

**Bylaws of
The Los Cerritos Wetlands Land Trust
for
Long Beach and Seal Beach
A California Nonprofit Public Benefit Corporation**

Article I - Name

The name of this corporation is Los Cerritos Wetlands Land Trust for Long Beach and Seal Beach, hereinafter referred to as "LCWLT".

Article II - Principal Office of the Corporation

The principal office for the transaction of the activities and affairs of LCWLT is located in the State of California, Los Angeles County. The board of directors may change the location of the principal office. Any change of location of LCWLT, must be noted by the Secretary on these bylaws, opposite this Section; alternatively, this Section may be amended to state the new location. The mailing address for LCWLT is P.O. Box 30165 Long Beach CA 90853. The biennial *Statement of Information* filed with the California Secretary of State must include the street address of a board member.

Article III - General and Specific Purposes; Limitations

The purpose of LCWLT is:

To operate as a non-profit public benefit corporation. It is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes. The purposes for which LCWLT is formed are exclusively charitable within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986.

The specific purposes for which LCWLT is organized include, but are not limited to: the preservation of the Los Cerritos Wetlands and associated watershed for scientific, historic, educational, ecological, recreational, scenic or open space opportunities with the intent of increasing wetland biodiversity and environmental quality.

Article IV - Construction and Definitions

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.

Article V - Dedication of Assets

LCWLT's assets are irrevocably dedicated to public benefit purposes. No part of the net earnings, properties, or assets of LCWLT, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of LCWLT. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of LCWLT shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code section 501(c)(3).

Article VI - Membership

Section 6.1 - Qualifications and Class of Membership

LCWLT shall have one class of membership designated as a regular member. Each membership is restricted to one vote. Applicants shall be eligible by application and upon timely payment of such dues and fees as the board may fix from time to time.

Section 6.2 - Rights of Membership

All members in good standing shall have the right to vote, as set forth in these bylaws, on the election of directors, on the disposition of all, or substantially all of LCWLT's assets, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve LCWLT. In addition, those members shall have all rights afforded members under the California Nonprofit Public Benefit Corporation Law.

Section 6.3 - Members' Dues, Fees, and Assessments

Each member must pay, within the time and on the conditions set by the board, the dues, fees, and assessments in amounts fixed from time to time by the board. The board may determine, in its discretion, as may be appropriate, to offer a sliding fee schedule of dues for students, seniors, low income members, etc. Each category of membership shall be governed by Article VI, Sections 6.1 and 6.2 and shall be restricted to one vote.

Section 6.4 - Members in Good Standing

Members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.

Section 6.5 - Termination of Membership

A membership shall terminate on occurrence of any of the following events:

- (a) Resignation of the member;
- (b) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;
- (c) The member's failure to pay dues, fees, or assessments in the amount and within the times set forth by the board of directors. The annual membership period is January to December, with a grace period extended to March 1 of the following year.
- (d) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- (e) Good faith determination by the board, or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of LCWLT, or has engaged in conduct materially and seriously prejudicial to LCWLT's purposes and interests.

Section 6.6 - Suspension of Membership

A member may be suspended, based on the good faith determination by the board or a committee or person authorized by the board to make such a determination, that the member has failed in a material and serious degree to observe LCWLT's rules of conduct, as promulgated by the board of directors from time to time, or has engaged in conduct materially and seriously prejudicial to LCWLT's purposes and interests.

A person whose membership is suspended shall not be a member in good standing during the period of suspension.

Section 6.7 - Procedures for Termination or Suspension of Membership

If grounds appear to exist for suspending or terminating a member under Article VI, Section 6.5 and Section 6.6 of these bylaws, the following procedure shall be followed:

- (a) The board shall give the member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on LCWLT's records.

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(b) The member shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the board or by a committee or person authorized by the board to determine whether the suspension or termination should occur.

(c) The board, committee, or person shall decide whether the member should be suspended, terminated, or sanctioned in any way. The decision of the board, committee, or person shall be final.

(d) Any action challenging a suspension or termination of membership, including a claim alleging defective notice, must be commenced within 60 days after the date of the expulsion, suspension, or termination.

Section 6.8 - Transfer not permitted

Membership or rights arising from membership may not be transferred.

Article VII - Meetings

Section 7.1 - Annual Meeting

An annual meeting of members shall be held during the month of March of each year, unless the board fixes another date or time and so notifies members as provided in Article IX, Section 9.3 of these bylaws. If the scheduled date falls on a legal holiday, the meeting shall be held on the next full business day. At the meeting, directors shall be elected and other proper business may be transacted, subject to Article IX, Section 9.1 of these bylaws. |

Section 7.2 - Place of Meeting

Meetings of the members shall be held at any place within Los Angeles County or Orange County (California) as designated by the board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting.

