



**Suisun City Historic Waterfront Business Improvement District**

**Date:** March 12<sup>th</sup> at 5 pm  
**Location:** Suisun City Hall, 701 Civic Center Drive, Suisun City, Ca 945485  
**Meeting:** Board of Directors Meeting Agenda

Name	Position	Present	Absent	Excused
Mike Hudson	President			
Megan Smith	Treasurer			
Open	Vice President			
Open	Secretary			
Shelly Kontogiannis	Board Member			
Linda Butcher	Board Member			
Matt DeTorres	Board Member			
Gabriela Satmarean	Administrator			

**1. Old Business**

**5:00 pm**

- a. Meeting Called to Order
- b. Introductions
  - i. Greg Folsom, City Manager for Suisun City
  - ii. Kris Loftus, Director of Parks and Recreation
  - iii. Janet Hull
  - iv. Guests
- c. Approval of February 20<sup>th</sup> Board of Director Actions
  - i. Mother's Day
    - 1. Bands
      - a. Project 4 (11 – 2) - \$600
      - b. Rhythm Method 4 (2 – 5) - \$800
      - c. Jeff Trager - \$100
    - 2. Wine / Bellinis
    - 3. Glassware
    - 4. Advertising
      - a. Radio
        - i. The Vine – Napa
        - ii. KBLX ?
  - b. Signage

**5:05 pm**

**2. Treasurers Report**

**5:10 pm**

- a. Review of current BID finances

**3. By-Law changes**

**5:15 pm**

- a. Proposed Changes – Goal is to simplify and empower BID volunteers
  - i. Flat affordable fee
  - ii. Waive or greatly reduce this year's assessment.
  - iii. Eliminate Zones
  - iv. Reduce number of Board Members required



**Suisun City Historic Waterfront Business Improvement District**

- v. Comply with Brown Act
- vi. Leverage email for notifications
- vii. Post on City website
- viii. Hold meetings at City Hall

b. BID By-Law attachment

**4. New Business**

**5:30 pm**

**a. Summer Concert Series**

i. **Dates:** July 10th, 17th, 24th, 31st, August 7th, 14th, 21st, 28th, & September 4<sup>th</sup> - 5p.m. – 7 p.m.

- 1. Goal is to attract business and still generate income
- 2. Bring a dependable Friday evening crowd to waterfront
- 3. Target 40 – 60 YO's
- 4. Diverse band selections
- 5. 3 – 5 volunteers needed

**ii. Costs**

Item	Costs
<b>Bands</b>	\$ 600.00
<b>Promotion</b>	\$ 100.00
<b>Advertising</b>	\$ 100.00
<b>Security</b>	\$ 100.00
	\$ 900.00

**iii. Whole Summer Costs**

Dates	Cost
<b>10-Jul</b>	\$ 900.00
<b>17-Jul</b>	\$ 900.00
<b>24-Jul</b>	\$ 900.00
<b>31-Jul</b>	\$ 900.00
<b>7-Aug</b>	\$ 900.00
<b>14-Aug</b>	\$ 900.00
<b>21-Aug</b>	\$ 900.00
<b>28-Aug</b>	\$ 900.00
<b>4-Sep</b>	\$ 900.00
<b>Sub Total</b>	\$ 8,100.00
<b>Contingency</b>	\$ 810.00
<b>Total</b>	\$ 8,910.00

**iv. Sales - estimate**

- 1. Soda \$2 each 50 = \$100
- 2. Beer and Wine \$9 \* 100 = \$900



**Suisun City Historic Waterfront Business Improvement District**

3. Sponsorships

**b. 2020 vision**

**5:45 pm**

- i. Wine Walk- Need a champion
- ii. 2020 Photo Contest with 1<sup>st</sup>, 2nd and 3rd winning prize
  - 1. Start at Memorial Day
  - 2. Push till summer and show off at Art and Wine
- iii. Consider trash removal service.

