

BYLAWS
OF
BOULEVARD PARK NEIGHBORHOOD ASSOCIATION, INC.
A NONPROFIT MUTUAL BENEFIT CORPORATION

ARTICLE I. OFFICES

Section 1.01. Principal Office. The principal office of the Corporation (sometimes referred to herein as the “Association” or as “BPNA” for its transaction of business is located at 630 21st Street, Sacramento, California.

The mailing address for the Corporation shall be Post Office Box 163179, Sacramento, CA 95816-9179. This mailing address shall be subject to change by resolution of the members of the Association.

Section 1.02. Change of Address. The members are hereby granted full power and authority to change the principal office of the Corporation from one location to another in the County of Sacramento, California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE II. MEMBERS

Section 2.01. Classification and Qualification of Members. The Association shall have only regular members.

Section 2.02. Eligibility for Membership. Any person who owns, leases, rents, or otherwise resides within the BPNA geographic area as described hereafter and other persons sharing the concerns outlined in the BPNA Purpose Statement and Statement of Intent is eligible for membership in the Corporation. The geographic boundaries of BPNA shall be the northeastern portion of the City of Sacramento roughly bounded by J Street to the south and 16th Street to the west.

Section 2.03 Privileges and Obligations of Regular Membership.

- (1) Full voting privileges for “**Active Members in Good Standing**” as defined in Section 3.10(a); and,
- (2) Must timely pay dues and assessments as provided in Section 2.05.

Section 2.04. Admission to Membership. Regular Membership - Any person eligible for regular membership under these Bylaws shall be admitted to membership only in the manner and upon the approvals described herein. An eligible applicant seeking membership shall submit an application in such form and in such manner as may be prescribed by the Board of Directors.

The application for regular membership will be accompanied by payment of the first year's membership dues. No fee shall be charged for applying for membership.

Section 2.05. Dues/Fees. The initial fee payable to the Corporation by members shall be in the amount determined by the Board of Directors at its first meeting. Each year thereafter the annual dues payable to the Corporation by members shall be in such amounts as shall be determined and approved by a simple majority of all voting members. Dues shall be payable for the first year on admission to membership and annually thereafter in January of each year. A member, on learning of the amount of dues determined by the members, may avoid liability for the dues by not resubmitting a membership application for the new year, except where the member is, by contract or otherwise, liable for the dues.

Any additional fees or assessments may only be assessed by a majority vote of all voting members in ballots on the issue.

Section 2.06. Number of Members. There shall be no limit on the number of members the Corporation may admit.

Section 2.07. Membership Book. The Corporation shall keep in written form a membership book containing the name and address of each member. In the event of termination, of a member, the book shall also contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the Association and shall be subject to the rights of inspection required by law as set forth in Section 2.08 of these Bylaws.

Section 2.08. Inspection Rights of Members.

(a) **Demand.** Subject to the Association's right to set aside a demand for inspection pursuant to Section 8331 of the Corporations Code and the power of the Court to limit inspection rights pursuant to Section 8332 of the Corporations Code, and unless the Association provides a reasonable alternative as permitted by Section 2.08(c) of these Bylaws, a member satisfying the qualifications set forth hereinafter may do either or both of the following:

(1) Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five (5) business days' prior written demand on the Association, which demand shall state with particularity the purpose for which the inspection rights are requested; or

(2) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a 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 it has been compiled or as of the date of demand. The demand shall state with particularity the purpose for which the list is requested. The membership list shall be available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.

(b) Members Permitted to Exercise Rights of Inspection. The rights of inspection set forth in Section 2.08 (a) of these Bylaws may be exercised by the following:

(1) Any member, for a purpose reasonably related to such person's interest as a member;

(2) The authorized number of members for a purpose reasonably related to the member's interest as members; and

(c) Alternative Method of Achieving Purpose. The Corporation may, within ten (10) business days after receiving a demand pursuant to Section 2.08(a) of these Bylaws, deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in said demand without providing access to or a copy of the membership list. An alternative method which reasonably and in a timely manner accomplishes the proper purposes set forth in a demand made pursuant to Section 2.08(a) of these Bylaws shall be deemed reasonable, unless within a reasonable time after acceptance of the offer, the Association fails to do those things which it offered to do. Any rejection of the offer shall be in writing and shall indicate the reasons the alternative proposed by the Association does not meet the proper purpose of the demand made pursuant to Section 2.08(a) of these Bylaws.

Section 2.09. Certificates of Membership. The Association shall not issue membership certificates.