Article VIII - Special Meetings

Section 8.1 - Authority to Call Special Meetings

The board, or the president, or 5 percent or more of the members, may call a special meeting of the members for any lawful purpose at any time.

Section 8.2 - Calling Special Meetings

A special meeting called by any person or persons entitled to call a meeting of the members shall be called by written request specifying the general nature of the business proposed to be transacted, and submitted to the president or any vice president or the secretary of LCWLT. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, under Article XI, Section 11.1 of these bylaws, stating that a meeting will be held at a specified time and date fixed by the board, provided, however, that the meeting date shall be at least 35 but no more than 90 days after receipt of the request. If the notice is not given within 20 days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the board.

Section 8.3 - Proper Business of Special Meeting

No business, other than the business that was set forth in the notice of the special meeting, may be transacted at a special meeting.

Article IX - Notice

Section 9.1 - General Notice Requirements

Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given, under Article IX, Section 9.3 of these bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting. For the annual meeting, the notice shall state the matters that the board, at the time notice is given, intends to present for action by the members. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which directors are to be elected shall include the names of all persons who are nominees when notice is given. Except as provided in Article IX, Section 9.2 of these bylaws, any proper matter may be presented at the meeting.

Section 9.2 - Notice of Certain Agenda Items

Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (a) Removing a director without cause;
- (b) Filling vacancies on the board;
- (c) Amending the articles of incorporation; or

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(d) Electing to wind up and dissolve LCWLT.

Section 9.3 - Manner of Giving Notice

Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. Notice of any meeting of members may also include electronic notice. The notice shall be given either personally or by first-class, registered, or certified mail, by other means of written communication, charges prepaid, or by email, and shall be addressed to each member entitled to vote, at the U.S. Mail address or internet email address of that member as it appears on the books of LCWLT or at the address given by the member to the LCWLT for purposes of notice. If no address appears on LCWLT's books and no address has been so given, notice shall be deemed to have been given if either (i) notice is sent to that member by first-class mail or facsimile or other written communication to LCWLT's principal office or (ii) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located or publicly posted on LCWLT website no less than 30 days before the meeting date.

Section 9.4 - Affidavit of Mailing Notice

An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any transfer agent of LCWLT, and if so executed, shall be filed and maintained in LCWLT's minutes book.

Article X - Quorum

10% percent of the voting power shall constitute a quorum for the transaction of business at any meeting of members, or the members actually present at any properly announced meeting shall constitute a quorum.

Section 10.1 - Quorum less than one third of voting power

If, however, the attendance at any general or annual meeting, is less than one-third of the voting power, the members may vote only on matters as to which notice of their general nature was given under Article IX, Section 9.2 of these bylaws. |

Section 10.2 - When majority constitutes a quorum set lower than one-third of voting power

Except as otherwise required by law, the articles, or these bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Article XI - Voting

Section 11.1 - Eligibility to Vote

Subject to the California Nonprofit Public Benefit Corporation Law, all members in good standing on the record date as determined under Article VI, Section 6.4 of these bylaws shall be entitled to vote at any meeting of members.

Section 11.2 - Manner of Voting

Voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded by any member at the meeting before the voting begins.

Section 11.3 - Number of Votes

Each membership may cast only one vote on each matter submitted to a vote of the members.

Section 11.4 - Approval by Majority Vote

If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members.

Section 11.5 - Solicitation of Written Ballots

LCWLT shall distribute one written ballot to each membership entitled to vote on the matter. The ballot and any related material may be sent by electronic transmission by LCWLT, and responses may be returned to LCWLT by electronic transmission that meets the requirements of Article XI, Section 11.1 of these bylaws. All solicitations of votes by written ballot shall (a) state the number of responses needed to meet the quorum requirement; (b) state, with respect to ballots other than for election of directors, the percentage of approvals necessary to pass the measure or measures; and (c) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (a) set forth the proposed action; (b) give the members an opportunity to specify approval or disapproval of each proposal; and (c) provide a reasonable time in which to return the ballot to LCWLT. If LCWLT has 100 or more members, any written ballot distributed to ten or more members shall provide that, subject to reasonable specified conditions, if the person solicited specifies a choice in any such matter, the vote shall be cast according to that specification.