**c. Nominating Committee - Brief**

- i. Current Terms
- ii. Assessment Paid – “Good Standing”

**5. Discussion**

**5:55 pm**

- a. Public Comment
- b. BID members networking events
- c. Call for Volunteers
  - i. You could be the next board member
  - ii. Come have fun at Mother’s day!

**6. Meeting Schedule**

**5:59 pm**

- a. April 16<sup>th</sup> 2020 – 5:00 PM – Suisun City Hall
- b. May 21<sup>st</sup> 2020 – 5:00 PM – Suisun City Hall
- c. June 18<sup>th</sup> 2020 – 5:00 PM – Suisun City Hall



# By-Laws

## BY LAWS OF SUISUN CITY HISTORIC WATERFRONT DISTRICT (A California Mutual Benefit Corporation)

### ARTICLE 1 ORGANIZATION AND PURPOSE

**SECTION 1.1 ORGANIZATION.** The name of this corporation is the Suisun City Historic Waterfront District (hereinafter referred to as the "Association"). It is a non-profit, mutual benefit and Business Improvement District Law corporation established under the California Parking and Business Improvement Area Law of 1989 and organized under the California Non-profit Mutual Benefit law.

**SECTION 1.2 PURPOSE.** The particular purpose for which this organization was formed is to promote and improve the common business interests of business owners and merchants in the Main Street-Waterfront area of Suisun City, California.

### ARTICLE 2 OFFICES

**SECTION 2.1 PRINCIPAL OFFICE.** The principal office for the transaction of the activities, affairs, and business of the corporation is located within the city limits of Suisun City, Solano County, California. The Board of Directors ("Board") may change the principal office from one location to another within the Suisun City city limits. At no time shall the principal offices be moved to a location outside the Suisun City city limits. Any change of location of the principal office shall be noted by the Secretary on these BYLAWS opposite this Section, or this Section may be amended to state the new location.

### ARTICLE 3 MEMBERS

**SECTION 3.1 QUALIFICATIONS.** The Association shall have two classes of members - regular members and associate members.

**3.1.a. Regular Member.** Any person owning a business (or their designated agent) in the Suisun City Business Improvement District ("BID") automatically is a regular member of the Association upon payment of benefit fee assessed.

**3.1.b. Associate Member.** Any other person owning a business ~~(or their designated agent) or non-business entities, or commercial property located within the established BID boundaries and those non-business entities~~ within and without the BID's boundaries who wish to become members may do so by paying to the Association dues to be determined by the BID Board. ~~Such v~~Voluntary payments to the Association must be made upon ~~entry in~~entry into the Association and annually thereafter ~~at the same time assessed benefit fees are due under the BID.~~

**SECTION 3.2. RIGHTS.** Regular members may serve on the Board and its committees and are entitled to vote. Associate members are not entitled to vote but may speak at meetings and may serve on committees.

**SECTION 3.3 VOTING RIGHTS.** All regular members in good standing shall have the right to vote, as set forth in Sec. 3.1 of these BY LAWS, on the election of Directors, on the disposition of all or substantially all of the assets of the Association, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the corporation. In addition, all members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law. If the Association is dissolved, all members shall receive a pro-rata distribution of all assets, exclusive of those held in charitable trust, remaining after payment or provision for payment of the obligations and debts of the Association and provision of any other payment required under applicable law.

**SECTION 3.4 GOOD STANDING.** Those members who have paid their assessments under the BID or the equivalent amount as provided in Section 3.1, above, and who are not suspended shall be members in good standing.

SECTION 3.5 DUES AND ASSESSMENTS. The annual Benefit Assessment for the Business Improvement District (BID) is in fact the BID Dues. The Assessment is set by the Board of Directors for each year. The assessment will be a flat

SECTION 3.5a LATE FEES. Annual BID Dues or BID assessment fees that are late shall not be penalized by greater than a 10% fee. Until the dues are paid, that member is not in good standing and cannot vote in member meetings or at the Board of Directors.

