

**AMENDED AND RESTATED
BYLAWS FOR THE REGULATION, EXCEPT AS
OTHERWISE PROVIDED BY STATUTE OR
ITS ARTICLES OF INCORPORATION,**

OF

LANCASTER MUSEUM AND PUBLIC ART FOUNDATION
A California Nonprofit Public Benefit Corporation

PREAMBLE

SECTION 1. NONPROFIT CORPORATION. This 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.

SECTION 2. PURPOSES. The specific purpose for which this corporation is organized is to raise funds to enhance collections, exhibitions, programs and facilities at the Lancaster Museum/Art Gallery and to fundraise and advise for the Public Art program of the City of Lancaster.

SECTION 3. LIMITATIONS. This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provisions of these Bylaws, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States internal revenue law.

ARTICLE I

OFFICES

SECTION 1. PRINCIPAL OFFICE. The corporation's principal office is fixed and located at 44933 Fern Avenue, Lancaster, California 93534. The Board of Directors (herein called the "Board") is granted full power and authority to change said principal office from one location to another within the City of Lancaster, California. Any such change shall be noted on the Bylaws by the Secretary, opposite this section, or this section may be amended to state the new location.

SECTION 2. OTHER OFFICES. Branch or subordinate offices may be established at any time by the Board at any place or places within the State of California.

ARTICLE II
DIRECTORS

SECTION 1. POWERS. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law and any other applicable laws, and subject to the limitations of the Articles and these Bylaws, the activities and affairs of the corporation shall be conducted and all corporate powers shall be exercised, by or under the direction of the Board. The Board may delegate the management of the activities of the corporation to any person or persons, a management company, or committee however composed; provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all the officers, agents and employees of the corporation, prescribe powers and duties for them as are consistent with law, the Articles and these Bylaws, fix their compensation and require from them security for faithful performance of their duties;

(b) To conduct, manage and control the affairs and activities of the corporation and to make such rules and regulations therefor not inconsistent with law, the Articles or these Bylaws, as they may deem best;

(c) To adopt, make and use a corporate seal and to alter the form of such seal from time to time as they may deem best;

(d) To borrow money and incur indebtedness on behalf of and for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations or other evidences of debt and securities;

(e) To change the principal office or the principal business office in California from one location to another within the City of Lancaster, California; and designate any place within the State of California for holding any meeting of the Board of Directors;

(f) To implement programs in furtherance of the corporation's purpose.

SECTION 2. NUMBER OF DIRECTORS AND QUALIFICATIONS. The authorized number of directors shall be at least nine (9) and shall not exceed fifteen (15). No more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (b) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

SECTION 3. APPOINTMENT AND TERM OF OFFICE. Directors shall be appointed by the Mayor of the City of Lancaster, subject to approval of a majority of the City Council of the City of Lancaster. Each director shall hold office for a term of one year unless and until such director is removed by the Mayor of the City of Lancaster, subject to approval of a majority of the City Council.

SECTION 4. VACANCIES.

(a) Resignation. Any director may resign by giving notice to the President, or the Secretary. The resignation shall be effective when the notice is given, unless the notice specifies a later time for the effectiveness of such resignation. Except on notice to the Attorney General of California, no director may resign if the corporation would be left without a duly appointed director or directors.

(b) Events Causing Vacancies. A vacancy or vacancies on the Board shall be deemed to exist in case of (1) the death, resignation or removal of any director, (2) the declaration by resolution of the Board of a vacancy in the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or found by a final order or judgment of any court to have breached any duty arising under Article 3 of Chapter 2 of the California Nonprofit Public Benefit Corporation Law, or (3) the increase of the authorized number of directors.

(c) Filling Vacancies. Vacancies on the Board shall be filled by appointment made by the Mayor of the City of Lancaster, subject to approval of a majority of the City Council of the City of Lancaster. Each director so appointed shall hold office unless and until such director is removed by the Mayor of the City of Lancaster, subject to approval of a majority of the City Council.

(d) No reduction of the authorized number of directors shall have the effect of removing any director.

SECTION 5. PLACE OF MEETING. Meetings of the Board shall be held at any place within the City of Lancaster, State of California, or such other place within the State of California that has been designated from time to time by the Board. In the absence of such designation, meetings shall be held at the corporation's principal office.

SECTION 6. NUMBER OF MEETINGS. The Board shall meet at least four (4) times a year and may meet as frequently as considered necessary to manage and direct the corporation.

SECTION 7. REGULAR MEETINGS. Regular meetings of the Board shall be held without notice on such dates and at such times and places as may be fixed by resolution of the Board.

SECTION 8. SPECIAL MEETINGS.

(a) Authority to Call. Special meetings of the Board for any purpose or purposes may be called at any time by the President, Vice President, the Secretary, or any two directors.

(b) Notice.

(i) Manner of Giving Notice. Special meetings of the Board shall be held upon four days' notice by first-class mail or 24 hours' notice given personally, by telephone, email, fax or by telegram. Any such notice shall be addressed or delivered to each director at such director's address as it is shown upon the records of the corporation or as may have been given to the corporation by the director for purposes of notice or, if such address is not shown on such records or is not readily ascertainable, at the place in which the meetings of the directors are regularly held.

