Little Italy Association of San Diego – Organization Committee
Friday, September 2, 2022 at 9:30am
In-Person: Little Italy Association's Conference Room (2210 Columbia Street)
Zoom Virtual Meeting: https://us02web.zoom.us/j/6192333898
or call 1-669-900-6833 / Meeting ID: 619 233 3898 / Password: 3898

1. **Zoom Meeting Protocol & Introductions / Steve Galasso, President**
   All participants will be put on mute during the topic presentation and then the moderator will unmute the microphones to take comments/feedback. Please keep comments directed to the topic being discussed.
2. **Continuing Virtual Meetings Pursuant to AB 361** — *Action Item* — P. 3
   Find and determine that a state of emergency remains in effect at the state level, and that as a result of the emergency, meeting in person would present imminent risks to the health or safety of attendees.
3. **Next Meeting: _____**
4. **Non-Agenda: Public Comment & Announcements**
5. **Review of July 25, 2022 Minutes** — *Action Item* — P. 4-5
6. **Convivio**
   i. **Trash Pick-Up for a Monthly Fee** — *Action Item*
   ii. **Board Ticket Buy Requirement for Gianni Russo Event** — *Action Item*
   iii. **Amici House Improvements – Update**
   iv. **Overall Discussion About Convivio**
7. **Approval of Amici Park Contract Wording** — *Action Item* — P. 6
8. **Our Lady of the Rosary Centennial Request for Support** — *Action Item* — P. 7
9. **Columbus Day Promotion & Activation** — *Action Item* — P. 8-10
10. **FY23 Get-or-Give** — P. 11
11. **Monthly District Walk-Throughs** — P. 12
12. **Italian Flags – Update**
13. **Casino di Piazza – Update** — P. 13-19
14. **Little Italy State of the Neighborhood – Update** — P. 20-22
15. **Annual Bylaws Review – Next Meeting** — P. 23-48
16. **Chief Executive Administrator Report**
17. **Old Business – Add or Remove Items** — *Action Item*
18. **Adjournment** — *Action Item*

LITTLE ITALY ASSOCIATION OF SAN DIEGO

2210 Columbia Street ▪ San Diego, CA 92101 ▪ Phone: 619-233-3898 ▪ Fax: 619-233-4866
Email: mail@littleitalysd.com ▪ Website: www.littleitalysd.com
Facebook: Little Italy San Diego ▪ Twitter / Instagram: @LittleItalySD ▪ #LittleItalySD

Old Business

It is the practice of the LIA to formally request that an item under Old Business be pulled from the Agenda and placed on a future Agenda for Discussion and/or Action.

1. Amici Park Redesign
2. Piazzas & Quasi-Public/Public Spaces

BROWN ACT. Government Code 54950 (The Brown Act) requires that a brief description of each item to be transacted or discussed be posted at least 72-hours prior to a regular meeting. The Corporation posts all Board and Committee agendas at 2210 Columbia Street, San Diego, CA 92101 and on the LIA website. Action may not be taken on items not identified as such and posted on the agenda. Meeting facilities may be accessible to persons with disabilities. If you require special assistance to participate in the meeting, notify Chris Gomez at 619-233-3898 or via email at chris@littleitalysd.com at least 48-hours prior to the meeting. **VIRTUAL MEETING / COVID-19.** Due to precautions associated with COVID-19 and following current state law (AB 361) regarding the Brown Act, all LIA Board and Committee meetings, until further notice, will be held by teleconference only. Members of the public can listen and participate in meetings over the phone and through the internet.

AB 361 Overview
9/30/2021

On September 16, 2021, AB 361 was adopted on an urgency basis (AB 361, section 9) meaning it has immediate effect. Shortly thereafter, Governor Newsome issued an executive order delaying implementation until October 1. After October 1 and through January 1, 2024 (when the bill sunsets), bodies subject to the Brown Act can continue to meet electronically (without the need to allow the pubic to participate from a physical location) after making specific findings and subject to added requirements.

Findings

A body subject to the Brown Act may continue to meet virtually when:

1) it is meeting during a proclaimed state of emergency AND
2) either: state or local officials have imposed or recommended measures to promote social distancing OR the body is meeting to determine or has determined by majority vote, whether as a result of the emergency, meeting in person would present imminent risks to the health or safety of attendees.

Thereafter, at least every 30 days the body must make the following findings by majority vote:

(A) The legislative body has reconsidered the circumstances of the state of emergency.
(B) Any of the following circumstances exist:
(i) The state of emergency continues to directly impact the ability of the members to meet safely in person.
(ii) State or local officials continue to impose or recommend measures to promote social distancing

Additional Requirements

In addition to requirements established under the Governor's Executive Orders, public entities that continue to meet virtually must also:

- Allow real-time public comment; may not require public comments to be submitted in advance.
- Allow people to register (get in line) to give public comment during the entire public comment period for a given item.
- Suspend any action in the event of a service interruption. If there is a disruption (within the agency's control) that prevents broadcast of the meeting or prevents the public from providing comments, the body may not take actions until service is restored or those actions may be challenged.

Little Italy Association of San Diego – Organization Committee
Monday, July 25, 2022, at 9:30am
In-Person: Little Italy Association's Conference Room (2210 Columbia Street)
Zoom Virtual Meeting https://us02web.zoom.us/j/81021630978
or call 1-669-900-6833 /Meeting ID:810 2163 0978/ Password: 3898

PRESENT Steve Galasso, Danny Moceri, Lou Palestini, Luke Vinci

GUEST Jeri Keiller, Jack Pecoraro, David Roger

STAFF Marco Li Mandri, Chris Gomez, Dianne Serna De Leon, Dominic Li Mandri

MINUTES

ITEM	DISCUSSION	ACTION TAKEN
1. Zoom Meeting Instructions & Introductions Steve Galasso	The meeting was called to order by Chris Gomez at 9:00 a.m. Chris went over the Zoom meeting protocol.	No Action Taken
2. Continuing Virtual Meetings Pursuant to AB 361	2. Chris shared that the Board and Committee need to ratify a vote during each meeting that states that they will continue to meet via Zoom until the Board and Committee are comfortable with resuming in-person meetings.	2. Danny Moceri moved to accept the vote to continue meeting via Zoom. Steve Galasso seconded the motion. Unanimously approved.
3. Next Meeting	3. Next Meeting will take place on Friday, September 2, 2022, at 9:00am	3. No action taken
4. Non-Agenda: Public Comments & Announcements	4. Danny Moceri shared that the waterline on Date St. has been capped. Chris shared that the city was able to repair the leak. Chris added that the meter has been transferred over to LIA. The transfer was supposed to be done back in 2015. Prior to the transfer, SDUSD was paying the invoices. LIA is now receiving the invoices that total $30,000.	4. No action taken
5. Review of Org Minutes from June 24,	5. The minutes from June 24, 2022, were reviewed.	5. Danny Moceri moved to approve the minutes. Steve

