

BYLAWS
OF
LONG BEACH ORGANIC, INC.
A California Non-Profit Public Benefit Corporation

ARTICLE ONE
NAME

The name of this corporation is:

LONG BEACH ORGANIC, INC.

ARTICLE TWO
PRINCIPAL OFFICE

The principal office for the transaction of the activities, affairs, and business of the corporation shall be located in the County of Los Angeles, City of Long Beach, State of California, at such place as may be from time to time fixed by the Board of Directors.

ARTICLE THREE
PURPOSES

The purposes for which this corporation is formed are:

1. General Purposes. The corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.
2. Specific Purposes. The specific purposes are:
 - a. Education in organic gardening techniques,
 - b. Developing vacant lots into organic gardens,
 - c. To exercise all rights and powers conferred on non-profit corporations under the laws of California, including the power to contract, rent, buy or sell personal or real property; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

ARTICLE FOUR
MEMBERS

1. Qualifications. This corporation shall have one class of members. Any person dedicated to the purposes of this corporation shall be eligible for membership on approval of the membership application by the board and on timely payment of such dues and fees as the board may fix from time to time.

2. 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 to be fixed from time to time by the board. The dues, fees, and assessments shall be equal for all members.

3. Good Standing. Those 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.

4. Termination And Suspension Of Membership.

a. Causes of Termination. A membership shall terminate on occurrence of any of the following events:

(1) Resignation of the member, on reasonable notice to the corporation;

(2) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the board;

(3) Failure of the member to pay dues, fees, or assessments as set by the board within 90 days after they become due and payable;

(4) Expulsion of the member under ARTICLE FOUR Paragraph 4c 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 the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation. Membership dues shall be refunded on a prorated basis to members so terminated.

b. Suspension Of Membership. A member may be suspended, under ARTICLE FOUR Paragraph 4c of these bylaws, 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 the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

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

c. Procedure For Expulsion Or Suspension. If grounds appear to exist for suspension or expulsion of a member under ARTICLE FOUR Paragraphs 4a and 4b of these bylaws, the procedure set forth below shall be followed

(1) The member shall be given 15 days prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.

(2) 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 expulsion or suspension. 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 expulsion or suspension should take place.

(3) The board, committee, or person shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the board, committee, or person shall be final.

(4) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within one month after the date of the expulsion, suspension, or termination.

5. Transfer Of Memberships. No membership or right arising from membership shall be transferred. All membership rights cease on the member's death or dissolution.

6. Voting. Members shall not have the right to vote:

- a. For the election of a director or directors, or
- b. On a disposition of all or substantially all of the assets of the corporation, or
- c. On a merger or on a dissolution, or
- d. On changes to the articles or bylaws.

All voting rights are reserved to the Board of Directors.

ARTICLE FIVE DIRECTORS

1. Powers.

a. General Corporate Powers. Subject to the provisions and limitation of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, the corporation's activities and affairs shall be managed, and all corporate power shall be exercised, by or under the board's direction.

b. Specific Powers. Without prejudice to the general powers set forth in ARTICLE FIVE Paragraph 1.a. of these bylaws, the directors shall have the power to:

(1) Appoint and remove at the pleasure of the board all the corporation's officers, agents, and employees; prescribe powers and duties for them that are consistent with the law, with the articles of incorporation, and with these bylaws; and fix their compensation and require from them security for faithful performance of their duties.

- (2) Change the principal office or the principal business office in California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country and conduct its activities within or outside California; and designate any place within or outside California for holding any meeting.
- (3) Adopt and use a corporate seal; and alter the form of the seal.
- (4) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

2. Number And Qualification Of Directors.

- a. Authorized Number and Qualifications. The board of directors shall consist of at least five (5) and no more than nine (9) directors until changed by amendment to these bylaws. The exact number of directors shall be fixed, within those limits, by a resolution adopted by the board of directors. The sole qualification for being a director is membership in Long Beach Organic, Inc.
- b. Restriction on Interested Persons as Directors. No more than 49 percent of the persons serving on the board may be interested persons. An interested person is,
 - (1) Any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and
 - (2) 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 the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

3. Appointment, And Term Of Office. All directors shall be appointed by a simple majority of the board of directors. Directors shall hold office for two years or, if the director is appointed to complete the term of a prior director he shall serve for the uncompleted period of the prior director's term. The acting directors shall hold office until successors have been elected and qualified.

4. Vacancies On Board.

- a. Events Causing Vacancy. A vacancy or vacancies on the board shall exist on the occurrence of any of the following:
 - (1) The death or resignation of any director;
 - (2) Absence without justification for three consecutive board meetings.

