

RESTATED BYLAWS OF  
EAST VILLAGE ASSOCIATION, INC.  
A CALIFORNIA PUBLIC BENEFIT CORPORATION

Adopted by East Village Association, Inc. Board on **May 16, 2022**

ARTICLE I  
OFFICES

Principal Office

Section 1.01 The principal office of the Corporation for the transaction of its business is located at 1202 Market Street, San Diego, CA 92101, County of San Diego, State of California. The East Village Assoc principal office must be located in the district

Change of Address

Section 1.02 The county of the Corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the County of San Diego. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

Other Offices

Section 1.03 The Corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the Board of Directors may, from time to time, designate.

ARTICLE 2  
PURPOSES

Objectives and Purposes

Section 2.01 The primary objectives and purposes of this Corporation shall be:

- (a) To support and provide community improvement within East Village.
- (b) To bring about the investment of private and public capital within East Village for public benefit and charitable purposes.
- (c) To bring about the increased provision of quality public improvements and educational, cultural, artistic, charitable, and social services within East Village and its surrounds for public benefit and charitable purposes.
- (d) To bring about the increased economic well-being of residents, employees, and businesses within East Village.
- (e) To promote business improvement within East Village through activities which contribute to the economic and community well-being of the neighborhood in particular and Downtown San Diego in general.

## ARTICLE 3 MEMBERS

### Classification

Section 3.01 This Corporation shall have two classes of members, regular members, and associate members. Regular members of the Corporation are those defined in Section 3.03 of these Bylaws and shall have equal voting and other rights. Associate members of the Corporation are those who are not otherwise eligible to be regular members of the Corporation but who, in the opinion of the Board of Directors warrant appointment as Associate members. The associate members shall pay the membership fee established by the Board of Directors for such person or business. Associate members shall be approved by the Board of Directors. Associate members shall have all the rights afforded to general members. No person shall hold more than one membership in the Corporation. Associate members will make up no more than thirty percent (30%) of the total board composition.

### Eligibility

Section 3.02 Any current business license holder within the East Village Business Improvement District as approved by ordinance by the San Diego City Council on July 21, 2009, is eligible to be a regular member of the Corporation with the exception of nonprofit public benefit Corporations, nonprofit religious organizations, individual taxicab business license holders, and certain qualified incubator business license holders located at San Diego City College.

### Qualification and Admission

Section 3.03 Any person eligible for membership under Section 3.02 is qualified for membership upon application in the form and manner prescribed by the Board and approval by the Board of Directors.

### FURNISHING EVIDENCE OF MEMBERSHIP.

Section 3.04 A person shall not be entitled to exercise the rights of a Member until such person has advised the secretary in writing that he or she is qualified to be a Member under Section 3.01, 3.02 and 3.03 above, and, if requested by the secretary, has provided the secretary with evidence of such qualification in the form of valid tax certificate or certificate of payment of assessment. Exercise of membership rights shall be further subject to the rules regarding record dates for notice, voting and actions by written ballot and eligibility for voting set forth in these bylaws. BID membership is established by the City of San Diego and limited by its rules.

### Annual Dues

Section 3.05 Regular members of the Corporation shall not pay annual dues to the Corporation except amounts as may be assessed by the East Village Business Improvement District. The annual dues payable to the Corporation by associate members will be in the amounts determined by the Board of Directors. Memberships are non-assessable.

### Number

Section 3.06 There shall be no limit on the number of members this Corporation may admit.

#### Transferability

Section 3.07 Neither membership in the Corporation nor any rights in the membership may be transferred or assigned for value or otherwise.

#### Inspection Rights

Section 3.08 Subject to the Corporation's right to set aside a demand for inspection pursuant to Corporations Code section 6331 and the authority of the court to limit inspection rights pursuant to Corporations Code section 6332, and unless the Corporation provides a reasonable alternative as permitted by Section 3.10, a member satisfying the qualification set forth may do either or both of the following:

- (1) Inspect and copy the record of all the members' names, addresses, and voting rights, at reasonable times, on five business days' prior written demand on the Corporation, which must state the purpose for which the inspection rights are requested: or
- (2) Obtain from the Secretary of the Corporation, on written demand and tender of a reasonable charge, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of the date of demand. The demand must state the purpose for which the list is requested. The membership list will be available on or before the later of 10 business days after the demand is received, or after the date specified in the demand as the date as of which the list is to be compiled.