2022		Galasso seconded the motion. Unanimously approved.
6. Annual Bylaws Review - Next Meeting	6. Chris stated that the minutes will be sent to the officers in advance.	6. No action taken
7. San Diego Rescue Mission Unhoused Citizens Program – Update	7. Chris shared the pie chart that the San Diego Rescue Mission provided on page 7, which shows the interaction they had trying to provide connective services to the unhoused citizens.	7. No action taken
8. Union Street Driveway Use & Access by Pizza Oven & Book Vendor	8. Chris reiterated that the Union Street Driveway is not to be used without prior authorization. LIA is liable for any issues that occur within that area.	8. No action taken
9. Closed Session a. New City America, Inc.'s FY22 Performance Review	9. CLOSED SESSION: COMMITTEE MEMBERS AND STAFF TO GO INTO CLOSED SESSION TO CONDUCT FY22 PERFORMANCE REVIEW OF MANAGEMENT TEAM. GENERAL PUBLIC WILL BE EXCUSED FOR THE DURATION OF CLOSED SESSION. ANY DECISIONS MADE WILL BE REPORTED ONCE CLOSED SESSION HAS ENDED.	9. The Officers did NCA's Review and is issue recommendation to the Finance Committee to consider supplemental compensation/bonus for NCA's work in FY22.
10. Reopen Meeting	REOPEN MEETING & REPORT TO PUBLIC: Chris reopened the meeting.	10. No action taken
13. Chief Executive Administrator Report	13. No Update	13. No action taken
14. Old Business-Add or Remove Items	14. Nothing to report	14. No action taken
15. Adjournment	15. Meeting Adjourned	15. No action taken

Minutes taken by Dianne T. Serna De Leon, Staff

From: Marco Li Mandri
To: Brian Thompson - Personal; STEVEN GALASSO; Luke Vinci; Jeri Keiller; Christopher M. Gomez; Danny Moceri
Cc: Louis Palestini
Subject: FW: Amici Park
Date: Tuesday, August 23, 2022 10:54:39 AM

See below, this should resolve the issue we have about payment to the City if the contract between the school district and LIA is terminated.

I will not be at the next Board meeting, but Bryan could you present this to the Board as an action item once we have had it approved by Finance?

Thanks

Marco

From: Schoenfisch, Brian <BSchoenfisch@sandiego.gov>
Sent: Monday, August 22, 2022 4:25 PM
To: Marco Li Mandri <marco@newcityamerica.com>
Subject: RE: Amici Park

Marco,
We've had several internal discussions relating to clause #5 and based on those conversations we have come up with some modified language that I would like to go over with you. The language was modified to make it so that if it is the Developer (Little Italy Association) that initiates termination of the lease with the School District, then this provision does apply, however, if it is the School District that initiates termination, then this provision does not apply. Please see the revised draft language below and let me know if you would like to discuss further?

> Reimbursement to City. Developer will reimburse City should Developer terminate its 66-year lease with the San Diego Unified School District within 20 years of the execution of this Agreement. If the Developer terminates its 66-year lease with the San Diego Unified School District before the end of that 20-year period, Developer will reimburse the City $150,000 for each full year remaining in that 20-year period. This reimbursement is based on an expected 20-year lifespan of the Project. Developer is not responsible for reimbursing City for an amount greater than the total amount of DIF the City used to compensate Developer. This provision shall not apply should the San Diego Unified School District initiate the termination of the lease with the Developer.

Thank you,
Brian

Brian Schoenfisch
Deputy Director, Urban Division
City of San Diego
Development Services Department
1222 First Avenue, Third Floor

Christopher M. Gomez

From: Luke Vinci <luke.vinci@gsmiweb.com>
Sent: Wednesday, August 24, 2022 8:04 PM
To: josephcrsp@olrsd.org; Christopher M. Gomez; Thompson, Bryan
Cc: Marco Li Mandri
Subject: Request for OLR 100 year anniversary

LIA Org,
Please put on the Org Agenda.

On behalf of Fr. Joe and OLR we are requesting a donation from the Little Italy association via in-kind services.
OLR will be celebrating her 100 year anniversary on August 19th 2023.

While we have not formalized all plans we are considering a triduum of festivities.

- August 17th, Celebration Mass with Bishop at OLR
- August 18th, free concert at Piazza della Famigila (Italian themes)
- August 19th, Street Party in front of OLR
  Food, Band, Casino & Dancing for ALL ages 5:00 – 11:59

OLR seeks the support of the Little Italy Association for:

1. Street closures, permitting and all involved with securing it barricades etc…
2. Access to India Street or Piazza polls for banner(s)
3. BID equipment request
4. Stage set up, and tear down in Piazza and for the party event
5. Cleaning up trash and disposing of waste at event during and after event

Thanks

Luke Vinci
MVP Media Network
O 888.409.4418
F 619.923.3542
Luke.Vinci@gsmiweb.com

Gmail Christopher Gomez <cmgomez79@gmail.com>

Fwd: Sunday Supper: The Escape from the Andrea Doria

1 message

Louis Palestini <loupalestini42@gmail.com> Mon, Aug 15, 2022 at 8:52 AM
To: "Christopher Gomez (Little Italy Association)" <cmgomez79@gmail.com>

Christopher
Please put this question on the ORG agenda.
Thanks
L

---------- Forwarded message ---------
From: **Louis Palestini** <loupalestini42@gmail.com>
Date: Sun, Aug 14, 2022 at 1:50 PM
Subject: Fwd: Sunday Supper: The Escape from the Andrea Doria
To: Steve Galasso <scoozza@aol.com>, Daniel Moceri <dvmsr1950@gmail.com>, Bryan Thompson <ebthompson3@gmail.com>, Luke Vinci <Luke.Vinci@gsmiweb.com>

Check out the article named "Don't scapegoat Columbus" .

Question:
Last year I ordered a large Columbus Banner - of which Steve had in his place for a short while.
I guess it created alot of attention.
I was thinking - how about we put the large Christopher Columbus banner up in the Piazza della Famiglia on Columbus Day (Monday, Oct. 10, 2022) for a few hours or longer. I thought that maybe Tom Cesarini could check up at UCSD to find us an authority on the explorer Christopher Columbus who could answer questions about the explorer should there be any. With the banner I received flyers featuring Columbus' many accomplishments. We can hand then out -

Your thoughts?
L

---------- Forwarded message ---------
From: **ISDA** <info@orderisda.org>
Date: Sun, Aug 14, 2022 at 8:07 AM
Subject: Sunday Supper: The Escape from the Andrea Doria
To: <loupalestini42@gmail.com>

Italian Sons and Daughters of America

Sunday Supper

Your Weekly Serving of All Things Italian

The Night I Survived the Andrea Doria Shipwreck

The true and harrowing story from ISDA member Pierette Domenica Simpson.

Read full story »

Chilled Sgroppino

Prosecco, vodka, sherbet, lemon, perfection.

Read on »

Don't Scapegoat Columbus

It's time to reset the narrative.

