



DOWNTOWN LONG BEACH ALLIANCE

BYLAWS

OF THE DOWNTOWN LONG BEACH ALLIANCE

Revised February 2020

Glossary of Terms:

Directors: Includes all voting members of Board, elected or appointed

Advisors: Includes all non-voting appointees to the Board

Stakeholder: Any person, firm, corporation, or professional, engaged in a retail trade, providing a service or having a business, or owning residential, commercial or income generating property, or any other assessed entity within the Assessment Districts shall be a Stakeholder.

ARTICLE 1: NAME

The name of this corporation is the Downtown Long Beach Alliance (hereinafter referred to as the "Corporation").

ARTICLE 2: PRINCIPAL OFFICE

The principal office for the transaction of the activities and affairs of this Corporation shall be at such location as the Board of Directors may from time to time determine.

ARTICLE 3: GENERAL AND SPECIFIC PURPOSES: LIMITATIONS

Section 3.1: General and Specific Purposes

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation organized under the Mutual Benefit Corporation Law may for the mutual benefit of its members. In the context of these general purposes, the Corporation shall:

- a. Conduct advertising campaigns for the benefit of all retail merchants, residential and commercial property owners, and professionals doing business in improvement districts in Downtown Long Beach, as established by ordinances adopted by the City of Long Beach and Management Plans by the Corporation as approved by the Long Beach City Council (herein after

referred to as "Improvement Districts"), including stakeholders and non-stakeholders alike.

- b. Promote the common business interest of all merchants, residential and commercial property owners, and professionals doing business in the Assessment Districts, beneficial to stakeholders and non-stakeholders alike.
- c. Facilitate the exchange of business information and encourage business cooperation between and among all retail merchants, residential and commercial property owners, and professionals doing business in the Assessment Districts, including stakeholders and non-stakeholders alike.
- d. Promote higher business standards, seek better business methods, and encourage uniformity and cooperation between and among all retail merchants, commercial property owners, and professionals doing business in the Assessment District for assessed stakeholders and non-assessed dues paying members alike.

Section 3.2: Limitations

In the context of the specific purposes listed in Section 3.1 above, the Corporation shall not, except to insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this Corporation. The following additional limitations apply.

- (a) **Endorsement of Candidates**: The Corporation, which qualifies under Internal Revenue Service Code section 501 (c)(6) and is a recipient of funds from the City of Long Beach, will refrain from making contributions or endorsing any candidate seeking political office.
- (b) **Property**: The property, assets, profits, and net income of this Corporation are dedicated irrevocably to the purposes set forth in Section 3.1 above. No part of the profits or net earnings of this Corporation shall ever inure to the benefit of any of its directors, trustees, officers, members, employees, or the benefit of any private individual except that the Corporation shall be authorized and

empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

(c) **Dissolution**: Upon the winding up and dissolution of this Corporation, after paying or adequately providing for the payment of the debts, obligations, and liabilities of the Corporation, the remaining assets of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for mutual benefit purposes and which has established its tax-exempt status under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), whichever form of distribution is approved by the Directors and Members of this Corporation.

(d) **I. R. S. § 501(c)(6) Requirements**: Notwithstanding any other provision of these Bylaws, this Corporation shall not, except to insubstantial degree, carry on or 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 by a corporation with a tax-exempt status under Section 501(c)(6) of the Internal Revenue Code of 1986 (or corresponding provisions of any future United States Internal Revenue Law.)

(e) **Brown Act:** All meetings of the Corporation regarding its membership, directors, and committees shall be noticed and conducted in accordance with the requirements of the Ralph M. Brown Act (Section 54950 et seq. of the Government Code of the State of California). More information on the Brown Act can also be found in the Code of Ethics and Conduct.

ARTICLE 4: CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

ARTICLE 5: BOUNDARIES OF AREAS AND ZONES

The boundaries shall be as determined by the Board, with all necessary approvals from the City of Long Beach. During an election year, any boundary amendments shall be approved by the Board before April 30. Refer to "Appendix I: Election Procedures of the Downtown Long Beach Alliance" for boundary descriptions.

