

10/22/15

BYLAWS

OF

BIXBY KNOLLS BUSINESS IMPROVEMENT ASSOCIATION, INC.

A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION

1. NAME:

The name of the corporation shall be **Bixby Knolls Business Improvement Association, Inc.**

2. PRINCIPAL OFFICE:

The principal office of the Corporation for the transaction of its business shall be located in the City of Long Beach, County of Los Angeles, State of California. The Board is hereby granted sole power and authority to place the principal office of the corporation and change same from one location to another anywhere within the Bixby Knolls Business Improvement Area boundaries.

3. OBJECTIVES:

The objectives of the Bixby Knolls Business Improvement Association, Inc. shall be:

- a. To promote the common business interest of all merchants, property owners and professionals doing business in the Bixby Knolls assessment area as described in Ordinance C-6646.
- b. To facilitate the exchange of business information and encourage business cooperation between and among all retail merchants, property owners and professionals doing business in the Bixby Knolls assessment area.
- c. To promote higher business standards, seek better business methods and encourage uniformity and cooperation between and among all retail merchants, property owners and professionals doing business in the Bixby Knolls assessment area.
- d. To promote the interests of the assessment area.
- e. To market, conduct public relations and develop/sponsor such activities as shall be found to best advance the welfare of its members and effect the purpose for which this organization was formed.

4. MEMBERSHIP:

Classification of Members:

The corporation shall have one class of members: Assessed.

Qualification:

- a. Assessed Member: Any corporation, business partnership, sole proprietor or company who maintains an office or place of business (except home based businesses) within the geographic boundaries of the Bixby Knolls Business assessment area as defined in Long Beach Ordinance C 6646 shall be admitted as an assessed member of this corporation upon the payment of the general business license and the additional general business license assessment as set forth by the City of Long Beach. Assessed members shall have all rights

and privileges of this corporation, including the right to serve on committees, as a Director or Officer and are eligible for all membership benefits as determined by the Board of Directors. Assessed Members shall no longer be considered members of the association when they no longer maintain an office or place of business within the geographic boundaries of the Bixby Knolls Business assessment area.

5. DUES:

The nonrefundable dues required by members of the Bixby Knolls Business Improvement Association, Inc. are as follows:

Dues for Assessed Members will be assessed and collected by the City of Long Beach.

6. MEETINGS OF MEMBERS:

Meetings of the membership of the Corporation shall be held at the principal office of the corporation or at such other location within the Bixby Knolls assessment area, as may be designated from time to time by resolution of the Board of Directors. Such meetings shall be held at such times as are selected by the Board of Directors. Such meetings of the members shall include an Annual Meeting in February of each year, which will be set by the Board of Directors, at which there shall be a review of the goals and activities of the corporation and a presentation of the annual work plan and budget.

7. SPECIAL MEETINGS:

Special meetings of the membership of the Corporation shall be called by the Board of Directors and held at such place as is allowed by these Bylaws for regular meetings of the members. Five (5%) percent or more of the members of the corporation entitled to vote may call a special meeting for any lawful purpose.

8. NOTICE OF MEETINGS:

Notice of every meeting of the membership shall be either personally delivered, electronically transmitted, or mailed by United States Mail, postage prepaid, not less than ten (10) days nor more than thirty (30) days before the date of the meeting to each member. The notice shall be addressed to the member at the address of such member appearing on the books of the corporation for the purpose of notice. The notice of any meeting shall give the general nature of the business to be transacted at the meeting.

9. VOTING OF THE MEMBERSHIP:

Each Assessed Member is entitled to one (1) vote on each matter submitted to a vote of the members. Single memberships in which two or more persons have an indivisible interest shall be voted as but one vote.

10. CUMULATIVE VOTING:

Cumulative voting shall not be authorized for the election of Directors or for any other purpose.

11. PROXY VOTING:

No proxy votes shall be recognized for any purpose.

12. GOVERNMENT:

The government of this Corporation shall be vested in a Board of eleven (11) Directors, each of whom shall be elected to the Board for a two (2) year term and may serve for a maximum of three (3) consecutive terms. One (1) additional year may be extended at the end of the third term if deemed necessary for an officer position, to represent a geographical area of the district, and if approved by the entire Board. The election of Directors shall be rotated so that five (5) of the Directors shall be elected one year with six (6) being elected the next year. Directors shall be elected or appointed to Board positions to represent the entire geographical area of the district areas as follows: two (2) directors shall be elected at large, three (3) directors shall be elected from the Atlantic Avenue Area, three (3) directors from the Long Beach Boulevard Area, one (1) director from the Bixby Knolls Shopping Center and two (2) from the Wardlow Road Area. However, a Director may also be appointed/or elected to the Board based on willingness to serve and enthusiasm to contribute to Board regardless of geographical location within the boundaries of the district. Officers of the Board shall be comprised of business owners only. Employees of a business shall not serve as Officers.