Read on »

ISDA FINANCIAL LIFE

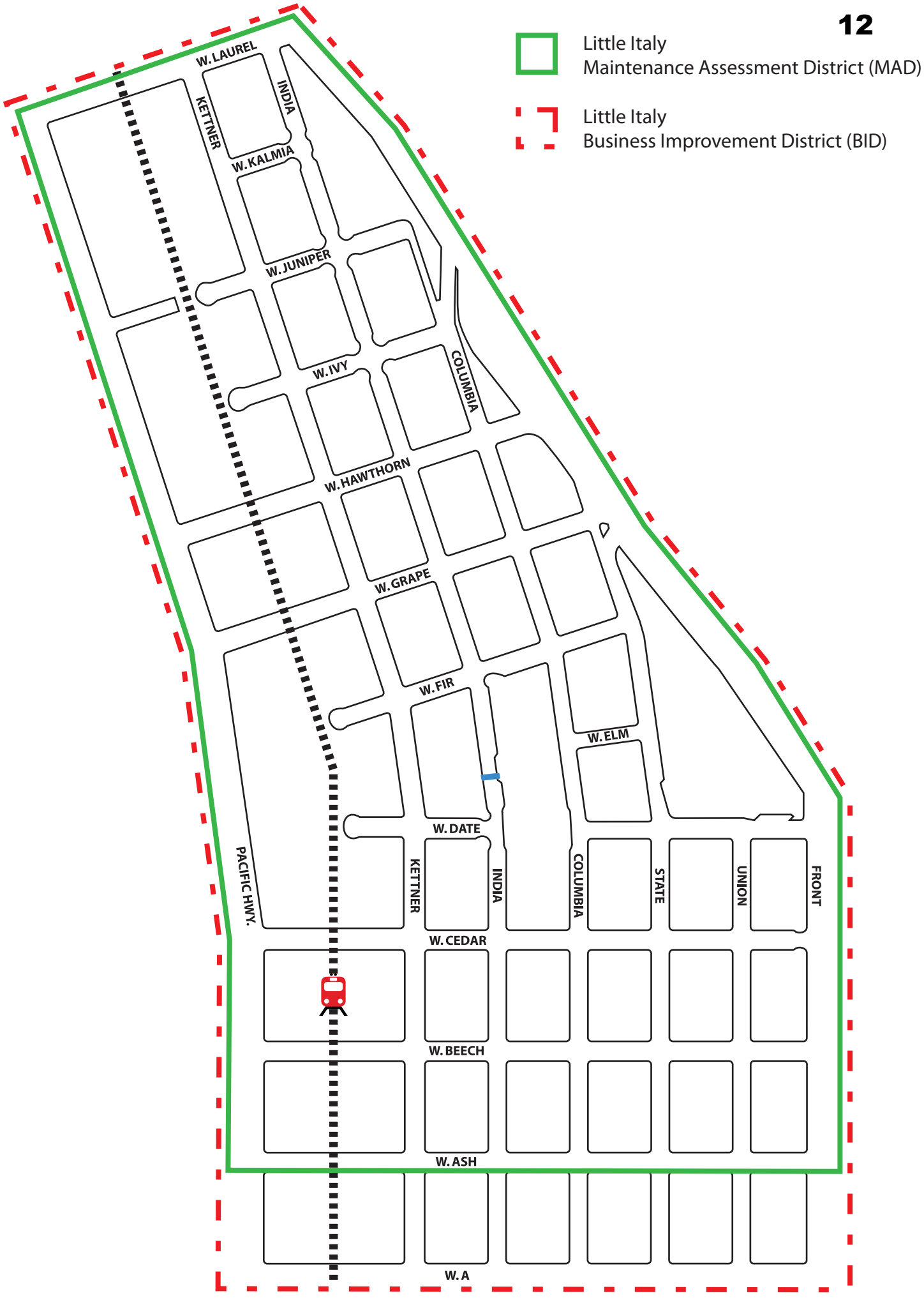
Italian
Sons and Daughters
of America

Little Italy Board of Directors Get-or-Give & Staff Fundraising Summary
Term: 2022-2023

GOALS MET

**FY23 RMNG does not carry-forward (C/F) into the next fiscal year.*

LAST NAME	FIRST NAME	FY22 C/F	JUL'22	AUG. '22	SEP. '22	OCT. '22	NOV. '22	DEC. '22	JAN. '23	FEB. '23	MAR. '23	APR. '23	MAY '23	JUN. '23	FY23 + C/F	GorG REQ	FY23 RMNG*	FY24 C/F	
Galasso	Steven	$1,340													$1,340	$1,500	-$160	-$1,500	
Moceri	Danny	$8,500													$8,500	$1,500	$7,000	-$1,500	
Palestini	Lou	$20													$20	$1,500	-$1,480	-$1,500	
Thompson	Bryan														$0	$1,500	-$1,500	-$1,500	
Vinci	Luke			$330											$330	$1,500	-$1,170	-$1,170	Aug. Casino & State Tix
Blum	Ryan	$50													$50	$1,500	-$1,450	-$1,500	
Brunetto	Domenic														$0	$1,500	-$1,500	-$1,500	
Busalacchi	Joey	$390													$390	$1,500	-$1,110	-$1,500	
Casemero	Annette	$100													$100	$1,500	-$1,400	-$1,500	
Cordileone	Joe														$0	$1,500	-$1,500	-$1,500	
DeSpenza	Jim	$50		$330											$380	$1,500	-$1,120	-$1,170	Aug. Casino & State Tix
Gustafson	Rich														$0	$1,500	-$1,500	-$1,500	
Ioele	Pasquale	$250													$250	$1,500	-$1,250	-$1,500	
Keiller	Jeri	$120		$825											$945	$1,500	-$555	-$675	Aug. Casino & State Tix
Marcus	Jocelyn														$0	$1,500	-$1,500	-$1,500	
Newton	Davis	$3,500													$3,500	$1,500	$2,000	-$1,500	
Núñez	Juan														$0	$1,500	-$1,500	-$1,500	
Pecoraro	Jack														$0	$1,500	-$1,500	-$1,500	
Scrivner	Lee														$0	$1,500	-$1,500	-$1,500	
Strauss Casey	Diana														$0	$1,500	-$1,500	-$1,500	
Tabigue	Father Joseph														$0	$1,500	-$1,500	-$1,500	
White	Catt														$0	$1,500	-$1,500	-$1,500	
Zolezzi	Tom	$3,500													$3,500	$1,500	$2,000	-$1,500	
		$17,820	**$0**	**$1,485**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$0**	**$1,485**	$34,500			


Little Italy
Maintenance Assessment District (MAD)
Little Italy
Business Improvement District (BID)
W. LAUREL
KETTNER
INDIA
W. KALMIA
W. JUNIPER
W. IVY
COLUMBIA
W. HAWTHORN
W. GRAPE
W. FIR
W. ELM
W. DATE
PACIFIC HWY.
KETTNER
INDIA
COLUMBIA
STATE
UNION
FRONT
W. CEDAR
W. BEECH
W. ASH
W. A

Casino di Piazza

Date:	Friday, September 16,2022
Time:	7:00pm-11:00pm
Location:	Piazza della Famiglia
Head Count:	300
Admission/Initial Buy-In:	$65-$125
Additonal Buy-In ($250 Value):	$50
Drink Tickets (Each):	$5

INCOME

Presenting Sponsor				
Event Sponsors				
Table Sponsors				
VIP Ticket Sales	100	$125	$12,500	Admission, Access to Vici Lounge, $250 Casino Chips, 4 Drink Tickets, and Light Hors D'oeuvres
General Ticket Sales	200	$65	$13,000	Admission, $250 Casino Chips, 1 Drink Ticket, and Light Hors D'oeuvres
Day-Of General Ticket Sales		$75	$0	
Additional Casino Chips Buy-In		$50	$0	
Additional Cocktail Ticket(s)		$5	$0	
Total			$25,500	

