

AMENDED AND RESTATED BYLAWS
of the
LOS ANGELES CONSERVATION CORPS, INC.
(last revised 6/22/2011)

ARTICLE I

APPLICABILITY OF BYLAWS

Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and the Articles of Incorporation (the "Articles") of the Los Angeles Conservation Corps, Inc. ("LA CONSERVATION CORPS"), the management of the activities of and the conduct of the affairs of LA CONSERVATION CORPS shall be governed by these Bylaws.

ARTICLE II

PURPOSES

2.1 General Purposes. LA CONSERVATION CORPS is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public purposes. LA CONSERVATION CORPS is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, as amended ("Section 501(c)(3)"), and Section 23701d of the California Revenue and Taxation Code, as amended ("Section 23701d").

2.2 Specific Purposes. Within the context of the general purposes of LA CONSERVATION CORPS set forth in Section 2.1 of these Bylaws, LA CONSERVATION CORPS shall have the following specific purposes:

(a) To organize and operate an independent nonprofit corporation to develop a youth employment, work training, classroom education and career development program for young people of both sexes from all socioeconomic backgrounds in Los Angeles County and, to a limited extent, from other Southern California locations.

(b) To work closely with local, state and federal public land management agencies, including special district agencies operating in the City or County of Los

Angeles, and with nonprofit land trusts, land preserves or other nonprofit entities established for the purpose of protecting natural resources in Los Angeles County to identify, organize and, where possible, administer and oversee work projects on their respective lands.

(c) To work on private lands or property where a public purpose or emergency condition exists.

(d) To perform work on public lands outside Los Angeles County in other cities, counties, states or nations, within the context of cultural exchange programs or pursuant to requests for emergency assistance or disaster relief.

(e) To provide auxiliary assistance to existing public and private emergency response and disaster relief agencies as appropriate.

(f) To limit program costs by using existing local, state, federal and private sector resources and personnel as much as possible, and by seeking in-kind contributions of services, supplies and equipment from participating agencies and program benefactors.

(g) To develop a broad private sector base of support in Los Angeles County in order to give the program long-term stability.

(h) To seek other sources of financial support appropriate to the program, including but not limited to private foundation grants, donations from individuals, corporations or other organizations, government grants and contracts with public or nonprofit entities.

(i) To undertake entrepreneurial activities as methods of support for the program, consistent with the other purposes of LA CONSERVATION CORPS.

(j) To do all other activities a corporation might otherwise do to sustain itself, including holding property, consistent with the other purposes of LA CONSERVATION CORPS.

2.3 General Limitations. Within the context of the general and specific purposes of LA CONSERVATION CORPS set forth in Sections 2.1 and 2.2 of these Bylaws, LA CONSERVATION CORPS shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) and Section 23701d.

ARTICLE III

OFFICES

The principal executive office for the transaction of activities and affairs of LA CONSERVATION CORPS is located at 605 West Olympic Boulevard, Suite 450, Los Angeles, California 90015. The Board of Directors of LA CONSERVATION CORPS (the "Board") may change the principal office from one location to another. The Board may at any time establish

branch or subordinate offices of LA CONSERVATION CORPS at any place or places where LA CONSERVATION CORPS is qualified to conduct its activities.

ARTICLE IV

BOARD OF DIRECTORS

4.1 Number of Directors. The authorized number of directors ("Directors") of the Board shall be not less than one nor more than 30. The exact number of Directors shall be fixed, within such range, by a resolution adopted by the Board. Within the maximum number of Directors authorized, one Board position shall be reserved for former LA CONSERVATION CORPS members and such Board position shall be designated as the "Former Corps Member" Board position. The term of office for the Former Corps Member shall be a maximum term of two years. The Board may decline to fill any vacancy in the Former Corps Member Board position.

4.2 Powers of Directors. The activities and affairs of LA CONSERVATION CORPS shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. 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, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. Without prejudice to the general powers set forth in this Section 4.2, but subject to the same limitations, the Board shall have the power to:

(a) Appoint and remove, at the pleasure of the Board, any and all of LA CONSERVATION CORPS' officers, agents and employees; prescribe powers and duties for them that are consistent with law, with the Articles and with these Bylaws; and fix their compensation and require from them security for faithful performance of their duties.