ARTICLE 6: THE STAKEHOLDER

Section 6.1: The Stakeholder

Any person, firm, corporation, or professional, engaged in a retail trade, providing a service or having a business, or owning residential, commercial or income generating property, or any other assessed entity within the Assessment Districts shall be a Stakeholder.

Section 6.2: Stakeholder Categories

The membership of the Association from within the City of Long Beach shall consist of the following categories:

East Village Marketing Area. Assessed stakeholder or non-assessed dues-paying (voluntary) members who represent licensed persons, firms, corporations, or professionals doing business within the boundaries of the East Village Marketing Area.

North Pine Marketing Area. Assessed stakeholder or non-assessed (voluntary) members who represent licensed or non-licensed persons, firms, corporations, or professionals doing business within the boundaries of the North Pine Marketing Area.

Pine Avenue Marketing Area. Assessed stakeholder or non-assessed dues-paying (voluntary) members who represent licensed or non-licensed persons, firms, corporations, or professionals doing business within the boundaries of the Pine Avenue Marketing Area.

Waterfront Marketing Area. Assessed stakeholder or non-assessed dues-paying (voluntary) members who represent licensed or non-licensed persons, firms, corporations, or professionals doing business within the boundaries of the Waterfront Marketing Area.

West Gateway Marketing. Assessed stakeholder or non-assessed dues-paying (voluntary) members who represent licensed or non-licensed persons, firms, corporations, or professionals doing business within the boundaries of the West Gateway Marketing Area.

Voluntary. Non-assessed dues-paying (voluntary) members who represent licensed or non-licensed persons, firms, corporations, organizations, or professionals doing business within the PBID and DPIA are voluntary dues paying members.

Standard. Assessed property owners or representatives of property owners who own commercial, residential, or revenue-generating property in the Downtown Property Based Improvement District Standard Benefit Zone.

Premium. Assessed property owners or representatives of property owners who own, commercial, residential, or revenue-generating property in the Downtown Property Based Improvement District Premium Benefit Zone.

City of Long Beach. Commercial or revenue-generating property owned by the City of Long Beach within the boundaries of the PBID.

Section 6.3: Rights of Membership

Members in good standing shall have the right to vote, as set forth in these Bylaws, on the election of directors, on the disposition of all or substantially all the assets of the Corporation, on any merger and its principal terms and any amendment of those terms, and on any election to dissolve the Corporation. In addition, members shall have rights afforded members under the California Nonprofit Mutual Benefit Corporation Law.

Section 6.4: Transfer of Membership

No membership or right arising from membership shall be transferred.

ARTICLE 7: VOLUNTARY DUES

Section 7.1: Application

An application is required for all voluntary dues-paying members. Applications shall be made in writing and when approved by the President and CEO shall be announced monthly at the Board of Directors meeting.

Section 7.2: Termination

Membership for voluntary dues-paying members in this Corporation may be terminated by death, removal, dissolution of business or through voluntary withdrawal by thirty days written notice of such intention. City licensed members of the Corporation shall automatically be terminated when they are no longer licensed by the City.

Section 7.3: Voluntary Membership Dues

The annual dues for voluntary membership shall be as set by the Board of Directors.

ARTICLE 8: DIRECTORS, EXECUTIVE COMMITTEE, AND MANAGEMENT

Section 8.1: General and Specific Powers of the Board

Subject to the provisions and limitations of the California Nonprofit Mutual Benefit Corporation Law, the Ordinances adopted by the City of Long Beach, any contractual agreements entered into with the City of Long Beach relating to any action required to be approved by Corporation Members, the Articles of Incorporation, the Bylaws of this Corporation, and the Code of Ethics and Conduct, the Corporation's activities and affairs shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

Section 8.2: Standard of Care

Each director shall perform such duties in good faith, in a manner such director believes to be in the best interest of the Corporation and its Members, and with such care including reasonable inquiry, using ordinary prudence, as a person in a like position would use under similar circumstances and in accordance with the Code of Ethics and Conduct.