SECTION 3.5b WAIVER OR REDUCTION OF DUES. Annual BID Dues or BID assessment fees can be waived or reduced for the entire district by the Board of Directors for an entire year, but the assessment may not be permanently eliminated.

## **ARTICLE 4 MEETINGS OF MEMBERS**

**SECTION 4.1 PLACE OF MEETINGS.** All meetings of members shall be held either at the principal office or at any other place within the City of Suisun City, California which may be designated either by the Board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting.

**SECTION 4.2 ~~ANNUAL~~ MONTHLY MEETINGS.** ~~An annual~~ Monthly meetings shall be held ~~within 60 days after re approval of the BID by the Suisun City Council unless the Board fixes another date or time and so notifies members as provided in Section 4.7 of these BYLAWS.~~ If the scheduled date falls on a legal holiday, the meeting shall be held the next full business day. At this meeting, Directors shall be elected, reports of the affairs of the Association shall be considered, and any other proper business may be transacted which is within the powers of the members, subject to Sections 4.6 and 4.9 of these BY LAWS.

**SECTION 4.3a PERSONS AUTHORIZED TO CALL SPECIAL MEETINGS.** A special meeting of the members for any lawful purpose may be called at any time by the Board or the chairman of the Board, if any, or by the President, or by one or more members holding not less than ~~twenty-fourty~~ percent of the voting power of the Association.

**SECTION 4.3b SPECIAL MEETINGS.** A special meeting called by any person (other than the Board) entitled to call a meeting shall be called by written request specifying the general nature of the business proposed to be transacted and submitted to the chairman of the Board, if any, or the President or Vice President or the Secretary of the Association. The officer receiving the request shall cause notice to be given promptly to the members entitled to vote, in accordance with Sections 4.5, 4.6, 4.7, and 4.8 of these BY LAWS, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be ~~at least 35 but~~ not more than ~~30~~90 days after receipt of the request. If the notice is not given within 20 days after receipt of the request, the person or persons requesting the meeting may give the notice. Nothing in this Section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board.

**SECTION 4.4 PROPER BUSINESS OF SPECIAL MEETING.** No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

**SECTION 4.5 GENERAL NOTICE REQUIREMENTS FOR MEMBERS MEETINGS.** Whenever members are required or permitted to take any action at a meeting, written notice of the meeting shall be given, in accordance with Section 4.7 of these BY LAWS, to each member entitled to vote at that meeting. The notice shall specify the place, date and hour of the meeting, and, (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, ~~or (2) for the annual meeting, those matters that the Board, at the time notice is given, intends to present for action by the members, except as provided in Section 4.9 of these BY LAWS, any proper matter may be presented at the meeting.~~ The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given.

**SECTION 4.6 NOTICE OF CERTAIN AGENDA ITEMS.** Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice ~~or written waiver of notice~~ states the general nature of the proposal or proposals:

- (a) Removing a Director without cause;
- (b) Filling vacancies on the Board;
- (c) Amending the Articles of Incorporation;
- (d) Approving a contact or transaction between the Association and one or more Directors, or between the Association and any entity in which a Director has a material financial interest;
- (e) Electing to wind up and dissolve the Association; or
- (f) Approving a plan of distribution of assets, other than money, not in accordance with liquidation rights of any class or classes as specified in the

articles or BY LAWS, when the Association is in the process of winding up.

**SECTION 4.7 MANNER OF GIVING NOTICE.** ~~Noticing shall be in accordance with the Brown Act. Regular meetings require at least 72 hours' notice, which shall be posted at the location of the meeting, on the City's website, and on the Association website. Notice shall also be sent via email to the most recent email list of members. Special meetings require at least 24 hours' notice and shall be noticed in the same manner as regular meetings. Notice of any meeting of members shall be in writing and shall be given at least 10 but no more than 90 days before the meeting date. The notice shall be given either personally; or by first class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the Association or at the address given by the member to the Association for purposes of notice. If no address appears on the Association's books and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or telegraphic or other written communication to the Association's principal office or (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.~~

**SECTION 4.8 AFFIDAVIT OF MAILING NOTICE.** An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary, Assistant Secretary, or any transfer agent of the Association, and if so executed, shall be filed and maintained in the Association's minute book.