Section 2.10. Nonliability of Members. A member of the Corporation shall not, solely because of such membership be personally liable for the debts, obligations or liabilities of the Association.

Section 2.11. Transferability of Membership. Neither the membership in the Association nor any rights in the membership may be transferred for value or otherwise.

Section 2.12. Termination of Membership.

(a) Causes. The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

(1) The voluntary resignation of a member with written notice of the withdrawal given to the Secretary as prescribed in Section 2.12(b);

(2) Where a membership is issued for a period of time, the expiration of such period of time;

(3) The nonpayment of dues or assessments.

(b) Resignation by Giving Notice. The membership of any member of the Association shall automatically terminate on such member's written request for such termination delivered to the President or Secretary of the Association personally or deposited in United States first-class mail, postage prepaid.

(c) **Effect of Termination.** All rights of a member in the Association and in its property shall cease on the termination of such member's membership. Specifically, but without limitation, a member's right to attend meetings of members, and to vote on pending matters shall cease upon termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees, arising from contract or otherwise. The Association shall retain the right to enforce any such obligation or obtain damages for its breach.

ARTICLE III. MEETINGS OF MEMBERS

Section 3.01. Place. Meetings of members shall be held at the principal office of the Corporation or at such location within the State of California as may be designated from time to time by resolution of the Board of Directors.

Section 3.02 Regular Meetings. The members shall meet at least four (4) times each calendar year for the purpose of transacting such proper business as may come before the meeting, including an annual meeting in January of each year to elect the Board of Directors for such terms as are fixed in Article IV of these Bylaws. If the election of Directors does not occur at any such meeting of the members, or without a meeting by written ballot pursuant to Section 3.11 of these Bylaws, the Board shall or Five Percent (5%) of the members may cause the election of Directors to be held at a special meeting of members called and held as soon as it is reasonably possible after the adjournment of the regular meeting of the members. If the day fixed for the regular meeting of members falls on a legal holiday, such meeting shall be held at the same hour and place on the next succeeding day.

Section 3.03. Special Meetings. Special meetings of members shall be called by the Board of Directors or the Chairperson(s) of the Corporation and held at such place within California as is fixed in Section 3.01 of these Bylaws for regular meetings of members or at such times and places within California as may be ordered by resolution of the Board of Directors or by Five Percent (5%) of the members of the Corporation. Five percent (5%) or more of the members of the Corporation may call special meetings for any lawful purpose.

Section 3.04. Notice of Meetings. Written notice of every meeting of members shall be either personally delivered or mailed by first-class or registered or certified United States mail, postage prepaid, or sent electronically to such e-mail address as provided by a given member, not less than 7 nor more than 30 days before the date of the meeting to each member who on the record date for notice of the meeting is entitled to vote thereat.

In the event given by mail or other means of written communication, the notice shall be addressed to the members at the address of such member appearing on the books of the Association or at the address given by the member to the Corporation for the purpose of notice. Where no such address appears or is given, notice shall be given at the principal office of the Corporation or by publication in any newspaper of general circulation in the county in which the principal office of the Association is located. The Secretary of the Corporation, or any transfer agent specially designated by the Secretary for the purpose herein mentioned, shall execute an affidavit of the giving of the notice of the meeting of members.

In the case of a specially called meeting of members, notice that a meeting will be held at a time requested by the person or persons calling the meeting shall be communicated forthwith to all members as required in these bylaws and in any event not less than seven (7) days and not more than fifteen (15) days after receipt of the written request from such person or persons by a Chairperson of the Board of the corporation.

No meeting of members may be adjourned more than ten (10) days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

Section 3.05. Contents of Notice. The notice shall state the place, date and time of the meeting. In the case of both regular and special meetings, notice shall state or be accompanied by an agenda stating those matters which the Board, at the time the notice is given, intends to present for action by the members. 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 the members.

Section 3.06. Waivers, Consents and Approvals. The transactions of any meeting of members, 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 is present in person, and if, either before or after the meeting, each of the persons entitled to vote but not present in person, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All such waivers, consents, and approvals shall be filed with the corporate records.

Section 3.07. Quorum. A quorum present at any meeting of members shall consist of a majority of the voting power, represented in person, so long as 1/3 of the voting membership is present.

Section 3.08. Loss of Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 3.09. Adjournment for Lack of Quorum. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented in person, but no other business may be transacted except as provided in Section 3.08 of these Bylaws.

Section 3.10. Voting of Membership.

