

BYLAWS OF
HILLCREST BUSINESS IMPROVEMENT ASSOCIATION, INCORPORATED

ARTICLE I

Purposes

Section 1. Purposes. The purposes for which this corporation is formed are those set forth in the Articles of Incorporation. All activities shall be non-partisan, non-sectarian, non-discriminatory against any person by reason of race, creed, color, sex or national origin and shall not further the election of any candidate for political office.

ARTICLE II

Offices

Section 1. Principal Offices. The principal office for the transaction of business of this corporation is hereby fixed and located in the County of San Diego at such place as may from time to time be designated by the Board of Directors.

ARTICLE III

Membership

Section 1. Eligibility. The members of the corporation shall be:

(a) Those persons (including corporations and other associations) paying business improvement district charges assessed by the City of San Diego and can demonstrate that they are actively conducting business within the boundaries of the Hillcrest Parking and Business Improvement District.

(b) Owners of commercial property within the boundaries of the Hillcrest Parking and Business Improvement District who become members by paying dues as specified under Section 2(b) directly to the Hillcrest Business Improvement Association.

All members shall have the right to vote on all matters requiring a vote of the members of the corporation under the law, or the Articles of Incorporation, or these ByLaws; and shall be eligible for election to the Board of Directors.

Section 2. Dues.

(a) The Board of Directors shall from time to time establish dues or charges in accordance with the provisions of the Parking and Business Improvement Area Law of 1979 (State Assembly Bill 1693) following public hearing and approval by the San Diego City Council. All

businesses paying the Parking and Business Improvement Area charges collected by the City of San Diego will automatically be members and the charges paid will be their dues in full.

(b) Commercial property owners may become members by paying dues which are non-assessable by the City to the Association office. These dues shall be equal to the charge approved by the City Council for a Category A business in the Business Improvement District zone in which the member's property is located.

Section 3. Representation. Any member may, by written instrument, designate a representative with full power and standing to act for such member.

Section 4. Associate Membership. Residents of the Parking and Business Improvement Area may become associate members of the corporation, upon payment of a reasonable fee to be determined by the Board of Directors. These associate memberships shall be non-assessable by the City and shall not give any voting rights to such associate members.

Section 5. Resignations. Any member paying dues to the Association may resign his or her membership by sending a written resignation to the Association office.

Section 6. Termination. Any member paying dues to the Association in arrears for the payment of dues shall be so notified by the Secretary and, if the same are not paid within thirty (30) days thereafter, the name of such member so in arrears may, upon resolution of the Board of Directors, be dropped from the roll of membership.

Section 7. Expulsion. If any member paying dues to the Association shall at any time be deemed responsible for any act which is prejudicial to the corporation or to the purpose for which it is formed, it shall be notified to appear at a meeting of the Board of Directors to hear the complaint and determine the merits. Full opportunity shall be given to present its position. By a majority vote of the Directors at such meeting, such member may be expelled from membership in this corporation.

ARTICLE IV

Meeting of Members

Section 1. Annual Meetings. Annual meetings of the members of this corporation shall be held on the 2nd Tuesday of October of each year in San Diego, California, as may be designated by the Board in a notice of such meeting given at least thirty (30) days prior to such meeting. Three percent of the members in good standing, present or in person or by written or electronic proxy, shall constitute a quorum. If the quorum present in person or by proxy at a given meeting is less than one-third of the members in good standing, the only matters that can be acted upon at the meeting are those that were specified in the notice of the meeting.

Section 2. Special Meetings. Special meetings of the members of this corporation may be called at any time by the President, or shall be called by him or her upon written application of one hundred fifty (150) members. The object of such meetings shall be stated in the notice of such meeting, which shall be given at least one (1) week prior to such meeting, and shall designate also the time and place of such meeting. A majority of members in good standing, present in person or by written proxy, shall constitute a quorum and no business shall be transacted other than that stated in the notice of such meeting.

Section 3. Voting. There shall be no cumulative voting. Members may vote by written proxy. A majority of the members present in person or by written proxy shall be sufficient to decide the matter specially noticed.

ARTICLE V

Board of Directors

Section 1. Government. The affairs of the corporation shall be conducted by the Board of Directors.

Section 2. Number of Directors. The number of Directors shall be not less than fifteen or more than 21. The Board of Directors shall fix the exact number of Directors, within these limits.

Section 3. Quorum. A majority of the Directors in office at any time shall constitute a quorum for the transaction of business.

Section 4. Election and Term of Office.

