

BYLAWS OF
POMONA HERITAGE
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

**ARTICLE I
NAME**

SECTION 1.1 NAME. The name of this corporation shall be POMONA HERITAGE.

**ARTICLE II
PURPOSES**

SECTION 2.1 GENERAL STATEMENT. Pomona Heritage 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, educational, historical and cultural purposes.

SECTION 2.2 SPECIFIC PURPOSE. The purposes of Pomona Heritage are to increase public awareness of Pomona's irreplaceable historical, cultural and architectural resources, to gather and disseminate information useful in the preservation of the structures and neighborhoods of Pomona. To engage in such charitable and educational activities as will promote the preservation and enhancement of the important features of Pomona's unique urban landscape, and such other purposes as are set forth in the Articles of Incorporation and any amendments of the Articles of Incorporation.

**ARTICLE III
OFFICES**

SECTION 3.1 PRINCIPAL OFFICE. The principle office of the corporation for the transaction of its business is located in the city of Pomona, in Los Angeles County, California.

SECTION 3.2 CHANGE OF ADDRESS. The principle office of Pomona Heritage shall be fixed and located at such place as the Board of Directors shall determine. The Board is granted full power and authority to change the principle office from one location to another within the city of Pomona.

**ARTICLE IV
NONPARTISAN ACTIVITIES**

SECTION 4.1 NONPARTISAN ACTIVITIES. This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the purposes described in Article II, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE V FISCAL YEAR

SECTION 5.1 **FISCAL YEAR.** The fiscal year of the corporation shall begin on the 1st Day of February and end on the 31st Day of January in each year.

ARTICLE VI DEDICATION OF ASSETS, EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

SECTION 6.1 **DEDICATION OF ASSETS.** The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any Member or Director of this corporation. On liquidation or dissolution, all properties, assets, and obligations shall be distributed and paid over to an organization dedicated to charitable, religious or scientific purposes, provided that the organization continues to be dedicated to the exempt purposes as specified in Internal Code Section 501(c)(3).

SECTION 6.2 **EXECUTION OF INSTRUMENTS** The Board of Directors, except as otherwise provided in these bylaws, may by resolution authorize any officer or agent of the corporation 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. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 6.3 **CHECKS AND NOTES.** Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the treasurer and countersigned by the president or vice president of the corporation.

SECTION 6.4 **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 the Board of Directors may select.

SECTION 6.5 **GIFTS.** The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this corporation.

ARTICLE VII MEMBERS AND MEMBERSHIP

SECTION 7.1 **CLASSIFICATION.** There shall be only one class of Members, all of whom shall have the same rights and privileges. The Board of Directors may provide, by resolution, for the establishment and designation by appropriate names of different groups of Members classified according to their contribution of money or property to Pomona Heritage, and may, from time to time, fix or alter the amounts to be contributed by each group.

SECTION 7.2 FIRST MEMBERS. The first Members of this corporation are those persons named as the first Directors of this corporation in its Articles of Incorporation. Additional Members shall be elected by the Board of Directors by resolution, provided that each membership shall be effective on the day the membership application with full payment of regular dues is received and processed by the corporation.

SECTION 7.3 VOTING RIGHTS. Each membership shall be entitled to one vote on each matter submitted to a vote of the Members.

SECTION 7.4 MEMBERSHIP BOOK. The corporation shall keep a membership book, which may be kept in electronic form, containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the corporation's principal office and shall be available for inspection by any director or member of the corporation during regular business hours.

The record of names and addresses of the members of this corporation shall constitute the membership list of this corporation and shall not be used, in whole or part, by any person for any purpose not reasonably related to a member's interest as a member.

SECTION 7.5 TERMINATION. The membership of any Member shall terminate upon default in the payment of annual dues or upon resignation of the member.

SECTION 7.6 MEMBERSHIP RESTRICTIONS. Membership in this corporation is not transferable or assignable. No person shall be entitled to more than one membership in this corporation.

SECTION 7.7 LIABILITY. No person who is now, or later becomes, a Member of this corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this corporation shall look only to the assets of this corporation for payment.