(b) Change LA CONSERVATION CORPS' principal office from one location to another; cause LA CONSERVATION CORPS to be qualified to conduct its activities in any other state, territory, dependency or country; and designate any place within or outside California for holding any meeting.

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

4.3 Nomination. The President shall appoint a committee to select qualified candidates for election to the Board. Prior to each Annual Meeting, such committee shall report

to the Board on all candidates that the committee will nominate for election to the Board at such meeting.

4.4 Election and Term of Office. Directors shall be elected by the Board at each Annual Meeting. Each Director so elected shall, barring death, resignation or removal, hold office until the next Annual Meeting. If, for whatever reason, Directors are not elected at an Annual Meeting or an Annual Meeting is not held, Directors then in office shall remain so until such time as their successors have been elected at a meeting or by written ballot. A Director may succeed himself or herself in office.

4.5 Vacancies. A vacancy on the Board shall be deemed to exist in the event of the death, resignation or removal of any Director, or if the authorized number of Directors is increased. If the Board deems it necessary to fill a vacancy prior to the next Annual Meeting, the vacancy shall be filled by a person elected by the Board. A Director so elected shall, barring death, resignation or removal, hold office until the next Annual Meeting. If, for whatever reason, Directors are not elected at that Annual Meeting or that Annual Meeting is not held, such Director shall remain in office until such time as the election process provided for in Section 4.4 of these Bylaws has occurred.

4.6 Resignation. A Director may resign at any time by providing written notice of his or her resignation to the Board. His or her resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective, in which case, such resignation shall become effective at that later time. 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. Notwithstanding the foregoing, except upon notice to the Attorney General of California, no Director may resign if his or her resignation would leave LA CONSERVATION CORPS without a Director.

4.7 Removal. A Director may be removed from the Board, with or without cause, by a majority vote of the Board; provided, however, that no reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

4.8 Annual Meeting. The Board shall hold an Annual Meeting for the purposes of organization, election of Directors, election of Officers and the transaction of other business. Annual meetings of the Board shall be held in the second quarter of each calendar year at a place and time designated by the Board, or, if not so designated in the second quarter, at such other time as shall be designated by the Board.

4.9 Regular Meetings. The Board shall hold Regular Meetings for the purpose of the transaction of business. Regular Meetings of the Board shall be held at least three times each fiscal year at a place and time designated by the Board, or, if not so designated, at the principal office of the LA CONSERVATION CORPS. Notice of the time and place of Regular Meetings of the Board shall be given to each Director (or a representative of the Director) by telephone (including a voice messaging system or other system designed to record and communicate messages), facsimile transmission, electronic mail, telegraph or similar means at

least four days prior to the holding of the Regular Meeting, or by first-class mail, postage prepaid, to each Director at their address as shown on the records of LA CONSERVATION CORPS and mailed at least seven days prior to the holding of the Regular Meeting.

4.10 Special Meetings. A Special Meeting of the Board, for any purpose or purposes, may be called at the request of the President or any two Directors. The person or persons calling a Special Meeting may designate any place within the City of Los Angeles as the place for holding such meeting; provided, however, that notice of the time, place and purpose of a Special Meeting shall be given to each Director (or a representative of the Director) by telephone (including a voice messaging system or other system designed to record and communicate messages), facsimile transmission, electronic mail, telegraph or similar communication at least forty-eight hours prior to the holding of the meeting, or by first-class mail, postage prepaid, to each Director at their address as shown on the records of LA CONSERVATION CORPS and mailed at least five days prior to the holding of the meeting.

4.11 Meetings by Telephone. Any Director may participate in any meeting of the Board by, and any meeting of the Board may be held by, conference telephone or similar communication equipment; provided, however, that all Directors participating in a meeting by conference telephone or similar equipment shall be able to communicate with one another. All Directors participating in a meeting where conference telephone or similar communication equipment is used shall be deemed to be present at such meeting.