Directors shall be elected by written ballot at the annual meeting of the corporation, and shall hold office for the succeeding two years. A term of office shall run from after election to two years thereafter.

A Nominating Committee of at least three (3) members will be appointed by the President, with the advice and consent of the Board of Directors. They will be charged to call for individuals to submit names, requesting consideration for election as members of the Board of Directors of this Association. The Nominating Committee will consider these applications and from them, will recommend a slate of candidates to be mailed to the Board and made public prior to the annual meeting. At the annual meeting, additional nominations may be made from the floor provided that the nominee so named has submitted in writing a statement indicating their interest in serving. Those eligible to vote may cast as many votes by written ballot as there are vacancies to be filled; provided, however, no one may cast more than one (1) vote for any candidate. A candidate must receive affirmative votes from a majority of eligible voters casting ballots to be elected. If all vacancies should not be filled, then successive ballots for the remaining vacancies will be held in a manner similar to the first balloting. A member may empower another to cast his or her vote by giving a written proxy. A member may only serve as proxy for one other

member during an election. A member may request a mail in ballot by writing and may use that ballot to vote in the first round of voting provided the ballot is received prior to the start of the election.

Section 5. Powers of the Board Directors. Subject to the powers of the members as provided by law or as herein set forth, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without limiting the generality of the foregoing, the Board of Directors shall have the following powers:

- (a) To select and remove all the other officers, agents, employees of the corporation, prescribe such powers and duties as the Articles of Incorporation or these Bylaws may require, and fix their compensation.
- (b) To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or these Bylaws, as they may deem best.
- (c) To change the principal office for the transaction of the business of the corporation from one location to another within the same city; to adopt, make and use a corporate seal and to alter the form thereof from time to time as in their judgment they may deem best, provided such seal at all times comply with the provisions of law.
- (d) To borrow money and incur indebtedness for the purpose of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefore; subject to the approval of the membership at a noticed meeting as provided in Article IV, Sections 1 and 2.
- (e) To appoint other Committees as the Board of Directors may deem necessary and proper, consisting of such persons, and having such power and authority, as shall be specified by the Board of Directors.

Section 6. Operating Procedures. The conduct not specifically stated herein, of the Board, the Officers and the members shall be prescribed by the Statement of Operating Procedures adopted by the Board from time to time.

Section 7. Vacancies. Any vacancy or vacancies in the Board of Directors resulting from death, incapacity, resignation, removal, or otherwise, shall be filled by the remaining Board then in office. The term of the new member will expire when the term of the vacated member was to have expired. The election to fill a vacancy must be held no later than the third meeting following the determination of a vacancy. The nominating Committee will present a slate of candidates compiled from the remainder of its previously called for roster used at the immediate

past election. The election procedure will follow Article V, Section 5; provided, however, that only the Directors shall vote.

Section 8. Place of Meeting. Meetings of the Board of Directors shall be held at any place within the Hillcrest Parking and Business Improvement District area which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, meetings shall be held at the principal office of the corporation. Special meetings of the Board may be held either at a place so designated or at the principal office.

Section 9. Organizing Meeting. At the next regular meeting following the annual meeting of members, the Board of Directors shall set aside time for the purpose of organization, election of officers and the transaction of other business. All meetings shall be duly noticed. In accordance with the Ralph M. Brown Act, notice of meetings shall be posted in a publicly-accessible location at least seventy-two (72) hours prior to the meeting. The posted notice shall include the date, time, and location of the meeting, and the nature of the business to be transacted. Only items on the posted notice may be considered at the meeting.

Section 10. Special Meetings. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or any five (5) Directors.

Written notice of the time and place of special meetings shall be delivered personally to each Director or sent to each Director by mail or by other form of written communication, charges prepaid, addressed to them at their address as it is shown upon the records of the corporation, or if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held. Such notice should be mailed at least seventy-two (72) hours prior to the time of the holding of the meeting. In lieu of written notice of meetings referred to, the Secretary or other officers may telephone each member of the Board of Directors at least seventy-two (72) hours prior to the time of holding said meeting. Notice shall also be posted, in accordance with the Ralph M. Brown Act, in a publicly accessible location at least twenty-four (24) hours prior to the meeting. The posted notice shall include the date, time, and location of the special meeting, and the nature of the business to be transacted. Only items on the posted notice may be considered at the meeting.

Section 11. Adjournment. In the absence of a quorum at any meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting from time to time until the time fixed for the next meeting of the Board. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned.