EXPENSE

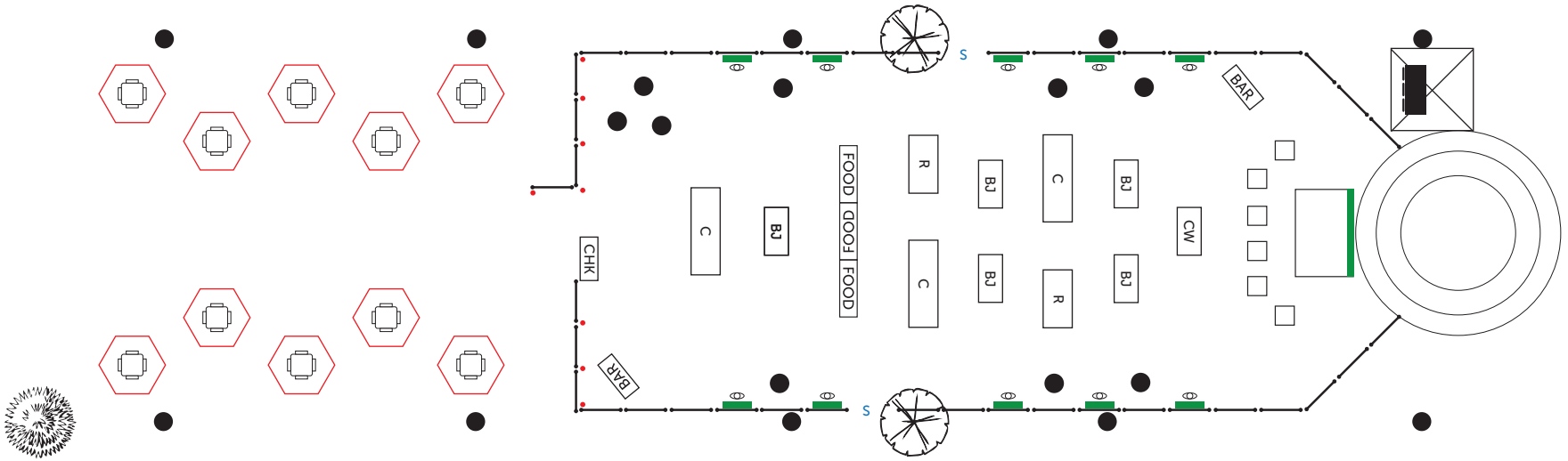
Category	**Vendor(s)**	**Cost**	**Items/Rentals**
Casino, Decor & Services	City of San Diego	$250	Casino Permit
	Black Tie	$4,800	12 Casino Tables: 6 Blackjack, 2 Roulette, 3 Craps, 1 Casino War (Dealers/Event Manager)
	ProCal Lighting	$0	Upligting & Event Lighting
	Overstock	$2,473	13 Green Walls (Topiary Panels)
	Home Depot		13 Green Walls (Wood)
	Amazon	$226	12 LED Color Change Lights
	Category6LED	$850	6.5' LED Sign (Casino di Piazza Logo)
	BID Alliance	$0	12 Belly Bars
	Little Italy Association	$0	6 Piazza Table & Chair Sets
	ALSCO	$0	6 Square White Linens
	Olive Creative Strategies	$500	PR Support
	4 Diamond Events	$420	2 Security Gaurds (6:30pm-11:30pm)
Enterintainment	Raphael Bautista	$600	7:00pm-8:30pm
	Stephanie Wright	$650	8:45pm-10:15pm
Food & Beverage	Grain & Grit	$6,908	Hors D'oeuvres, 6 Beverage Servers & 1 Portable Bar
	Chef Giselle Aguirre	$2,650	Charcutterie Tables with Risers (2 x 8' Tables General & 1 x 6' Tabel VIP)
	TBD		Small Bites
Photography/Promotion	Paul Nestor	$500	Event Photography
	T's & Signs	$770	75 Posters, 165 Invitation & 10 Lifesize Roman Statue Cut-Outs
Total		**$21,597**	

NET **$3,903**

Notes:
Cigar Lounge (Princess Pub)

Entertainment:
https://www.raphaelbatista.net/
http://stephaniejwright.com/

CASINO DI
Piazza



Piazza della Famiglia
Friday, September 16, 2022
Event: 7:00pm-11:00pm
Security: 6:30pm-11:30pm

ACRYLIC COLOR	SCREEN PRINT	LED COLOR
CLEAR	801C 7406C	285C BLUE LED

16

PROJECT
CASINO DI PIAZZA.CAD

DIMENSIONS
76″ X 64″

LED COLOR
285C BLUE

ACRYLIC COLOR
CLEAR

SCREEN PRINT
WHITE BLACK

17

PROJECT
CASINO DI PIAZZA.CAD

DIMENSIONS

76″ X 64″

LED COLOR

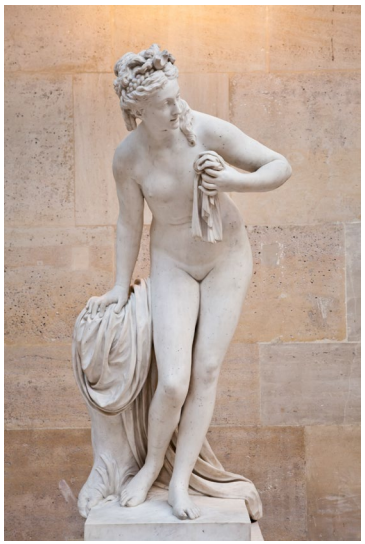
285C BLUE

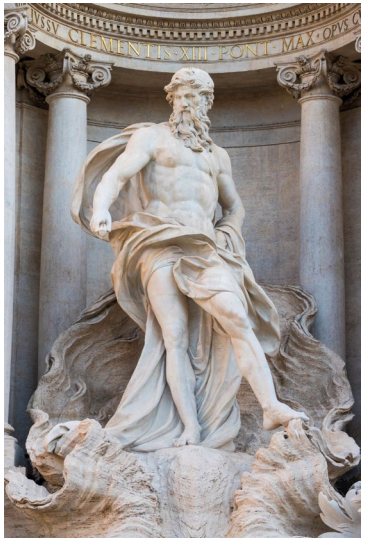
ACRYLIC COLOR

CLEAR

SREENPRINT

WHITE BLACK




CLEMENTIS XIII PONT MAX OPVS

Little Italy State of the Neighborhood

Date:	Thursday, September 22, 2022
Time:	6:00pm-8:00pm
Location:	Piazza della Famiglia
Head Count:	120
Admission/Initial Buy-In:	$50