4.12 Action Without a Meeting. Any action that the Board is required or permitted to take may be taken without a meeting if all Directors 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 LA CONSERVATION CORPS is a party and who is an interested director under Section 5230 *et seq.* of the California Nonprofit Public Benefit Corporation Law ("Section 5230") 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 act of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

4.13 Manner of Acting.

(a) Subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, Section 5230, actions taken by a majority vote of the Directors present at a meeting of the Board duly held and at which a quorum is present shall be the valid acts of the Board.

(b) A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors; provided, however, that any action taken, other than a vote to adjourn, is approved by at least a majority vote of the required quorum for such meeting.

(c) Notwithstanding any other provisions of these Bylaws, the actions taken at any meeting of the Board, however called and noticed or wherever held, shall be valid if

a quorum is present and, either before or after the meeting, each of the Directors not present consents to the holding of the meeting and approves the minutes of the meeting.

4.14 Quorum. The presence or involvement of a majority of the Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

4.15 Waiver of Notice. Notice of any meeting of the Board 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.

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

4.17 Notice of Adjourned Meeting. Notice of the time and place of holding of an adjourned meeting need not be given unless the original meeting is adjourned for more than twenty-four hours. If the original meeting is adjourned for more than twenty-four 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.

4.18 Compensation. Directors shall not receive a salary for their services as Directors; provided, however, that nothing in this section shall be construed to preclude any Director from performing services for LA CONSERVATION CORPS in any other capacity and receiving Board authorized compensation therefor. Upon resolution of the Board, any expenses reasonably incurred by a Director in attending a meeting of the Board or in attending a meeting of a committee of the Board, or otherwise reasonably incurred on behalf of LA CONSERVATION CORPS, may be reimbursed by LA CONSERVATION CORPS.

4.20 Interested Persons Limitation. No more than 49 percent of the persons serving on the Board may be "interested persons." An "interested person" is (a) any person compensated by LA CONSERVATION CORPS 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; provided, however, that any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by LA CONSERVATION CORPS.

ARTICLE V

EXECUTIVE OFFICERS

5.1 Executive Officers. The Executive Officers of LA CONSERVATION CORPS (“Executive Officers”) shall be a Chairman of the Board, a President, a Vice President(s), a Secretary and a Treasurer. LA CONSERVATION CORPS may also have such other officers (collectively with the Executive Officers, the “Officers”) as may be elected or appointed in accordance with Section 5.4 of these Bylaws. Any two or more offices may be held concurrently by one person; provided, however, that neither the Vice President, the Secretary nor the Treasurer may serve concurrently as the President.

5.2 Qualification of Officers. No person shall be qualified to be an Executive Officer unless such person is and continues to be a member in good standing of the Board.

5.3 Election and Term of Office. The Officers shall be elected by the Board at each Annual Meeting. Each Officer elected shall, barring death, resignation or removal, hold office until the next Annual Meeting. If, for whatever reason, Officers are not elected at an Annual Meeting or an Annual Meeting is not held, the Officers then in office shall remain so until such time as their successors have been elected at a meeting or by written ballot. An Officer may succeed himself or herself in office.

5.4 Additional Officers. The Board may elect, or may empower the President to appoint, such other Officers as it deems desirable. Such Officers shall hold office for such period, have such authority and perform such duties as the Board may from time to time determine.

5.5 Vacancies. A vacancy in any office for any reason shall be filled by a person elected by the Board. An Officer so elected shall, barring death, resignation or removal, hold office for the duration of the unexpired portion of the term of the Officer whom he or she is succeeding. Such an Officer may succeed himself or herself in office.

5.6 Resignation. An Officer may resign his or her office at any time by providing written notice of his or her resignation to the Board. His or her resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective, in which case, such resignation shall become effective at that later time. If an Officer’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.

5.7 Removal. An Officer may be removed from his or her office by the Board, with or without cause, at any time that, in the Board’s judgment, the best interests of LA CONSERVATION CORPS would be served by such removal.

5.8 Chairman of the Board. The Chairman of the Board shall preside at Board meetings and shall exercise and perform such other powers and duties as the Board may assign from time to time. If there is no President, the Chairman of the Board shall also be the chief executive officer of the LA CONSERVATION CORPS and shall have the powers and duties of the President of the corporation as set forth in these Bylaws.