Section 11.6 - Number of Votes and Approvals Required

Approval by written ballot shall be valid only when (i) the number of votes cast by ballot (including ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (ii) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

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Section 11.7 - Revoking Ballots

A written ballot may not be revoked.

Section 11.8 - Filing Ballots

All written ballots shall be filed with the secretary of LCWLT and maintained in LCWLT records for at least 7 years.

Article XII - Record Date

Section 12.1 - Record Date for Notice, Voting, Written Ballots, and Other Board Actions

For purposes of establishing the members entitled to receive notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights in any lawful action, the board of directors may, in advance, fix a record date. The record date so fixed for:

- (a) sending notice of a meeting shall be no more than 90 nor less than 10 days before the date of the meeting;
- (b) voting at a meeting shall be no more than 60 days before the date of the meeting;
- (c) voting by written ballot shall be no more than 60 days before the day on which the first written ballot is mailed or solicited; and
- (d) taking any other action shall be no more than 60 days before that action.

Section 12.2 - Record Date for Actions Not Set by Board

If not otherwise fixed by the board, the record date for determining members entitled to receive notice of a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held. If not otherwise fixed by the board, the record date for determining members entitled to vote at the meeting shall be the day on which the meeting is held.

If not otherwise fixed by the board, the record date for determining members entitled to vote by written ballot shall be the day on which the first written ballot is mailed or solicited.

If not otherwise fixed by the board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.

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For purposes of Article XII of these bylaws, a person holding a membership at the close of business on the record date shall be a member of record.

Article XIII - Proxies

Members of LCWLT may not execute proxy rights.

Article XIV - Adjournment and Notice of Adjourned Meetings

Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting. No meeting may be adjourned for more than 45 days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned (or the means of electronic transmission by and to LCWLT or electronic video screen communication, if any, by which members may participate) are announced at the meeting at which adjournment is taken. If, after adjournment, a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, LCWLT may transact any business that might have been transacted at the original meeting.

Article XV - General and Specific Powers of Board of Directors

Section 15.1 - General 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 regarding actions that require approval of the members, LCWLT's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors (hereinafter referred to as "the board").

Section 15.2 - Specific Powers

Without prejudice to the general powers set forth in Article XV, Section 15.1 of these bylaws, but subject to the same limitations, the board shall have the power to do the following:

(a) Appoint and remove, at the pleasure of the board, for cause, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the articles of incorporation, and these bylaws; fix their compensation; and require from them security for faithful service.

(b) Change the principal office or the principal business office in California from one location to another; cause LCWLT to be qualified to conduct its activities in California; conduct its activities in California; and designate a place in California for holding any meeting of members.

(c) Borrow money and incur indebtedness on LCWLTs' behalf and cause to be executed and delivered for LCWLT's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities. Subject to the following: review and vote of general membership for more than \$25,000.

Article XVI - Number of and Qualifications for Directors

Section 16.1 - Variable number of and qualifications for directors

The board shall consist of at least seven (7) no more than eleven (11) directors, unless changed by amendment to these bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the board. The qualifications for directors are being a member of LCWLT in good standing and being a U.S. resident.

Section 16.2 - Restriction on Interested Persons as Directors

No person serving on the board may be an "interested person." An interested person is (a) any person compensated by LCWLT 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. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by LCWLT.

Section 16.3 – Terms of Directors

The directors shall be elected by general membership. All directors shall be defined by odd or even years. Each director shall hold office for 2 years. The current executive board members (officers) shall serve until re-election in March 2011. All remaining directors shall serve until March 2010.

Section 16.4 - Nominations by Committee for Elected Directors

The president shall appoint a committee to nominate qualified candidates for election to the board at least 90 days before the date of any election of directors. The nominating committee shall make its report to the board at least 60 days before the date of the election. The secretary shall then forward to each member, with the notice of meeting required by these bylaws, a list of all candidates nominated by the committee.

Section 16.5 - Nominations by Members

Members representing 2 percent of the voting power may nominate candidates for directors by petition. The petition must be signed by those members within 11 months preceding the next time directors are to be elected, and delivered to an officer of LCWLT. On timely receipt of the petition signed by the required number of members, the secretary shall cause the names of the candidates named on it to be placed on the ballot along with the names of the candidates chosen by the nominating committee.

Section 16.6 - Floor Nominations

When a meeting is held for the election of directors, any member present at the meeting in person may place names in nomination.

