 and ending on June 30.

D. QUALIFICATIONS. Any Active Docent who is a member in good standing may serve as a director of this organization.

E. RESIGNATION. Any member of the board may resign effective upon giving written notice to the Secretary or to the President, unless the notice specifies a later time for the effectiveness of such resignation.

F. VACANCIES. A vacancy on the board shall exist when any authorized position of director is not then filled by a duly elected or chosen director, whether caused by death, resignation, removal, increase in the authorized number of directors, or otherwise. The board may declare vacant the office of any board member who has missed three meetings without prior notification and reason.

G. FILLING VACANCIES ON THE BOARD. Vacancies on the board shall be filled as soon as practical and may be filled by a majority of directors then in office, whether or not less than a quorum, or by a sole remaining director. A member elected to fill a vacancy as provided by this Section shall hold office for the unexpired term of his predecessor.

H. COMPENSATION. No director shall receive compensation for any services rendered to Los Serenos; provided, however, with the vote or written assent of a majority of the voting power of

Los Serenos residing in members; any director of Los Serenos may be reimbursed for actual out-of-pocket expenses incurred in the performance of one's duties.

ARTICLE VI NOMINATION AND ELECTION OF DIRECTORS

A. NOMINATING COMMITTEE. The Nominating Committee is responsible for collecting and soliciting prospective candidates for the Board of Directors and arranging the election. Any Los Serenos member can submit the name(s) of an Active Docent to the Nominating Committee for consideration for the future board, including his/her name; all recommendations must be received by the Committee no later than February 1. A request for candidates will be placed in the newsletter. The committee will evaluate the board's composition and identify needs; then compile a list of names who fit the needs of the board and who can assist in the achievement of the organization's strategic plan. The nomination and election procedures will be set forth in the Los Serenos Policies & Procedures Manual.

1. The committee shall consist of three (3) or more persons who shall be active docents. In addition, the Docent Coordinator and/or one other City staff may serve on the committee in an advisory capacity.

2. The committee shall serve for a period of one (1) year, commencing in July.

3. The committee shall normally be chaired by the Immediate Past President, who shall select at least two other persons for the committee, striving for an odd number of members. Vacancies on the committee can be filled by the Chair with board approval.

4. The Chair shall present the names of all members of the Nominating Committee to the board for approval; this must be done by the January board meeting.

5. Members of the Nominating Committee shall not be nominees for any office in the election, nor shall the President serve on the Nominating Committee.

6. The Nominating Committee shall make as many nominations for election to the board that it deem necessary, but not less than the number of vacancies to be filled.

7. The chairperson shall submit a list of nominees to the board at the March board meeting. Each nominee shall have consented to being nominated and must be qualified to hold the office according to the requirements of these Bylaws.

8. Members shall be notified of the board-approved list of nominees via U.S. mail, newsletter, or email.

9. Nominations may also be made from the floor at each annual meeting providing that the nominee has given prior consent to being nominated.

10. If nominations or elections cannot be performed by the dates listed in these Bylaws, or must be redone, all nominations or election activities shall be carried out as soon as practicable.

B. ELECTION OF OFFICERS. Board members will serve as officers of Los Serenos and shall be elected at the Annual Meeting of the Members of Los Serenos, which shall be normally held in the month of May on a day to be determined by the board, which day shall not be a legal holiday. If the annual meeting is not held or the directors are not elected, they may be elected at any special member meeting held for that purpose. Each such director, including a director elected to fill a vacancy or elected at a special member meeting, shall hold office until expiration of the term for which elected and until a successor has been elected.

C. VOTING. Directors shall be elected by a majority vote of the members, present in person, by proxy, or by written ballot, and are qualified to vote at a duly noticed Annual Meeting of the Members. If there is more than one candidate for a position, the candidate with the highest number of votes shall be elected; if there is a tie, the votes shall be recast until a candidate is elected. Only members with current voting privileges as defined in Article III shall be eligible to cast votes. Voting shall be cast by ballot. Absentee ballots will be provided and the completed ballot must be received by Committee Chair or Secretary at least one (1) day before the meeting.

