

SECOND AMENDED AND RESTATED BYLAWS
OF
BATEMAN NEIGHBORHOOD ASSOCIATION

ARTICLE 1 — GENERAL PROVISIONS

Section 1. NAME. The name of this corporation is Bateman Neighborhood Association, a nonprofit mutual benefit corporation (the “Corporation”, or “BNA”).

Section 2. PRINCIPAL OFFICE. The principal office for the transaction of the activities and affairs of the Corporation shall be located in the City of Berkeley, County of Alameda, State of California, as specifically designated by the board of directors.

Section 3. PURPOSE.

(a) The purpose of the Corporation is (1) to provide a means by which the residents and residential property owners of the Bateman Neighborhood can identify and resolve issues that affect the quality of life in the Bateman Neighborhood, including but not limited to land use, safety, traffic, and parking; (2) to represent the residents of the Bateman Neighborhood on matters that affect them to other neighborhood associations, institutions, Berkeley City officials and staff, city, county and other government departments, agencies, boards and commissions, and the Berkeley City Council; (3) to educate the residents of the Bateman Neighborhood about the issues that affect, or may affect, the quality of life and to educate members of institutions that affect the Bateman Neighborhood about the Bateman Neighborhood’s concerns; (4) to set priorities for the Bateman Neighborhood, and to plan for its future; and (5) to promote personal and property safety, and a sense of well-being in the Bateman Neighborhood.

(b) The “Bateman Neighborhood” includes all that property located in the City of Berkeley, County of Alameda, State of California within the area bounded on the North by the center of Ashby Avenue, on the South by the boundary line of the City of Oakland, on the East by the center of College Avenue, and on the West by the center of Telegraph Avenue.

(c) The means for achieving the foregoing purposes shall include monitoring neighborhood conditions, providing a forum for airing points of view, and developing options to solve problems. Also in the context of these purposes, the Corporation shall only engage in activities that are for such civic and social purposes as are within the meaning of Section 501(c) (4) of the Internal Revenue Code of 1986 and Section 23701(f) of the Revenue and Taxation Code of the State of California.

Section 4. CONSTRUCTION; 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 2 — MEMBERS

Section 1. MEMBERSHIP. The Corporation shall have only one class of members. All persons age 18 and older who reside or own residential property within the boundaries of the Bateman Neighborhood are eligible to be members provided a person desiring to be a member informs the secretary of his name, address, phone number and e-mail address (if any). Membership and rights arising from membership are not transferable.

Section 2. MEMBERSHIP RIGHTS. All members shall have (i) the right to vote on the election of directors, on certain amendments of the Articles of Incorporation or these bylaws, as described in the California Nonprofit Mutual Benefit Corporation Law, on the disposition of all or substantially all of the assets of the Corporation, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the Corporation; (ii) the right to run to serve on the board of directors or to be appointed as an officer, subject to meeting other qualifications set forth herein; and (iii) all other rights conferred upon them by the California Nonprofit Mutual Benefit Corporation Law.

Section 3. DUES. Dues may be set by the board of directors from time to time in order to cover recurring expenses of the Corporation, and to create a fund to cover the cost of special projects. Nonpayment of dues shall in no way limit the rights of a member. No dues are required for membership, but voluntary dues and contributions may be requested as needed to cover specific expenses.

Section 4. TERMINATION OF MEMBERSHIP. A membership shall automatically terminate when a member ceases to reside or own residential property within the Bateman Neighborhood, upon resignation, death or dissolution of a member.

Section 5. REGULAR MEETING. A regular meeting of members shall be held at a location determined by the board of directors at least once every two years. The regular meeting will be held in September unless the board of directors fixes another date or time and so notifies members as provided in Sections 7 and 8 of this Article 2. Directors shall be elected at this meeting. Any other proper business may be transacted at this meeting. Upon request, the board of directors may authorize members who are unable to be present in person to attend by conference telephone, or electronic video communication, in a manner determined by the board of directors and in accordance with the California Nonprofit Mutual Benefit Corporation Law.

Section 6. SPECIAL MEETINGS. Two (2) or more directors or the president may call a special meeting of the members for any lawful purpose at any time. A special meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and the location of the meeting, as determined by the persons calling the meeting, and addressed to the attention of and submitted to the secretary of the Corporation. The secretary shall cause notice to be given promptly to the members pursuant to Sections 7 and 8 of this Article 2, stating

that a meeting will be held at a specified time and date fixed by the board of directors. No business, other than the business that was set forth in the notice of the meeting, may be transacted at a special meeting.

