

**BY-LAWS
OF
FRIENDS OF HART PARK
A California Nonprofit Corporation**

**ARTICLE I
PURPOSES**

Section 1. PREAMBLE. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes filed under #1060991 on December 2, 1981.

Section 2. PRIMARY PURPOSES. The specific and primary purpose of this corporation is to assist the Los Angeles County Department of Parks and Recreation, the Museum of Natural History, and such other Los Angeles County and State of California agencies in the preservation, maintenance, operation and such other functions as shall be required of the William S. Hart Park and Museum, located in Newhall, California.

**ARTICLE II
PLACE OF BUSINESS**

The principal office for the transaction of business of the corporation shall be located at such place or places within the County of Los Angeles, State of California, as the Board of Directors shall from time to time determine.

**ARTICLE III
DIRECTORS - MANAGEMENT**

Section 1. POWERS . Subject to the limitations of the Articles of Incorporation, of the By-Laws, and of the laws of the State of California, all corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be controlled by, a Board of Directors.

Section 2. NUMBER OF DIRECTORS. The authorized number of directors of the corporation shall be not less than nine (9) or more than fifteen (15) until changed by amendment to this Section 2, Article II, of these By-Laws. In addition, the immediate past President of the corporation shall serve as an ex-officio member of the board.

Section 3. ELECTION AND TENURE OF OFFICE. The directors shall

Section 5. PLACE AND MANNER OF MEETING. Regular meetings of the Board of Directors may be held at such time and place within or outside the State of California that have been designated from time to time by the board.

Section 6. SPECIAL MEETINGS - NOTICES - WAIVERS. Meetings of the board may be called at any time by the President or, if he is absent or unable or refuses to act, by any two directors.

At least forty-eight (48) hours notice of the time and place of special meetings shall be delivered personally to the directors or personally communicated to them by a corporate officer by telephone or telegraph. If the notice is sent to a director by letter, it shall be addressed to said director's address as it is shown in the records of the corporation. In case such notice is mailed, it shall be deposited in the U.S. mail, postage prepaid, in the place in which the principal executive office of the corporation is located, at least four (4) days prior to the date of the holding of the meeting. Such mailing, telephoning, or delivery as above provided shall be due, legal, and personal notice to such director.

When all of the directors are present at any meeting, however called or noticed, and either (i) sign a written consent thereto on the records of such meeting, or (ii) if a majority of directors are present and if those not present sign waiver of notice of such meeting or a consent to holding the meeting or an approval of the minutes thereof, whether prior to or after the holding of such meeting, which said waiver, consent, or approval shall be filed with the Secretary of the corporation, or (iii) if a director attends a meeting without notice but without protesting, prior thereto or at its commencement, the lack of notice to him, then the transactions thereof are as valid as if had at a meeting regularly called and noticed.

Section 7. QUORUM. A simple majority of the number of directors as fixed by the By-Laws shall be necessary to constitute a quorum for the transaction of business, and the action of a majority of the directors present at any meeting at which there is a quorum, when duly assembled, is valid as a corporate act. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by a majority of the required quorum for such meeting.

Section 8. BOARD ACTION WITHOUT A MEETING. Any action required or permitted to be taken by the Board of Directors under any provision of the nonprofit benefit corporation law or any successor statute applicable to this corporation, may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such action 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 a unanimous vote of such directors.

Section 9. COMPENSATION OF DIRECTORS. Directors, as such, shall not receive any stated salary for their services, but by resolution of the board, expenses incurred on behalf of the corporation may be reimbursed; provided that nothing herein contained shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 10. COMMITTEES. Committees of the board may be appointed by resolution passed by a majority of the entire board. Committees shall be composed of two or more persons, and shall have such powers as may be expressly delegated to them by such resolution, except those powers expressly made non-delegable by the California Corporations Code.

Section 11. RESIGNATIONS. Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation. Upon the resignation of a director, the Board of Directors shall elect a successor. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

ARTICLE IV OFFICERS

Section 1. OFFICERS. The officers of the corporation shall be a President, the Secretary, and a Chief Financial Officer. The corporation may also have, at the discretion of the Board of Directors, one or more Vice-Presidents, one or more Assistant Secretaries, and such other officers as shall be appointed in accordance with the provisions of the By-Laws.

Section 2. ELECTION. The officers of the corporation, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the board.

Section 3. SUBORDINATE OFFICERS. The Board of Directors may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the By-Laws or as the Board of Directors may from time to time determine.