Any oral notice is deemed given at the time it is communicated in person, or telephone or telegram, to the recipient or to a person at the office of the recipient who the person giving the notice has reason to believe will promptly communicate it to the recipient. Notice by mail shall be deemed to have been given at the time a written notice is deposited in the United States mails, postage prepaid. Any other written notice shall be deemed to have been given at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission, or actually transmitted by the person giving the notice by electronic means, to the recipient, charges prepaid.

(ii) 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.

SECTION 9. QUORUM. A majority of the authorized number of directors shall constitute a quorum of the Board for the transaction of business, except to adjourn as provided in Section 12 of this Article II. Every action taken or decision made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to (1) approval of contracts or transactions in which a director has a direct or indirect material financial interest, (2) approval of certain transactions between corporations having common directorships, (3) creation of and appointments to committees of the Board, and (4) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

SECTION 10. PARTICIPATION IN MEETINGS BY CONFERENCE TELEPHONE. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all directors participating in such meeting can hear one another. All such directors shall be deemed to be present in person at such a meeting.

SECTION 11. WAIVER OF NOTICE. Notice of a meeting need not be given to any director who signs a waiver of notice, a written consent to the holding of the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such director. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 12. ADJOURNMENT. A majority of the directors present, whether or not a quorum is present, may adjourn any directors' meeting to another time and place. 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 meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given, prior to the time of the adjourned meeting, to the directors who were not present at the time of the adjournment.

SECTION 13. ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board consent in writing to such action; 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 Section 5233 of the California Corporations Code shall not be required for approval of the transaction. Such consent or consents shall have the same force and effect as any other validly approved action of the Board and shall be filed with the minutes of the proceedings of the Board.

SECTION 14. RIGHTS OF INSPECTION. Every director (or agent or attorney of such director) shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation of which such person is a director.

SECTION 15. COMMITTEES - IN GENERAL. The Board may appoint one or more committees, each consisting of two or more directors and delegate to such committees any of the authority of the Board except with respect to:

- (a) The taking of any final action for which the California Nonprofit Public Benefit Corporation Law also requires approval of the Board;
- (b) The filling of vacancies on the Board or on any committee that has the authority of the Board;
- (c) The fixing of compensation of the directors for serving on the Board or on any committee;
- (d) The amendment or repeal of Bylaws or the adoption of the new Bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) The appointment of other committees of the Board or the members of committees of the Board;

- (g) The expenditure of corporate funds for any purpose; or
- (h) The approval of any contract or transaction to which the corporation is a party.

Any such committee must be created, and the members thereof appointed, by resolution adopted by a majority of the authorized number of directors then in office, provided a quorum is present, and any such committee may be designated by such name as the Board shall specify. The Board may appoint, in the same manner, alternate members of any such committee, who may replace any absent member at any meeting of the committee. The Board shall have the power to prescribe rules for the government of any such committee, provided they are consistent with these Bylaws or, in the absence of any such prescription, the committee may adopt such rules. The regular and special meetings and other actions of any such committee shall be governed by, held, and taken in accordance with the provisions of this Article II applicable to meetings and actions of the Board, except that the time for regular meetings of such committees and the calling of special meetings may be determined either by Board resolution or, if there is none, by resolution of the committee of the Board. Minutes shall be kept of each meeting of such committee.

SECTION 16. FEES AND COMPENSATION. Directors and members of committees shall not receive compensation for their services, however, directors may receive such reimbursement for expenses actually incurred, as may be fixed or determined by the Board consistent with the purposes of this corporation.

ARTICLE III

OFFICERS

SECTION 1. OFFICERS. The officers of the corporation shall be a President, one or more Vice-Presidents, a Secretary and a Treasurer. The corporation may also have such other officers as may be elected or appointed in accordance with the provisions of Section 3 of this Article III. Any number of offices may be held by the same person; provided, however, that neither the Secretary nor the Treasurer may serve concurrently as the President.

SECTION 2. ELECTION. The President of the corporation shall be appointed by the Mayor of the City of Lancaster, subject to approval of a majority of the City Council of the City of Lancaster. All other officers of the corporation, shall be chosen by, and shall serve at the pleasure of, the Board, and shall hold their respective offices until their resignation, removal or other disqualification from service.

SECTION 3. REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by the Board at any time except the President. The President may be removed by the Mayor of the City of Lancaster, subject to approval of a majority of the City Council.

Any officer may resign at any time by giving written notice to the corporation. Any such resignation shall take effect as of the date of the receipt of such notice or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 4. 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 regular election or appointment to such office, provided that such vacancies may be filled as they occur and not on an annual basis.

SECTION 5. PRESIDENT. Subject to the control of the Board, the President shall be the general manager and chief executive officer of the corporation and shall supervise, direct and control the business and officers of the corporation. The President shall preside at all meetings of the Board. The President has the general powers and duties of management usually vested in the office of president and general manager of a corporation and such other powers and duties as may be prescribed by the Board.