- (3) The increase of the authorized number of directors; or
- (4) Expiration of the period of office, unless the officer is reappointed on terms fixed by the board;
- (5) The failure of the board, at any meeting of the board at which any director or directors are to be elected, to elect the number of directors required to be elected at that meeting.
- (6) Expulsion of a Director by the Board

b. Causes for Expulsion. A Director may be expelled on occurrence of any of the following events:

- (1) Without prejudice to any rights of an officer under any contract of employment, a Director may be removed with or without cause by the board, by any officer on whom the board may confer that power of removal.
- (2) 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 Director has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation.

c. Procedure For Expulsion. If the Board wishes to expel a Director under the provisions of this Article, the procedure set forth below shall be followed

- (1) The Director shall be given 15 days prior notice of the proposed expulsion. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.
 - (a) The Director shall be given an opportunity to be heard, either orally or in writing, at least five days before the effective date of the proposed expulsion. 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 expulsion should take place.
 - (b) The board, committee, or person shall decide whether or not the Director should be expelled, or sanctioned in some other way. The decision of the board, committee, or person shall be final.
 - (c) Any action challenging an expulsion, including a claim alleging defective notice, must be commenced within one month after the date of the expulsion.

d. Resignations. 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 when the resignation becomes effective.

e. Filling Vacancies. Vacancies on the board may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director.

5. Directors' Meetings.

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

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

c. Annual Meeting. An annual meeting of the board of directors shall be held on the second Saturday of March of each year, at 11:00 o'clock a.m., or at such other date and time as shall be designated for purposes of organization, election of officers, and the transaction of other business. Notice of this meeting is not required. The meeting shall be held at the principal office of the corporation unless another location has been approved and notice given to all directors.

d. Other Regular Meetings. Other regular meetings of the board may be held without notice at such time and place as the board may fix from time to time.

e. Special Meetings.

(1) Authority To Call. Special meetings of the board for any purpose may be called at any time by the president or any vice president, or the secretary or any two directors.

(2) Notice.

(a) Manner Of Giving Notice. Notice of the time and place of special meetings shall be given to each director by one of the following methods:

- (i.) by personal delivery of written notice;
- (ii.) by first-class mail, postage prepaid;
- (iii.) by telephone, 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
- (iv.) by email using delivery confirmation.

All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.

(b) Time Requirements. Notices sent by first-class mail shall be deposited in the United States mails at least four days before the time set for the meeting. Notices given by personal delivery or telephone or email shall be delivered or telephoned at least 48 hours before the time set for the meeting.

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

f. Quorum. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn. Every action taken or decision made by a majority of the directors present at a duly held meeting at which a quorum is present shall be the act of the board, subject to the provisions of California law, including any provisions relating to,

- (1) Approval of contracts or transactions between the corporation and one or more directors or between the corporation and any entity in which a director has a material financial interest;
- (2) Creation of and appointments to committees of the board; and
- (3) Indemnification of directors.

A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of directors, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

g. 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 does not protest, before or at the commencement of the meeting, the lack of notice to him or her

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

i. 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.

6. Action Without A Meeting. Any action that the board is required or permitted to take may be taken without a meeting if all members of the board consent in writing to that action. 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 proceeding of the board.

7. Compensation And Reimbursement. Directors may receive such compensation, if any, for their services as directors or officers, and such reimbursement of expenses, as the board may determine by resolution to be just and reasonable as to the corporation at the time that the resolution is adopted.

8. Committees.

a. Committees Of The Board. The board, by resolution adopted by a majority of the directors then in office, provided a quorum is present, may create one or more committees, each consisting of two or more directors and no persons who are not directors, 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. Any such committee, to the extent provided in the board resolution, shall have all the authority of the board except that no committee, regardless of board resolution, may:

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

b. Meetings And Action Of Committees. Meetings and actions of committees of the board shall be governed by, held, and taken in accordance with, the provisions of these bylaws concerning meetings and other board actions except that the time for regular

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

ARTICLE SIX OFFICERS

1. Officers Of The Corporation. The officers of the corporation shall be a president, a secretary, and a chief financial officer (treasurer). The corporation may also have, at the board's discretion one or more vice presidents and such other officers as may be appointed in accordance with ARTICLE SIX Paragraph 3 of these bylaws. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as the president.
2. Election Of Officers. The officers of the corporation, except those appointed under ARTICLE SIX Paragraph 3 of these bylaws, shall be chosen annually by the board and shall serve at the pleasure of the board, subject to the rights, if any, of any officer under any contract of employment.
3. Other Officers. The board may appoint and may authorize the president or other officer to appoint any other officers that the corporation may require. Each officer so appointed shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined by the board.
4. Removal Of Officers. Without prejudice to any rights of an officer under any contract of employment, an officer may be removed with or without cause by the board, and also, if the officer was not chosen by the board, by any officer on whom the board may confer that power of removal.
5. Resignation Of Officers. Any officer may resign at any time by giving written notice to the corporation. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.
6. Vacancies In Office. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.
7. Responsibilities Of Officers.
 - a. President. The president shall be the chief executive officer and general manager of the corporation and shall supervise, direct, and control the corporation's activities, affairs, and officers. The president shall preside at all board meetings. The president shall have such other powers and duties as the board or bylaws may prescribe. The

president shall be a member of all committees.

b. Vice Presidents. In the absence or disability of the president, 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 president shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

c. Secretary.