**SECTION 4.9 QUORUM.** ~~Fifteen (15) percent of the total votes available to all members shall constitute a quorum for the transaction of business and for election of board members. Twenty five (25) percent of the total votes available to all members shall constitute a quorum for transaction of business not to exceed 20% of the total annual budget of the corporation at any meeting of BID members. For the purpose of transacting business in excess of 20% of the total annual budget of the corporation, a one-third quorum of the general membership must be present. A quorum is defined as a majority of the numbers of elected Board Members.~~

**SECTION 4.10 LOSS OF QUORUM.** Subject to Section 4.9 of these BY LAWS, the Board Members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

~~**SECTION 4.11 ADJOURNMENT AND NOTICE OF ADJOURNED MEETING.** Any members' meeting, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of a majority of the members represented at the meeting, but in the absence of a quorum no other business may be transacted at such meeting. No meeting may be adjourned for more than 45 days. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the Association may transact any~~



~~business that might have been transacted at the original meeting.~~

**SECTION 4.12 ELIGIBILITY TO VOTE.** Subject to the provisions of the California Nonprofit Mutual Benefit Corporation Law, members entitled to vote at any meeting of members shall be all regular members in good standing as of the record date determined under Section 4.19 of these BY LAWS, or their designated agent.

4.12.a. A Designated Agent shall be defined as a person designated, in writing, by the member who will act in the stead of said member on a regular basis. Any change in designated agent shall be submitted to the Secretary in writing by said owner.

4.12.b. No Designated Agent or member shall be empowered to act for more than one eligible business.

**SECTION 4.13 MANNER OF CASTING VOTES.** Voting may be by voice or ballot ~~except that any election of Directors must be by ballot~~

**SECTION 4.14 VOTING.** Regarding the (a) voting associated with both the initial approval of the BID and (b) the annual re-approval of the BID, the voting rights of each member participating in the BID: ~~shall be commensurate with the amount of benefit fee assessed and paid on or before the delinquency date pursuant to the terms of City of Suisun City Ordinance No. 667. For example if a business has an annual benefit fee of \$300, that business shall have 300 votes. All other votes taken by the membership, excluding those described above, will be based on one vote per participating member, regardless of amount of annual benefit fee. The voting rights of each member exempt from the benefit fee due under the BID but who voluntarily pays to the Association during each fiscal year the amount equal to the benefit fee that would be assessed if the member was not exempt from the BID benefit fee, shall be commensurate with the amount actually paid on or before the delinquency date applicable to BID participants. One vote shall be allocated to each member for each one dollar of benefit fee when voting on (a) or (b) as described above, or benefit fee equivalent contribution, so paid by such member.~~

**SECTION 4.15 APPROVAL BY MAJORITY VOTE.** If a quorum is present, the affirmative vote of the majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be the act of the members, unless the vote of a greater number is required by the California Nonprofit Mutual Benefit Corporation Law or by the articles of Incorporation.

**SECTION 4.16 WRITTEN WAIVER OF NOTICE OR CONSENT.** The transaction of any members' meeting, however called or noticed and whenever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present and (2) either before or after the meeting, each member entitled to vote who is not present at the meeting signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of

members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 4.6 of these BY LAWS, the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes.

**SECTION 4.17 WAIVER BY ATTENDANCE.** A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

**SECTION 4.18 PROXIES.** No member shall be entitled to vote by proxy. In no event shall "proxy" be confused with "designated agent" as defined in 4.12.