Section 16.7 - Nominee's Right to Solicit Votes

The board shall formulate procedures that allow a reasonable opportunity for all nominees to communicate to members the nominees' qualifications and the reasons for the nominees' candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

Section 16.8 - Use of LCWLT Funds to Support Nominee

If more people have been nominated for director than can be elected, no LCWLT funds may be expended to support a nominee without the board's authorization.

Article XVII - Vacancies on Board of Directors due to Death, Incapacity, Resignation or Removal

Section 17.1 - Events Causing Vacancies on Board

A vacancy or vacancies on the board of directors shall occur in the event of (a) the death, removal for cause, 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 convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Nonprofit Public Benefit Corporation Law, Chapter 2, Article 3; (c) the vote of the members or, if LCWLT has fewer than 50 members, the vote of a majority of all members, to remove the director(s); d) the increase of the authorized number of directors; or (e) the failure of the members, at any meeting of members at which any director or directors are to be elected, to elect the number of directors required to be elected at such meeting.

Section 17.2 - Resignation of directors

Except as provided below, any director may resign by giving written notice 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.

Section 17.3 - Director may not resign if no other director remains

Except on notice to the California Attorney General, the last remaining director may not resign if LCWLT would be left without a duly elected director or directors.

Section 17.4 - Removal of directors

A director or officer may be removed from the board for cause. Cause shall be determined by a majority vote of the full board of directors. Removal shall be upon a two-thirds vote of the board. There is no appeal to the board of director's action to remove an officer or board member for cause.

Cause for removal from the board may include but is not limited to the following: Any director who has three unexcused absences from board meetings will automatically be removed from the board without board resolution unless (a) the director requests a leave of absence for a limited period of time, and the leave is approved by the directors at a regular or special meeting (if such leave is granted, the number of board members will be reduced by one in determining whether a quorum is or is not present), (b) the director suffers from an illness or disability that prevents him or her from attending meetings and the board by resolution waives the automatic removal procedure of this subsection; or (c) the board by resolution of the majority of board members must agree before a director who has missed three meetings may be reinstated.

A person who has been removed as president of the board of directors shall not retain membership on the board and is disqualified from holding any office within LCWLT at any future time, except if reinstated by a two-thirds vote of the board.

Section 17.5 - Director's Code of Ethics

The board of directors, of LCWLT, shall be governed by a Code of Ethics. The Code of Ethics is binding on all members of the board. The board may adopt and amend the Code of Ethics from time to time. Any violation of the Code of Ethics will be considered cause for removal of a director.

Article XVIII - Filling Vacancies on Board of Directors

Section 18.1 - Vacancies Filled by Board

Except for a vacancy created by the removal of a director by the members, vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office at a meeting held according to notice or waivers of notice complying with Corporations Code section 5211, 3) a sole remaining director. (4)The members may fill any vacancy not filled by the directors.

Section 18.2 - Vacancies Filled by Members

The members may elect a director or directors at any time to fill any vacancy or vacancies not filled by the directors.

Section 18.3 - No Vacancy on Reduction of Number of Directors

Any reduction of the authorized number of directors shall not result in any director being removed before his or her term of office expires.

Article XIX - Meetings of Board of Directors

Section 19.1 - Place of Board Meetings

Meetings of the board shall be held at any place within 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 LCWLT.

Section 19.2 - Meetings by Telephone or Other Telecommunications Equipment

Any board meeting may be held by; conference telephone, video screen communication, or other communications equipment. Participation in a meeting under this Section shall constitute presence in person at the meeting if both the following apply:

- (a) Each member participating in the meeting can communicate concurrently with all other members.
- (b) Each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by LCWLT.

Section 19.4 - Annual Board and Regular Board Meetings

Immediately after each annual meeting of members, no later than 30 days following the annual membership meeting, the board shall hold a board meeting for purposes of organization, election of officers, and transaction of other business.

Other meetings of the board may be held at such time and place as the board may fix from time to time.

Section 19.5 - Authority to Call Special Board Meetings

Special meetings of the board for any purpose may be called at any time by the president or any vice president, the secretary, or any two directors.

Section 19.6 - Notice of Special Board Meetings

Notice of the time and place of special meetings shall be given to each director by (a) personal delivery of written notice; (b) first-class mail, postage prepaid; (c) telephone, including a voice messaging system or other system or technology designed to record and communicate messages, or by electronic transmission, either directly to the director or to a person at the director's office who would reasonably be expected to communicate that notice promptly to the director; (d) facsimile; (e) electronic mail (email); or (f) other electronic means. All such notices shall be given or sent to the director's address or telephone number as shown on the LCWLT's records.

