



# **West Pasadena Residents' Association**

## **Amended and Restated**

### **Bylaws**

*PO Box 50252  
Pasadena, CA 91115-0252  
[www.wpra.net](http://www.wpra.net)*

# West Pasadena Residents' Association

## A California Nonprofit Public Benefit Corporation

### Amended and Restated Bylaws

#### 1. Name

The name of this corporation is the West Pasadena Residents' Association (the "corporation" or the "Association").

#### 2. Offices of the Corporation

##### a. Principal Office

The principal office for the transaction of the activities and affairs of the corporation (principal office) is located in Pasadena, California. The board of directors of the corporation (the "Board of Directors" or the "Board") may change the principal office from one location to another.

##### b. Other Offices

The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

#### 3. Purposes and Limitations

##### a. General Purposes

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 charitable purposes.

##### b. Specific Purposes

The specific purposes of this corporation are:

- (1) to preserve the architecture, history, and appearance of west Pasadena for the benefit of the general public;
- (2) to inform the public, including through presenting public discussion groups, forums, panels, lectures, and articles, about the architecture, history, and appearance of west Pasadena;
- (3) to inform the public, including through presenting public discussion groups, forums, panels, lectures, and articles, about current issues of interest that may have an affect on the architecture, history, and appearance of west Pasadena;
- (4) to preserve the ecology of west Pasadena and to promote conservation by working to protect and plant trees and to beautify public parks; and,
- (5) to promote civic pride in west Pasadena.

c. Limitations

This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person; provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the corporation in effecting any of its public purposes, as long as such compensation is otherwise permitted by these bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on the dissolution of the corporation. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

#### 4. Members

The corporation shall have three (3) classes of members. Except as expressly provided in or authorized by the articles of incorporation or bylaws of the corporation, all memberships shall have the same rights, privileges, restrictions and conditions.

a. **Categories of Members.**

- (1) **Voting Members.** Subject to the articles of incorporation and bylaws of the corporation, any individual who resides within the area bounded on the east by Fair Oaks Avenue, on the north by Colorado Boulevard and by the southern and western Pasadena city limits is eligible to join the corporation as a member (a "Voting Member"), with full voting and other privileges, so long as such Voting Member is in good standing with the corporation as determined by the Board of Directors.
- (2) **Non-Voting Affiliates.** Subject to the articles of incorporation and bylaws of the corporation, any individual who does not live within the bounded area set forth in subsection (1) above is eligible to become a non-voting affiliate (an "Affiliate") on the approval of the membership application by the Board of Directors and the payment of such dues and fees as the Board may fix from time to time. Such Affiliates are not "members" of the corporation as defined in Section 5056 of the California Corporations Code or any successor provision. Notwithstanding the foregoing, an Affiliate who is nominated and appointed or elected to serve as a director of the corporation pursuant to Section 5.(b)(1) below shall have all such voting and other privileges that are vested in a director of the corporation for so long as such Affiliates serves as a director of the corporation.

- (3) **Non-Voting Business Affiliates.** Subject to the articles of incorporation and bylaws of the corporation, owners and representatives of businesses are eligible to become non-voting business affiliates (a “Business Affiliate” and, together with “Voting Member” and “Affiliate,” the “members”) on the approval of the membership application by the Board of Directors and the payment of such dues and fees as the Board may fix from time to time. Such Business Affiliates are not “members” of the corporation as defined in Section 5056 of the California Corporations Code or any successor provision.
- b. **Rights and Privileges.** Every member shall be entitled to attend all annual and special meetings of members.
- c. **Annual Dues.** The annual dues required for membership in the Association, and the date of payment of the dues, shall be established by the Board of Directors, and may be changed from time to time by the Board of Directors.
- d. **Annual Meetings.** The Association shall hold an annual meeting for the purpose of organization, selection of directors, and the transaction of other business. Annual meetings of the Association shall be held each year on a day and at a time fixed by the Board. Notice will be given in an appropriate manner.
- e. **Special Meetings.** Special meetings of the members for any purpose or purposes may be called at any time by the president, by any three directors or by five (5) percent or more of the Voting Members.
- f. **Notice to Voting Members.** Whenever Voting Members are required or permitted to take any action at a meeting, written notice of the meeting shall be given, in accordance with subsection (1) below, to each Voting Member entitled to vote at that meeting. The notice shall specify the place, date and hour of the meeting and (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the Voting Members. The notice at any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given.
- (1) Notice of any members’ meeting shall be in writing and shall be mailed at least twenty (20) but not more than ninety (90) days before the meeting date, charges prepaid, and shall be addressed to each Voting Member entitled to vote, at the address of that Voting Member appearing on the books of the corporation or at the address given by the Voting Member to the corporation for purposes of notice.
- (2) An affidavit of the mailing of any notice of any members’ meeting, or the giving of such notice by other means, may be executed by the secretary or assistant secretary of the corporation, and if so executed, shall be filed and maintained in the corporation’s minute book.
- g. **Quorum.** A majority of the Voting Members in good standing constitutes a quorum of the Voting Members for the transaction of business, except as provided in these bylaws. Every act or decision done or made by a majority of a quorum of the Voting Members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Voting Members, unless a greater number is required by law, except as provided in the next sentence. A meeting at which a quorum is initially present may continue to