(a) **Entitlement.** Each **Active Member in Good Standing** is entitled to one (1) vote on each matter submitted to a vote of the members. To be considered an “**Active Member in Good Standing**” for voting purposes, a member shall have his or her dues and obligation paid at least on the general membership meeting prior to the vote, should be generally informed of the Corporation’s issues and must have attended at least three (3) meetings or events of the Corporation in the previous twelve (12) months. This may include membership meetings

of the BPNA, meetings of the BPNA board of directors, meetings of any BPNA committees or any events held by BPNA.

(b) Indivisible Interest in Single Memberships. Single memberships in which two or more persons have an indivisible interest shall be voted as set forth in Section 3.10(c) of these Bylaws relating to the voting of memberships in two or more names.

(c) Memberships in Two or More Names. Where a membership stands of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, husband and wife as community property, tenants by the entirety, or otherwise, or if two or more persons have the same fiduciary relationship respecting the same membership, unless the Secretary of the Association is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect: any such person may cast the vote for the subject membership, but any such membership shall be entitled to only one (1) vote on each matter submitted to a vote of the members and such vote shall bind all persons or entities in whose name said membership stands.

(d) Record Date of Membership. The record date for the purpose of determining the members entitled to notice of any meeting of members is forty (40) days before the date of the meeting of members. The record date for the purpose of determining the members entitled to vote at any meeting of members is thirty (30) days before the date of the meeting of members.

(e) Cumulative Voting. Cumulative voting shall not be authorized for the election of Directors or for any other purpose.

(f) Proxy Voting. Members shall not be entitled to vote by proxy.

(g) Majority Required. Issues and items submitted to the members at general or special meetings may be approved by a simple majority vote of the voting membership present.

Section 3.11. Action Without Meeting by Written Ballot.

(a) Ballot Requirements. Any action which may be taken at any regular or special meeting of members, including the election of Director(s) may be taken without a meeting, provided there is satisfaction of the following ballot requirements:

(1) The Association distributes a written ballot to every member entitled to vote on the matter;

(2) The ballot shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Association;

(3) The number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action; and

(4) The number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

(b) Solicitation of Ballots. Ballots shall be solicited in a manner consistent with the requirements of giving notice of members' meetings set forth in Section 3.04 of these Bylaws and of voting by written ballot set forth in Section 3.11(c) of these Bylaws. All such solicitations shall indicate the number of responses needed to meet the quorum requirement and, with respect to ballots other than for the election of Directors, shall state the percentage of approvals necessary to pass the measure submitted. The solicitations shall specify the time by which the ballot must be received in order to be counted.

(c) Voting by Written Ballot. The form of written ballot distributed to ten (10) or more members shall afford an opportunity on the form of written ballot to specify a choice between approval and disapproval of each matter or group of related matters intended, at the time the written ballot is distributed, to be acted on by such written ballot. The form shall also provide, subject to reasonable specified conditions, that where the person solicited specifies a choice with respect to any such matter, the vote must be cast in accordance therewith. In any election of Directors, any form of written ballot in which the Directors to be voted on are named therein as candidates and which is marked by a member "withheld" 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.

(d) Revocation of Ballot. A written ballot may not be revoked.

Section 3.12. Conduct of Meetings.

(a) Chairperson. The Chairperson(s) of the Corporation or, in his or her absence, any other person chosen by a majority of the voting members present in person shall be Chairman of and shall preside over the meetings of the members.

(b) Secretary of Meetings. The Secretary of the Corporation shall act as the Secretary of all meetings of members; provided that in his or her absence, the Chairperson of the meetings of members shall appoint another person to act as secretary of the meetings.

(c) Rules of Order. The Robert's Rules of Order, as may be amended from time to time, shall govern the meetings of members insofar as such rules are not inconsistent with or in conflict with these Bylaws, the Articles of Incorporation of this Corporation or the law.

Section 3.13. Inspectors of Election.

(a) Appointment. In advance of any meeting of members, the Board may appoint any persons, other than candidates for office, as Inspectors of Election to act at the meeting and any adjournment thereof. If the Inspectors of Election are not so appointed, or if any persons so appointed fail to appear or refuse to act, the Chairman of any meeting may, and on request of any member shall, appoint Inspectors of Election at the meeting. The number of Inspectors shall be either one (1) or three (3). If appointed at a meeting on the request of one or more member, the majority of members represented in person shall determine whether One (1) or Three (3) Inspectors are to be appointed.