Notices sent by first-class mail shall be deposited in the United States mails at least 7 days before the time set for the meeting. Notices given by personal delivery, telephone, or electronic transmission (email) shall be delivered, telephoned, or sent, respectively, at least 24 hours before the time set for the meeting.

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

Section 19.7 - Quorum

A majority of the authorized number of directors shall constitute a quorum for the transaction of any business except adjournment. 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 an act of the board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law. This includes, 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 some directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 19.8 - 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. All such 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 who, before or at the beginning of the meeting, does not protest the lack of notice to him or her.

Section 19.9 - Adjournment

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

Section 19.10 - 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.

Section 19.11 - Action Without a Board Meeting

Any action that the board is required or permitted to take may be taken without a meeting if all board members 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 LCWLT is a party and who is an “interested director” as defined in Corporations Code section 5233 shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the board. All such consents shall be filed with the minutes of the proceedings of the board.

Article XX - Compensation and Reimbursement

Directors and members of committees of the board may not receive compensation for their services as directors or officers. Reimbursement of expenses, as the board may establish by resolution to be just and reasonable as to LCWLT at the time that the resolution is adopted, may be allowed by pre-approval by the board of directors.

Article XXI - Committees of Board of Directors

Section 21.1 - Creation and Powers of Committees

The board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of one or more directors and one or more members, to serve at the pleasure of the board. Appointments to committees of the board shall be by majority vote of the directors then in office. The board may appoint one or more directors as alternate members of any such committee, who may replace any absent member at any meeting. The president or the executive director may serve as an Ad Hoc member on any duly authorized committee. Any such committee shall have all the authority of the board, to the extent provided in the board resolution, except that no committee may do the following:

- (a) Take any final action on any matter that, under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;
- (b) Fill vacancies on the board or any committee of the board;
- (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.
- (h) Approve any contract or transaction to which the LCWLT 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 Corporations Code section 5233(d)(3).

Section 21.2 - Finance Committee

The LCWLT board of directors may appoint a finance committee comprised of the treasurer, one additional board member and one general member. The finance committee, if formed, will direct the LCWLT annual review to be performed by a certified public accountant. See section 32.1.f, below.

Section 21.3 - Compensation Committee

The LCWLT board of directors may appoint a compensation committee comprised of the treasurer, one additional board member and one general member. The compensation committee, if formed, will provide compensation guidelines for employees or contractors of the LCWLT.

Section 21.4 - Investment Committee

The LCWLT board of directors may appoint an investment committee comprised of three directors. The committee shall act with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with these matters would use in the conduct of an enterprise of like character and with like aims to accomplish the purposes of the institution. Individual investments shall be considered as part of an overall investment strategy. The committee shall consider present and future financial requirements, expected total return, general economic conditions, the appropriate level of risk, appropriate levels of income, growth and long-term net appreciation, and the probable safety of the funds. The committee may retain professional money managers, and shall develop an investment policy that shall be reconsidered at least annually, in light of the changing needs of LCWLT, economic conditions, and any other factors that may affect LCWLT's tolerance of risk and need for income. The committee may recommend the retention of property contributed by a donor (whether or not it produces income), and a donor's request should be a factor in making the determination of whether to sell a particular asset contributed by a donor.

Section 21.5 - Meetings and Action of Committees

Meetings and actions of committees of the board shall be governed by, held, and taken under the provisions of these bylaws concerning meetings and other board actions, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by board resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The board may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the board has not adopted rules, the committee may do so.

Article XXII - Officers of LCWLT

Section 22.1 - Offices Held

The officers of LCWLT shall be a president, a vice-president, a secretary, and a treasurer. LCWLT, at the board's discretion, may also have two or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed under Article XXII, Section 22.2 of these bylaws from among the membership of the board of directors.

Section 22.2 - Election of Officers

The officers of the LCWLT shall be chosen annually by the board and shall serve at the pleasure of the board.

Section 22.3 - Resignation of Officers

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

Section 22.4 - Vacancies in Office

A vacancy in any office because of death, resignation, removal for cause, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointments to that office, provided, however, that such vacancies may be filled before the next regular election of officers.

Article XXIII - Responsibilities of Officers

Section 23.1 - President

Subject to such supervisory powers as the board may give to the President, and subject to the control of the board, the president shall be the general manager of the LCWLT and shall supervise, direct, and control LCWLT's activities, affairs, and officers. The president shall preside at all members' meetings and at all board meetings. The president shall have such other powers and duties as the board or the bylaws may require.