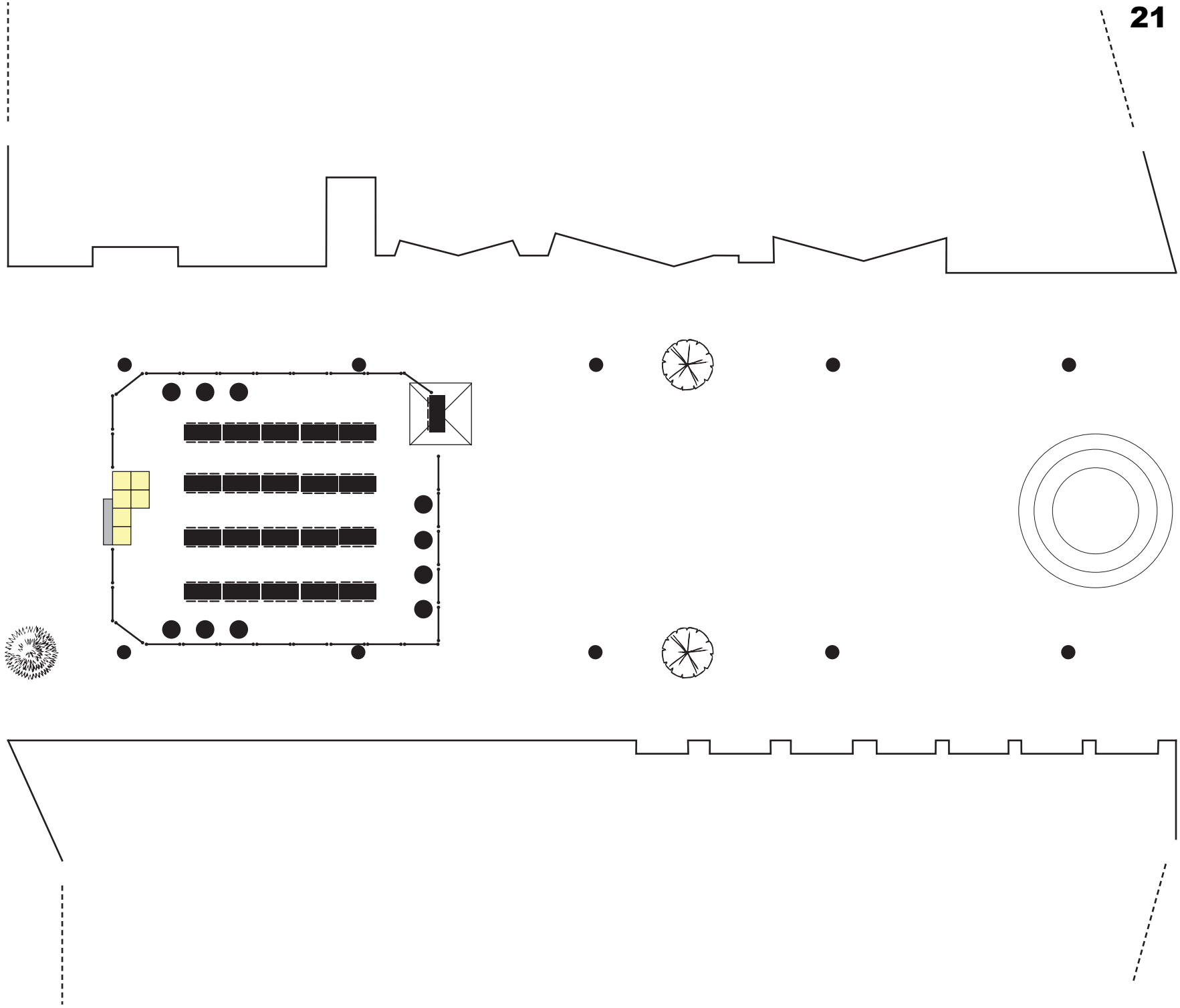
INCOME

Presenting Sponsor				
Event Sponsors	Kilroy		$4,000	
VIP Ticket Sales	120	$50	$6,000	Admission to VIP Seating, Entrée, Glass of Wine, and Dessert
Total			$10,000	

EXPENSE

Category	**Vendor(s)**	**Cost**	**Items/Rentals**
Décor, Rental, & Services	Innovative Presentations	$4,722	Audio & Visual
	International Houses	$24	Flags: USA, Italian, California
	BID Alliance	$0	20 Tables, 10 Belly Bars, 120 Chairs
	ALSCO	$0	6 Square White Linens
Enterintainment	*TBD*	$125	5:30pm-7:00pm
Food & Beverage	Grain & Grit Collective	$4,064	Food, Dessert, & Wine
Total		**$8,935**	

NET	**$1,065**



by sam the cooking guy

graze

BANQUET EVENT ORDER

Event: State of the Neighborhood @ The Piazza
Account: Little Italy Association of San Diego
Contact: Christopher Gomez
Phone: 619-233-3898
Email: chris@littleitalysd.com
Address:
Event Planner: Maura Salgado
Phone/Email: 619-254-8910 / events@ourggc.com

Date: Thursday, September 22, 2022
Time: 4:00 PM - 7:00 PM
Location: Piazza della Famiglia
Event Type: Reception
Guests: 120
GTD Guests: 0
Room Rental:
F&B Minimum:

SPECIAL INSTRUCTIONS

FOOD

Qty.		Price	Total
120	**Entrée Combo:** Includes entree, dessert, and glass of wine **Entree Choose 2:** - Mozzarella & burrata bar, eggplant caponata, heirloom tomato salad, house-made pesto, roasted beet salad, sourdough, crackers - Short rib lasagne, braised short ribs, ricotta cheese, mozzarella, spinach - Wild mushroom rigatoni, truffle butter, wild mushrooms, parmesan cheese **Dessert - Choose 2** - Individual tiramisu, mascarpone, lady fingers, espresso, cocoa powder - Chocolate mousse, orange scented cream - Lavender & honey panna cotta, seasonal berries, local honey	$25.00	$3,000.00

BEVERAGES

OTHER ITEMS

BILLING

		Total
Food		$3,000.00
Subtotal		$3,000.00
Sales Tax	7.75%	$283.65
Service Fee	22.0%	$660.00
Administration Fee	4.0%	$120.00
Grand Total		$4,063.65
Deposit Due	Unpaid	$2,031.83
Estimated Amount Due		**$4,063.65**
Price Per Person		$0.00

Electronic Signature

No signature on file

RESTATED BYLAWS OF THE
LITTLE ITALY ASSOCIATION OF SAN DIEGO
Amended October 5, 2021

A CALIFORNIA PUBLIC BENEFIT CORPORATION

ARTICLE 1
OFFICES

SECTION 1. PRINCIPAL OFFICE
The principal office of the Corporation for the transaction of its business is located in San Diego County, California and the Little Italy community, as defined by the map attached as "Exhibit A" and incorporated in these Bylaws by reference.

SECTION 2. CHANGE OF ADDRESS
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.

SECTION 3. OTHER OFFICES
The Corporation may also have offices at such other places, within the County of San Diego, 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

SECTION 1. OBJECTIVES AND PURPOSES
The primary objectives and purposes of this Corporation shall be:

A) To bring about the revitalization of the Little Italy community and its surrounds.

B) To bring about the investment of private and public capital within the Little Italy community and its surrounds 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 Little Italy community and its surrounds for public benefit and charitable purposes.

D) To bring about the increased economic well being of residents, employees, and businesses within the Little Italy community and its surrounds.

E) To promote improvement within the Little Italy community through activities which contribute to the economic and neighborhood well being of the Little Italy community.

ARTICLE 3
MEMBERSHIP

SECTION 1. NO MEMBERS

This Corporation shall have no members, as that term is defined in section 5056 of the California Nonprofit Corporation Law. Unless otherwise provided herein or in the California Nonprofit Public Benefit Corporation Law, any action which would otherwise require approval by a majority of all members shall require only approval of the Board of Directors. All rights which would otherwise vest in the members shall vest in the board of Directors. Nothing in these Bylaws shall be construed as limiting the right of the Corporation to refer to persons associated with it, who participate in any activities of the Corporation, as "members" even though such persons are not members, as defined in section 5056 of the California Corporations Code. Such persons shall be deemed to be associated persons with respect to the Corporation as that term is defined in section 5332 of the California Nonprofit Public Benefit Corporation Law, and no such reference shall constitute anyone a member of this Corporation.