#### Members Permitted to Exercise Rights of Inspection

Section 3.09 The rights of inspection set forth in these Bylaws may be exercised by the following:

- (1) Any member, for a purpose reasonably related to that person's interest as a member; and
- (2) The authorized number of members for a purpose reasonably related to the members' interest as members.

#### Alternative Method of Achieving Purpose

Section 3.10 The Corporation, within 10 business days after receiving a demand pursuant to these Bylaws, may deliver to the person or persons making the demand a written offer of an alternative method of achieving the purpose identified in the demand without providing access to or a copy of the membership list. An alternative method that reasonably and in a timely manner accomplishes the proper purpose set forth in a demand made pursuant to these Bylaws will be deemed reasonable, unless within a reasonable time after acceptance of the offer, the Corporation fails to affect the alternative method. Any rejection of the offer must be in writing and indicate the reasons the alternative proposed by the Corporation does not meet the proper purpose of the demand made pursuant to Section 3.08.

## Non-liability of Members

Section 3.11 A member of the Corporation is not personally liable, solely because of membership, for the debts, obligations, or liabilities of the Corporation.

## Termination of Membership – Causes

Section 3.12 The membership and all rights of membership automatically terminate on the occurrence of any of the following causes:

- (1) The voluntary resignation of a member.
- (2) When a membership is issued for a period of time, the expiration of that period.
- (3) The death of a member.
- (4) The dissolution of corporate, limited liability company, or partnership members.
- (5) The termination of all memberships or any class of members on the amendment of these bylaws permitting the termination, pursuant to Corporations Code section 5342; and
- (6) As to associate members the nonpayment of dues.
- (7) Upon the cessation of the membership business in the district including suspension or termination of San Diego City Business license as outlined in 3.02

## Effect of Termination

Section 3.13 Any and all rights of a member in the Corporation and in its property cease on the termination of membership. However, termination does not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees, or arising from contract or otherwise. The Corporation retains the right to enforce any obligation or obtain damages for its breach.

## ARTICLE 4 MEETINGS OF MEMBERS

### Place

Section 4.01 Meetings of members will be held at the principal office. If principal office is not available or appropriate, the Executive Committee will have the authority to select another location within the City of San Diego

### Regular Meetings

Section 4.02 The members will meet not less than annually for the purpose of transacting proper business as may come before the meeting, including the election of Directors for the terms as are fixed in these Bylaws. If the election of Directors does not occur at any meeting of the members or without a meeting by written ballot pursuant to these Bylaws, the Board will (or 5 percent of the regular members may) cause the election of Directors to be held at a special meeting of members called and held as soon as it is reasonably

possible after the adjournment of the regular meeting of the members.

### Special Meetings

Section 4.03 Special meetings of members will be called by the Board of Directors at the times and places within the State of California that may be ordered by resolution of the Board of Directors. Five percent or more of the regular members of the Corporation may call special meetings for any lawful purpose.

### Notice of Meetings

Section 4.04 Notice of all membership meetings shall be given at least 10 days prior to the date of the meeting by email, posted on website, and posted in location where the public can view notice. Members may request to receive notice by United States Mail.

If notice is given by mail or other means of written communication, the notice must be addressed to the member at the address appearing on the books of the Corporation or at the address given by the member to the Corporation for the purpose of notice. In the case of a specially called meeting of members, notice that a special meeting will be held at a time requested by the person or persons calling the meeting not less than 35 days nor more than 60 days after receipt of the written request from that person or persons by the Secretary of the Corporation will be sent to the members forthwith.

Notice of meetings may also be given by electronic transmission in accordance with Corporation Code sections 20 and 5511(b).

No meeting of members may be adjourned more than 45 days. If a meeting is adjourned to another time or place, and thereafter a new record date is fixed for notice or voting, a notice of the adjourned meeting will be given to each member of record who, on the record date for notice of the meeting, is entitled to vote at the meeting.

### Contents of Notice

Section 4.05 The notice will state the place, date, and time of the meeting. In the case of regular meetings, the notice will state those matters that the Board of Directors, at the time the notice is given, intends to present for action by the members. The notice of any meeting at which Directors are to be elected must include the names of all those who are nominees at the time the notice is given to the members.

### Waivers, Consents, and Approvals

Section 4.06 The transactions of any meeting of members, however called and noticed, and wherever held, are as valid as though had at a meeting duly held after regular call and notice, if a quorum is present, and if, either before or after the meeting, each of the persons entitled to vote but not present in person signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. All waivers, consents, and approvals will be included in the minutes of the meeting.

