

BY-LAWS
OF
FRIENDS OF LA SERNA, INC.

Place of Business

The principal office for the transaction of business of the corporation is fixed at La Serna High School, 15301 Youngwood Drive, Whittier, California. The Board of Directors is granted authority to change said principal office from one location to another in said County.

ARTICLE II

Board of Directors - Management

SECTION 1. POWERS. Subject to the limitation of the Articles of Incorporation of the By-Laws and of the Laws of the State of California, all corporate powers and affairs of this Corporation shall be exercised by and controlled by a Board of Directors.

SECTION 2. NUMBER OF DIRECTORS AND QUALIFICATIONS. The authorized number of Directors of this Corporation shall be nine (9) until changed by an Amendment of this Section of these By-Laws adopted by the vote or written consent of a majority of the Board of Directors. Five of the members of the board shall consist of the following officers: President, Vice-President, Secretary, Treasurer, and Membership Director. All of the Board members shall be required to be parents of a child who is currently attending full time classes at La Serna High School.

SECTION 3. SELECTION AND TENURE OF OFFICE. The officers mentioned in Section 2 shall be automatically Directors for the same term of office as they hold their position as officer. The remaining 4 members of the board shall serve for

two-year terms taking effect August 1. The positions which take effect on August 1 of odd years shall be board member positions numbers 6 and 7 while those taking effect on August 1 of even years shall be positions 8 and 9. A member of the Board of Directors may be removed therefrom by a vote of two-thirds of the Board of Directors.

SECTION 4. VACANCIES. Vacancies in the Board of Directors, howsoever arising, may be filled by a majority of the membership though less than a quorum, or by a sole remaining member, or (in the event that the filling of a vacancy is delegated to the membership) or in the event that there are no board members at all, then by the membership as a whole. Vacancy or vacancies shall be deemed to exist in the case of death, resignation or removal of any Director, or if the authorized number of Directors shall be increased. In the event of any reduction of the number of Directors by Amendment to these By-Laws, at the time of such Amendment, the Directors shall designate which Director shall continue to serve in the reduced number of offices and any Directors not so designated shall be deemed removed by the Board of Directors.

SECTION 5. PLACE OF MEETING. Meetings of the Board of Directors shall be held at the office of the Corporation, in the State of California, as designated for that purpose, from time to time, by resolution of the Board of Directors or written consent of all of the members of the Board. Any meeting shall be valid, wherever held, if held by the written consent of all members of the Board of Directors, either given before or after the meeting filed with the Secretary of the Corporation.

SECTION 6. ANNUAL MEETINGS. The Board of Directors shall hold an annual meeting on the last Monday in August, or at any other time in August or September of each year at a time and date at the discretion of the majority of the Board of Directors. At such annual meetings, the Directors shall transact such business as may properly be brought before the meeting.

SECTION 7. SPECIAL MEETINGS AND NOTICE THEREOF. Special meetings of the Board of Directors for any purpose or purposes shall be called at any time by the President, or if he/she is absent or unable or refuses to act, by any Vice-President

or by any three (3) Directors. Written notice of the time and place of special meetings shall be delivered to the Board members at least 24 hours prior to the holding of the meeting.

SECTION 8. WAIVER OF NOTICE. When all the Directors are present at any Directors' meeting, however called or notice, and sign a written consent thereto on the records of such meeting, or, if a majority of the Directors are present, and if those not present sign in writing a waiver of notice of such meeting, whether prior to or after the holding of such meeting, which said waiver shall be filed with the corporate records or in the Minute Book, the transactions thereof are as valid as if had at a meeting regularly called and noticed.

SECTION 9. NOTICE OF ADJOURNMENT. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned.

SECTION 10. QUORUM. A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business, and the action of a majority of the Directors present at any meeting at which there is a quorum, when duly assembled, is valid as a corporate act; provided that a minority of Directors, in the absence of a quorum, may adjourn from time to time, but may not transact any business.