ARTICLE 4
ELECTION OF DIRECTORS

SECTION 1. NOMINATION AND ELECTION

Not less than forty-five (45) days before the date set forth for the annual meeting of the Directors, the President, shall request that the Board appoint at least three (3) members as the Nominating Committee which shall include the President and at least two of the Directors exclusive of the Officers of the Corporation, to solicit nominees for consideration and election as Directors. The names so proposed shall be presented to the Board of Directors at its annual meeting; any Director may, at such meeting, nominate any other qualified person(s) as candidates for such office. The Nominees which have been deemed to be qualified, consistent with Article 4, Section 2, shall be presented to the Board for consideration of appointment to the Board at its Annual elections meeting. The Board shall vote to accept all or some of the nominees based upon the seats allocated consistent with Article V, Section 1 (a) in the bylaws.

SECTION 2. QUALIFICATION

A) Members of the Little Italy community shall be eligible for nomination to the Board of Directors based upon active participation with the Corporation including its committees, task forces or otherwise for a period of not less than six (6) months, and support for the policies, goals of the Corporation. In addition, nominees shall only be eligible for election to those positions for which they qualify as a property owner, current business license certificate holder, residential tenant or community-at-large member under Article 4, Section 2 (B);

B) Eligibility shall be determined by:

1. full payment of assessments into the Little Italy Maintenance Assessment District for the previous and current fiscal years that such assessments were due; or

2. full payment of assessments into the Little Italy Business Improvement District for the previous and current fiscal years that such assessments were due; or

3. residential tenants living within the boundaries of the Little Italy Maintenance Assessment District; (a tenant is one who rents and occupies property and is called the "lessee". Or the person whose name is on the lease and is the guarantor of the lease); or

4. a community member that the Board deems important and whose appointment shall allow the Corporation to fulfill its goals as a public benefit Corporation.

ARTICLE 5
DIRECTORS

SECTION 1. NUMBER AND TERM

The Corporation shall have a minimum of nine (9) or a maximum of thirty-five (35) 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. Subject to the foregoing provisions for changing the number of Directors, the following seats shall be allocated to the Board of Directors based upon financial contribution of stakeholder group to the overall operation of the Association. The breakdown of Board seats shall be as follows:

A) At least fifty-one percent (51%) of the seats on the Board of Directors within a specific year, shall be filled by property owners or representative of property owners, who have fully paid into the current fiscal year of the Little Italy Maintenance Assessment District. The minimum threshold of fifty-one percent (51%) is only applicable during the annual nominations process.

B) The balance of seats shall be filled by business license certificate holders, residential tenants, or community-at-large members. Business license certificate holders must have paid fully paid into the current fiscal year of the Little Italy Business Improvement District. Business owner Directors shall be elected in accordance with Article 4, Sections 1 and 2 for staggered two (2) year terms beginning on the date of election to replace those Directors whose terms are then expiring. Community-at-large members and residential tenants shall be elected annually.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law, and any limitations in the Articles of Incorporation and Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted, and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

It shall be the duty of the Directors to:

A) Perform any-and-all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this Corporation, or by these Bylaws.

B) Appoint and remove, employ and discharge, and, except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all Officers, agents and employees of the Corporation.

C) Supervise all Officers, agents and employees of the Corporation to assure that their duties are performed properly.

D) Meet at such times and places as required by these Bylaws as outlined in Section 6 of this Article.

E) Register their addresses and numbers with the Secretary of the Corporation and notices of meetings mailed, emailed, sent via facsimile, or delivered in person to them at such addresses shall be valid notices thereof.

F) Serve on at least one committee or task force and regularly attend meetings of same.

G) Directors are required to attend Board meetings. Missed attendance due to excused or unexcused absences will be governed by Section 16 of this Article.

SECTION 4. COMPENSATION

Directors shall serve without compensation but are permitted to be compensated for expenditures that have been preapproved by the Finance Committee. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the Corporation in any capacity other than Director unless such other compensation is reasonable and is allowable under the provisions of Section 10 of this Article 6.

SECTION 5. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section, "interested persons" means either:

A) Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time Officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director. In any and all cases, a Board member who also happens to be an “interested person” shall not move, second or vote on any contract in which they have a financial interest or

B) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

SECTION 6. PLACE OF MEETINGS

Meetings shall be held at the location selected at the previous meeting, unless otherwise provided by the Board or at such place within or without the State of California which has been designated from time-to-time by resolution of the Board of Directors. Any meeting, regular or special, may be held by conference telephone, video conference or similar communications methods, so as long as all Directors participating in such meeting can hear one another.

SECTION 7. REGULAR AND ANNUAL MEETINGS

A) Regular meetings of Directors shall be held on the first Tuesday of each month at 8:30 a.m., unless such day falls on or immediately after a legal holiday, in which event the regular meeting shall be held at the same hour and place on the following Tuesday or second Tuesday of the month. The Board has the authority to alter the time and place of the monthly meetings upon majority vote provided notification of such change is made to the Little Italy community. The Board should strive to have its annual meeting held between Labor Day and Thanksgiving each year.

B) If this Corporation makes no provision for members, then, at the annual meeting of Directors, Directors shall be elected by the Board of Directors in accordance with this section. Cumulative voting by Directors for the election of Directors shall not be permitted.

SECTION 8. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by 50% or more of the Officers of the Corporation including the President, the Vice President(s), the Secretary(ies), and Treasurer(s) or by any five (5) Directors, and such meetings shall be held at the place, within the City of San Diego , designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation.

SECTION 9. NOTICE OF MEETINGS

Regular meetings of the Board may be held with appropriate notice consistent with the Ralph M. Brown Act. Special meetings of the Board shall be held upon three (3) days' notices by first-class mail or seventy-two (72) hours' notices delivered personally or via email or facsimile. If sent by mail or facsimile, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the Director. Such notices shall be addressed to each Director at his or her address as shown on the books of the Corporation. Notice of the time and place of holding an adjourned meeting needs to be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than forty-eight (48) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meetings to Directors absent from the original meeting if the adjourned meeting is held more than forty-eight (48) hours from the time of the original meeting.

SECTION 10. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting and posted at the Corporation Office and the meeting location if different from Corporation Office. The purpose of any Board meeting shall be specified in the notice.

SECTION 11. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 12. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the Board of Directors. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the President or Managing Administrator shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this Corporation.

SECTION 13. MAJORITY ACTION AS BOARD ACTION

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 of Directors, unless the Articles of Incorporation or Bylaws of this Corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of Directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 14. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Board or appointed Managing Administrator or, in his or her absence, by the Vice President of the Corporation or, in the absence of each of these persons, by a meeting facilitator chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Board, provided that, in his or her absence, the presiding Officer shall appoint Managing Administrator or another person to act as Secretary of the meeting.

Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with provisions of law.

SECTION 15. ACTION BY TWO THIRDS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if two thirds of the members of the full Board shall individually or collectively consent in writing to such action. Each Board member shall be notified of the need for written consent without a meeting through first class mail, via email,

facsimile, or phone call. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the simple majority vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by two-thirds written consent of the Board of Directors without a meeting and that the Bylaws of this Corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 16. VACANCIES AND REMOVAL

Any Board member with three (3) unexcused absences or miss six (6) regularly scheduled Board meetings, whether excused or unexcused, within a one (1) year term from the annual meeting of the Board shall be removed from the Board after review by the Organization Committee. A vote of the Board is not required for this removal. If an exemption is requested by said Board member, the Organization Committee will send recommendation to the Board for consideration. The Board has the ability to grant an exception to the above rule.

Vacancies on the Board of Directors shall exist: 1) on the death, resignation, or removal of any Director, and 2) whenever the number of authorized Directors is increased.