(A) In performing duties, a director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, in which case prepared or presented by:

- (i) One or more employees of the Corporation or employees of the bookkeeper or other administrative body employed by the Corporation whom the director believes to be reliable and competent in matters presented, the administrator appointed by the City, counsel, independent accountants, or other persons as to matters which the director believes to be within such person's professional or expert competence, or
- (ii) A Committee of the Board as to matters within its designated authority, which committee the director believes to merit confidence, so long as in any such case, the director acts in good faith, after reasonable inquiry when the need, therefore, is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 8.3: Board Composition

The Board will consist of twenty-one Directors and up to nine Advisors and Honorary Directors, as required by these Bylaws or as designated by the Board.

Section 8.4: Qualifications for Directors

(i) To be eligible as a director a director must be a representative of a property or business subject to, and not in default of, the assessment under the Ordinances adopted by the City of Long Beach. For the purpose of this paragraph only, a representative shall be any Board member or officer of a Corporation (or the equivalent of any other legal entity), a general partner, a sole proprietor, or any employee designated as representative or agent thereof.

Section 8.5: Members of the Board of Directors

Representation on the Board shall consist of the following:

- a. One member from each of the following categories:
 1. DPIA Marketing Areas consisting of the East Village, North Pine, Pine Avenue, Waterfront, and the West Gateway who will serve for two years.
 2. PBID City-owned property.
- b. Four members from PBID Premium Service Area, who will serve for two year each.
- c. Four members from PBID Standard Service Area, who will serve for two years each.
- d. **Resident.** Downtown residents will have three voting members on the DLBA Board, one from the First Councilmanic District, one from the Second Councilmanic District, and one from the PBID. Residential stakeholders from the First and Second Council Districts are therefore required to be residents from their respective council districts and from within the larger of the two Assessment District boundaries. PBID stakeholder must be representative from the PBID. All three of the aforementioned residential representatives will be eligible to serve on the

Executive Committee or as an officer of the Board.

- e. **Four At-Large Seats**. Executive Committee shall present names to fill the At-Large seats for Board approval. At-Large appointees are required to be stakeholders from within the District boundaries, are entitled to vote and serve on the Executive Committee or as an officer and shall serve for two-year periods.
- f. **Advisors**. Advisors are appointed by the DLBA Board to serve two-year terms. Advisors shall not be entitled to vote, nor to serve as officers or on the Executive Committee. The following shall be represented on the Board of Directors as Advisors:
- First Councilmanic District
 - Second Councilmanic District
 - California State University, Long Beach
 - Downtown Representative (within the boundaries of the largest of the two Districts)
 - A maximum of five (5) Advisors selected by the Executive Committee and approved by the Board.
- g. **City Representative**. The City of Long Beach will have one voting member on the DLBA Board. The City Manager or their designee will represent the City and assume this Board seat as well as a seat on the Executive Committee. The City representative shall be ineligible to serve as an officer of the Board.
- h. **Honorary**. Honorary Directors are appointed by the DLBA Board based on their historical contributions to the Downtown community and DLBA Board. Honorary Directors are appointed by the DLBA Board to indefinite terms and have all rights and privileges of appointed Advisors. Honorary Directors shall not be entitled to vote, nor to serve as officers on the Executive Committee.

- i. **Past Chair Seventh Year Seat:** This year is provided to a current Chair who has termed out after serving 3 two-year terms and is granted a seventh year to complete his term as Past-Chair.

Section 8.6: Board Action

- A. **Quorum:** The presence in person of a majority of directors entitled to vote at any meeting of the Board of Directors shall constitute a quorum for the transaction of business, except to consider financial matters or to adjourn as provided in this Section below. Every act or decision taken by a majority of directors present and voting at a meeting, duly held at which a quorum was present, shall be regarded as an act of the Board of Directors.
- B. **Adjournment:** A majority of the directors present may adjourn any meeting to another time and place as long as that action complies with the Brown Act.

Section 8.7: Executive and Administrative Committees

The Executive Committee of the Corporation shall consist of up to nine members: the officers (Chairperson, Chair-Elect, Secretary, Treasurer), the Immediate Past Chairperson of the Corporation, the City representative, and up to three additional members. All Board members are eligible to serve on the Executive Committee. The City representative is ineligible to serve as an Officer.