**SECTION 4.19 RECORD DATE FOR NOTICE OR VOTING.** The record date for determining members entitled to (1) receive notice of a meeting of members shall be the business day next preceding the day on which notice is given or, if notice is waived, the business day next preceding the day on which the meeting is held and (2) to vote at the meeting shall be the day on which the meeting is held.

**SECTION 4.20 RECORD DATE FOR OTHER ACTIONS.** The record date for determining members entitled to exercise any rights with respect to any other lawful action shall be the date on which the Board adopts the resolution relating to that action.

## **ARTICLE 5 DIRECTORS**

**SECTION 5.1 GENERAL POWERS.** Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation and BY LAWS regarding actions that require the approval of the members as to action which shall be authorized or approved by the members and subject to the duties of Directors as prescribed by the BY LAWS, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be controlled by, the Board of Directors.

**SECTION 5.2 SPECIFIC POWERS.** Without prejudice to the general powers set forth in Section 5 of these BY LAWS, but subject to the same limitations, the Directors shall have the power to:

5.2.a. Appoint and remove at the pleasure of the Board all the Association'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 BY LAWS.

5.2.b. Insure that the principal office of the BID shall be located within the currently established BID boundaries.

5.2.c. Adopt and use a corporate seal; prescribe the forms of membership certificates consistent with the provisions of Section 7313 of the California Corporations Code; and alter the forms of the seal and certificates.

5.2.d. Appoint an Executive Committee and other Committees as provided in Section 5.19, below and to delegate to the Executive Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation except the power to adopt, amend or repeal BY LAWS. The Executive Committee shall be composed of the current Officers as well as the Immediate Past-president.

**SECTION 5.3 LIMITED POWERS.** The Board cannot incur indebtedness on behalf of the Association, or cause to be executed and delivered for the Association's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, and other evidences of debt that would exceed one year in term.

**SECTION 5.4 NUMBER AND QUALIFICATION OF DIRECTORS.** The authorized number of Directors of the corporate shall be ~~nine~~ ~~five~~ ~~or~~ ~~seven~~, unless changed by amendment of these BY LAWS.

The qualification for Directors are that they must be members of the Association as provided in Section 3.1 of these BY LAWS, and in good standing. ~~Whenever possible, each of the three zones, A, B and C, as documented in City of Suisun City Ordinance No. 667, must be represented by a percentage of Board members commensurate with the percentage of total BID fees collected from that zone.~~

**SECTION 5.5 ELECTION AND TERM OF OFFICE.** As a matter of corporate policy, the term of office of the Board of Directors shall be three years, however, during the initial election of Board members, one-third of candidates shall be elected for a one-year term, one-third of the candidates shall be elected for a two-year term and one-third shall be elected for a three-year term. For the purpose of organizational continuity, in subsequent annual elections, one-third of the Directors shall be newly elected, or re-elected, at each annual meeting of members, but if any such annual meeting is not held, or the Directors are not elected thereat, the Directors may be elected at any special meeting of members held for that purpose. All Directors, including a Director elected to fill a vacancy or elected at a special members' meeting, shall hold office until expiration of the term for which elected and until a successor has been elected.

**5.5a NOMINATING COMMITTEE** - No later than at its regular meeting in ~~February~~ ~~March~~ of each year, the President shall, subject to approval by the Board of Directors, appoint a Nominating Committee with no less than three members and designate the Chairperson of the Committee. The Nominating Committee shall present to the Board of Directors, no later than at its regular meeting in ~~March~~ ~~April~~ of each year, a slate of candidates to replace the Directors whose terms are expiring. Each candidate must be an active member in good standing as determined under Section 3.4 of these by-laws and must have agreed to accept the responsibility of a directorship.