SECTION 7.8 NONASSESSABILITY. Members shall not be assessed with respect to their membership.

SECTION 7.9 RIGHTS IN PROPERTY. No Member shall have any property right by virtue of membership.

SECTION 7.10 NAME ENDORSEMENT. No Member may use the name of the corporation in connection with any endorsement without prior authorization of the Board of Directors. The Board shall implement this Section by resolution.

SECTION 7.11 COMMITTEES. The corporation shall have such committees as may from time to time be designated by resolution of the Board of Directors. Such committees may consist of persons who are not also members of the board. These committees shall act in an advisory capacity only to the board and shall be clearly titled as "advisory" committees.

ARTICLE VIII MEETINGS

SECTION 8.1 LOCATION. Meetings of Members shall be held at such place or places within or without the City of Pomona as may be designated from time to time by the Board of Directors.

SECTION 8.2 ANNUAL MEETING. The annual meetings of Members shall be held at the place or places within the City of Pomona, County of Los Angeles, designated by resolution of the Board at such time and date as the board may designate, no later than February 28 in each year. At the annual meeting Directors shall be elected, reports of the affairs of the corporation shall be considered, and any other business may be transacted that is within the powers of the Members. "Directors shall be elected, as set forth in SECTION 9.3.

SECTION 8.3 SPECIAL MEETINGS. Special meetings of Members shall be called by the President, by a number of Directors constituting at least one-third of the Directors then in office, or by the written request of five percent (5%) or more of the Members, and held at such times and places within the City of Pomona, as may be ordered by resolution of the Board of Directors.

SECTION 8.4 MEETING NOTICES. Written or printed notice of the time and place of every meeting shall be delivered personally to each Member or sent to him by United States mail, postage prepaid, or by electronic mail (email) / receipt requested, not less than ten (10) days or more than ninety (90) days prior to such meeting. If sent by mail or email, the notice shall be addressed to the Member at his address shown on the books of the corporation and shall be deemed given at the time it is deposited in the mail or sent via email. The notice shall be given by the Secretary or other person designated by the President. In the case of special meetings, the notice shall specify the general nature of the business to be transacted.

SECTION 8.5 MEMBER ACTION AND QUORUMS. The transactions of any meeting of Members, however called and noticed, are valid as though had at a meeting duly held after regular call and notice, if a quorum, consisting of thirty five Members, or 50% +1 if membership should fall below 75, entitled to vote, is present in person or via proxy. The Members present at a duly called or duly held meeting at which a quorum is present may not continue to transact business after the withdrawal of enough members or proxies to leave less than a quorum

SECTION 8.6 WRITTEN BALLOT ACTION. Any action that may be taken at a meeting of Members may be taken without a meeting (with the exception of the annual election of directors) if the corporation distributes a written ballot to every Member entitled to vote on the matter and the number of votes cast by ballot is at least equal to the quorum applicable to a meeting of Members as described in Section 8.5. All such written consents shall be filed with the Secretary of the corporation. All such written consents shall indicate the proposed action, the number of the responses necessary for a quorum, the percentage of approvals necessary for an action to be passed and an opportunity to express approval or disapproval.

SECTION 8.7 ADJOURNED MEETINGS AND NOTICE THEREOF. An affidavit executed by the Secretary or any other officer of this corporation to the effect that any notice or report required to be given to a Member by law or the bylaws of the corporation shall be sufficient evidence that such notice or report was duly given to such Members. If any notice or report addressed to a Member at the address of such Member appearing on the books of the

corporation is returned to the corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice or report to the Member at such address, all future notices or reports shall be deemed to have been duly given without further mailing if the same shall be available for the Member upon written demand of the Member at the principal executive office of the corporation for a period of one (1) year from the date of the giving of the notice or report to all other Members.

SECTION 8.8 ENTRY OF NOTICE OF DELIVERY. An affidavit executed by the Secretary or any other officer of this corporation to the effect that any notice or report required to be given to a Member by law or the bylaws of the corporation shall be sufficient evidence that such notice or report was duly given to such Members. If any notice or report addressed to a Member at the address of such Member appearing on the books of the corporation is returned to the corporation by the United States Postal Service marked to indicate that the United States Postal Service is unable to deliver the notice or report to the Member at such address, all future notices or reports shall be deemed to have been duly given without further mailing if the same shall be available for the Member upon written demand of the Member at the principal executive office of the corporation for a period of one (1) year from the date of the giving of the notice or report to all other Members.