### Quorum

Section 4.07 A quorum at any meeting of members consists of 35 percent of the voting power, represented in person. For purposes of this Bylaw, "voting power" means the power to vote for the election of directors at the time any determination of voting power is made and does not include the right to vote on the happening of

some condition or event which has not yet occurred. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken other than adjournment, is approved by at least a majority of members required to constitute a quorum. In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the votes represented in person. However, no other business may be transacted except as provided in Section 4.05 of these Bylaws.

#### Record Date of Membership

Section 4.08 Each voting member in good standing at the time of the vote is entitled to one vote on each matter submitted to be voted on by the membership. No single vote can be split

#### Voting

Section 4.09 Each regular or associate member in good standing is a voting member entitled to vote on each matter submitted to a vote of the members. Voting shall be by voice vote unless the President or Chairperson designates that voting shall occur by ballot. No single vote may be split into fractional votes.

#### Cumulative Voting

Section 4.10 Cumulative voting is not authorized for the election of directors or for any other purpose.

#### Proxy Voting

Section 4.11 Members entitled to vote are not permitted to vote or act by proxy.

#### Action Without Meeting by Written Ballot

Section 4.12 Any action that may be taken at any regular or special meetings of members may be taken without a meeting. If an action is taken without a meeting, the Corporation must distribute a written ballot to every member entitled to vote on the matter. The ballot must state the proposed action, provide an opportunity to specify approval or disapproval of any proposal, and provide a reasonable time within which to return the ballot to the Corporation. Approval by written ballot is valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

#### Conduct of Meetings

Section 4.13 The President of the Corporation or, in his or her absence, any other person chosen by a majority of the voting members present in person or by proxy will be Chairman of and preside over the meetings of the members. The Secretary of the Corporation will act as the secretary of all meetings of members. However, in the Secretary's absence, the Chairman of the meetings of members will appoint another person to act as secretary of the meetings.

#### Inspectors of Election

Section 4.14 Before any meeting of the members or any action by written ballot, the Board may appoint

any persons other than candidates for office as inspectors of election to act at the meeting. If inspectors of election are not so appointed for any meeting, or if any person so appointed fails to appear or refuses to act, the presiding officer of the meeting shall appoint inspectors of election at the meeting. The number of inspectors will be either one or three. The inspectors of election must perform the following duties:

- (1) Determine the number of outstanding voting memberships, the voting power of each, and, when applicable, the number represented at the meeting, the existence of a quorum, and the authenticity, validity, and effect of proxies.
- (2) Receive votes, ballots, or consents.
- (3) Hear and determine all challenges and questions in any way arising in connection with the right to vote.

## ARTICLE 5 DIRECTORS

### Number and Term

Section 5.01 The Board shall have a minimum of nine (9) and a maximum of twenty-one (21) Directors and collectively they shall be known as the Board of Directors. The exact number of Directors shall be fixed from time-to-time by resolution of the Board of Directors. The number may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. The Directors shall serve for staggered two (2) year terms from the date of the Director's election and until the Director's successor is duly elected.

### Qualifications

Section 5.02 The Directors of the Corporation must be regular members or associate members of the Corporation in good standing who have attended at least three (3) meetings of the Corporation or served on an advisory committee for at least one (1) year. A majority of the Directors must also be regular members of the Corporation who are current business licenseholders. Once elected, Board members must serve on at least one advisory committee. Not more than one (1) director may represent a regular member.

### Nomination

Section 5.03 Each year the Board will appoint a Nominating Committee of at least three (3) Directors. The committee will be charged to call for individuals to submit names of Membership and/or Associate Membership, requesting consideration for election as members of the Board of Directors of this corporation. The Nominating Committee will consider these applications and from them, will recommend a slate of candidates to be mailed to the Board of Directors and made public each year.

### Election

Section 5.04 (a) The Directors will be elected at each annual meeting as prescribed by Section 4.02 of these Bylaws or by written ballot as authorized by Section 4.11 of these Bylaws.

(b) The candidates receiving the highest number of votes up to the number of Directors to be elected are elected. Directors are eligible for reelection, provided they continue to meet the qualifications required by these Bylaws, without limitation on the number of terms they may serve.

#### Compensation

Section 5.05 The Directors serve without compensation.

#### Meetings

Section 5.06 (a) Meetings of the Board may be called by the President, any Vice-President, the Secretary, or any two Directors.

#### Place of Meetings

(b) All meetings of the Board will be held at the principal office of the Corporation as specified in these Bylaws or as may be designated by resolution of the Board.