5.9 President. The President shall be the chief executive officer of LA CONSERVATION CORPS and shall supervise, direct and control the business, activities and affairs of LA CONSERVATION CORPS. The President shall preside at all meetings of the Board in the absence of the Chairman of the Board, or if none, at all Board meetings. The President may sign, with the Secretary or any other Officer authorized by the Board, any instrument which the Board has authorized to be executed on behalf of LA CONSERVATION CORPS, except in cases where the signing and execution thereof shall be expressly delegated by the Board, by these Bylaws or by statute to some other Officer or agent of LA CONSERVATION CORPS. The President shall also have such other powers and perform such other duties as these Bylaws may prescribe or the Board may from time to time determine.

5.10 Vice President. In the absence or disability of the President, the Vice President (and, if more than one, in order of their rank as fixed by the Board, or, if not ranked, a Vice President designated by the Board), shall perform all the duties of the President and, when so acting, shall have all the powers of and be subject to all of the restrictions of that office. The Vice President shall also have such other powers and perform such other duties as the Board may from time to time determine.

5.11 Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and assets of LA CONSERVATION CORPS. The Treasurer shall receive and give receipts for, or shall cause to be received and receipts given for, monies due and payable to LA CONSERVATION CORPS from any source whatsoever and shall deposit, or shall cause to be deposited, all such monies in the name of LA CONSERVATION CORPS in such banks, trust companies or other depositories as shall be approved by the Board. The Treasurer shall keep and maintain, or cause to be kept and maintained, correct and complete books and records of account of LA CONSERVATION CORPS' properties and transactions. The Treasurer shall make available, or cause to be made available, the books and records of account for inspection by any Director at all reasonable times. The Treasurer shall provide, or cause to be provided, to each Director such financial statements and reports of LA CONSERVATION CORPS as are required to be given by law, by these Bylaws or by the Board. The Treasurer shall also have such other powers and perform such other duties as the Board may from time to time determine.

5.12 Secretary. The Secretary shall keep, or cause to be kept, at LA CONSERVATION CORPS' principal office and such other place as the Board may direct, a book of minutes of all meetings, proceedings and actions of the Board and of committees of the Board. The Secretary shall keep, or cause to be kept, at LA CONSERVATION CORPS' principal office and such other place as the Board may direct, a copy of the Articles, as amended, and of these Bylaws, as amended. 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 be the custodian of the corporate records of LA CONSERVATION CORPS. The Secretary shall keep a register of addresses and phone numbers for each Director. The Secretary shall also have such other powers and perform such other duties as the Board may from time to time determine.

ARTICLE VI

COMMITTEES

6.1 Designation of Committees. The Board may designate one or more committees, each consisting of two or more Directors appointed by the Board, and delegate to such committees any of the authority of the Board permitted by Section 6.2 of these Bylaws. Directors shall be appointed to committees by the Chair of the committee, or by nomination to such committee, subject to confirmation by the Chair. Appointments to committees shall be made by the Chair, subject to acceptance by such Director. Directors may also volunteer to participate on a particular committee in which such Director has interest or expertise, subject to confirmation of membership by the Chair. The Chair may appoint alternate members of any such committee, who may replace any absent member at any meeting.

6.2 Powers of Committees. Any committee, to the extent provided in the resolution of the Board designating such committee and permitted by the provisions of the California Nonprofit Public Benefit Corporation Law, shall have all of the authority of the Board, except with respect to: the filling of vacancies on the Board or on any committee thereof; the amendment or repeal of the Articles or the adoption of new articles of incorporation; the amendment or repeal of these Bylaws or the adoption of new bylaws; the amendment or repeal of any resolution of the Board; or the approval of any contract or transaction to which LA CONSERVATION CORPS is a party and in which one or more of the Directors has a material financial interest, except as special approval is provided for in Section 5230.

6.3 Committee Proceedings. Meetings of a committee of the Board shall be governed by and held in accordance with the provisions of these Bylaws concerning meetings and other Board actions or in such a manner as the Chair of the committee deems appropriate. Minutes of each meeting of any committee shall be kept and shall be filed with LA CONSERVATION CORPS' corporate records.