Section 23.2 - Vice President

If the president is absent or disabled, the vice president 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 president shall have such other powers and perform such other duties as the board or the bylaws may require.

Section 23.3 - Secretary

The secretary shall keep or cause to be kept, at LCWLT's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, of committees of the board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and, if special, how authorized; the notice given; the names of persons present at board and committee meetings; and the number of members present or represented at members' meetings.

The secretary shall keep or, cause to be kept, at the principal California office or such other place as the board may direct, a copy of the articles of incorporation and bylaws, as amended to date.

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The secretary shall keep or cause to be kept, at the principal office of the LCWLT or at a place determined by resolution of the board, a record of the corporation's members of the LCWLT, showing each member's name, address, and class of membership.

The secretary shall give, or cause to be given, notice of all meetings of members, of the board, and of committees of the board that these bylaws require to be given.

Section 23.4 - Treasurer

The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of LCWLT's properties and transactions. The treasurer shall send or cause to be given to the members and directors such 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 member in good standing at all reasonable times.

The treasurer shall (i) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of LCWLT with such depositories as the board may designate; (ii) disburse LCWLT's funds as the board may order; (iii) render to the president, and the board when requested, an account of all transactions as treasurer and of the financial condition of LCWLT; and (iv) have such other powers and perform such other duties as the board or the bylaws may require.

The treasurer shall act in a fiduciary capacity to LCWLT. Any checks drawn on the account of LCWLT shall be signed by the treasurer and the president, or other officer designated by the president. In no case may the treasurer and the president be related or live in the same household.

Article XXIV - Contracts With Directors

No director of LCWLT nor any other corporation, firm, association, or other entity in which one or more of LCWLT's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with LCWLT, unless (a) the material facts regarding that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the board prior to the board's consideration of such contract or transaction; (b) such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the votes of the interested directors; (c) before authorizing or approving the transaction, the board considers and in good faith decides after reasonable investigation that LCWLT could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) LCWLT for its own benefit enters into the transaction, which is fair and reasonable to LCWLT at the time the transaction is entered into.

Article XXV - Loans to Directors and Officers

LCWLT shall not lend any money or property to, or guarantee the obligation of, any director or officer without the approval of the California Attorney General; provided, however, that LCWLT may advance money to a director or officer of LCWLT for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by LCWLT.

Article XXVI - Indemnification

To the fullest extent permitted by law, LCWLT shall indemnify its directors, officers, employees, and other persons described in Corporations Code section 5238(a), including persons formerly occupying any such positions, 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 LCWLT, 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 that section of the Corporations Code.

On written request to the board by any person seeking indemnification under Corporations Code section 5238(b) or section 5238(c), the board shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct set forth in Corporations Code section 5238(b) or section 5238(c) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification, because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code section 5238(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person shall authorize indemnification.

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 Article XXVI of these bylaws in defending any proceeding covered by those Corporations Code Sections shall be advanced by LCWLT before final disposition of the proceeding, on receipt by LCWLT of an undertaking by or on behalf of that person that the advance will be repaid if it is ultimately found that the person is not entitled to be indemnified by LCWLT for those expenses.

Article XXVII - Insurance

LCWLT shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

Article XXVIII - Maintenance of Corporate Records

Section 28.1 Types of Documents to be Retained

LCWLT shall keep the following:

- (a) Adequate and correct books and records of account;
- (b) Minutes of the proceedings of its members, board, and committees of the board; and
- (c) A record of each regular member's name and address.

The minutes and other books and records shall be kept either in written form or in any other form capable of being converted into clearly legible and tangible form or in any combination of the two.

Section 28.2 Document Retention and Destruction Policy

In accordance with the Sarbanes-Oxley Act, which makes it a crime to alter, cover up, falsify, or destroy any document with the intent of impeding or obstructing any official proceeding, this policy provides for the systematic review, retention and destruction of documents received or created by LCWLT in connection with the transaction of organization business. This policy covers all records and documents, regardless of physical form, contains guidelines for how long certain documents should be kept and how records should be destroyed. The policy is designed to ensure compliance with federal and state laws and regulations, to eliminate accidental or innocent destruction of records and to facilitate LCWLT's operations by promoting efficiency.

Section 28.3 Document Retention

LCWLT shall follow the document retention procedures outlined below. Documents that are not listed but are substantially similar to those listed in the schedule will be retained for the appropriate length of time.