SECTION 8.9 CONSENT OF ABSENTEES. The proceedings and transactions of any meeting of Members, either annual or special, however called and noticed and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present and if, either before or after the meeting, each of the persons entitled to vote and not present signs a written waiver of notice, a consent to the holding of such meeting or an approval of the minutes thereof. Neither the business to be transacted, nor the purpose of, any regular or special meeting of Members need be specified in any written waiver of notice, unless otherwise provided in the Articles of Incorporation or Bylaws. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person objects at the beginning of the meeting to the transaction of any business because the meeting is not lawfully called or convened, and except that attendance at a meeting is not a waiver of any right to object to the consideration of matters required by law to be included in the notice but not so included, if objection is expressly made at the meeting.

SECTION 8.10 PROXIES.

- (a) Right of members. Every person entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy by manual signature by the member or the member's attorney in fact.
- (b) Revocability. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless (i) revoked by the member executing it before the vote cast pursuant to that proxy, by a written notice delivered to the corporation stating that the proxy is revoked by a subsequent proxy executed by such member, or by personal attendance and voting at a meeting by such member, or (ii) written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote pursuant to that proxy is counted; provided, however, that no proxy shall be valid after the expiration of eleven (11)

months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of any proxy shall be three years from the date of execution.

- (c) Form of solicited proxies. In any election of directors, any form of proxy that is marked by a member “withhold,” or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director. Failure to comply with this paragraph shall not invalidate any corporate election taken, but may be the basis for challenging the proxy at a meeting.
- (d) Requirement to set forth general nature of subject of proxy. Any proxy distributed to ten (10) or more members shall afford an opportunity to specify a choice between approval and disapproval of each matter or group of related matters intended to be acted upon and shall provide, subject to reasonable specified conditions, that the vote shall be cast in accordance with the choice specified on the proxy.
- (e) Effect of member’s death. A proxy is not revoked by the death or incapacity of the maker or the termination of a member as a result thereof unless, before the vote is counted, written notice of the death or incapacity is received by the corporation.

ARTICLE IX BOARD OF DIRECTORS

SECTION 9.1 NUMBER. The corporation shall have not less than five (5) nor more than twelve (12) Directors, and collectively than shall be known as the Board of Directors. The limitations on the number of Directors may be changed only by amendment of the Articles of Incorporation of this corporation. The Board of Directors may, from time to time, fix the exact number of Directors within the number permitted by the Articles of Incorporation. Each Director shall be a member of this corporation.

SECTION 9.2 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, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 9.3 TERMS OF OFFICE. Directors shall be elected at each annual meeting of the members to hold office for a two-year term. The directors are elected in staggered classes with one-half of the members elected at each annual meeting. If any annual meeting is not held or the directors are not elected at any annual meeting, they may be elected at any special members’ meeting held for that purpose. Each director, including a director elected to fill a vacancy or elected at a special members’ meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. A director may not serve on the Board for more than three (3) consecutive two-year terms or (6) consecutive years. A director who has “termed out” shall be deemed eligible to return to the board after an absence of 1 election cycle (year).

SECTION 9.4 DUTIES. It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these Bylaws.
- (b) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly.
- (c) Meet at such times and places as required by these Bylaws.
- (d) Register their addresses with the Secretary of the corporation, and notices of meeting mailed or emailed to them at such addresses shall be valid notices thereof.

SECTION 9.5 NOMINATING COMMITTEE. The President shall appoint a Nominating Committee to select qualified candidates for election to the Board of Directors at least sixty (60) days before the date of the Annual Meeting of Members. The Nominating Committee shall make its report to the Board at least thirty (30) days before the Annual Meeting of Members. The Secretary shall forward to each member, with the notice of Meeting, a list of candidates nominated. Any member, however, may nominate other candidates at the Annual Meeting.