6.4 Executive Committee. In accordance with Section 6.1 – 6.3 of these Bylaws, the Board herein designates an Executive Committee. The Executive Committee shall be composed of (a) all of the Board officers, (b) all past Presidents of the Board who are still serving as Directors of the Board if such Past Presidents so desire to serve on the Executive Committee and (c) any other Directors appointed or confirmed by the Chair of the Board to serve on Executive Committee. The Executive Committee shall be responsible for leading the Board with respect to its fundraising, financial and legal responsibilities. The Executive Committee shall have all of the authority of the Board, except as limited by Section 6.2 of these Bylaws and the California Nonprofit Public Benefit Corporation Law. The Executive Committee shall meet at least once each quarter of the calendar year.

ARTICLE VII

ADVISORY PANELS

7.1 Designation of Advisory Panels. The Board may designate one or more advisory panels, each consisting of two or more persons, and prescribe the functions and duties thereof. The members of any advisory panel shall serve at the pleasure of the Board.

7.2 Duties of Advisory Panels. It shall be the duty of each advisory panel to report to and advise the Board on those matters with respect to which the Board has requested such panel's expert, technical or professional advice. The recommendations of an advisory panel shall not be binding upon the Board. No advisory panel shall have the power or authority to act on behalf of or bind the Board.

7.3 Advisory Panel Proceedings. Meetings of advisory panels shall be governed by and held in accordance with the provisions of these Bylaws concerning meetings and other Board actions, except that the time for regular meetings of such panels and the calling of special meetings of such panels may be determined either by resolution of the Board or, if there is none, by resolution of the panel. Minutes of each meeting of any panel shall be kept and shall be filed with LA CONSERVATION CORPS' corporate records.

ARTICLE VIII

MEMBERS

LA CONSERVATION CORPS shall have no "members" as that term is defined in Section 5056 *et seq.* of the California Nonprofit Public Benefit Corporation Law ("Section 5056"). LA CONSERVATION CORPS may refer to persons or entities associated with it as "members," but no such reference shall designate, be read as designating or have the effect of designating any person or entity as a member within the meaning of Section 5056.

ARTICLE IX

INDEMNIFICATION

9.1 Right of Indemnity. To the fullest extent permitted by law, LA CONSERVATION CORPS shall indemnify the Directors, the Officers, its employees, its agents and other persons described in Section 5238 of the California Nonprofit Public Benefit Corporation Law ("Section 5238"), 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 Section 5238, including an action by or in the right of LA CONSERVATION CORPS, by reason of the fact that the person is or was a person described in Section 5238. For purposes of this Section 9.1, the term "expenses" shall have the same meaning as in Section 5238.

9.2 Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 9.1 of these Bylaws, the Board shall promptly determine in accordance with Section 5238 whether the applicable standard of conduct set forth therein has

been met relative to such person and, if so, the Board shall authorize indemnification of such person.

9.3 Advancement of Expenses. 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 Section 9.1 of these Bylaws in defending any proceeding covered by such section shall be advanced by LA CONSERVATION CORPS before final disposition of the proceeding, on receipt by LA CONSERVATION CORPS of a written instrument by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by LA CONSERVATION CORPS for such expenses.

9.4 Insurance. LA CONSERVATION CORPS shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of the Directors, the Officers, its employees, its agents and other persons described in Section 5238 against any liability asserted against or incurred by any such person in such capacity or arising out of such person's status as such.

ARTICLE X

CONTRACTS, CHECKS, DEPOSITS, GIFTS, AND FISCAL YEAR

10.1 Contracts.

(a) The Board may authorize any Officer(s) or agent(s) of LA CONSERVATION CORPS, in addition to the Officer(s) so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of LA CONSERVATION CORPS. Such authority may be general or limited.