Executive Committee meetings are called and presided over by the Chairperson with direction and concurrence from a majority of the Board of Directors. The Executive Committee shall have the authority on behalf of the Board of Directors to act on any matter involving the corporation, if in the discretion of the Executive Committee the urgency of the issue requires action before the next Board of Directors meeting. Such

action shall align with other discussions of the Board of Directors. Such action shall be reported to the Board at the next meeting.

The Executive Committee and/or Board of Directors shall vote and subsequently approve the Chairperson of all Programming Committees, in addition to all members of the Finance Committee, Audit Committee and Governance Committee. Programming Committee members shall be approved by the Governance Committee.

If any Executive Committee Director misses three consecutive regular Executive Committee meetings or misses one third of the regularly scheduled meetings in a one-year period, the Board may declare that member's seat vacant. The Board vote may be conducted by slate vote. In the case of extenuating circumstances, special consideration may be considered by the Board.

The Finance Committee shall consist of up to nine members and be chaired by the Treasurer of the Board of Directors.

The Audit Committee shall consist of up to five members and not more than 40 percent (40%) of its membership may come from the Finance Committee. The committee Chairperson may not be a member of the Finance Committee.

Section 8.8: Programming Committees

- A. The Chairperson shall be empowered to create such Committees or Task Forces (hereafter referred to as Committees) as may be deemed necessary for the conduct of the affairs of the Corporation, subject to the approval of the Board of Directors.
- B. It shall be the function of the Committee to investigate and make recommendations. No Committee shall have the power to commit the Corporation on any matter of general policy, contractual obligations, or funding decisions other than previously identified and approved by the Board of

Directors. It is the intent of this section to provide that Committees shall have the authority to decide matters of interest to such Committees only and to recommend to the Board of Directors for decision of all policy matters.

- C. Meetings of the Committees may be called any time by the Board of Directors, Chairperson or by the Chairperson of such Committees.
- D. The Chairperson of the Committee must be a current Board member of the Corporation, in good standing, and shall be selected and appointed by the DLBA Chairperson and approved by the Executive Committee.
- E. Committee Chairperson and staff shall conduct interviews of nominees for the Committee and report recommendations to the Governance Committee for approval. In consideration of nominees, priority should be given to stakeholder representation of the Corporation's marketing and service areas.
- F. Chairperson and Committee members shall be appointed for one-year term(s). Committees are not to exceed nine voting members. Committee positions are at will and are eligible for review at any time. All terms expire at the end of the fiscal year. Programming Committees are but not limited to: Marketing & Special Events, Public Realm, Public Safety, and Economic Development.
- G. If any Committee member misses three consecutive regular meetings or misses one third of the regularly scheduled meetings in a one-year period, the Committee Chairperson may declare that member's seat vacant. In the case of extenuating circumstances, special consideration may be taken by the Committee Chairperson.

Section 8.9: Association Management

Upon recommendation from the Executive Committee, the DLBA Board of Directors may appoint or terminate an Executive Director or President/CEO and Staff or contract with an Organization to conduct and perform the administrative and management responsibilities of the DLBA as assigned and approved by the DLBA Board of Directors. The President and CEO's responsibilities will include: the conduct of official DLBA business; preservation of documents; official communications; maintenance of financial records and accounts; preparation and presentation to the Board of financial statements; accurate record of Board of Director meetings and Committee meetings; supervision, management and review of all personnel assigned to DLBA functions; development and implementation of programs and projects; and such other complementary duties as may be required by the Board of Directors to meet the DLBA obligations to membership. The Executive Committee shall be responsible for evaluating the performance of the President and CEO on an annual basis.

The person(s) or organization appointed may bind the DLBA contractually and legally within the parameters of the Plan of Work and Budget presented to and approved by the Board of Directors each year. The authority of this person(s) or organization is defined by that which is invested in them by full consent of the Board of Directors.