SECTION 6. VICE PRESIDENT. The Vice President shall assist the President and, in the absence or disability of the President, shall perform all duties and shall have such powers of the President.

SECTION 7. SECRETARY. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board may order, a book of minutes of all meetings of the Board and its committees. The minutes of meetings shall include the time and place of holding, whether annual, regular or special, and, if special, how authorized, the notice given, the names of those present at Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California the original or a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees thereof required by these Bylaws or by law to be given, shall 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 or these Bylaws.

In the event of the President's absence or disability and the Vice President's absence or disability, the Secretary shall call a meeting of the Board to address such officers' absence or disability.

SECTION 8. TREASURER. The Treasurer is the chief financial officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the properties and business transactions of the corporation. The Treasurer shall send or cause to be sent to the directors, no later than 120 days after the close of the corporation's fiscal year, such financial statements and annual reports and statements as are required to be given by law, these Bylaws or the Board. The books of account shall at all reasonable times be open to inspection by any director.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President, and the directors, whenever they request it, an account of all transactions as Treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board.

SECTION 9. FEES AND COMPENSATION. The officers of the corporation shall not receive such compensation for their services, however, officers may receive such reimbursement for expenses actually incurred, as may be fixed or determined by the Board consistent with the purposes of this corporation.

ARTICLE IV

OTHER PROVISIONS

SECTION 1. CONSTRUCTION AND DEFINITIONS. Unless the context otherwise requires, the general provisions, rules of construction and definitions contained the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Public Benefit Corporation Law shall govern the construction of these Bylaws.

SECTION 2. AMENDMENTS. New Bylaws may be adopted, or these Bylaws may be amended or repealed, by approval of the Board; provided, however, that new Bylaws, or any amendment to or repeal of these Bylaws, shall not be effective unless and until approved by a majority of the City Council.

SECTION 3. FISCAL YEAR. The fiscal year of this corporation shall end on June 30 of each year.

ARTICLE V

INDEMNIFICATION

SECTION 1. DEFINITIONS. For the purposes of this Article V, "agent" means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation; "proceeding" means any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative; and "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under Section 4 or 5(b) of this Article V.

SECTION 2. INDEMNIFICATION IN ACTIONS BY THIRD PARTIES. The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the corporation to

procure a judgment in its favor, an action brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

SECTION 3. INDEMNIFICATION IN ACTIONS BY OR IN THE RIGHT OF THE CORPORATION. The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action by or in the right of the corporation, or brought under Section 5233 of the California Nonprofit Public Benefit Corporation Law, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that such person is or was an agent of the corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 3:

(a) In respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation in the performance of such person's duty to the corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

SECTION 4. INDEMNIFICATION AGAINST EXPENSES. To the extent that an agent of the corporation has been successful on the merits in the defense of any proceeding referred to in Section 2 or 3 of this Article V or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

SECTION 5. REQUIRED DETERMINATIONS. Except as provided in Section 4 of this Article V, any indemnification under this Article V shall be made by the corporation only if authorized in the specific case, upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 2 or 3 of this Article V, by:

(a) A majority vote of a quorum consisting of directors who are not parties to such proceeding; or

(b) The court in which such proceeding is or was pending upon application made by the corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney or other person is opposed by the corporation.

SECTION 6. ADVANCE OF EXPENSES. Expenses incurred in defending any proceeding may be advanced by the corporation as authorized in Section 5238 of the California Nonprofit Corporation Law prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article V.

SECTION 7. OTHER INDEMNIFICATION. No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of directors, an agreement or otherwise, shall be valid unless consistent with this Article V. Nothing contained in this Article V shall affect any right to indemnification to which persons other than such directors and officers may be entitled by contract or otherwise.

SECTION 8. FORMS OF INDEMNIFICATION NOT PERMITTED. No indemnification or advance shall be made under this Article V, except as provided in Section 4 or 5(b), in any circumstances where it appears:

(a) That it would be inconsistent with a provision of the Articles, Bylaws, a resolution of the Directors or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

SECTION 9. INSURANCE. The corporation shall have power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of this Article V; provided, however, that a corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the corporation for a violation of Section 5233 of the California Nonprofit Public Benefit Corporation Law.

SECTION 10. NON-APPLICABILITY TO FIDUCIARIES OF EMPLOYEE BENEFIT PLANS. This Article V does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the corporation as defined in Section 1 of this Article V. The Corporation shall have power to indemnify such trustee, investment manager or other fiduciary to the extent permitted by Section 207(f) of the California General Corporation Law.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of LANCASTER MUSEUM AND PUBLIC ART FOUNDATION, a California Nonprofit Public Benefit Corporation, that the above Bylaws, consisting of 11 pages, are the Bylaws of this corporation as adopted by the Board of Directors on _____, 2010.

Executed on _____, 2010, at Lancaster, California.

By: _____
Secretary