#### Regular Meetings

(c) Regular meetings of the Board will be held at the principal office of the Corporation immediately or as may be designated by resolution of the Board following each annual meeting of the members of the Corporation.

Notice of regular meetings shall be posted in a publicly accessible location, and on the corporation's website, if any, not less than seventy-two hours prior to the meeting. The notice shall contain the day, time, and location of the meeting, and the general nature of the business to be transacted, including opportunities for public comment on items both on and not on the agenda.

#### Special Meetings

(d) Special meetings of the Board may be called by the President, any Vice President, the Secretary, or any two Directors. Special meetings may be held on four days' notice by first-class mail, postage prepaid, or on 48 hour's notice delivered personally or by telephone, including a

voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means.

Notice of the special meeting need not be given to any Director who signs a waiver of notice or written consent to holding the meeting, or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice to that Director either before or at the commencement of the meeting. All waivers, consents, and approvals must be filed with the corporate records or made a part of the minutes of the meetings.

Notice of the special meeting shall also be posted in a publicly accessible location, and on the corporation's website, if any, not less than twenty-four hours prior to the meeting. The notice shall contain the day, time, and location of the meeting, and the general nature of the



business to be transacted, including opportunities for public comment on items both on and not on the agenda.

### Quorum

(e) A majority of the authorized number of Directors constitutes a quorum of the Board for the transaction of business, except as otherwise provided in these Bylaws.

### Transactions of Board

(f) Except as otherwise provided in the Articles, in these Bylaws, or by law, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board.

### Conduct of Meetings

(g) The President or, in his or her absence, any Director selected by the Directors then present will preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding officer will act as Secretary of the Board. Teleconferencing, as authorized by §54953 of the Ralph M. Brown Act, may be used for all purposes in connection with meetings. All votes taken during a teleconferenced meeting shall be by roll call. If teleconferencing is used, the Board shall post the agenda at all teleconference locations and conduct teleconference meetings in a manner that protects the statutory and constitutional rights of the parties or the public appearing before the Board. Each teleconference location shall be identified in the notice and agenda of the meeting, and each teleconference location shall be accessible to the public. During the teleconference, at least a quorum of the members of the Board shall participate from locations within the boundaries of the City of San Diego. The agenda shall provide an opportunity for members of the public to address the legislative body directly pursuant to §54954.3 at each teleconference location.

### Adjournment

(h) A majority of the Directors present at the meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of the adjournment to another time or place must be given before

the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

### Action without Meeting

Section 5.07 Action may not be taken by the Board of Directors without a meeting.

### Removal of Directors Removal for Cause

Section 5.08 (a) The Board may declare vacant the office of a Director on the occurrence of any of the following events:

- (1) The Director has been declared of unsound mind by a final order of court.

- (2) The Director has been convicted of a felony.
- (3) The Director has been found by a final order or judgment of any court to have breached duties imposed by Corporations Code Section 5230 et seq. on directors who perform functions with respect to assets held in charitable trust.
- (4) The Director has failed to attend three (3) consecutive meetings of the Board.

#### Removal without Cause

(b) Any or all of the Directors may be removed without cause if, where the Corporation has fewer than 50 members, removal is approved by a majority of all members entitled to vote pursuant to Corporations Code section 5033; or where the Corporation has more than 50 members, removal is approved by the members entitled to vote within the meaning of section 5034 of the Corporations Code. Any director who resigns shall not be eligible to serve on the Board of Directors until the end of the remainder of their elected two (2) year term.

#### Resignation Of Director

Section 5.09 Any Director may resign effective on giving written notice to the President, the Secretary, or the Board of Directors of the Corporation. The notice may specify a later time for the effectiveness of the resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

#### Vacancies In the Board

Section 5.10 (a) Vacancies on the board of Directors occur (1) on the death, resignation, or removal of any Director; (2) whenever the number of authorized Directors is increased; and (3) on the failure of the members in any election to elect the full number of authorized Directors.

#### Filling Vacancies by Directors

(b) Except as otherwise provided in these Bylaws and except for a vacancy created by the removal of a Director pursuant to Section 5.06, vacancies on the Board of Directors may be filled by approval of the Board of Directors, or, if the number of Directors, then in office is less than a quorum, by: (1) the unanimous written consent of the Directors then in office; (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice as provided in these Bylaws; or (3) a sole remaining Director.

#### Filling Vacancies by Members

(c) Vacancies created by removal of Directors may only be filled by the approval of the members entitled to vote within the meaning of Corporations Code section 5034. The member

entitled to vote may elect a Director at any time to fill any vacancy not filled by the Directors.