ARTICLE 9: VOTING RIGHTS AND ASSOCIATION ACTION

Section 9.1: Eligibility to Vote

Subject to the California Nonprofit Mutual Benefit Corporation Law, all Members

in good standing shall be entitled to vote at any meeting of the Corporation.

Section 9.2: Manner of Voting

Voting may be by voice or by slate, except that any election of directors must be by slate.

Section 9.3: Number of Votes

Each member in good standing may cast one vote on each matter submitted to a vote of the members, except for the election of directors.

Section 9.4: Chairperson and Secretary of Meeting

The Chairperson of the Board, or in the absence thereof, the Chair-Elect, shall call the meeting of the Corporation to order and shall act as Chair of the meeting. In the absence of both the Chairperson and the Chair-Elect, the Members shall appoint a Chair for the meeting. The Secretary of the Corporation, if one is elected, shall act as Secretary of all meetings of the Corporation, but in the absence of the Secretary at any meeting of the Corporation, the presiding officer shall appoint any person to act as such Secretary of the meeting.

ARTICLE 10: MEETINGS

Section 10.1: Special Meetings

Special meetings of the Stakeholders of this Corporation may be called by the Board of Directors when deemed necessary.

Section 10.2 Special Meetings

Regular Meetings of the Board of Directors of the Corporation shall be held every other month as set by the Board of Directors, and at any place designated by the Board of Directors near or within the Assessment District. A special meeting of the Board of Directors, for any purpose or purposes whatsoever, may be called by the President, the Chairperson of the Board or by any five directors.

Section 10.3: Notice of Meetings: Members

Notice shall be given in accordance with the Brown Act.

Section 10.4: 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 or any transfer agent of the Corporation, and if so executed, shall be filed and maintained in the Corporation's minute book.

Section 10.5: Notice of Special Meeting: Board of Directors

Notice of special meetings of the Board of Directors shall include the purpose, time and place for the special meeting, and shall be delivered personally, by phone, email or fax to each director. Notice shall be delivered at least twenty-four hours prior to the time of holding the meeting. Public notification of special meetings must comply with the Brown Act.

Section 10.6: Public Attendance and Participation at Board Meeting

An agenda item indicating Public Comments will appear on each agenda. When that item is called, the Chair will ask if anyone in the public has comments on one or more non-agenda items and will recognize those who do. The Chair shall allocate a time limit for each speaker during public comments. During discussion of regular agenda items, the Chair may allow members of the public to speak on each item at his or her discretion and may limit the amount of time each speaker is allowed. The Chair may, at their discretion, allow public comments on items not on the agenda; however, no action may be taken by the Board on that subject at that time. Members

of the public must obey the Board's parliamentary procedures. Disruptive behavior shall not be tolerated.

ARTICLE 11: ANNUAL ELECTION

Section 11.1: Nominations/Elections

By February 28 in an election year, the Chairperson shall appoint a Nominating/Election Committee, subject to the approval of the Board of Directors. The members shall be members of the Board of Directors and shall either not be eligible for election to the Board or shall agree not to stand for election to the Board.

Section 11.2: Term of Office

Board members shall be elected for two-year terms for a maximum of three consecutive terms (six years), upon which time a minimum one-year break from the Board service must be observed before re-joining the Board in the manner described in the Election Procedures (Appendix I). The Chairperson, the Chair-Elect, and the Immediate Past Chairperson shall have their Board terms extended so that they can serve out their respective terms of office on the Board. Newly elected Board members assume their responsibilities the first day of the corporation's new fiscal year, October 1.

Section 11.3: Election Procedures (Appendix I)

DLBA Staff shall keep or cause to be kept the Election Procedures at the principal office or such other place as the Board may direct. Should it be necessary, the Board may vote to change the Election Procedures, provided any amendments, deletions, or additions affecting elections for Directors and Officers are approved by February 28 in an election year.