Section 12. Compensation. The Directors shall receive no compensation for their services as such.

Section 13. Vote of Directors. Each Director may cast one vote on any question or proposition to be voted on at a meeting. Votes may not be cast by proxy except for election of Directors.

Section 14. Rules and Regulations. The Board of Directors shall have power to make such reasonable rules and regulations not inconsistent with these Bylaws or Council Policy 600-24 of the City of San Diego as it deems necessary for the conduct of its business.

Section 15. Public Meetings. All meetings shall be public except those devoted to litigation or personnel. The public shall be informed in advance of all public meetings through the local newspaper and/or other appropriate means. Notice of meetings shall be provided in accordance with the provisions of the Ralph M. Brown Act, and proceedings for meetings and notice thereof shall be subject to any amendments of the Ralph M. Brown Act.

ARTICLE VI

Officers

Section 1. Officers. The officers of this corporation shall be a President, Vice President, Secretary, and Treasurer, and such other officers as the Board of Directors may appoint.

Section 2. Election. The Board of Directors shall elect all officers of the corporation for terms of one year, or until other successors are elected and qualified.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors.

Section 4. President. Subject to the control of the Board of Directors, the President shall have general supervision, direction and control of the business and affairs of the corporation. She/He shall preside at all meetings of the Members and Directors; and shall have other powers and duties as may be prescribed from time to time by the Board of Directors. He/She shall, each year, submit to the general membership a report on past year accomplishments and next year objectives.

Section 5. Vice President. In the absence or disability of the President, the Vice President shall perform all duties of the President, and in so acting shall have all the

powers of the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

Section 6. Secretary. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, and of the members, shall keep the seal of the corporation and affix the same to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping in the principal office of the corporation of the minute books of the corporation, which shall include a

copy of these Bylaws. She/He shall keep a record of attendance, notify the Directors when vacancies occur, and record how vacancies are filled. She/He shall be responsible for filing all financial reports which shall include but not be limited to all state and financial tax returns.

Section 7. Treasurer. The Treasurer shall be responsible for general supervision of the financial affairs of the corporation, make regular financial reports to the Board of Directors and to the regular members, and perform such other duties as may be prescribed by the Board of Directors.

ARTICLE VII

Miscellaneous

Section 1. Control of Funds. Funds of the corporation shall be paid out only on the checks of the corporation signed by any two of such persons as may be designated by the Board of Directors, one of whom must be either the President, Vice President, Secretary or Treasurer, who is a member of the Board of Directors.

Section 2. Members to Have no Personal, Proprietary or Beneficial Interest in the Property of the Corporation. No member shall have any personal, proprietary, or beneficial interest in the property of the corporation, either during its corporate existence or after the termination thereof or dissolution or otherwise; all its property and assets remaining after paying or adequately providing for the debts and obligation of the corporation shall be conveyed, transferred, and assigned to the City of San Diego with request that the excess funds be devoted to the benefit of the community of Hillcrest.

Section 3. Payments to Officers or Directors. No fees, salaries, compensation, reimbursements, or other sums shall be paid, directly or indirectly to any officer or Director of the corporation except upon prior vote of a majority of the Board of Directors other than the Director or Directors to whom such payment is to be made.

Section 4. Family Relationships. No two individuals who are related by marriage, domestic partnership, who live together, sibling relationship or parental relationship by serve as on Directors or Officers of the Corporation at the same time.

ARTICLE VIII

Special Procedures

Section 1. All Committee meetings shall be open to the public save for matters of litigation or personnel as allowed by the Ralph M. Brown Act.

Section 2. A time will be set aside during each meeting for limited communication from the public. The President, with the concurrence of the Board of Directors will take appropriate action on each communication.

Section 3. The President shall take appropriate steps to insure that the public is informed in advance of meetings of the Board of Directors.

Section 4. These Bylaws may be amended or repealed, and new Bylaws adopted, upon a vote of 2/3 of the Board of Directors, and subsequent approval by three percent of the membership of the organization, at any regular meeting or special meeting where the notice of intent has been given at least seven (7) days.

CERTIFICATE OF SECRETARY

I, _____, certify as follows:

1. I am the duly elected and acting Secretary of Hillcrest Business Improvement Association Incorporated, a California Nonprofit Corporation;
2. That these Bylaws, consisting of 8 pages, inclusive, are the Bylaws of the corporation as adopted by the Board of Directors on _____, 2012;
3. That these Bylaws have not been amended or modified since that date.

_____, Secretary