Section 4. REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by the Board of Directors, at any meeting of the board, or, except in the case of an officer chosen by the Board of Directors, by any officer upon whom such power of

removal may be conferred by the board. Any officer may resign at any time by giving written notification to the corporation.

Section 5. PRESIDENT. The President shall be the general manager and chief executive officer of the corporation and shall, subject to the control of the Board of Directors have general supervision, direction, and control of the business and the officers of the corporation; and shall preside at all meetings of the members and at all meetings of the Board of Directors. The President shall have the general powers and duties of management usually vested in the office of President of a corporation, and shall have such other powers and duties as may be prescribed by the Board of Directors or the By-Laws.

Section 6. VICE-PRESIDENT. In the absence or disability of the President, the vice-presidents in order of their rank as fixed by the Board of Directors shall perform all the duties of the President, and when so acting shall have the powers of, and be subject to, the restrictions upon, the President. The vice-presidents shall have such other powers and perform such other duties as may from time to time be prescribed for them by the Board of Directors or the By-Laws.

Section 7. SECRETARY. The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order, of all meetings of directors and the membership with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at the meetings or directors, the number of members present and the proceedings thereof.

The Secretary shall give, or cause to be given, notice of all the meetings of the membership and of the Board of Directors required by the By-Laws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors of the By-Laws.

Section 8. CHIEF FINANCIAL OFFICER. The Chief Financial Officer shall keep and maintain, or cause to be kept and maintained, adequate books and records of accounts of the properties and business transactions of the corporation, including accounts of the assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and shares. The books of account shall at all reasonable times be open to inspection by any director and subject to audit annually and with change of Financial Officer.

The Chief Financial Officer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositaries as may be designated by the Board of Directors and shall disburse the funds of the corporation as may

be ordered by the Board of Directors, shall render to the President and directors, whenever they request it, an account of all transactions as Chief Financial Officer and of the financial condition of the corporation, and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the By-Laws.

ARTICLE V MEMBERSHIPS

Section 1. ASSOCIATE, HONORARY, SUSTAINING, OR OTHER MEMBERS. The Board of Directors shall have power to admit by invitation as associate, honorary, sustaining or other members of this corporation and for such period as they may elect, such persons of prominence or note, as it may think proper, or such persons that may render this corporation any single benefit or service which it may wish to recognize in this manner and to renew such invitations at its discretion. Such members shall enjoy such privileges and benefits as may be determined by the Board of Directors, except that they shall not vote or hold office.

ARTICLE VI DONATIONS

The corporation may accept gifts, legacies, donations and contributions in any amount and any form, from time to time, upon such terms and conditions as may be decided by the Board of Directors.

ARTICLE VII AMENDMENTS TO BY-LAWS

Section 1. BY DIRECTORS. Subject to the limitations of the California Corporations Code, the Board of Directors may adopt, amend, or repeal any of these By-Laws, by a two-thirds (2/3) vote.

Section 2. RECORD OF AMENDMENTS. Whenever an amendment or new By-Law is adopted, it shall be copied in the book of By-Laws with the original By-Laws, in the appropriate place. If any By-Law is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in said book.

ARTICLE VIII
PARLAMENTARY AUTHORITY

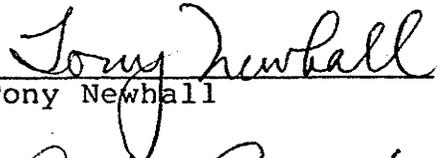
Section 1. "Roberts Rules of Order" (newly revised) shall be used as authority in the conduct of all meetings of the organization, except when in conflict with specific provisions in these By-Laws.

The undersigned as initial directors of FRIENDS OF HART PARK do hereby approve and ratify the foregoing By-Laws:


Betty Burke

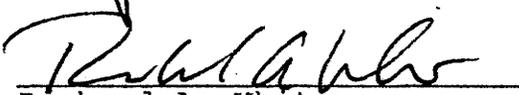

Louis T. Lamkin

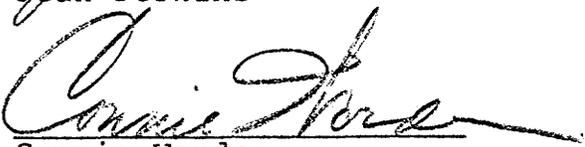

Eva Mitchell

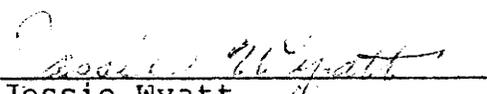

Tony Newhall


Betty Houghton Pember


Jean Perkins


Richard A. White


Connie Worden


Jessie Wyatt