SECTION 9.6 PLACE OF MEETINGS. Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board or at such place within or without the City of Pomona, in Los Angeles County that has been designated by the Board of Directors. In the absence of such designation, meetings shall be held at the principal office of the corporation.

SECTION 9.7 REGULAR MEETINGS. Regular meetings shall be held on the first Tuesday of each month at 7:30 p.m. or as designated by the Board, unless such day falls on a legal holiday, in which event the regular meeting for that month shall be held at the same hour and place on the next succeeding day or at such time and place as may be designated by the Board of Directors.

SECTION 9.8 SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President, the Vice-President, the Secretary, or by any two directors, and such meetings shall be held at the place, within or without the city of Pomona, in Los Angeles County, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

SECTION 9.9 NOTICE OF MEETINGS. Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon four (4) days' notice by first class-mail or forty-eight (48) hours' notice delivered personally or by telephone or electronic mail (email) / receipt requested. If sent by mail or email, the notice shall be deemed to be delivered on its deposit in the mails or by confirmation in the sender's outbox that the email has been sent. Such notices shall be addressed to each director at his or her address as shown on the books of the corporation.

SECTION 9.10 WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS. The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or

an approval of the minutes thereof. All such waivers, consents, or approvals, shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 9.11 QUORUM. A majority of the authorized number of directors or any committee thereof shall be necessary to constitute a quorum for the transaction of business by the Board of Directors or any such committee, as the case may be. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors or committee members, if any action taken is approved by at least a majority of the votes required if a quorum were seated at such meeting. Subject to the foregoing sentence of this Section, every act or decision done or made by a majority of the directors or committee members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of directors or committee thereof, as the case may be, unless a greater number be required by law, the Articles of Incorporation or the Bylaws. Directors shall be deemed present at any meeting of the Board of Directors or any committee thereof and may participate therein if present through use of conference telephone or similar communications equipment, so long as all directors participating in such a meeting can hear one another.

SECTION 9.12 ADJOURNMENT. A quorum of the directors may adjourn any directors' meeting to meet again at a stated time, place and hour provided however, that in the absence of a quorum, the directors present at any director's meeting, either regular or special may adjourn from time to time, until the time fixed for the next regular meeting of the Board.

SECTION 9.13 ACTION WITHOUT 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. Such action by written consent shall have the same force and effect as the unanimous vote of such director. Any certificate or other document filed under any provision of law which related to action so taken shall state that the action was taken by written consent of a 2/3 majority of the Board of Directors without a meeting and that the Bylaws of this corporation authorize the directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 9.14 VACANCIES.

(a) Vacancies in the Board of Directors shall exist (1) on the death, resignation, or removal of any directors; (2) whenever the number of directors is increased; and (3) on failure of the Members in any election to elect the full number of directors authorized.

(b) Vacancies caused by the death, resignation, or disability of a director or directors, or by his or their removal as provided in these Bylaws, or by an amendment of the Articles of Incorporation or of these Bylaws increasing the number of directors authorized shall be filled by a majority of the remaining directors, though less than a quorum, or by a sole remaining director.

(c) A person elected director to fill a vacancy as in this section provided shall hold office for the unexpired term of this predecessor, or until his removal or resignation as in these Bylaws provided.

(d) A reduction of the authorized number of directors does not remove any director prior to the expiration of this term of office.

SECTION 9.15 LIABILITY. The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 9.16 REMOVAL. After opportunity for a hearing at a regular or special meeting of the Board of Directors, a majority of the authorized number of directors of this corporation may be removed from office (a) any director who abuses his or her authority or discretion as a director of this corporation, or (b) any director who engages in any fraudulent or dishonest act with reference to, or breached his fiduciary duty to, this corporation. Failure to attend three (3) consecutive regular Board of Directors' meetings shall constitute resignation from the Board; provided, however, that absence from a meeting for which a resolution is adopted excusing the said absence shall not be counted for this person.