## ARTICLE 6 OFFICERS

### Number of Officers

Section 6.01 The officers of the Corporation shall be a President, a 1<sup>st</sup> Vice President, a 2<sup>nd</sup> Vice President, a Secretary, and a Treasurer. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President or Chairperson of the Board.

### Qualification, Election, and Term of Office

Section 6.02 Any Board member may serve as officer of this Corporation. Officers shall be elected by the Board of Directors, at any time, and each officer shall hold office for a staggered two (2) year term or until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. No officer may serve more than two (2) successive terms after which they are not eligible to serve in the same position for a period of one (1) year.

### Subordinate Officers

Section 6.03 The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

### Conduct

Section 6.04 Officers shall conduct themselves in a professional and respectful manner at all meetings and in fulfilling their duties. Any appearance on behalf of the Corporation before an elected or appointed body or in meetings with elected or appointed body members, shall be made by the President or Chairperson. In the absence of the President or Chairperson, the Board of Directors may specifically designate a representative.

### Removal and Resignation

Section 6.05 Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

## Vacancies

Section 6.06 Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of Chairperson and President, such vacancy may be filled temporarily by appointment by the Chairperson, or the President in the absence of a Chairperson until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the Board shall determine.

## Duties of President

Section 6.07 The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which the Board of Directors may prescribe from time to time. Unless another person is specifically appointed as Chairperson of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, or other instruments which may from time to time be authorized by the Board of Directors.

## Duties of Vice President

Section 6.08 In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President 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 on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, or by these Bylaws, or as may be prescribed by the Board of Directors.

## Duties of Secretary

Section 6.09 The Secretary shall:

- (a) Certify and keep at the principal office of the Corporation the original or a copy of these Bylaws as amended or otherwise altered to date.
- (b) Keep at the principal office of the Corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors, and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- (c) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- (d) Be custodian of the records and of the seal of the Corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or these Bylaws.

- (e) Keep at the principal office of the Corporation a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
- (f) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

#### Duties of Treasurer

Section 6.10 Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

- (a) Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors or delegate such responsibilities to staff.
- (b) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
- (c) Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
- (d) Keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.
- (e) Render to the President and Directors, whenever requested, an account of any or all his or her transactions as Treasurer and of the financial condition of the Corporation.
- (f) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- (g) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

### ARTICLE 7

#### EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

##### Execution of Instruments

Section 7.01 The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority

may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### Checks and Notes

Section 7.02 Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the President of the Corporation.

#### Deposits

Section 7.03 All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

#### Gifts

Section 7.04 The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

### ARTICLE 8 INDEMNIFICATION AND INSURANCE

#### Indemnification by Corporation of Directors, Officers, Employees and Other Agents

Section 8.01 To the extent that a person who is, or was, a Director, officer, employee or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

#### Insurance for Corporate Agents

Section 8.02 The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the

agent's status as such, whether the Corporation would have the power to indemnify the agent against such liability under the provisions of section 5238 of the California Nonprofit Public Benefit Corporation Law.

## ARTICLE 9 CORPORATE RECORDS, REPORTS, AND SEAL

### Maintenance of Corporate Records

Section 9.01 The Corporation shall keep at its principal office in the State of California:

- (a) Minutes of all meetings of Members, Directors, or committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (c) A record of its members, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership; and
- (d) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date.

### Corporate Seal

Section 9.02 The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

### Annual Report

Section 9.03 The Board may cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all Directors of the Corporation and, if this Corporation has members, to any member or delegate who requests it in writing, which report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;

- (d) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year; and
- (e) Any information required by Section 9.04.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

If this Corporation has members, then, if this Corporation receives twenty-five thousand dollars (\$25,000), or more, in gross revenues or receipts during the fiscal year, this Corporation shall automatically send the above annual report to all members, in such manner, at such time, and with such contents, including an accompanying report from independent accountants or certification of a corporate officer, as specified by the above provisions of this Section relating to the annual report.

#### Annual Statement of Specific Transactions to Members

Section 9.04 This Corporation shall mail, digital mail, or deliver to all Directors and all members a statement within one hundred and twenty (120) days after the close of its fiscal year which briefly describes the amount and circumstances of any indemnification or transaction of the following kind:

- (a) Any transaction in which the Corporation, or its parent or its subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:
  - (i) Any Director or officer of the Corporation, or its parent or subsidiary (a mere common directorship shall not be considered a material financial interest); or
  - (ii) Any holder of more than ten percent (10%) of the voting power of the Corporation, its parent or its subsidiary.