Section 7. WRITTEN NOTICE REQUIRED. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each member entitled to vote at that meeting. The notice shall specify the place, date, and hour of the meeting, and the means of conference telephone or electronic video screen communication, if any, by which members may participate in the meeting. For the regular meeting, the notice shall state the matters that the board of directors, 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. Attendance at a meeting shall constitute waiver of notice.

Section 8. NOTICE REQUIREMENTS.

(a) 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. The notice shall be given personally, by flyer (either delivered to residences or posted in the Bateman Neighborhood), by Electronic Transmission (as defined below), by first-class mail, or by other means of written communication determined by the board of directors, charges prepaid, and shall, to the extent members' addresses have been given to the board of directors, be addressed to each member at such address. Attendance at a meeting shall constitute waiver of notice.

(b) "Electronic Transmission" shall mean facsimile telecommunication, electronic mail, posting on an electronic message board or network, or other means of electronic communication, as permitted in Sections 20 and 21 of the California Corporations Code. Each member who has given the Secretary of the Corporation his or her email address, facsimile phone number, or other electronic contact information shall be deemed to have given consent to the Corporation to use Electronic Transmission for communications pursuant to these bylaws, unless such member revokes such consent in a written notice to the Secretary.

Section 9. QUORUM. The presence of twenty (20) members shall constitute a quorum for the transaction of business at a meeting of the members. The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after standard call and notice, if a quorum is present.

Section 10. ELIGIBILITY TO VOTE. To be entitled to vote, a member must be physically present at a meeting of members or have received permission to attend by other than physical presence. Each member entitled to vote may cast one vote on each matter submitted to a vote of the members.

Section 11. MANNER OF VOTING. Voting may be by voice or by ballot, except that any election of directors must be by ballot if demanded before the voting begins by any member at the meeting. The board of directors shall determine the method of voting for any members whom the board has permitted to attend by other than physical presence.

Section 12. MAJORITY APPROVAL.

(a) 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 unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Mutual Benefit Corporation Law, by the articles of incorporation, or herein.

(b) Any matter subject to a vote by the members (including the election of directors, provided that for such election a procedure for nomination of candidates is specified by the board of directors) may be decided by a majority of the votes cast by written ballot provided that the number of votes cast equals or exceeds the quorum required to be present at a meeting authorizing such matter; or such matter may be decided by a written consent signed by all members. The board of directors shall decide whether any such ballot or consent and related material may be sent to and from the Corporation by Electronic Transmission. All such consents or a tally of such vote by ballot shall be filed with the minutes of the meetings of members.

Section 13. PROXIES. No member may vote by proxy at a meeting or in a written ballot or consent.

ARTICLE 3 — DIRECTORS

Section 1. GENERAL POWERS OF BOARD OF DIRECTORS. Subject to the provisions and limitations of the California Nonprofit Mutual 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, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors.

Section 2. SPECIFIC POWERS OF THE BOARD OF DIRECTORS. Without prejudice to the general powers set forth in Section 1 of this Article 3, but subject to the same limitations, the board of directors shall have the power to do the following:

(a) Appoint and remove, at the pleasure of the board of directors, 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.

(b) Change the principal office from one location to another, designate a place in or outside the Bateman Neighborhood for holding any meeting of members, and designate an agent for service of process.

(c) Borrow money and incur indebtedness on the Corporation's behalf, and cause to be executed and delivered for the Corporation's purposes, in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 3. NUMBER AND QUALIFICATIONS OF DIRECTORS. The board of directors shall consist of at least seven (7) and no more than seventeen (17) directors, unless changed by amendment to these bylaws. Directors must be members, shall be elected by a majority of the members present at a regular meeting of members or voting via written ballot, and shall serve staggered four-year terms. One-half of the board of directors, or, if there are not enough candidates to fill one half of the then current number of directors' positions, a smaller number that is not less than three directors shall be elected at a regular meeting every two years. In order to initiate the staggering of terms, at the regular meeting (or in the written ballot) at (or on) which these Second Amended and Restated Bylaws are adopted, one-half of the board of directors, or, if there are not enough candidates to fill one half of the then current number of directors' positions, a smaller number that is not less than three directors shall be elected to serve a two-year term and the remainder shall be elected to serve a four-year term. No director shall be entitled to receive any compensation for serving as a director or officer.

Section 4. LOCATION OF BOARD OF DIRECTORS MEETINGS. Meetings of the board of directors shall be held at any place within or outside the Bateman Neighborhood that has been designated by resolution of the board of directors or in the notice of the meeting or, if not so designated, at the principal office of the Corporation.

Section 5. MEETINGS OF BOARD OF DIRECTORS. Promptly after each regular meeting of members, the board of directors shall hold a general meeting for purposes of organization, election of officers, and transaction of other business. Other general meetings of the board of directors may be held at such time and place as the board of directors may fix from time to time. Special meetings of the board of directors for any purpose may be called at any time by the president or any vice president, the secretary, or any two directors.