SECTION 9.17 INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS. To the extent that a person, who is, or was a director, officer, employee or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

SECTION 9.18 INSURANCE FOR CORPORATE AGENTS. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE X OFFICERS

SECTION 10.1 OFFICERS. The officers of the corporation shall be:

- (a) President,
- (b) Vice-President,
- (c) Secretary, and
- (d) Treasurer.

Each officer shall be a director. No person may hold more than one office.

SECTION 10.2 ELECTIONS. The officers of the corporation, except such officer as may be appointed in accordance with the provisions of Sections 9.3 or 9.5 of this Article shall be chosen annually by the Board of Directors at their first regularly scheduled meeting following the annual membership meeting, and each shall hold office until his successor is appointed or until he resigns or his removal from office. A director must have served on the board for a minimum of one year to be eligible to be elected as an officer of Pomona Heritage.

SECTION 10.3 TERMS. All officers shall serve for one year until the next annual election and may not be elected to the same office more than two consecutive one-year terms.

SECTION 10.4 SUBORDINATE OFFICERS. The Board of Directors may appoint, and may authorize the president or another officer to appoint, any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined from time to time by the Board of Directors.

SECTION 10.5 REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by a majority of the directors at the time in office, at a regular or special meeting of the Board, or, except in 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 of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors or to the President, or to the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 10.6 VACANCIES. A vacancy in any office because of death, resignation, removal or any other cause shall be filled by the Board of Directors at a regular or special meeting.

SECTION 10.7 PRESIDENT. The President shall be the 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 affairs of the corporation. He or she shall preside at all meetings of the members and at all meetings of the Board of Directors. He or she shall be ex-officio a member of all the standing committees, including the executive committee, if any; 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 Bylaws.

SECTION 10.8 VICE-PRESIDENT. In the absence or disability of the President, the Vice-President shall perform all 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. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed for him or her by the Board of Directors or the Bylaws.

SECTION 10.9 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 members, with the time and place of holding, whether regular or special, and if special how authorized, the notice thereof given, the names of those directors and Members present, and the proceedings thereof. The Secretary shall keep and maintain a membership book showing the name and address of each Member of the corporation.

The Secretary shall give or cause to be given, notice of all meetings of Members and the Board of Directors, as required by the Bylaws or by law to be given, and he or she shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

SECTION 10.10 TREASURER. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct account of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open for inspection by any director.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors and shall render to the President and directors, when they request it, and account of all the Treasurer's transactions and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

ARTICLE XI CORPORATE RECORDS, REPORTS, AND SEAL

SECTION 11.1 MAINTENANCE OF CORPORATE RECORDS. The corporation shall keep at its principal office in the State of California:

(a) Minutes of all meetings of directors, committees of the board, and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

(b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

(c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;

(d) A copy of the corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 11.2 CORPORATE SEAL. The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 11.3 DIRECTORS' INSPECTION RIGHTS. Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the corporation.

SECTION 11.4 MEMBERS' INSPECTION RIGHTS. If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon five (5) business days' prior written demand on the corporation, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain from the secretary of the corporation, upon written demand and payment of a reasonable charge, an alphabetized list of the names, addresses, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.

(c) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the corporation by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 11.5 RIGHT TO COPY AND MAKE EXTRACTS. Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts. The cost of any copying will be born by the person making the copies and shall be charged at market rates at the time the request is made.

ARTICLE XII BYLAWS

SECTION 12.1 AMENDMENT. Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

(a) subject to the power of the Members, if any, to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of Members, if any, as to voting or transfer, provided, however, if this corporation has admitted any Members, then a Bylaw specifying or changing the fixed number of directors of the corporation, the maximum or minimum number of directors, or changing from a fixed to variable Board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this section; or

(b) by approval of Members, if any, of this corporation at a meeting of the membership called for this purpose under Article VII.

WRITTEN CONSENT OF DIRECTORS ADOPTING LAWS

We, the undersigned, are all of the persons named as the initial directors in the Articles of Incorporation of Pomona Heritage, a California nonprofit corporation, and, pursuant to the authority granted to the directors by these Bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing Bylaws consisting of 11 pages, as the Bylaws of this corporation.

DATED:

Director

Director

Director

Director

Director

Director

Director