Section 11.4 Removal of Directors

- A. **Absences.** If any director misses two consecutive regular Board meetings, or misses one third of the regularly scheduled meetings in a one-year period, the Board may declare that member's seat vacant. The Board vote may be conducted by slate vote. In the case of extenuating circumstances, special consideration may be considered by the Board.
- B. **Vacancies.** Any vacancy which may occur on the Board shall be filled by the Executive Committee from the category so vacated. The candidate(s) named to fill the vacancy shall be sent to the Board of Directors within thirty days of being advised of the vacancy. The Board of Directors shall approve or deny the recommendation.
- C. Directors may disqualify themselves from membership on the Board of Directors by failure to complete all forms and disclosures as required by law.
- D. No reduction of the authorized number of directors shall have the effect of removing any director before the director's term of office expires.
- E. Directors may be removed as a consequence of violating the Code of Ethics and Conduct consistent with the manner described in the Code.

ARTICLE 12: OFFICERS

Section 12.1: Officers of the Corporation

The principal officers of the Corporation shall be a Chairperson of the Board, Chair-Elect, Treasurer, and Secretary. The Chairperson, Chair-Elect, Immediate Past Chair, Secretary and Treasurer shall serve for one year.

Section 12.2: Election of Officers (Appendix I, Article 5)

The officers of this Corporation shall be chosen in accordance with the Election Procedures (Appendix I) and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.

Section 12.3: Removal of Officers

Any officer may be removed, with or without cause, by a majority of the voting directors at that time in office, at any regular or special meeting of the Board.

Section 12.4: Resignation of Officers

Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the Corporation under any contract to which the officer is a party.

Section 12.5: Vacancies in Office

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 normal appointments to that office, provided, however, that vacancies need not be filled on an annual basis.

Section 12.6: Responsibilities of Officers

- A. **Chairperson of the Board**: The Chairperson of the Board shall serve in that position for one year and be subject to the control and supervision of the Board. The Chairperson generally shall preside over meetings and supervise the activities and affairs of the Corporation. The Chairperson may enter into discussions and vote at meetings. The Chairperson shall have such other powers and duties as may be prescribed by the Board or these Bylaws.
- B. **Chair-Elect of the Board**: The Chair-Elect shall serve in that position for one year and shall become the Chairperson of Board after the Chair completes the term or for some other reason is no longer able to serve. Chair-Elect of the Board shall in the absence or disability of the Chairperson perform his or her duties. The Chair-Elect shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the Bylaws. The Chair-Elect shall serve as the Chair of the Governance Committee.
- C. **Secretary**: The Secretary shall serve in that position for one year and keep or cause to be kept at the principal office or such other place as the Board may direct, a book of minutes of all meetings and actions of the Board and of committees of the Board. The Secretary shall also keep, or cause to be kept, at the Corporation's principal office in the State of California, a copy of the Articles of Incorporation and Bylaws, as amended to date.
- D. **Treasurer**: The Treasurer shall serve in that position for one year and perform the duties of a corporate treasurer as required by law. The Treasurer shall serve as the Chair of the Finance Committee.

(a) **Books of Account:** The Treasurer of the Corporation shall review, or cause to be maintained, adequate and correct books and accounts for the properties and transactions of the Corporation. The books of account shall be open to inspection by any Director or person appointed by the Board of Directors at all reasonable times.

(b) **Deposit and Disbursement of Money and Valuables:** The Treasurer shall review and approve all disbursements of funds of the Corporation as may be ordered by the Board, shall review all deposits of money and other valuables in the name and to the credit of the Corporation as may be designated by the Board and shall have other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(c) **General Fund:** All receipts of funds from the City of Long Beach pursuant to Ordinances C-5106 and C-5145 shall be paid into the general fund and shall be disbursed as authorized by the DLBA Board of Directors for operation, management and promoting activities of the Association.

(d) **Reserve Fund:** The Association Management with approval of the Board of Directors is hereby authorized to transfer as directed receipts from all revenues plus any surplus at the end of the fiscal year to the reserve fund.

(e) **Disbursements:** All disbursements shall be made by check or online banking, signed by the Chairperson, Chair-Elect, Treasurer, Secretary, or by any two of the above officers; or counter-signed by the Executive Director or President/CEO, or their designee. All disbursements must include at least one of the aforementioned officers' signature or authorization.

(f) **Sufficient Funds:** No expenditure shall be authorized unless there are sufficient funds on hand or available for the purpose of said expenditure.