ARTICLE VII MEETINGS OF DIRECTORS

A. REGULAR MEETINGS. Regular meetings of the Board of Directors shall generally be held on the first Tuesday of each month, the time of the meeting shall be set forth in the policies and

procedures manual; meetings may be held without notice and shall be open to all members of Los Serenos.

B. SPECIAL MEETINGS. Special meetings of the board shall be held when called by written notice signed by the President, or two (2) other directors other than the President. Notice shall be sent to all members not less than 72 hours prior to the scheduled time of the meeting and shall be open to all members of Los Serenos.

C. PLACE OF MEETINGS. Unless noticed to the contrary, meetings shall be held at the principal office of Los Serenos: Point Vicente Interpretive Center, 31501 Palos Verdes Drive West, Rancho Palos Verdes, CA 90275.

D. MEANS OF HOLDING MEETINGS. Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications so long as all board members participating in the meeting are able to hear one another, can communicate simultaneously, interpose an objection to a specific action to be taken.

E. QUORUM FOR BOARD MEETINGS. A quorum shall consist of the majority of the board members. If a quorum is not present, the only motion which the President shall entertain at such meeting is a motion to adjourn.

F. EXECUTIVE SESSION. The majority of the board where a quorum is present, may adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation, and other business of a similar nature. The nature of all business to be considered in executive session shall first be announced in open session. Meetings are not open to the general membership.

G. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT A 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. Such written consent or consents shall be filed with the minutes of the proceedings of the board (California Corporations Code §7211(b)).

ARTICLE VIII OFFICERS AND THEIR DUTIES

A. ENUMERATION OF OFFICERS. The officers of Los Serenos are currently a president, first vice president, second vice president, third vice president, secretary, treasurer, and the immediate past president, and shall at all times be Active Docents and members of the board, and shall serve for a term of one (1) year.

B. DUTIES. The duties of the officers are as follows:

1. **President.** The President shall be the chief executive officer of Los Serenos and shall, subject to the control of the Board of Directors, supervise and guide the affairs of the organization and the activities of the officers in conjunction with the goals and mission of Los Serenos. The President shall see that the orders and resolutions of the board are carried out, shall preside at all meetings of the Board of Directors and all annual meetings of the members; may appoint, with board approval, committee chairs; shall serve as a nonvoting ex officio member of all committees except the Nominating Committee. Unless otherwise expressly provided by law, the Articles of Incorporation, or these Bylaws, the President shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may be authorized by the Board of Directors and perform all duties as may be required by law and the Los Serenos governing documents, or which may be prescribed from time to time by the Board of Directors. In an emergency, the President has the authority to take any action between meetings he deems necessary in the event a board meeting cannot be arranged and he obtains the approval of at least three other directors. The action can be ratified through the mail, by conference calls, or by email, and must be recorded in the Minutes of the next board meeting.

2. **First Vice President.** The First Vice President, in the absence of the President or in the event of the President's inability or refusal to act, shall act in the place and stead of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. In addition, the First Vice-President shall be responsible for docent scheduling for PVIC in coordination with the needs of the Center and availability of members, and shall exercise and discharge such other duties as may be required by the board.

3. **Second Vice President.** The Second Vice-President, in the absence of the President and First Vice President, shall act in the place and stead of the President. In addition, the

Second Vice-President shall be responsible for scheduling and/or coordinating along with City staff docents for docent-led hikes in City parks, and shall exercise and discharge such other duties as may be required by the board.

4. **Third Vice President.** The Third Vice-President shall be responsible for the Grants Oversight Committee. In addition, at the discretion of the board, shall pursue and/or oversee fundraising activities that focus on the identified needs of the Center and RPV parks as referenced in the Los Serenos Mission Statement, and shall exercise and discharge such other duties as may be required by the board.