Section 6. NOTICE OF SPECIAL MEETINGS. Notice of the time and place of special meetings of the board of directors shall be given to each director by (1) personal delivery of written notice; (2) first-class mail, postage prepaid; (3) telephone, including a voice messaging system or other system or technology designed to record and communicate messages; or (4) Electronic Transmission. All such notices shall be given or sent to the director's address or telephone number as shown on the Corporation's records. The notice shall state the time of the meeting and the place. The notice need not specify the purpose of the meeting. Attendance at a meeting shall constitute waiver of notice.

Section 7. QUORUM. A majority of the directors serving at any time shall constitute a quorum for the transaction of any business except adjournment. Unless a greater number is expressly required by statute or these bylaws, every act or decision done or made by a majority of the directors present at a meeting duly noticed and held shall be regarded as an act of the board of directors. Directors may participate in a meeting through the use of (a) conference telephone, (b) electronic video screen communication, or (c) Electronic Transmission (as defined in Article 2 above); provided that, if participation is via (a) or (b), then all members participating in the meeting are able to hear one another; and, if participation is via (c), then (1) each director participating in the meeting must be able to communicate with all of the other members concurrently; and (2) each director can participate in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to a specific action to be

taken. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 8. BOARD ACTION WITHOUT MEETING. Any action that the board of directors is required or permitted to take may be taken without a meeting if all directors consent in writing to the action, which writing may be via Electronic Transmission; provided, however, that the consent of any director who has a material financial interest in a transaction to which the Corporation is a party and who is an “interested director” as defined in Corporations Code §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 of directors. All such consents shall be filed with the minutes of the proceedings of the board of directors.

Section 9. RESIGNATION OF DIRECTORS. Any director may resign at any time by giving written notice to the President or the board of directors. Such resignation shall be effective at the time specified therein, or upon receipt by the President or board of directors if no other time is specified in the written notice. If a director has three (3) consecutive unexcused absences from meetings of the board of directors, such director shall be deemed to have resigned as of the end of the meeting at which the third unexcused absence occurs.

Section 10. VACANCIES. A vacancy or vacancies on the board of directors shall be deemed to exist in the event of the death, resignation, deemed resignation, or removal of any director, the termination of a director’s membership in the Corporation, or the failure of the members to elect the full number of directors. Any vacancy on the board of directors may be filled by a vote of a majority of the remaining directors. Each director so elected shall hold office until he or his successor is elected for the remainder of such director’s term at the next regular meeting of the members or any special meeting called for that purpose.

Section 11. REMOVAL OF DIRECTORS. Any director may be removed from office during their term by the vote of three quarters (3/4) of the directors.

Section 12. CONTRACTS WITH DIRECTORS. No director of the Corporation nor any other corporation, firm, association, or other entity in which one or more of the Corporation’s directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with the Corporation unless (1) the material facts as to the transaction and such director’s interest are fully disclosed or known to the members and such contract or transaction is approved by the members in good faith, with any membership owned by any interested director not being entitled to vote thereon, or (2) the material facts regarding such 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 are noted in the minutes or are known to all board members before consideration by the board of such contract or transaction, and 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 vote of the interested director.

Section 13. LOANS AND CONTRACTS. No loans or advances shall be contracted on behalf of the Corporation and no note or other evidence of indebtedness shall be issued in its name unless and except as the specific transaction is authorized by the board of directors. Without the express and specific authorization of the board of directors, no officer or other agent of the Corporation may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. The Corporation shall not lend any money or property to, or guarantee the obligation of, any director or officer of the Corporation.

Section 14. INDEMNIFICATION.

(a) To the fullest extent permitted by law, the Corporation may elect to indemnify its directors and officers, and may indemnify employees and other persons described in Corporations Code §7237(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 on behalf of the Corporation, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

(b) On written request to the board by any person seeking indemnification under Corporations Code §7237(b) or §7237(c), the board shall promptly decide under Corporations Code §7237(e) whether the applicable standard of conduct set forth in Corporations Code §7237(b) or §7237(c) has been met and, if so, the board may 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 §7237(e) whether the applicable standard of conduct has been met and, if so, the members present at the meeting in person or by proxy may authorize indemnification.

(c) 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 these bylaws in defending any proceeding covered herein may be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the Corporation for those expenses.

ARTICLE 4 — OFFICERS

Section 1. OFFICERS. The officers of the Corporation shall be a president, a secretary, and a treasurer. The Corporation, at the board of directors’ discretion, may also have one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed under these bylaws. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as the president. The president, vice president, secretary, and treasurer must be directors. All officers must be members. No officer shall be entitled to compensation for serving as an officer.