A. Corporate Records	
Annual Reports to Secretary of State/Attorney General	Permanent
Articles of Incorporation	Permanent
Board Meeting and Board Committee Minutes	Permanent
Board Policies/Resolutions	Permanent
By-laws	Permanent
IRS Determination Letter	Permanent
Contracts (after expiration)	7 years
Correspondence (general)	3 years

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B. Accounting and Corporate Tax Records

Annual Reviews and Financial Statements	Permanent
General Ledgers	Permanent
IRS 990 Tax Returns	Permanent
Business Expense Records	7 years
Journal Entries	7 years
Invoices	7 years

C. Bank Records

Check Registers	Permanent
Bank Deposit Slips	7 years
Bank Statements and Reconciliation	7 years
Electronic Fund Transfer Documents	7 years

D. Payroll and Employment Tax Records

Payroll Registers	Permanent
State Unemployment Tax Records	Permanent
Earnings Records	7 years
Garnishment Records	7 years
Payroll Tax returns	7 years
W-2 Statements	7 years

E. Employee Records

Employment and Termination Agreements	Permanent
Accident Reports and Worker's Compensation Records	5 years
Salary Schedules	5 years
I-9 Forms	3 years after termination
Time Cards	2 years

F. Donor Records

Donor Records and Acknowledgement Letters	7 years
Grant Applications and Contracts	5 years after completion

G. Legal, Insurance and Safety Records

Environmental Studies	Permanent
Insurance Policies	Permanent
Stock and Bond Records	Permanent
General Contracts	3 years after termination

Section 28.4 Electronic Documents and Records

Electronic documents will be retained as if they were paper documents. Therefore, any electronic files, including records of donations made online, that fall into one of the document types on the above schedule will be maintained for the appropriate amount of time. If a user has sufficient reason to keep an email message, the message should be printed in hard copy and kept in the

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appropriate file or moved to an “archive” computer file folder. Backup and recovery methods will be tested on a regular basis.

Section 28.5 Emergency Planning

LCWLT records will be stored in a safe, secure and accessible manner. Documents and financial files that are essential to keeping LCWLT operating in an emergency will be duplicated or backed up at least every week and maintained off site.

Section 28.6 Document Destruction

LCWLT’s Executive Director and Treasurer are responsible for the ongoing process of identifying records which have met the required retention period and overseeing their destruction. Destruction of financial and personnel related documents will be accomplished by shredding.

Document destruction will be suspended immediately upon any indication of an official investigation or when a lawsuit is filed or appears imminent. Destruction will be reinstated upon conclusion of the investigation.

Section 28.7 Compliance

Failure on the part of employees, volunteers or directors to follow this policy can result in possible civil and criminal sanctions against LCWLT. The LCWLT Treasurer and finance committee chair will periodically review these procedures with legal counsel or the organization’s certified public accountant to ensure that they are in compliance with new or revised regulations.

Section 28.8 Whistleblower and Non-Retaliation Policy

The bylaws of LCWLT require directors, officers, employees and volunteers to observe high standards of business and personal ethics in the conduct of their duties and responsibilities on behalf of the LCWLT and to comply with all applicable laws and regulations.

A. Reporting Responsibility

It is the responsibility of all directors, officers, employees and volunteers to comply with and to report violations or suspected violations of the LCWLT code of ethics, bylaws, policies or laws in accordance with this policy.

B. No Retaliation

No director, officer, employee, volunteer or contractor who in good faith reports a violation of the LCWLT code of ethics, bylaws, policies or laws shall suffer harassment, retaliation or adverse employment consequence.

An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment.

This Whistleblower Policy is intended to encourage and enable employees and others to raise serious concerns within LCWLT prior to seeking resolution outside LCWLT.

C. Reporting Violations

Directors, officers, employees or volunteers should share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, these matters should be reported to the LCWLT Executive Director. However, if an employee or volunteer is not comfortable speaking with the Executive Director or is not satisfied with the response, that employee or volunteer is encouraged to report to any officer of the board of directors.

D. Acting in Good Faith

Any good faith report, concern or complaint is fully protected by this policy even if the report, question or concern is, after investigation, not substantiated.

Anyone filing a complaint concerning a violation or suspected violation must be acting in good faith and have reasonable grounds for believing the information disclosed indicates a violation of the ethics code, bylaws or law. Any allegations that prove not to be substantiated and have been made maliciously or with knowledge that they were false will be treated as a serious offense.

E. Confidentiality

Upon request of the complainant, LCWLT will use its best efforts to protect the confidentiality of the complainant for any good faith report. Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation.

F. Handling of Reported Violations

All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation. The complainant will be informed that follow-up has or is occurring within two weeks after the LCWLT Executive Director or board officer has received the complaint or report. The board of directors shall be informed of all such complaints or reports.