The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

If this Corporation has any members, then, if the Corporation has less than fifty (50) members, Directors may be removed without cause by a majority of all members, or, if the Corporation has fifty (50) or more members, by vote of a majority of the votes represented at a membership meeting at which a quorum is present.

If this Corporation has no members, Directors may be removed without cause by a majority of the Directors then in office.

Any Director may resign effective upon giving written notice to the Managing Administrator, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Attorney General.

Vacancies on the Board may be filled by approval of the Board 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 complying with this Article of these Bylaws, or (3) a sole remaining Director.

If this Corporation has members, however, vacancies created by the removal of a Director may be filled only by the approval of the members. The members, if any, of this Corporation may elect a Director at any time to fill any vacancy not filled by the Directors.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation, or removal from office.

SECTION 17. NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

SECTION 18. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

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.

SECTION 19. INSURANCE FOR CORPORATE AGENTS

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 or not 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 6
OFFICERS

SECTION 1. NUMBER OF OFFICERS

The Officers of the Corporation shall be a President, a Vice President, a Secretary, and a Chief Financial Officer who shall be designated as the Treasurer. The Corporation may also have, as determined by the Board of Directors, one or more Vice Presidents of "Said Title", Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the President.

At any given time, a majority of the Officers must be property owners within the Little Italy Maintenance Assessment District and/or business certificate license holders within the Business Improvement District or an approved representative of property or business owner. Community-at-large Board Members may serve as Officers of the Board, but the community-at-large Officer seats may never exceed 40% of the total number of Officers.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Any member of the Board of Directors may serve as an Officer of this Corporation. Officers shall be elected by the Board of Directors, at any time, stakeholder Officers shall hold office for two (2) year terms and community-at-large Officers shall hold office for one (1) year term. All Officers shall serve their terms in full 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. Officers shall be elected individually each year at the Annual meeting of the Board of Directors. A Board member shall serve two full years prior to becoming eligible for nomination as a Board officer. Officers shall be elected for two (2) year terms commencing 2020 and shall be voted in a staggered manner in the following schedule:

President and Treasurer: Even Years (i.e., 2020, 2022, 2024, etc.)
Vice President and Secretary: Odd Years (i.e. 2021, 2023, 2025, etc.)

Community-at-large Officer seats shall be voted on annually.

SECTION 3. SUBORDINATE OFFICERS

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.

SECTION 4. REMOVAL AND RESIGNATION

Any Officer may be removed, with 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.

SECTION 5. VACANCIES

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 the President; such vacancy may be filled temporarily by the President 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.

SECTION 6. DUTIES OF PRESIDENT

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 may be prescribed from time to time by the Board of Directors. The Managing Administrator (without voting rights) shall preside at all meetings of the Board of Directors under the supervision and direction of the President. If applicable, the President shall preside at all meetings of the delegates. Except as otherwise expressly

provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE PRESIDENT

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, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall perform the following duties or delegate them to staff, while retaining the responsibility to review their performance:

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) Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the Corporation. Little Italy community businesses shall have similar rights of inspection as provided by action of the Directors.

G) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall perform the following duties or delegate them to staff, while retaining the responsibility to review their performance:

A) The Treasurer of the Board is required to serve as Chair of the Finance Committee.

B) 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.

C) Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.

D) 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.

E) 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.

F) Exhibit at all reasonable times the books of account and financial records to any Director of the Corporation, or to his or her agent or attorney, on request therefor. Little Italy community businesses shall have similar rights of inspection as provided by action of the Directors.

G) Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation.

H) Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

I) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. COMPENSATION

No Director or Officer shall receive compensation or salary for their service on the Board of Directors.

ARTICLE 7
COMMITTEES

SECTION 1. ORGANIZATION COMMITTEE

The Organization Committee shall serve as the standing Executive Committee of the Board

of Directors who shall also serve as Officers of this Corporation). The Organization Committee shall be authorized by the Board to conduct the following actions on behalf of the Board, except as follows:

A) The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the majority of the Board of Directors.

B) The filling of vacancies on the board or on any committee which has the authority of the Board.

C) The amendment or repeal of Bylaws or the adoption of new Bylaws.

D) The amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repealable.

E) The appointment of committees of the Board or the members thereof.

F) The approval of any transaction to which this Corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law. By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the Board may require.

G) The Organization Committee shall conduct annual performance review of Managing Administrator's contract and provide a summary to Finance Committee.

H) The Organization Committee has the authorization to approve expenditures or financing in a not to exceed amount and frequency that is set annually at the budget approval meeting.

SECTION 2. THE FINANCE COMMITTEE

A standing Finance Committee, which was established in 2018, shall be granted authority to make financial decisions on behalf of the Board, based upon the appointment of members by the Board of Directors to take such actions. The appointed members may not exceed 50% of the total number of Directors in office. The Finance Committee shall have the authority to conduct the following actions or delegate them to staff, while retaining the responsibility to review their performance:

A) Regular review of the multiple budgets with the City contracts and non-public contracts.

B) Review and approve any and all service contracts with the Association.

C) Review and approve supplemental service contracts with private property owners in Little Italy.

D) Come up with budget scenarios and approve them for implementation by staff.

E) Oversee staff contract and make determination on Association approved process for annual bonuses or supplemental payment to staff.

F) Approve grants and other programs that fund special projects in Little Italy.

G) Work with staff on new programs and initiatives that might generate new cash flow to the Association.

H) Other tasks related to financial management as approved by the Board including tax returns, audits and reports to the City and County of San Diego.

I) Approve the acquisition of new equipment, materials and other items that help the Association meet its goals.

J) Review and approve any debt repayment and refinance of Association debt.

K) The Finance Committee has the authorization to approve expenditures or financing in a not to exceed amount and frequency that is set annually at the budget approval meeting.

SECTION 3. OTHER COMMITTEES AND TASK FORCES

The Corporation shall have such other committees and task forces as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory/ committees or task forces.

SECTION 4. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

ARTICLE 8
EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or Managing Administrator of the Corporation to enter into 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, Managing Administrator, employee or agent 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 monetary for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

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 two (2) or more Officers of the Corporation or the Managing Administrator(s) that has been selected by the Finance Committee.

SECTION 3. DEPOSITS

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.

SECTION 4. GIFTS

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 9
CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

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

A) Minutes of all meetings of Directors, committees of the Board and, if this Corporation has members, of all meetings of members, 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, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.

D) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by Little Italy community property owners, residents, businesses, or the members, if any, of the Corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

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.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

SECTION 4. INSPECTION RIGHTS

Little Italy community members shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

A) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon five (5) business days' prior written demand on the Corporation, which demand shall state the purpose for which the inspection rights are requested.

B) To obtain from the Secretary of the Corporation, upon written demand and payment of a reasonable charge, an alphabetized 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 the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as of which the list is to be compiled.

C) To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Corporation by the member, for a purpose reasonably related to such person's interests as a member.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 6. ANNUAL REPORT

The Board shall 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.

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.

E) Any information required by Section 7 of this Article.

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.

SECTION 7. ANNUAL STATEMENT OF SPECIFIC TRANSACTIONS TO MEMBERS

This Corporation shall mail or deliver to all Directors and any 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:

B) 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

C) 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 6 of this Article, then such annual report shall include the information required by this Section.