(b) Duties. The Inspectors of Election shall perform the following

- (1) Determine the number of voting memberships outstanding and the voting power of each, the number represented at the meeting, the existence of a quorum;
- (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 and consents;
- (5) Determine when the polls shall close;
- (6) Determine the results; and
- (7) Do such acts as may be proper to conduct the election or vote with fairness to all members.

The Inspectors shall perform their duties impartially, in good faith, to the best of their ability, and as expeditiously as is practical.

(c) Vote of Inspectors. If there are three (3) Inspectors of Election, the decision, act, or certificate of a majority is effective in all respects as the decision, act or certificate of all.

(d) Report and Certificate On request of the Chairperson or any member the Inspectors of Election shall make a report in writing concerning the performance of their duties and execute a certificate of any fact found by them. Any report or certificate made by the Inspectors shall be prima facie evidence of the facts stated therein.

ARTICLE IV. DIRECTORS

Section 4.01. Number. The Corporation shall have seven (7) Directors. The Directors shall be known as the Board of Directors. In the event that a membership stands of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, husband and wife as community property, tenants by the entirety, or

otherwise, any such membership shall be entitled to only one (1) Director position and shall have only one (1) vote as a Director.

Section 4.02. Election. No later than October of each year, an *ad hoc* Nominations Committee will be formed from the voting membership. The Nominations Committee shall present to the general membership no later than November 30th, the slate of prospective Board of Director candidates recommended by the voting membership. Additional nominations may be made by any voting members at the membership meeting where the slate is presented or where the election is held. The election shall take place by secret ballot, with the seven (7) candidates receiving the highest number of votes being elected. In case of a tie, there shall be a run-off election.

Section 4.03. Terms of Office. The voting Membership shall elect each member of the Board of Directors at the annual members' meeting. Each Director shall hold office for a one (1) year term.

Section 4.04. Compensation. The Directors shall serve without compensation.

Section 4.05. Meetings.

(a) Call of Meetings. Meetings of the Board may be called by the Chairperson(s) of the Board or the Secretary or any two (2) Directors.

(b) Place of Meetings. All meetings of the Board shall be held at the Corporation's principal place of business or at such other place as from time to time may be designated by a vote of the Board of Directors.

(c) Time of Regular Meetings. A regular annual meeting of the Board shall be held each year in January, immediately following the annual Members' annual meeting or at such other times and places as otherwise properly designated and noticed by the Board. Thereafter the Board shall meet at least once a month.

(d) Special Meetings. Special meetings of the Board may be called by a Chairperson(s) of the Board or the Secretary or any two (2) Directors. Special meetings shall be held on four (4) days' notice by first class mail, postage prepaid, or on forty-eight (48) hours' notice delivered personally or by telephone or email. Notice of the special meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents, and approval shall be filed with the corporate records or made a part of the minutes of the meetings.

(e) Quorum. Five (5) of the seven (7) elected or appointed Directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided.

(f) Transactions of Board. Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by four (4) of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors if any action taken is approved by at least a majority of the required quorum for such meeting.

(g) Conduct of Meetings. The Chairperson(s) of the Board or, in his or her absence, any Director selected by the Directors present shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of conference telephone, electronic or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

(h) Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 4.06. Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting, if all members of the Board 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 Directors.

Section 4.07. Removal of Directors.

(a) Removal for Cause. The Board may declare vacant the office of a Director on the occurrence of any of the following events:

- (1) The Director has been declared of unsound mind by a final order of Court;
- (2) The Director has been convicted of a felony; or
- (3) The Director has been found by a final order or judgment of any Court to have breached duties imposed by Section 7238 of the Corporations Code on Directors who perform functions with respect to assets held in charitable trust, or
- (4) Loss of regular membership in good standing.

(b) Removal Without Cause. Any or all of the Directors may be removed without cause if, where the Corporation has fewer than fifty (50) members, such removal shall be approved by a majority of all members pursuant to Section 5033 of the Corporations Code; or

where the Corporation has more than fifty (50) members, such removal shall be approved by the members within the meaning of Section 5034 of the Corporations Code.

Section 4.08. Resignation of Director. Any Director may resign effective on giving written notice to the Chairperson(s) of the Board of Directors, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation.

Section 4.09. Vacancy on Board of Directors. A vacancy in the position of a Board of Directors' member shall be deemed to exist on the occurrence of any of the following events:

- (1) In the event of the Director's death, removal or resignation;
- (2) If the authorized number of Board members is increased;
- (3) If the members fail to elect the authorized number of Directors; or
- (4) If any member of the Board is absent from two (2) Board meetings, and those absences are deemed by a majority of the Board to be unexcused.