The above statement need only be provided with respect to a transaction during the previous fiscal year involving more than fifty thousand dollars (\$50,000) or which was one of a number of transactions with the same persons involving, in the aggregate, more than fifty thousand dollars (\$50,000). Similarly, the statement need only be provided with respect to indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the previous fiscal year to any director or officer, except that no such statement need be made if such indemnification was approved by the members pursuant to section 5238(e)(2) of the California Nonprofit Public Benefit Corporation Law.

Any statement required by this Section shall briefly describe the names of the interested persons involved in such transactions, stating each person's relationship to the Corporation, the nature of such person's interest in the transaction and, where practical, the amount of such interest, provided that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.



If this Corporation has any members and provides all members with an annual report according to the provisions of Section 9.03, then such annual report shall include the information required by this Section.

## ARTICLE 10 FISCAL YEAR

### Fiscal Year of The Corporation

Section 10.01 The fiscal year of the Corporation shall begin on July 1 and end on June 30 in each year.

## ARTICLE 11 AMENDMENT OF BYLAWS

### Amendment

Section 11.01 Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit Corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted as follows:

- (a) Subject to the power of members to change or repeal these Bylaws under Section 5150 of the Corporations Code, by approval of the Board of Directors unless the Bylaw amendment would materially and adversely affect the rights of members as to voting or transfer, provided, however, that a Bylaw specifying or changing the fixed number of directors of the Corporation, the maximum or minimum number of directors, or changing from a fixed to variable board or vice versa, may not be adopted, amended, or repealed except as provided in subparagraph (b) of this Section; or
- (b) By approval of the majority action of the sitting Board of Directors.

## ARTICLE 12 AMENDMENT OF ARTICLES

### Amendment of Articles before Admission of Members

Section 12.01 Before any members have been admitted to the Corporation, any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

### Amendment of Articles after Admission of Members

Section 12.02 After members have been admitted to the Corporation, amendment of the

Articles of Incorporation may be adopted by the approval of the Board of Directors and by the approval of the members of this Corporation.

ARTICLE 13  
PROHIBITION AGAINST SHARING  
CORPORATE PROFITS AND ASSETS

Section 13.01 No member, Director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provide that such compensation is otherwise permitted by these Bylaws and is fixed by the resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of , and shall not receive, any of the corporate assets on dissolution of the Corporation, whether voluntarily or involuntarily, the assts of the Corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of the Corporation and not otherwise.

ARTICLE 14  
CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES

Section 14.01 The purpose of this conflict of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 14.02 Definitions

**Interested Person.** Any Director, principal Officer, member of a committee with governing Board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

**Financial Interest.** A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (a) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- (b) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

#### Section 14.03 Conflict Avoidance

- (a) **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with governing Board delegated powers considering the proposed transaction or arrangement.
- (b) **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
- (c) **Procedures for Addressing the Conflict of Interest.** An interested person may make a presentation at the governing Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

The chairperson of the governing Board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the governing Board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing Board or committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

- (d) **Violations of the Conflicts of Interest Policy.** If the governing Board or committee has reasonable cause to believe a Director or committee member has failed to disclose actual or possible conflicts of interest, it shall inform the individual of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### Section 14.04 Records of Board, and Board Committee meetings

The minutes of meetings of the governing Board and all committees with Board delegated powers shall contain:

- (a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or committee's decision as to whether a conflict of interest in fact existed.
- (b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### Section 14.05 Compensation Approval Process

A voting member of the governing Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

No voting member of the governing Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

When approving compensation for Directors, Officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the conflict-of-interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the Board or a duly constituted compensation committee of the Board shall also comply with the following additional requirements and procedures:

- (a) the terms of compensation shall be approved by the Board prior to the first payment of compensation.
- (b) all members of the Board who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each Board member or committee member approving a compensation arrangement between this organization and a "disqualified person" (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations.

CERTIFICATE OF SECRETARY OF  
EAST VILLAGE ASSOCIATION, INC.  
A California Public Benefit Corporation

I hereby certify that I am the duly elected and acting Secretary of this Corporation and that the foregoing Restated Bylaws, comprising eighteen (18) pages, constitute the Bylaws of this Corporation as duly adopted at a meeting of the Board of Directors held on \_\_\_\_\_ 2022.

Dated: \_\_\_\_\_, 2022

\_\_\_\_\_

Name: \_\_\_\_\_, Secretary