transact business notwithstanding the withdrawal of Voting Members, if any action taken is approved by at least a majority of the required quorum for meeting. Notwithstanding the foregoing, the presence of fifty (50) Voting Members in good standing constitutes a quorum of the Voting Members for the transaction of business at the annual meeting of members.

- h. **Voting.** All Voting Members who are current in their payment of dues as determined by the Board of Directors are entitled to vote at any meeting of members. The Voting Members' vote may be by voice or by written ballot; provided, however, that any election for the directors must be by ballot if demanded by any Voting Member before the voting begins. Each Voting Member entitled to vote shall be entitled to only one (1) vote. If a quorum is present, the affirmative vote of the majority of the Voting Members represented and voting at the meeting and entitled to vote on any matter (other than the election of directors) shall be the act of the Voting Members.
- i. **Inspectors of Election.** In advance of any meeting of members, the Board of Directors may appoint any persons other than nominees for office as inspectors of election to act at the meeting or any adjournment of the meeting. If inspectors of election are not appointed, the chairman of the meeting may, and on the request of any Voting Member or Voting Member's proxy shall, appoint the inspectors at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more Voting Members or proxies, the majority of Voting Members represented in person or by proxy shall determine whether one or three inspectors are to be appointed. In case any person appointed as inspector fails to appear or fails or refuses to act, the vacancy may, and on the request of any Voting Member or Voting Member's proxy shall, be filled by appointment by the Board of Directors in advance of the meeting, or at the meeting by the chairman of the meeting.

The duties of the inspectors shall be as follows:

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

The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are three inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all. Any report or certificate made by the inspectors of election is prima facie evidence of the facts stated therein.

## 5. Directors

### a. Powers

#### (1) General Corporate Powers

Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to any limitations of the articles of incorporation or bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

#### (2) Specific Powers

Without prejudice to the general powers set forth in Section 5.a.(1) of these bylaws, but subject to the same limitations, the directors shall have the power to:

- a) Appoint and remove, at the pleasure of the Board, all the corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with law, with the articles of incorporation, and with these bylaws; and fix their compensation and require from them security for faithful performance of their duties.
- b) Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside California; and designate any place within or outside California for holding any meeting.
- c) Adopt and use a corporate seal; and alter the forms of the seal.
- d) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

### b. Number and Qualification of Directors

#### (1) Authorized Number and Qualifications

The authorized number of directors shall be no less than twelve nor more than 24, the exact number of directors to be fixed by resolution of the Board. The qualifications for directors are being a Voting Member in good standing at the time of election by the Voting Members. Notwithstanding the foregoing, up to three Affiliates, each of whom is in good standing at the time of election or appointment as determined by the Board, may be nominated to become, and is eligible to serve (and, if applicable, may continue to serve) as, a director of the corporation. Any such Affiliate, upon becoming a director, shall have all rights vested pursuant to the provisions set forth in the articles of incorporation and the bylaws of the corporation in a person who has been elected or appointed to serve as a director (including, without limitation, the right to vote as a director).

#### (2) Restriction on Interested Persons as Directors

No more than 25 percent of the persons serving on the Board may be interested persons. An interested person is (a) any person compensated by the corporation for

services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. Any violation of the provisions of this paragraph, however, shall not affect the validity or enforceability of any transaction entered into by the corporation.

c. Election, Designation, and Term of Office

All directors shall be elected by the Voting Members at each annual meeting of members, to hold office until the next annual meeting.

d. Vacancies on the Board

(1) Events Causing Vacancy

A vacancy or vacancies on the Board shall exist on the occurrence of the following: (a) the death or resignation of any director; (b) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order or judgment of any court to have breached a duty under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law; or (3) a director has three (3) consecutive unexcused absences from meetings of the Board of Directors (the president of the corporation shall be vested with the authority to excuse any absence by a Board member).