**5.5b BALLOT** - Upon receipt of the report of the Nominating Committee, the corporation shall send a ballot by ~~US Mail~~email, the names of persons nominated as candidates for directors to the members in good standing as of the record date determined under Section 3.4 of these Bylaws. The ballot shall also state the members' right of nomination by write-in ballot. Election ballots must identify (i) nominees for full terms, (ii) nominees to fill partial terms (if applicable); (iii) the members' right of nomination by write-in ballot and (iv) specify the time/day by which the ballot must be received in order to be counted. The ballots shall be marked by the members in accordance with instructions printed on the ballot and returned at least five days prior to the April Board of Directors meeting. **Ballots shall be mailed to Suisun City Historic Waterfront BID, P.O. Box 566, Suisun City, CA 94585.** The nominees who receive the most votes shall be elected as Directors of the corporation. An independent party shall oversee the counting of the ballots and shall provide the election results to the Nominating Committee and Board at its ~~April~~May board meeting. The Board of Directors shall, at the ~~April~~May board meeting, declare the election of the candidates with the greatest number of votes for the number of vacancies available and ratify the election results.

**5.5c - ASSUMPTION OF DUTIES** Newly elected Directors shall assume their duties at the ~~April~~May Board of Directors meeting.

**SECTION 5.6 VACANCIES.** Vacancies in the Board may be filled by a vote of the majority of the Directors then in office, or by a sole remaining Director, and each Director so elected shall hold office until his successor is elected at an annual or a special meeting of the members. A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors is increased, or if the members fail at any annual or special meeting of members at which any Director or Directors are elected to elect the full authorized number of Directors to be voted at that meeting. A Director may be removed, at the discretion of the Board, if such Director is not in attendance at any three consecutive regular meetings of the Board; provided, however, that if prior to the third such meeting such absent Director delivers a written request to the Board, in care of any Director present at such meeting, that the board may then excuse such absence.

The members may elect a Director or Directors at any time to fill any vacancy or vacancies not filled by the Directors. If the Board accepts the resignation of a Director tendered to take effect at a future time, the Board or the members shall have the power to elect a successor to the office when the resignation is to become effective. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of his term of office.

**SECTION 5.7 PLACE OF MEETINGS.** Regular meetings of the Board shall be held at any place within the City of Suisun City, California, which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. Special meetings of the Board may be held either at a place so designated or at Suisun City Hall Facilities, Suisun City, California.

**SECTION 5.8 REGULAR ~~ANNUAL~~ MONTHLY MEETINGS.** ~~Within 30 days following each annual meeting of members, as defined in Section 4.2, the Board shall hold a regular meeting for the purpose of organization, election of officers, and the transaction of other business.~~ Regular monthly meetings shall be held within the city limits of Suisun City, California, as determined at the discretion of the Board.

SECTION 5.8a WAIVER OF MONTHLY MEETINGS. Monthly meetings may be waived if the Board of Directors does not have any regular business

SECTION 5.8B MONTHLY MEETINGS DATES. Monthly meetings can be moved to accommodate Board Member attendance, general membership attendance, and City representative attendance or for any other reason as long as the meeting notice requirements are kept

**SECTION 5.9 SPECIAL MEETINGS.** Special meetings of the Board for any purpose or purposes shall be called at any time by the President, or if he is absent or unable or refuses to act, by any Vice President or by any two Directors.

~~SECTION 5.10 NOTICE OF SPECIAL MEETINGS. Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (1) by personal delivery of written notice; (2) by first class mail, postage prepaid; (3) 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; or by facsimile. All such notices shall be given or sent to the Director's address, telephone number or facsimile number as shown on the records of the Association.~~

~~SECTION 5.11 NOTICE CONTENTS. The notice shall state the time of the meeting, and the place if the place is one other than the principal office of the Association. It need not specify the purpose of the meeting.~~

**SECTION 5.12 QUORUM.** A quorum shall be a ~~simple~~ majority of the Board of Directors ~~chairs filled~~, except to adjourn ~~as hereinafter provided~~. 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 more stringent provisions of the California Nonprofit Mutual Benefit Corporation Law, including, without limitation, those provisions relating to (a) approval of contacts or transactions between the corporation and one or more Directors or between the Association and any entity in which a Director has a material financial interest, (b) creation of and appointments to committees of the Board, and (c) 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.