(b) No Director of LA CONSERVATION CORPS nor any other corporation, firm, association, or other entity in which one or more of LA CONSERVATION CORPS' Directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or transaction with LA CONSERVATION CORPS, unless (a) 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 LA CONSERVATION CORPS could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (d) LA CONSERVATION CORPS, for its own benefit, enters into the transaction, which is fair and reasonable to LA CONSERVATION CORPS at the time the transaction is entered into. This Section 10.1(b) does not apply to a transaction that is part of an educational or charitable program of LA CONSERVATION CORPS if it (a) is approved or

authorized by LA CONSERVATION CORPS in good faith and without unjustified favoritism and (b) results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of LA CONSERVATION CORPS.

10.2 Checks, Drafts, Etc. All checks, drafts, orders for the payment of money, notes or other evidences of indebtedness issued in the name of LA CONSERVATION CORPS shall be signed by the President, the Treasurer, or any other authorized Officer(s) or agent(s) of LA CONSERVATION CORPS as the Board may from time to time determine.

10.3 Deposits. All funds of LA CONSERVATION CORPS shall be deposited to the credit of LA CONSERVATION CORPS in such banks, trust companies or other depositories as the Board may approve.

10.4 Gifts. The Board may accept on behalf of LA CONSERVATION CORPS any contribution, gift, bequest or devise.

10.5 Fiscal Year. The fiscal year of LA CONSERVATION CORPS shall begin on the first day of July of each year and shall end on the thirtieth day of June of the following year.

ARTICLE XI

REPORTS

11.1 Annual Statement of Certain Transactions and Indemnifications. The LA CONSERVATION CORPS shall furnish annually to its directors, within one hundred twenty (120) days after the close of its fiscal year, a statement which briefly describes each of the following transactions, if any:

(a) Any “covered transaction” during the previous fiscal year involving more than fifty thousand dollars (\$50,000), or which was one of a number of “covered transactions” in which the same interested person” had a direct or indirect material financial interest, and which transactions in the aggregate involved more than fifty thousand dollars (\$50,000). The description of such “covered transactions” should include the names of the “interested persons” involved in such transactions, stating such person’s relationship to this corporation, the nature of such person’s interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated; and

(b) Any indemnification or advance aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year to any officer or director of the LA CONSERVATION CORPS pursuant to the Nonprofit Corporation Law (presently Section 5238)

providing for the indemnification of officers and directors. The amount and circumstances of such indemnification should be stated.

Within the meaning of this section, a “covered transaction” with an “interested person” means a transaction in which this corporation, its parent or its subsidiary was a party, and in which either of the following persons had a direct or indirect material financial interest: any director or officer of this corporation, or its parent or subsidiary. A common directorship is not a material financial interest within the meaning of this section.

The statement required by this section shall be included in the report prepared pursuant to Section 11.2 of this article.

11.2 Annual Financial Report. The Board shall cause to be prepared within one hundred twenty (120) days after the close of this corporation’s fiscal year, or as soon thereafter as practicable, for their own use and for whatever further use the Board may duly authorize, a report containing in appropriate detail the following information:

- (a) The assets and liabilities, including the trust funds, of this corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of this corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of this corporation, for both general and restricted purposes, during the fiscal year; and
- (e) Any information required by Section 11.1 of this article.

The report required by this section shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of this corporation that such statements were prepared without audit from the books and records of this corporation.

ARTICLE XII

AMENDMENT TO THE BYLAWS

12.1 Amendments. New bylaws may be adopted or these Bylaws may be amended or repealed by the approval of the Board of Directors.

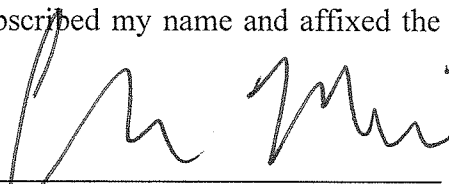
CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of the Los Angeles Conservation Corps, Inc., a nonprofit public benefit corporation ("LA CONSERVATION CORPS"); and

2. That the foregoing bylaws, comprising 14 pages, including this page, constitute the bylaws of the LA CONSERVATION CORPS as duly adopted by action of the Board of Directors of the LA CONSERVATION CORPS at a meeting duly held on June 22, 2011, and the foregoing bylaws have not been amended or modified since that date.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation this 22nd day of June, 2011.



Chris Modrzejewski, Secretary