Article XXIX - Member's Inspection Rights

Section 29.1 - Membership Records

Unless LCWLT provides a reasonable alternative as provided below, any member may do either or both of the following, for a purpose reasonably related to the member's interest as a member:

(a) Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on five days' prior written demand on LCWLT, which demand must state the purpose for which the inspection rights are requested; or

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(b) Obtain from the Secretary of LCWLT, on written demand and tender of a reasonable charge, a list of names, addresses, and voting rights of members who are entitled to vote for directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The secretary shall make this list available to the member on or before the later of ten days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

LCWLT may, within ten business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection by the requestor, of LCWLT's alternative offer must be in writing, and must state the reasons the proposed alternative does not meet the purpose of the demand.

If LCWLT reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, and or if it provides a reasonable alternative under this Section, LCWLT may deny the member access to the membership list. Denial for grounds must be in writing and made within the 10 day period.

Any inspection and copying, under this Section, may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts.

Section 29.2 - Accounting Records and Minutes

On written demand on LCWLT, any member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the board of directors, and committees of the board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person, or by the member's agent or attorney

Article XXX - Maintenance and Inspection of Articles and Bylaws

LCWLT shall keep at its principal California office, or at a place designated by the board, the original or a copy of the articles of incorporation and bylaws, as amended to the current date, which shall be open to inspection by the members at all reasonable times during office hours. If LCWLT has no business office in California, the secretary shall, on the written request of any member, furnish to that member a copy of the articles of incorporation and bylaws, as amended to the current date.

Article XXXI - Directors' Right to Inspect

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Every director shall have the absolute right at any reasonable time to inspect LCWLT's books, records, documents of every kind, physical properties, and the records of each subsidiary. 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.

Article XXXII - Required Reports

Section 32.1 - Annual Report

The board shall cause an annual report to be 1) sent to the members and directors within 120 days after the end of the LCWLT's fiscal year (January-December) upon specific request by a member or director or 2) posted on LCWLT's website within 120 days after the end of the LCWLT's fiscal year. That report shall contain the following information, in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of LCWLT as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds;
- (c) LCWLT's revenue or receipts, both unrestricted and restricted to particular purposes;
- (d) LCWLT's expenses or disbursements for both general and restricted purposes;
- (e) Any information required by Section 501 (c)(3) of Internal Revenue Code of 1986; and
- (f) An independent Certified Public Accountant's annual review.

Article XXXIII - Amendments to Bylaws

Section 33.1 - Amendment by Board Subject to Limitation by Members

Subject to the member's rights under Article XXIII, Section 33.4 of these bylaws and the limitations set forth below, the board may adopt, amend, or repeal bylaws unless doing so would materially and adversely affect the members' rights as to voting or transfer. The board may not extend a director's term beyond that for which the director was elected.

Section 33.2 - Changes to Number of Directors

The board may not, without the members' approval, specify or change any bylaw that would:

- (a) Fix or change the authorized number of directors;
- (b) Fix or change the minimum or maximum number of directors; or

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(c) Change from a fixed number of directors to a variable number of directors or vice versa.

Section 33.3 - Greater Vote Requirement

If any provision of these bylaws requires the vote of a larger proportion of the board than is otherwise required by law, that provision may not be altered, amended, or repealed except by that greater vote.

Section 33.4 - Members' Approval Required

Without the approval of the members, the board may not adopt, amend, or repeal any bylaw that would:

- (a) Increase or extend the terms of directors;
- (b) Increase the quorum for members' meetings;
- (c) Repeal, restrict, create, expand, or otherwise change proxy rights; or
- (d) Authorize cumulative voting.

Section 33.5 - Amendment by Members

New bylaws may be adopted, or these bylaws may be amended or repealed, by approval of the members. Any provision of these bylaws that requires the vote of a larger proportion of the members than otherwise is required by law may not be altered, amended, or repealed except by the vote of that greater number. No amendment may extend the term of a director beyond that for which the director was elected.

Article XXXIV - Certificate of Secretary

I certify that I am the duly elected and acting Secretary of The Los Cerritos Wetlands Land Trust of Long Beach and Seal Beach, a California nonprofit public benefit corporation; that these bylaws consisting of 28 pages are the bylaws of this corporation as adopted by the board of directors on XX, 2009, and that these bylaws have not been amended or modified since that date.

Executed on XX, 2009 at Long Beach, California.

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Signature

Patricia T. Bliss, Secretary