5. **Secretary.** The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the board and of the members, shall keep the corporate seal of Los Serenos and affix it on all papers requiring said seal, shall serve notices of meetings of the board and of the members, shall keep appropriate current records of Los Serenos members and their addresses, shall keep a copy of the Articles of Incorporation and Bylaws as amended to date, and shall perform such other duties as required by the board.

6. **Treasurer.** The Treasurer shall receive and deposit in the appropriate bank accounts all monies of Los Serenos and shall disburse such funds as directed by resolution of the board, shall co-sign all checks and promissory notes, shall keep proper books of account, shall cause the balance sheet, operating (income) statement, and any other financial statements to be prepared; shall provide members and directors such financial statements and other reports as are required by law. The Treasurer shall be responsible for filing all income tax or information returns required by federal or state law to be filed by an organization that is tax-exempt under the provisions of section 501 of the Internal Revenue Code of 1986 (or any successor law). 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, or by these Bylaws, or which may be assigned by the Board of Directors.

7. **The Immediate Past President.** The Immediate Past President is not an elected position. In the event that the Immediate Past President is unable to perform his/her duties, then the most recent Past President will assume these duties. The Immediate Past President shall act as Parliamentarian, shall chair the Nominating Committee, and shall exercise and discharge such other duties as may be required by the board.

ARTICLE IX COMMITTEES

A. CREATION OF COMMITTEES. The board may create one or more committees, whose members may, but need not be directors, to serve at the pleasure of the board. With the exception of the Nominating Committee, the President shall have the option of appointing committee chairs with board approval. No chair or committee, regardless of board resolution, may appoint any other committee, but may create sub-committees within the scope of a committee's responsibilities. Other than the Nominating Committee, no chair or committee may appoint members to any committee.

B. STANDING COMMITTEES. A standing committee is appointed by the board and is typically charged with a continuing function. Unless otherwise authorized by the board, members of all standing committees will serve a term of one (1) year, ending with the last day of the fiscal year. The Board of Directors may adopt rules for the governance of any committee providing rules are consistent with the provisions of these Bylaws; such rules, responsibilities, and enumeration of all committees (standing and ad hoc) will be set forth in the Los Serenos Policies & Procedures Manual. Minutes of meetings of the standing committees shall be given to the Secretary and filed with the corporate records.

ARTICLE X INDEMNIFICATION

A. NON-LIABILITY OF DIRECTORS. The officers and board members shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

B. INDEMNIFICATION. To the fullest extent permitted by law, this corporation may indemnify its directors, officers, and agents against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any administrative or judicial proceeding arising from the performance of their duties and responsibilities as authorized by the Bylaws, Rules, and as assigned by the Board..

C. INSURANCE FOR CORPORATE AGENTS. Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of Los Serenos (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such and within the scope of properly authorized duties, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE XI GENERAL PROVISIONS

A. CONFLICTING PROVISIONS. In the event of any conflict between any provision in these Bylaws and the Nonprofit Public Corporation Law, the Law shall prevail. Moreover, in the event these Bylaws fail to cover any matter that concerns this corporation, its directors, officers, or members, the provisions of the Nonprofit Corporation Law and the Nonprofit Public Benefit Corporation Law shall govern. In addition, Los Serenos Bylaws, Standing Rules, and policies and procedures shall comply with the rules and regulations of the City of Rancho Palos Verdes.

B. TERMS. All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation of Los Serenos de Point Vicente, Inc., filed with the State of California and used to establish the legal existence of this corporation. All references in these Bylaws to a section(s) of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

C. FISCAL YEAR. The fiscal year of the organization shall be July 1 to June 30 unless and until a different fiscal year is adopted by the members at a duly constituted meeting thereof.

D. CAPITAL IMPROVEMENTS. The City shall approve all projects involving the expenditure of funds for capital improvement on City property.