Area 1: Atlantic Avenue

Boundaries: The south side of San Antonio on the north; the east side of Atlantic Avenue on the east; the north side of 36th Street on the south; the east side of Linden on the west.

Area 2: Long Beach Boulevard

Boundaries: The northern boundary of Scherer Park on the north; the west side of Linden Avenue on the east; the north side of 36th on the south; the west side of Long Beach Blvd.

Area 3: Bixby Knolls Shopping Center

Boundaries: The north side of 46th Street on the north; the east side of California Avenue on the east; the north side of San Antonio on the south; the east side of Linden on the west.

Area 4: Wardlow Road

Boundaries: The south side of 36th Street on the north; the east side of Atlantic Avenue on the east; the northern line of the San Diego Freeway (405) on the south; the west side of Long Beach Boulevard on the west.

In addition, a community liaison(s) shall be invited to join the board in its deliberation but shall serve without a vote. Community liaison(s) are appointed annually and serve at the will and pleasure of the majority of the Board.

13. BOARD OF DIRECTORS AND OFFICERS:

The Officers of the Corporation shall be elected from the members of the incoming Board of Directors by a vote of those persons who have been elected to serve on the incoming Board. This election shall take place at an organizational meeting in December. The term of office shall be for one year and shall commence on the first of January each year. Any officer may resign at any time on written notice to the corporation without prejudice to the rights of that officer to remain as a member of the Board of Directors. A vacancy on the Board because of death, resignation, removal,

disqualification, or any other cause, shall be filled by the President with approval of the Board of Directors, which approval shall be given either at a regular meeting of the Board of Directors or by written approval secured by the President of a majority of the Board of Directors prior to such appointment. Such appointments shall be a member from the vacated area, if available, and shall hold office until the successor is duly elected.

Members not eligible for re-election may continue to serve on the board (with board approval) until such time that a qualified and appropriate successor is identified and seated.

The President shall be the Chief Executive Officer of the organization and shall preside at all meetings of the membership, the Board of Directors and the Executive Board and shall be an ex-officio member of all committees except the Nominating Committee.

The Vice-President, in the absence of the President, shall perform the duties of the President and shall perform such duties as the Board of Directors may prescribe.

The Secretary shall perform the duties of a corporate secretary as required by law and take or cause to be taken minutes of all meetings of the corporation and the Board of Directors. The Secretary shall make copies of the minutes available to the Board of Directors at their next regular meeting.

The Treasurer shall perform the duties of a corporate treasurer as required by law and shall have charge of the funds of the corporation and of their disbursement under the direction of the Board of Directors.

14. EXECUTIVE DIRECTOR:

The Executive Director shall be the chief administrative officer of the Corporation and compensation shall be determined by the Executive Board and confirmed by the Board of Directors. It shall be the duty of the Executive Director to conduct the official business of the Corporation, preserve all documents, answer all communications, keep books of accounts and maintain an accurate record of all proceedings of the meetings of the Board of Directors and all committees. The Executive Director shall submit a financial statement at the end of each month and shall perform all other duties as may be incident to the office. The Executive Director shall be responsible to the Board of Directors to supervise the work of persons or contractors employed by the corporation.

15. EXECUTIVE BOARD:

The Executive Board shall consist of the President, Vice President, Secretary and Treasurer.

16. MEETINGS OF THE BOARD:

Regular meetings of the Board of Directors shall be held at a regularly appointed time every month. Notice of the date, the hour, and place of the regular meeting of the Board of Directors shall be given to the Directors in person, by electronic media, or in writing by sending a copy thereof through the mail, postage prepaid, at least three days before the time for holding said meeting, to each Director, addressed to their last business address or contact information appearing on the books and records of the corporation.

If any Director shall fail to attend three (3) consecutive meetings of the Board of Directors, without leave of absence by the President on account of sickness, business or being absent from the city, and upon investigation be so notified, his office shall automatically become vacant and such vacancy

shall be announced at the regular meeting of the Board of Directors and the vacancy filled for the balance of the unexpired term by the President, with the approval of a majority of the Board. Removal from office shall not take place without due investigation and approval of the other members of the Board of Directors.

Special meetings may be called at the discretion of the President or by written request of five (5) or more Directors. Each Director shall be notified of the date, hour and the place of any such meeting at least twenty-four hours in advance thereof, which said notice may be given either orally or in writing.

At the meetings of the Board of Directors, members of the Corporation who are not Directors may be heard, but shall have no vote.

17. QUORUM:

A majority of the Board of Directors shall constitute a quorum of the Board for the transaction of business.

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force or effect as a unanimous vote of the Directors.

18. ANNUAL ELECTION:

The annual election of members of the Board of Directors shall be by mail ballot conducted as follows:

- a. The President shall announce the appointment of a Nominating Committee consisting of no less than three voting members of the Corporation at the September Board Meeting.
- b. The Nominating Committee shall prepare a list of nominees to be presented at the October meeting of the Board of Directors. This meeting shall be open to the full membership. Additional nominations shall be permitted from the floor. Such nominees shall be members in good standing and shall agree to serve.
- c. Upon closure of nominations, ballots containing the names of the nominees shall be mailed to all voting members at least fourteen (14) days prior to the date set for the closing of the polls.
- d. Voting by mail for directors shall be open until four (4) days prior to the November meeting of the Board of Directors. All ballots shall be opened and counted by the Nominating Committee, in the presence of the Secretary three days prior to the meeting.