(1) Book of Minutes. The secretary shall keep or cause to be kept, at the corporation'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 of holding, whether the meeting was annual, regular, or special and, if special, how authorized, the notice given, and the names of those present at board and committee meetings. The secretary shall keep or cause to be kept, at the principal office in California, a copy of the articles of incorporation and bylaws, as amended to date.

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

(3) Notices, Seal, And Other Duties. The secretary shall give, or cause to be given, notice of all meetings of the board, and of committees of the board required by these bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

d. Chief Financial Officer (Treasurer).

(1) Books Of Account. The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The chief financial officer shall send or cause to be given to the members and directors such financial statements and reports as are required by law, by these bylaws, or by the board to be given. The books of account shall be open to inspection by any director at all reasonable times.

(2) Deposit And Disbursement Of Money And Valuables. The chief financial officer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate, shall disburse the corporation's funds as the board may order, shall render to the president and the board, when requested, an account of all transactions as chief financial officer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as

the board or the bylaws may prescribe.

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

ARTICLE SEVEN INDEMNIFICATION

1. Right Of Indemnity.

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

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

ARTICLE EIGHT INSURANCE

The corporation 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, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE NINE RECORDS AND REPORTS

1. Maintenance Of Corporate Records. The corporation shall keep:

- a. Adequate and correct books and records of account;
- b. Written minutes of the proceedings of its board, and committees of the board; and
- c. A record of each member's name, address, and telephone number if available.

2. Maintenance And Inspection Of Articles And Bylaws. The corporation shall keep at its principal office, the original or a copy of the articles of incorporation and bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the corporation has no principal 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 date.

3. Inspection By Directors. Every director shall have the absolute right at any reasonable time to inspect the corporation's books, records, documents of every kind, and physical properties. 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.

4. Annual Report. A written annual report shall be prepared within 60 days after the end of the corporation's fiscal year. That report shall contain the following information in appropriate detail, for the fiscal year:

- a. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year.
- b. The principal changes in assets and liabilities, including trust funds.
- c. The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes.
- d. The expenses or disbursements of the corporation for both general and restricted purposes.
- e. Any information required by ARTICLE NINE Paragraph 5 of these bylaws.

The written annual report shall be accompanied by any report on it of independent accountants or, if there is no such report, by the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

The annual report must be furnished annually to all directors.

5. Annual Statement Of Certain Transactions And Indemnification. As part of the annual report to the board of directors, the corporation shall annually prepare and furnish to its directors a statement of any transaction or indemnification of the following kind within 60 days after the end of the corporation's fiscal year:

- a. Any transaction
 - (1) in which the corporation was a party, and/or
 - (2) in which an "interested person" had a direct or indirect material financial interest, and/or
 - (3) which involved more than \$500.00, or was one of a number of transactions

with the same interested person involving, in the aggregate, more than \$500.00. For this purpose, an "interested person" is either of the following:

- (a) Any director or officer of the corporation (but mere common directorship shall not be considered such an interest): or
- (b) Any holder of more than 10 percent of the voting power of the corporation.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest of the partnership need be stated.

- b. Any indemnifications aggregating more than \$500.00 paid during the fiscal year to any officer or director of the corporation under ARTICLE SEVEN Paragraph 1, of these bylaws.

ARTICLE TEN AMENDMENTS

1. Amendment By Board.

- a. Bylaws. The board may adopt, amend, or repeal bylaws.
- b. Number of Directors. The board may change any bylaw provision that would:
 - (1) Fix or change the authorized number of directors,
 - (2) Fix or change the minimum or maximum number of directors, or
 - (3) Change from a fixed number of directors to a variable number of directors or vice versa.
- c. Articles of Incorporation. The board may amend the Articles of Incorporation.

ARTICLE ELEVEN RULES OF ORDER

The rules contained in the current edition of *Robert's Rules of Order Newly Revised*, Tenth Edition, 2000, shall govern the Long Beach Organic Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order Long Beach Organic may adopt.

ARTICLE TWELVE
ADOPTION OF BYLAWS
BY DIRECTORS

The undersigned persons, Directors of this corporation, Long Beach Organic, Inc., hereby adopt the above bylaws as the bylaws of said corporation.

Board of Directors
Long Beach Organic, Inc.

Julie Bolton

Jimmy Brashear

Joseph Corso

James de Boer

Spencer Langdon

Dale Maul

Darwin Thorpe

Debra Williamson