E. SIGNATURES ON ACCOUNTS. The signatories for all accounts will be the President, Treasurer, and another designated member of the board; two signatures are required for all disbursements. Restricted funds shall not be commingled with non-restricted funds and/or general funds. In addition, with board approval, the Treasurer may open secure investment accounts as needed, at an institution approved by the board.

F. REIMBURSEMENT OF EXPENSES. Upon the approval of the board, members may be reimbursed for actual out-of-pocket expenses incurred in the performance of one's duties. Members should fill out the appropriate reimbursement form(s) and follow the procedures as provided by Los Serenos. If reimbursement is to be paid by the City, members must comply with the procedures used by the City.

G. ANNUAL REPORT TO THE MEMBERS. No later than 120 days after the close of the fiscal year, an annual report shall be sent to the members and directors. The report must include appropriate detail of the corporation's assets and liabilities as of the end of the fiscal year, the principal changes in assets and liabilities during the fiscal year, the unrestricted and restricted revenues for the fiscal year, the general and restricted expenses during the fiscal year, and a statement of any self-dealing or other interested director transaction or any indemnification of directors during the fiscal year. Reports may be included in a newsletter regularly sent to members.

H. PREPARATION OF PRO FORMA BUDGET. A pro forma operating statement (estimated budget) for each fiscal year shall be prepared by the Treasurer, approved by the board, and distributed to members at least 30 days before the beginning of the fiscal year.

I. FINANCIAL REVIEW. The audit committee shall review the financial books and records of Los Serenos annually and report its findings to the board within 120 days after the close of the fiscal year. The committee, with board approval, may use the services of an independent accountant.

J. REQUIRED STATEMENT. Any financial reports required by law shall be accompanied by any report prepared by an independent accountant or, if there is no such report, by the certificate of an authorized officer of the corporation that such statement was prepared without audit from the books and records of the corporation.

K. INSPECTION OF BOOKS AND RECORDS. The membership register, books of account, and minutes of board, annual, and board committee meetings shall be made available for inspection and copying by any member of Los Serenos or their duly appointed representative at any reasonable time. Every director shall have the absolute right at any reasonable time to inspect and make copies of all books, records, and documents of Los Serenos, and inspect any physical properties owned or controlled by the organization. All minutes and governing documents will be kept at the principal office in the State of California, unless otherwise directed by the board.

ARTICLE XII

IRC 501(C)(3) TAX EXEMPTION PROVISIONS

A. LIMITATIONS ON ACTIVITIES. Notwithstanding any other provisions of these Bylaws, this organization shall not engage in activities not permitted by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

B. PROHIBITION AGAINST UNLAWFUL DISCRIMINATION. Los Serenos de Point Vicente, Inc., does not discriminate against any individual with regard to race, color, creed, gender, age, disability, sexual orientation, national or ethnic origin. All are welcome to participate in our programs.

C. NONPARTISAN ACTIVITIES. Los Serenos de Point Vicente, Inc., has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described herein and it shall be nonprofit and nonpartisan. 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.

D. DEDICATION OF ASSETS. The properties and assets of Los Serenos are irrevocably dedicated to charitable purposes. No part of the net earnings, properties or assets of this organization, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of Los Serenos. On liquidation or dissolution of the organization, after paying or adequately providing for the payment of the debts, obligations and liabilities of the organization, the remaining assets of the organization shall be distributed to the parks of the City as provided in the City's Gifts for Parks program and as designated by the Board.

ARTICLE XIII AMENDMENTS

These Bylaws may be amended or revised upon proposal and approval of the board and upon the approval of a simple majority (51%) of the members present in person, proxy, or by written ballot at a duly noticed meeting at which a quorum is present.

CERTIFICATION

These Bylaws were approved at the Annual Meeting of the Members by a majority vote on
May 13, 2009.

Secretary

Date