~~SECTION 5.13 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 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.~~

**SECTION 5.14 ADJOURNMENT.** A quorum of the Directors may adjourn any Directors' meeting to meet again at a stated place and time. In the absence of a quorum, a majority of the Directors present at any Directors' meeting, either regular or special, may adjourn from time-to- time until the time fixed for the next regular meeting of the Board.

**SECTION 5.15 FEES AND COMPENSATION.** Directors may not receive compensation for their services. Directors may receive reimbursement of expenses, as may be determined by Board resolution to be just and reasonable as to the Association at the time the resolution is adopted.

**SECTION 5.16 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 one or more Directors and any regular or volunteer members 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:

**5.16.a.** Take any final action on any matter that, under the California Nonprofit Mutual Benefit Corporation Law, also requires approval of the members or approval of a majority of all members;

**5.16.b.** Fill vacancies on the Board or on any committee that has the authority of the board;

~~**5.16.c.** Fix compensation of the Directors for serving on the Board or on any committee;~~

**5.16.d.** Amend or repeal BY LAWS or adopt new BY LAWS;

**5.16.e.** Amend or repeal any Board resolution that by its express terms is not so amenable or repealable;

**5.16.f.** Create any other committees of the Board or appoint the members of committees of the Board;

~~**5.16.g.** Expend corporate funds to support a nominee for Director after more people have been nominated for Director than can be elected;~~

**5.16.h.** With respect to any assets held in charitable trust, approve any contact or transaction between the Association and one or more of its Directors or between the Association and an entity in which one or more of its Directors have a material financial interest, subject to the special provisions of Section 5233(d)(3) of the California Corporations Code.

**SECTION 5.17 MEETINGS AND ACTION OF COMMITTEES.** Meetings and action of committees of the Board shall be governed by, held, and taken in accordance with, the provisions of these BY LAWS 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 BY LAWS or, in the absence of rules adopted by the Board, the committee may adopt such rules.

## **ARTICLE 6. OFFICERS**

**SECTION 6.1 OFFICERS.** The officers of the corporation shall be a President, a first Vice President, a Secretary, and a Treasurer and such other Officers as may be appointed in accordance with the provisions of Section 6.3 of this article.

**SECTION 6.2 ELECTION.** The officers of the Association, except such officers as may be appointed in accordance with the provisions of Section 6.3 or Section 6.5 of this article, shall be chosen annually, in accordance with Section 5.5 herein, 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. Each officer shall hold office until he or she shall resign or shall be removed or otherwise disqualified to serve, or his or her successor shall be elected and qualified.

**SECTION 6.3 OTHER OFFICERS.** The Board may appoint such other officers as the business of the Association 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 may from time-to-time determine.

**SECTION 6.4 REMOVAL AND RESIGNATION.** Without prejudice to any rights of an officer under any contract of employment, an officer may be removed, either with or without cause, by a majority of the Directors present at any regular or special meeting of the Board, or in the case of an officer not chosen by the Board, by an officer upon whom such power of removal may be conferred by the Board. Any officer may resign at any time by giving written notice to the Association. 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 may not be accepted to be effective. Any resignation shall be without prejudice to the rights, if any, of the Association under any contract to which the officer is a party.

**SECTION 6.5 VACANCIES.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the same manner prescribed in these BY LAWS for regular appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

**SECTION 6.6 PRESIDENT.** The President shall be the general manager of the Association and shall, subject to the control of the Board, supervise, direct and control the Association's activities, affairs and officers. The President shall preside at all members meetings and at all Board meetings. He shall be ex-officio 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 President of a corporation and shall have such other powers Board or the BY LAWS and duties as may be prescribed by the BY LAWS.

**SECTION 6.7 VICE PRESIDENT.** 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, the 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 the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as, from time-to- time, may be prescribed for them respectively by the Board or the BY LAWS.