(2) Resignations

Except as provided below, any director may resign by giving written notice to the chairman of the Board, if any, or to the president or the secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no director may resign if the corporation would be left without a duly elected director or directors.

(3) Filling Vacancies

Subject to the limitation set forth in the following sentence, vacancies on the Board may be filled by a majority of the directors then in office, whether or not less than a quorum. Notwithstanding the foregoing, in the case of a vacancy created by the removal of a director, such vacancy may be filled only by approval of the Voting Members.

(4) No Vacancy on Reduction of Number of Directors

No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

---

e. Director's Meetings

(1) Place of Meetings

Meetings of the Board shall be held at any place within or outside of California that has been designated by resolution of the Board or in the notice of the meeting or, if not so designated, at the principal office of the corporation.

(2) Meetings by Telephone

Any meeting may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another. All directors participating in the meeting shall be deemed to be present in person at that meeting.

(3) Regular Meetings

Regular meetings of the Board may be held without notice at a time and place as the Board may fix from time to time.

(4) Special Meetings

a) Authority to Call

Special meetings of the Board for any purpose may be called at any time by the chairman of the Board, if any, the president or any three directors.

b) Notice

i) Manner of Giving Notice

Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery of written notice; (b) by first-class mail, postage prepaid; (c) by telephone, including a voice messaging system or other system or technology designed to record and communicate messages; (d) by telegram, charges prepaid; (e) by facsimile; or (f) by electronic mail or other electronic means. The notice shall be given or sent to the director's address, including email address, or telephone number as shown on the records of the corporation.

ii) Time Requirements

Notices sent by first-class mail shall be deposited in the United States Mails at least four days before the time set for the meeting. Notices given by personal delivery, telephone, telegraph, facsimile or electronic mail shall be delivered, telephoned, given to the telegraph company, faxed or emailed at least 48 hours before the time set for the meeting.

iii) Notice Contents

The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

## (5) Quorum

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (b) approval of certain transactions between corporations having common directorships, (c) creation of and appointments to committees of the Board, and (d) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

## (6) Waiver of Notice

Notice of a meeting need not be given to any director who, either before or after the meeting, signs a waiver of notice, a written consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice or consent need not specify the purpose of the meeting. The waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings. Notice of a meeting need not be given to any director who attends the meeting and does not protest, before or at the commencement of the meeting, the lack of notice to him or her.

## (7) Adjournment

A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

## (8) Notice of Adjourned Meeting

Notice of the time and place of holding an adjourned meeting need not be given unless the original meeting is adjourned for more than 24 hours. If the original meeting is adjourned for more than 24 hours, notice of any adjournment to another time and place shall be given, before the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

## f. Action Without a Meeting

Any action that the Board is required or permitted to take may be taken without a meeting if all members of the Board consent in writing to the action; provided, however, that the consent of any director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested director" as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. An action by written consent shall have the same force and effect as any other validly approved action of the Board. The consents shall be filed with the minutes of the proceedings of the Board.

## g. Compensation and Reimbursement

Directors and members of committees may receive compensation, if any, for their services as directors or officers, and reimbursement of expenses, as the Board may

determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

h. Committees

(1) Executive Committee

The officers of the corporation shall serve as members of the Executive Committee. The Executive Committee shall have all the authority of the Board, except that such committee, regardless of any Board resolution, cannot:

- a) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the Board or approval of a majority of all directors;
- b) Fill vacancies on the Board or on any committee that has the authority of the Board;
- c) Fix compensation of the directors for serving on the Board or on any committee;
- d) Amend or repeal bylaws or adopt new bylaws;
- e) Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- f) Create any other committees of the Board or appoint the members of committees of the Board;
- g) Expend corporate funds to support a nominee or director after more people have been nominated for director than can be elected; or
- h) Approve any contract or transaction to which the corporation is a party and in which one or more of its directors has a material financial interest, except as special approval is provided for in Section 5233(d)(3) of the California Corporations Code.

(2) Nominating Committee

The Board of Directors may, by a majority vote of directors, designate two (2) or more of its directors to serve as the Nominating Committee for the nomination and selection of qualified candidates to serve on the Board. The Nominating Committee shall also consider and recommend candidates to fill director vacancies occurring during the year, as well as consider and recommend candidates to serve as officers of the corporation.

(3) Other Committees

The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and are subject to the same limitations as set forth in Section h.(1)a) through Section h.(1)h) above.