19. COMMITTEES:

The President, with advice and consent of the Board of Directors, shall appoint whatever committees are deemed necessary to carry out the purposes of this Corporation. The duties of these committees shall be determined by the Board of Directors. A minimum of one (1) member of every committee shall be a Director; said member shall represent the committee to the Board of Directors.

20. FINANCES:

All financial aspects of the corporation shall be handled in the following manner:

- a. All expenditures during the year shall be made within the framework of the budget, unless authorization is given by the Board of Directors to expend a higher amount than provided. Expenditures not included in the budget must be specifically authorized by the Board of Directors.
- b. All checks shall be required to have any two (2) of the following five (5) signatures: President, Vice-President, Secretary, Treasurer or Executive Director.
- c. No indebtedness shall be created, appropriated or dispensed unless the amount thereof is at that time in the general fund of the Association or approved in advance as set forth in the budget, which budget has been approved by the Board of Directors. Unless authorized by the Board of Directors, no member, agent or employee shall have the power or authority to bind the corporation by any contract, purpose or in any amount.

21. FISCAL YEAR:

The fiscal year of the corporation shall be from July first (1st) to June thirtieth (30th).

22. AMENDMENT OR REPEAL:

These bylaws may be amended or repealed only by a vote of two-third (2/3) of the members voting at an Annual or Special Meeting of the Corporation upon two weeks written notice specifying the nature of the proposed amendment or repeal. At the discretion of the Board of Directors, and under such terms and conditions as it shall deem fit, a mail ballot may be taken upon any proposal to amend or repeal these Bylaws, but such ballot shall clearly specify the nature of the proposed amendment or repeal and must be carried by a vote of two-thirds (2/3) of the members voting.

To present a proposed amendment to, or repeal of, these Bylaws, or any provision(s) thereof, the following procedures shall apply:

- a. Any such proposal may be presented to the Board of Directors by a Member or may originate with the Board of Directors and shall, thereafter, be referred to the Bylaws Committee for its consideration.
- b. Upon receipt thereof, by the Bylaws Committee, the same shall be considered and the Committee shall report its recommendation(s) to the Board of Directors within ninety (90) days thereafter.
- c. Should the Bylaws Committee recommend an amendment to, or repeal of, a Bylaw, the Board of Directors shall set the same for debate and vote as required by the applicable provisions of the California Corporations Code.
- d. Anything to the contrary herein, notwithstanding, in the event a proposal for an amendment to, or repeal of, a Bylaw is presented to the Board of Directors by a member and such proposal, after review and consideration by the Bylaws Committee, is not presented to the Board of Directors for debate and vote, any twenty (20) Members may petition the Board of Directors for the presentation of such proposed amendment or repeal and a vote at a special Meeting of the membership called for that purpose. Upon receipt of such a petition, the Board of Directors shall set a Special Meeting of the membership at which the proposal offered by the petition shall be debated and voted upon.

23. DISESTABLISHMENT:

Upon the disestablishment of the business assessment area by the Long Beach City Council, dissolution of the Corporation's assets, any remaining revenues derived from the levy of assessments, or any revenues derived from the sale of assets acquired with the revenues, shall be refunded to the businesses in good standing, then located and operating within the area in which the assessments were levied by applying the same method and basis that was used to calculate the assessments levied in the fiscal year in which the area is disestablished. If the disestablishment occurs before an assessment is levied for the fiscal year, the method and basis that was used to calculate the assessments levied in the immediate prior fiscal year shall be used to calculate the amount of any refund.

The undersigned President and Secretary of the Corporation known as the Bixby Knolls Business Improvement Association, Inc. do hereby certify that the above and foregoing Bylaws were amended and duly adopted by the Members of said Corporation, on the 22nd day of August, 2013, and that they do now constitute the bylaws of said Corporation.

24. DISSOLUTION

Upon disestablishment of the Business assessment area by the City Council the Corporation may be dissolved by a vote of two thirds (2/3) of the Assessed and Associate Members at an Annual or Special Meeting. Dissolution may not be carried out by mail ballot. Two (2) weeks written notice of the time and place of such a meeting and of the proposed dissolution shall be given to each member before the matter may be taken up at an Annual or Special Meeting. Except as otherwise herein provided, dissolution of the Corporation shall be conducted according to the applicable provisions of the California Corporation Codes.

25. RULES OF PROCEDURE:

Except as herein provided, at all meetings of the Corporation, the rules of parliamentary procedure, as provided in Robert's Rules of Order shall govern.

Attest: Date:

Attest: Date:

Attest:

Servando Orozco
President

Attest:

Norm Cauntay
Secretary