**SECTION 6.8 SECRETARY.** The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board may direct, 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, the names of those present at Board and committee meetings, and the number of members present or represented at members' meetings. The Secretary shall give, or cause to be given, notice of all the meetings of the members and of the Board required by the BY LAWS or by law to be given, and 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 the BY LAWS. The Secretary shall keep, or cause to be kept, at the principal office in California, a copy of the Articles of Incorporation and BY LAWS, as amended to date.

**SECTION 6.9 TREASURER.** The Treasurer 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 Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, stylus, and shares. Any surplus, including earned surplus, paid-in surplus, and surplus arising from a reduction of stated capital, shall be classified according to the source and shown in a separate account. The books 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 Association with such depositories as may be designated by the Board. He or she shall disburse the funds of the Association as may be ordered by the Board, shall render to the President and Directors, whenever they request it, an account of all transactions as Treasurer and of



the financial condition of the Association, and shall have such other powers and perform such other duties as may be prescribed by the Board or the BY LAWS.

## **ARTICLE 7 MISCELLANEOUS**

**SECTION 7.1 INSPECTION OF CORPORATE RECORDS.** The books of account, and minutes of proceedings of the members and the Board and of Executive Committees of Directors shall be open to inspection upon the written demand of any member at any reasonable time, and for a purpose reasonably related to his or her interest and shall be exhibited at any time when required by the demand at any members' meeting of ten percent (10%) of the shares represented at the meeting. Such inspection may be made in person or by an agent or attorney, and shall include the right to make extracts. Demand of inspection other than at a members' meeting shall be made in writing upon the President or Secretary of the corporation.

**SECTION 7.2 CHECKS, DRAFTS.** All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of, or payable to the Association, shall be signed or endorsed by two members of the Board.

**SECTION 7.3 ANNUAL REPORT.** The Board shall cause an annual report to be sent to the members by ~~October 31~~November 30<sup>th</sup> of each year and shall present the annual report to the City Council.

**SECTION 7.4 EXECUTION OF CONTRACTS.** No contract may be entered into and no instrument may be executed in the name of, and on behalf of, the Association without the approval of a majority of the Board. Subject to the foregoing, and except as in the BY LAWS otherwise provided, the Board may authorize any officer or officers, agent or agents, to enter into a contract or execute any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances; and unless so authorized by the Board, no officer, agent, or employee shall have any power or authority to bind the Association by any contract or engagement or to pledge its credit to render it liable for any purpose or to any amount.

**SECTION 7.5 INSPECTION OF BY LAWS.** The Association shall keep in its principal office for the transaction of business the original or a copy of the Articles of Incorporation and BY LAWS as amended or otherwise altered to date, certified by the Secretary, which shall be open to inspection by the members at all reasonable times during office hours.

**SECTION 7.6 CONSTRUCTION AND DEFINITIONS.** Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these BY LAWS. Without limiting the generality of the foregoing the masculine gender included the feminine and neuter, the singular number includes the plural and the plural number includes the singular, and the term "person" includes both a legal entity and a natural person.

## **ARTICLE 8 AMENDMENTS**

**SECTION 8.1 AMENDMENTS.** These BY LAWS may be amended by a two-thirds vote of board members present and voting at any board meeting of the Association, provided that the proposed amendment shall have been included in the notice of the meeting.

**SECTION 8.2 PARLIAMENTARY AUTHORITY.** The Rules in Robert's Rules of Order, newly revised, shall be the parliamentary authority governing the meetings of the Association, Directors, and all committees, subject to the laws of the state, the Articles of incorporation, these BY LAWS, and any special rules of order adopted by the Association.

**AMENDED BY BOARD ON SEPTEMBER 9, 2010.**

**AMENDED BY BOARD OF DIRECTORS ON FEBRUARY 11, 2014**

**AMENDED BY BOARD OF DIRECTORS ON XXXXX, 2020**