Section 2. ELECTION OF OFFICERS. The officers of the Corporation shall be chosen by the board of directors and shall serve at the pleasure of the board for a term of two years, subject to the rights of any officer under any employment contract.

Section 3. REMOVAL OF OFFICERS. Without prejudice to the rights of any officer under an employment contract, the board of directors may remove any officer with or without cause.

Section 4. RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the board of directors. 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 the Corporation under any contract to which the officer is a party.

Section 5. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointments to that office.

Section 6. RESPONSIBILITIES OF PRESIDENT. The president shall be the general manager of the Corporation and shall supervise, direct, and control the Corporation's activities, affairs, and officers. The president shall preside at all members' meetings and at all board meetings. The president shall have such other powers and duties as the board of directors or the bylaws may require.

Section 7. RESPONSIBILITIES OF VICE PRESIDENTS. If the president is absent or disabled, the vice presidents, if any, in order of their rank as fixed by the board, or, if not ranked, a vice president designated by the board, shall perform all duties of the president. When so acting, a vice president shall have all powers of and be subject to all restrictions on the president. The vice presidents shall have such other powers and duties as the board of directors or the bylaws may require.

Section 8. RESPONSIBILITIES OF SECRETARY.

(a) The secretary shall keep or cause to be kept, at the Corporation's principal office or such other place as the board of directors may direct, a book of minutes of all meetings, proceedings, and actions 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 regular, general, or special, and, if special, how authorized; the notice given; the names of persons present at board meetings; and the number of members present or represented at members' meetings.

(b) The secretary shall keep or cause to be kept, at the principal California office, a copy of the articles of incorporation and bylaws, as amended to date.

(c) The secretary shall keep or cause to be kept, at the Corporation's principal office or at a place determined by resolution of the board of directors, a record of the Corporation's members, showing each member's name, if available, and address.

(d) The secretary shall give, or cause to be given, notice of all meetings of members and of the board of directors that these bylaws require to be given. The secretary shall make or cause to be made all filings required by the Secretary of State (including, without limitation, the biennial filing of a Statement of Information (Form SI-100) between October of each odd numbered year and March of the subsequent year), and, together with the treasurer, those required by the California Attorney General (including, without limitation, the Annual Registration Renewal Fee Report (Form RRF-1) by April 15 of each year), in order to maintain the Corporation in good standing in the State of California, and shall have such other powers and perform such other duties as the board or the bylaws may require.

Section 9. RESPONSIBILITIES OF TREASURER.

(a) The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the Corporation's properties and transactions. The 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 of directors, including, without limitation, an annual report of the Corporation, as required by the California Nonprofit Mutual Benefit Corporation Law. The treasurer shall make or cause to be made all filings required by the Internal Revenue Service, the Franchise Tax Board, and, together with the secretary, the California Attorney General (see above), in order to maintain the Corporation's tax exempt status in the State of California. The books of account shall be open to inspection by any member at all reasonable times.

(b) The treasurer shall (1) deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as the board of directors may designate; (2) disburse the Corporation's funds as the board of directors may order; (3) render to the president and the board, when requested, an account of all transactions as treasurer and of the financial condition of the Corporation; and (4) have such other powers and perform such other duties as the board or the bylaws may require.

ARTICLE 5 — COMMITTEES

Section 1. BOARD 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 any number of 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.

Section 2. PURPOSE. The committees may include, without limitation, committees for the following purposes: Crime and Public Safety; Disaster Preparedness; Hospital Relations;

Membership and Communications; Neighborhood Beautification; Traffic and Public Transportation; and Business, Zoning and Development.

Section 3. AUTHORITY. 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 Mutual 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;

(c) Fix compensation of the directors for serving on the board or on any committee;

(d) Amend or repeal bylaws or adopt new bylaws;

(e) Amend or repeal any resolution of the board that by its express terms is not so amendable or repealable;

(f) Create any other committees of the board or appoint the members of committees of the board; or

(g) With respect to any assets held in charitable trust, approve any contract or transaction between the Corporation and one or more of its directors or between the Corporation and an entity in which one or more of its directors have a material financial interest, subject to the approval provisions of Corporations Code §5233(d)(3).

Section 4. COMMITTEE MEETINGS. 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 board committees and the calling of special meetings of board 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.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Bateman Neighborhood Association, a California nonprofit mutual benefit corporation; that these Second Amended and Restated Bylaws, consisting of ten (10) pages, are the bylaws of this corporation as adopted by the members on _____, 20__, and that these bylaws have not been amended or modified since that date.

Executed on _____, 20__, at _____, California.

Signature: _____
Name: _____
Title: Secretary