Vacancies on the Board may be filled at the discretion and by approval of the remaining Board members. Each Board member so appointed shall hold office for the remainder of the unexpired term and until a successor is elected.

Section 4.10 Appointment as Officers. The Board of Directors will appoint from among the Board members those Directors who will also serve as officers of the Corporation as set forth below.

ARTICLE V. OFFICERS

Section 5.01. Number and Titles. The officers of the Corporation shall be a Chairperson or Co-Chairpersons, a Treasurer, and a Secretary, and such other officers with such titles and duties as shall be determined by the Board. The Chairperson or Co-Chairpersons shall plan and conduct designated meetings. The Secretary shall keep a complete record of all meetings of the Corporation. The Secretary shall also maintain a complete updated list of the membership and said notices of the meetings and other publications as directed by the Chairperson(s). The Secretary shall provide minutes of each meeting at the next regularly scheduled meeting. The Treasurer shall keep a set of books showing the financial status and transactions of the Corporation. The Treasurer shall prepare a written report to be submitted for approval at each meeting. He or she shall also collect dues and assessments and pay claims and liabilities of the Corporation as authorized by the Board of Directors.

Section 5.02. Appointment and Resignation. The officers shall be chosen by and serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Any officer may resign at any time on written notice to the Corporation without

prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party.

ARTICLE VI. CORPORATE RECORDS, REPORTS AND SEAL

Section 6.01. Keeping Records. The Corporation shall keep adequate and correct records of account and minutes of the proceedings of its members, Board, and committees of the Board. The Corporation shall also keep a record of its members giving their names and addresses and the class of membership held by each. The minutes shall be kept in written form. Other books and records shall be kept in either written form or in any other form capable of being converted into written form.

Section 6.02. Annual Report. The Corporation shall notify each member yearly of the member's right to receive a financial report pursuant to Corporations Code Section 8321(a). Except where the Corporation does not have more than One Hundred (100) members or more than Ten Thousand Dollars (\$10,000) in assets at anytime during the fiscal year, on the written request of a member, the Board shall promptly cause the most recent annual report to be sent to the requesting member. The annual report shall be prepared not later than One Hundred and Twenty (120) days after the close of the Corporation's fiscal year. The annual report shall contain in appropriate detail the following: (1) a balance sheet as of the end of such fiscal year and an income statement and statement of changes in financial position for such fiscal year; (2) a statement of the place where the names and addresses of the current members are located; and (3) any information concerning certain transactions and indemnifications required by Corporations Code Section 8322. The annual report shall be accompanied by any report thereon of independent accountants or, if there is not such a report, the certificate of any authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

Section 6.03. Annual Statement of Certain Transactions and Indemnifications. The Corporation shall furnish annually to its members a statement of any transaction or indemnification described in Corporations Code Section 8322(d) and (e), if such transaction or indemnification took place. Such annual statement shall be affixed to and sent with the annual report described in Section 6.02 of these Bylaws.

Section 6.04. Corporate Seal. The Board of Directors shall adopt a corporate seal which shall be in the following form and design: Boulevard Park Neighborhood Association, Inc. The Secretary of the Corporation shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

ARTICLE VII. PURPOSE STATEMENT

Section 7.01. BPNA is created to support, promote, and improve the quality of life for the residents of the greater Boulevard Park neighborhood in the City of Sacramento, California. By achieving this goal, the corporation improves the quality of life for others who work and live in and around Boulevard Park and for Sacramento as a whole. As such, this corporation

promotes the civic and social welfare of the neighborhood community as contemplated by 26 USC section 501(c)(4).

ARTICLE VIII. AMENDMENTS OF BYLAWS

Section 8.01. These Bylaws may be amended or repealed in whole or in part, and new Bylaws adopted by a vote or written consent of a majority of voting members at any regular or special meeting of the membership, provided notice of said action and a copy of the text of any proposed amendment, addition or deletion is provided to all members at least 30 days prior to a vote on the amendment, addition or deletion.

CERTIFICATE OF SECRETARY
OF
BOULEVARD PARK NEIGHBORHOOD ASSOCIATION, INC.
A California Nonprofit Corporation

I hereby certify that I am the duly elected and acting Secretary of said Corporation and that the foregoing Bylaws, comprising 14 pages, constitute the Bylaws of said Corporation as duly adopted at a meeting of the Board of Directors thereof held on _____, 2008.

SALLY FLORY-O'NEIL, Secretary