SECTION 11. FEES AND COMPENSATION. Directors shall not receive any stated salary for their services as Directors, but, by resolution of the Board, a fixed fee, with or without expenses of attendance, may be allowed for attendance at each meeting. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity as an officer, agent, employee, or otherwise, and receiving compensation therefor.

SECTION 12. INDEMNIFICATION OF OFFICERS AND DIRECTORS. Each director and officer, whether or not then in office, shall be indemnified by the Corporation against all liabilities, costs and expenses reasonably incurred by or imposed upon him in connection with or arising out of any action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or

having been a Director or officer of the Corporation, such expenses to include the cost of reasonable settlements (other than amounts paid to the Corporation itself) made with a view to curtailment of costs of litigation. The Corporation shall not, however, indemnify such Director or officer with respect to matters as to which he shall be finally adjudged in any such action, suit or proceeding to have been derelict in the performance of his duty as such Director or officer, not in respect of any matter on which settlement or compromise is effected, if the total expense, including the cost of such settlement, shall be substantially in excess of the expense which might reasonably be incurred by such Director or officer in conducting such litigation to a final conclusion; and in no event shall anything herein contained be so construed so as to authorize the Corporation to indemnify any such Director or officer against any gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right of indemnification shall not be exclusive of other rights to which any Director or officer may be entitled as a matter of law.

SECTION 13. LIABILITY. Directors, neither in their capacity as Directors, nor as constructive members, shall have any liability of any kind for the debts of the Corporation, nor any obligation to make any contributions whatsoever of property or money to the Corporation. By depositing a written statement with the Secretary of the Corporation a Director may assume any liability or obligation to the Corporation, its activities and its creditors as he sets forth in said writing.

ARTICLE III

MEMBERSHIP - OFFICERS

SECTION 1. MEMBERSHIP. The Friends of La Serna shall have two (2) class of memberships: Voting members (who must have a current full-time student attending classes at LSHS with the exception of the LSHS Principal and Vice-Principal of Business & Activities) and non-voting members.

SECTION 2. OFFICERS. The officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer, and Membership Director, Assistant Treasurer,

Correspondence Secretary, Hospitality, and Historian/Publicity. The Corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board, (elected from within the 9 members who are board members) one or more additional Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other subordinate officers as may be appointed in accordance with the provision of Section 4 of this Article. One person may hold two or more offices, except those of President and Secretary.

SECTION 3. ELECTIONS. The offices of President, Vice-President, Secretary, Treasurer, and Membership Director shall be chosen annually by the membership. A slate of candidates for such offices shall be presented to the membership at a general meeting of the membership at least one meeting prior to the meeting at which the vote shall be taken. At such prior meeting of the membership, nominations from the floor shall be allowed to supplement the slate offered by the nominating committee. The nominating committee shall consist of such persons from among the membership as selected by the Board of Directors. No more than twenty-five percent of the nominating committee shall consist of current board members. No officer may hold any one position longer than two years in a row.

SECTION 4. SUBORDINATE OFFICERS, ETC. The Board of Directors may appoint such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in the By-Laws or as the Board of Directors may from time to time determine. The Board of Directors may delegate to an officer the power of removal of any subordinate officer to perform duties under that superior officer (as in the Assistant Secretary to the Secretary).

SECTION 5. RESIGNATION AND REMOVAL. Any officer may be removed either with or without cause, by a majority of the Directors at a regular meeting of the Board or a special meeting of the Board called for that purpose. In the event of removal, the remaining Board may appoint a successor to the balance of the term of office of that officer or in its discretion may delegate the task of filling the vacancy to the membership as a whole. Any officer may resign at any time by

giving written notice to the Board of Directors or to the President, or to the Secretary of the Corporation. Any such resignation shall take effect as specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 6. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in the By-Laws for regular appointments to such office.

SECTION 7. _PRESIDENT. Subject to such supervisory powers, if any, as may be given by the Board of Directors to the Chairman of the Board, if there be such an officer, the President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and affairs of the Corporation. He/she shall: (1) In the absence of the chairman of the board, or if there be none, preside at all meetings of the Board of Directors. (2) Be a member of all the standing committees including the executive committee, if any, and shall have the general powers and duties of management usually vested in the office of the President of a Corporation. (3) Have such other powers and duties as may be prescribed by the Board of Directors or the By-Laws.