ARTICLE 13: BUDGET

A. At least thirty (30) days before the end of the fiscal year, or when required by the City of Long Beach, the Corporation Management and the Executive Committee shall prepare a budget of anticipated revenues and expenditures for the ensuing fiscal year as directed by the Board of Directors and submitted to the Board of Directors for review and adoption.

B. All expenditures during the year shall be made within the framework of the respective budgets, unless authorization is given by the Board of Directors to expend a higher amount than provided in the budget. Any expenditure for nonbudgeted items cannot be committed until first being approved by the Board of Directors. Any program and project expenditures greater than \$100,000 must be approved by the Board of Directors or Executive Committee.

C. The DLBA shall make every effort to purchase products and services from Long Beach based businesses. It will not be deemed a conflict of interest if those Long Beach based businesses are also members of the DLBA Board or Association. The DLBA Board is required to issue a Request for Proposals (RFP) for contracted products or services valued at more than \$100,000 per year, per project, and bids from at least three vendors shall be required. Staff will make best efforts to acquire competitive bids on remaining projects estimated between \$25,000 - \$99,999. Interested bidders cannot vote on the contract award.

ARTICLE 14: FISCAL YEAR

This fiscal year of the Association shall be from October 1 to September 30.

ARTICLE 15: SEAL

The Seal of the Association shall be circular in form and shall have inscribed thereon the name of this corporation and the state and date of its incorporation.

ARTICLE 16: CORPORATION RECORDS

Section 16.1: Maintenance and Inspection of Bylaws

The Corporation shall keep at its principal office, or if there is no principal office, at a place designated by the Board of Directors from time to time, the original or a copy of the Bylaws amended to date. Upon written request of any Member, the Chairperson or Secretary shall furnish to such Member, at the Member's expense, a copy of the Bylaws as amended to date.

Section 16.2: Corporation Records

The Corporation shall keep at its principal office, or if there is no principal office, at a place designated by the Board of Directors from time to time, the original or a copy of the minutes of all Board of Directors meetings, Committee meetings, and Corporation meetings to date. Upon written request of any Member, the Chairperson or Secretary shall make available to such Member, within a reasonable time, the minutes requested for inspection at a place within the Assessment Area designated by the Chairperson or Secretary.

Section 16.3: Financial Records

The Corporation shall keep at its principal office, or if there is no principal office, at a place designated by the Board of Directors from time to time, the original or a copy of all financial records of the Corporation to date. Upon written request of any Member, the Chairperson or Secretary shall make available to such Member, within a reasonable time, the financial records requested for inspection at a place within the Assessment Area designated by the Chairperson or Secretary.

ARTICLE 17: GENERAL ORGANIZATION MATTERS

Section 17.1: Checks, Drafts and Evidence of Indebtedness

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

Section 17.2: Corporation Contracts and Instruments: How Executed

The Board of Directors, except as may otherwise be provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of, and on behalf of, the Corporation. Such authority may be general or confined to specific instances. Unless so authorized or ratified by the Board of Directors or within the agency power of any officer, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or pledge its credit or to render it liable for any purpose or to any amount.

ARTICLE 18: AMENDMENTS TO BYLAWS

New Bylaws may be adopted, or these Bylaws may be amended or repealed, by a two-thirds majority vote at any properly noticed meeting of the Corporation by the Members entitled to vote who attend that meeting.

ARTICLE 19: INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS

The Corporation may, at its option and to the maximum extent permitted by California law, indemnify each of its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding arising by reason of the fact that such person is or was an agent of the Corporation.

ARTICLE 20: OTHER PROVISIONS

Section 20.1: Parliamentary Authority

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, municipal codes, state and federal statutes, and any special rules adopted by this Corporation.

CERTIFICATE

The undersigned, Secretary of Downtown Long Beach Alliance, a California corporation, hereby certifies that attached hereto is a true copy of the Bylaws of said Corporation duly adopted on January 1, 2013, by said Corporation's Board of Directors and said Bylaws are still in effect.

Allison Kripp, Secretary

Date