(4) Meetings and Action of Committees

Meetings and actions of committees of the Board shall be governed by, held, and taken in accordance with the provisions of these bylaws concerning meeting and

other Board actions, except that the time for regular meetings of committees and the calling of special meetings of committees may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes of each meeting of any committee of the Board shall be kept and shall be filed with the corporate records. The Board may adopt rules for the government of any committee, provided they are consistent with these bylaws or, in the absence of rules adopted by the Board, the committee may adopt rules.

## 6. Officers

### a. Officers of the Corporation

The officers of the corporation shall be a president, a secretary, and a chief financial officer. The corporation may also have, at the Board's discretion, a chairman of the Board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and other officers as may be appointed in accordance with these bylaws. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as either the president or the chairman of the Board.

### b. Election of Officers

The officers of the corporation, except those appointed under Section 6.c. of these bylaws, shall be chosen annually by the Board and shall serve at the pleasure of the Board, subject to the rights, if any, of any officer under any contract of employment.

### c. Other Officers

The Board may appoint and may authorize the chairman of the Board, the president, or other officer, to appoint any other officers that the corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined by the Board.

### d. Removal of Officers

Without prejudice to any rights of an officer under any contract of employment, any officer may be removed with or without cause by the Board and also, if the officer was not chosen by the Board, by any officer on whom the Board may confer that power of removal.

### e. Resignation of Officers

Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

### f. Vacancies in Office

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided, however, that vacancies need not be filled annually.

---

g. Responsibilities of Officers

(1) Chairman of the Board

If a chairman of the Board is elected, then the chairman shall preside at meetings of the Board and shall exercise and perform other powers and duties as the Board may assign from time to time. If there is no president, the chairman of the Board shall also be the chief executive officer and shall have the powers and duties of the president of the corporation prescribed by these bylaws.

(2) President

Subject to the supervisory powers as the Board may give to the chairman of the Board, if any, and subject to the control of the Board, the president shall be the general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at all members' meetings and, in the absence of the chairman of the Board, or if there is none, at all Board meetings. The president shall have other powers and duties as the Board or the bylaws may prescribe.

(3) Vice Presidents

If the president is absent or disabled, the vice presidents, if any, in order of their rank as fixed by the Board, or, if not ranked, a vice president designated by the Board, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice presidents shall have other powers and perform other duties as the Board or the bylaws may prescribe.

(4) Secretary

a) Book of Minutes

The secretary shall keep or cause to be kept, at the corporation's principal office or any other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and, if special, how authorized, the notice given, and the names of those present or represented at the meetings. The secretary shall keep or cause to be kept, at the principal office in California, a copy of the articles of incorporation and bylaws, as amended to date.

b) Notices, Seal and Other Duties

The secretary shall give, or cause to be given, notice of all meetings of the Board and of committees of the Board required by these bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have other powers and perform other duties as the Board or the bylaws may prescribe.

(5) Chief Financial Officer

a) Books of Account

The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's

properties and transactions. The chief financial officer shall send or cause to be given to directors financial statements and reports as are required to be given by law, by these bylaws, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

b) Deposit and Disbursement of Money and Valuables

The chief financial officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with depositories as the Board may designate, shall disburse the corporation's funds as the Board may order, shall render to the president, chairman of the Board, if any, and the Board, when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation, and shall have other powers and perform other duties as the Board or the bylaws may prescribe.

c) Bond

If required by the Board, the chief financial officer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the officer and for restoration to the corporation of all of its books, papers, vouchers, money and other property of every kind in the possession or under the control of the chief financial officer on his or her death, resignation, retirement, or removal from office.

## 7. Indemnification

a. Right of Indemnity

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any similar position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

b. Approval of Indemnity

On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification.

c. Advancement of Expenses

To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Section 7 of these bylaws in defending any proceeding covered by this Section shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be

repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

## 8. Insurance

The corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in their official capacity or arising out of the officer's, director's, employee's or agent's official status.

## 9. Records and Reports

### a. Maintenance of Corporate Records

The corporation shall keep adequate and correct books and records of account; written minutes of the proceedings of its Board, and committees of the Board; and a record of each director's name, address, and class of membership.

### b. Inspection by Directors

Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, physical properties, and the records of each of its subsidiaries. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

## 10. California Nonprofit Corporation Law

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

## 11. Amendments

The Board may adopt, amend, or repeal bylaws.

## CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the WEST PASADENA RESIDENTS' ASSOCIATION, a California nonprofit public benefit corporation, that these bylaws, consisting of 14 pages (including this Certificate of Secretary), are the amended and restated bylaws of this corporation as duly adopted by the Board of Directors on November \_\_\_\_, 2003, and that they have not been amended or modified since that date.

Executed on November 5, 2003, in Pasadena, California.

---

Michael Vogler, Secretary