SECTION 8. VICE-PRESIDENTS. In the absence or disability of the President, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice-President shall have such other powers and perform such other duties as from time to time may be prescribed for them by the Board of Directors or the By-Laws.

SECTION 9. SECRETARY. The Secretary shall: (1) Keep, or cause to be kept, a book of minutes at the principal office of the Corporation, at the office of the Corporation's attorney, or such other place as the Board of Directors may order, of all meetings of Directors, with the time and place of holding, whether regular or special, the notice thereof given, the names of those Directors present and the proceedings thereof. (2) Keep or cause to be kept, at the principal office of the Corporation, at the office of the Corporation's attorney, or such other place as the

Board of Directors may direct, a list of the Board of Directors showing the names of the Directors and their addresses. (3) Give, or cause to be given, notice of all meetings of the Board of Directors, as required by the By-Laws or by-law to be given. (4) Keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the By-Laws.

SECTION 10. TREASURER. The Treasurer shall: (1) Keep and maintain or cause to be kept and maintained, adequate and correct accounts of the properties of its assets, liabilities, receipts, disbursements, gains, losses. The books of account shall be at all times open for inspection by any Director. (2) Shall deposit all monies and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors. (3) Disburse the funds of the Corporation as may be ordered by the Board of Directors. (4) Render to the President and Directors, when they request it, an account of all of his transactions as Treasurer and of the financial condition of the Corporation. (5) Have such other powers and perform such other duties as may be prescribed by the Board of Directors or the By-Laws.

ARTICLE IV

RECORDS - REPORTS - INSPECTION

SECTION 1. RECORDS. The corporation shall maintain adequate and correct accounts, books and records of its business and properties.

SECTION 2. INSPECTION. The list of the Directors, the books of accounting and the Minutes of proceedings of the Directors shall be open to inspection upon the written demand of any Director at any reasonable time and for a purpose reasonably related to his interest as a Director. Such inspection may be made in person or by an agent or attorney, and shall include the right to make extracts.

SECTION 3. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issue in the name of or

payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board of Directors.

SECTION 4. ANNUAL REPORT. These By-Laws expressly dispense with and waive the sending to the Directors in their capacity as such, or as constructive members, an annual report, as referred to in Section 3006 of the California Corporation Code; provided, however, the Board of Directors of the Corporation, in their discretion, may cause to be sent to the Directors any annual or other reports they deem appropriate.

SECTION 5. CONTRACTS, ETC. The Board of Directors, except as the By-Laws or Articles of Incorporation otherwise provide, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or agreement or to pledge its credit to render it liable for any purpose or to any amount.

SECTION 6. INSPECTION OF BY-LAWS. The Corporation shall keep its principal office for the transaction of business the original or a copy of the By-Laws as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the Directors at all reasonable times during business hours.

ARTICLE V

AMENDMENTS

New By-Laws may be adopted or these By-Laws may be amended or repealed in whole or in part by majority vote of the Board of Directors.

ARTICLE VI

SEAL

The Corporation shall adopt and use a corporate seal consisting of a circle setting forth on its circumference the name of the Corporation and showing the State and date of incorporation.

ARTICLE VII

DEPOSITION OF ASSETS ON DISSOLUTION

Upon any dissolution of this Corporation the assets of this Corporation shall not be distributed to the Directors, but shall be applied to such charitable or educational purposes as the members of the Board of Directors shall then determine.

KNOW ALL MEN BY THESE PRESENTS:

I, the undersigned, the duly elected and acting Secretary of FRIENDS OF LA SERNA, a California corporation, do hereby certify that the above and foregoing By-Laws were amended and adopted as the By-Laws of said Corporation on the 16th day of August, 2010, by the persons appointed in the Articles of Incorporation to act as the first Directors of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 28th day of September, 2010.

Deborah Manzo-Vasquez, Secretary

Lena V. Carreras, President