SECTION 8. AUDITED FINANCIAL STATEMENTS

If the Corporation (i) is required to file reports with the California Attorney General pursuant to Section 12586 of the California Government Code and (ii) receives or accrues in any fiscal year gross revenue of two-million dollars ($2,000,000) or more, exclusive of grants from, and contracts for services with, governmental entities for which the governmental entity requires an accounting of the funds received, the Corporation shall do the following:

A) Prepare annual financial statements using generally accepted accounting principles that are audited by an independent certified public accountant in conformity with generally accepted auditing standards. For any non-audit services performed by the firm conducting the audit, the firm and its individual auditors shall adhere to the standards for auditor independence set forth in the latest revision of the Government Auditing Standards, issued by the Comptroller General of the United States (the Yellow Book) and any standards prescribed by the California Attorney General for auditor independence in the performance of non-audit services, including standards different from those set forth in the Yellow Book. If the Corporation is under the control of another organization, the controlling organization may prepare a consolidated financial statement. The audited financial statements shall be available for inspection by the California Attorney General and by members of the public no later than nine months after the close of the fiscal year to which the statements relate. If the Corporation is a charity, it shall make its annual audited financial statements available to the public in the same manner that is prescribed for IRS Form 990 by the latest revision of Section 6104(d) of the Internal Revenue Code and associated regulations.

B) If the Corporation is required to file reports with the California Attorney General pursuant to Section 12586 of the California Government Code and, independent of the audit requirement set forth in Section 12586(e)(1) of the California Government Code, it prepares financial statements that are audited by a certified public accountant, the audited financial statements shall be available for inspection by the California Attorney General and shall be made available to members of the public in conformity with Section 12586(e)(1) of the California Government Code.

ARTICLE 10
FISCAL YEAR

SECTION 1. FISCAL YEAR OF THE CORPORATION

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

ARTICLE 11
AMENDMENT OF BYLAWS

SECTION 1. AMENDMENT

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, if any, 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, if

any, as to voting or transfer, provided, however, if this Corporation has admitted any members, then 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

SECTION 1. AMENDMENT OF ARTICLES BEFORE ADMISSION OF MEMBERS
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.

SECTION 2. AMENDMENT OF ARTICLES AFTER ADMISSION OF MEMBERS
After members, if any, 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.

SECTION 3. CERTAIN AMENDMENTS
Notwithstanding the above sections of this Article, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first Directors of this Corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the Corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

ARTICLE 13
PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS
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, provided that such compensation is otherwise permitted by these Bylaws and is fixed by 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. All members, if any, of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

ARTICLE 14
MEMBERS

SECTION 1. DETERMINATION OF MEMBERS

If this Corporation makes no provision for members, then, pursuant to Section 5310(b) of the Nonprofit Public Benefit Corporation Law of the State of California, any action which would otherwise, under law or the provisions of the Articles of Incorporation or Bylaws of this Corporation, require approval by a majority of all members or approval by the members, shall only require the approval of the Board of Directors.

ARTICLE 15
LITTLE ITALY COMMUNITY DEFINED

SECTION 1. DEFINITION

The "Little Italy community" includes those property owners paying into the Little Italy Maintenance Assessment District, the business license certificate holders paying into the Little Italy Business Improvement District or community members who reside in, work within or aid in the revitalization and maintenance of Little Italy whose boundaries are defined at all of the parcels south of W. Laurel Street, east of Pacific Highway, north of W. Ash Street and west of Interstate-5 and Front Street.

SECTION 2. EXHIBIT A MAP

A map is attached to these Bylaws as its last page.

ARTICLE 16
PROHIBITED TRANSACTIONS

SECTION 1. LOANS

Except as permitted by Section 5236 of the Code, the Corporation shall not make any loan of money or property to, or guarantee the obligation of, any Director or Officer; provided, however, that the Corporation may advance money to a Director or Officer of the Corporation or any subsidiary for expenses reasonably anticipated to be incurred in performance of the duties of such Officer or Director so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

SECTION 2. SELF-DEALING TRANSACTIONS

Except as provided in Section 3, below, the Board shall not approve or permit the Corporation to engage in any self-dealing transaction. A self-dealing transaction is a transaction to which the Corporation is a party and in which one or more of its Directors has a material financial interest unless the transaction is described in Section 5233(b) of the Code.

SECTION 3. APPROVAL

This Corporation may engage in a self-dealing transaction if the transaction is approved by a court or by the Attorney General. This Corporation also may engage in a self-dealing transaction if the Board determines, before the transaction, that (1) the Corporation is entering into the transaction for its own benefit; (2) the transaction is fair and reasonable to the Corporation at the time; and (3) after reasonable investigation, the Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances. Such determinations must be made by the Board in good faith, with knowledge of the material facts concerning the transaction and the interest of the Director

or Directors in the transaction, and by a vote of a majority of the Directors then in office, without counting the vote of the interested Director or Directors.

ARTICLE 17
CONSTRUCTION AND DEFINITIONS

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the Code as amended from time to time shall govern the construction of these Bylaws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular number includes the plural, and the plural number includes the singular, and the term "person" includes a Corporation as well as a natural person.

ARTICLE 18
CONFLICT-OF-INTEREST
AND COMPENSATION APPROVAL POLICIES

SECTION 1. PURPOSE OF CONFLICT-OF-INTEREST POLICY

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 2. DEFINITIONS

A) 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.

B) Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
   1. an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

   2. a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

   3. 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.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

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 3. CONFLICT OF INTEREST AVOIDANCE PROCEDURES

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 4. RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS

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 5. COMPENSATION APPROVAL POLICIES

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 or compensation committee prior to the first payment of compensation.

B) all members of the Board or compensation committee 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):

1. is not the person who is the subject of compensation arrangement, or a family member of such person.

2. is not in an employment relationship subject to the direction or control of the person who is the subject of compensation arrangement.

3. does not receive compensation or other payments subject to approval by the person who is the subject of compensation arrangement.

4. has no material financial interest affected by the compensation arrangement.

5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the Board or committee member.

C) the Board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation. Appropriate data may include the following:
   1. compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions. "Similarly situated" organizations are those of a similar size and purpose and with similar resources.

   2. the availability of similar services in the geographic area of this organization.

   3. current compensation surveys compiled by independent firms.

   4. actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.

   As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than $1 million, the Board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.

D) the terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the Board or compensation committee that approved the compensation. Such documentation shall include:
   1. the terms of the compensation arrangement and the date it was approved.

   2. the members of the Board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each Board or committee member.

   3. the comparability data obtained and relied upon and how the data was obtained.

   4. If the Board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the Board or committee shall record in the minutes of the meeting the basis for its determination.

5. If the Board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the Board or committee meeting.

6. any actions taken with respect to determining if a Board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement).

7. The minutes of Board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next Board or committee meeting or 60 days after the final actions of the Board or committee are taken with respect to the approval of the compensation arrangements. The minutes must be reviewed and approved by the Board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next Board or committee meeting following final action on the arrangement by the Board or committee.

SECTION 6. STATEMENTS

Each Director, principal Officer, and member of a committee with governing Board-delegated powers shall sign a statement upon election that affirms such person:

A) has received a copy of the conflicts of interest policy,
B) has read and understands the policy,
C) has agreed to comply with the policy, and
D) understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

SECTION 7. PERIODIC REVIEWS

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

A) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.

B) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

SECTION 8. USE OF OUTSIDE EXPERTS

When conducting the periodic reviews as provided for in Section 7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing Board of its responsibility for ensuring periodic reviews are conducted.

CERTIFICATE OF SECRETARY

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said Corporation on the date set forth below.

Dated: Tuesday, October 5, 2021
Reviewed & approved by: Luke Vinci, Secretary

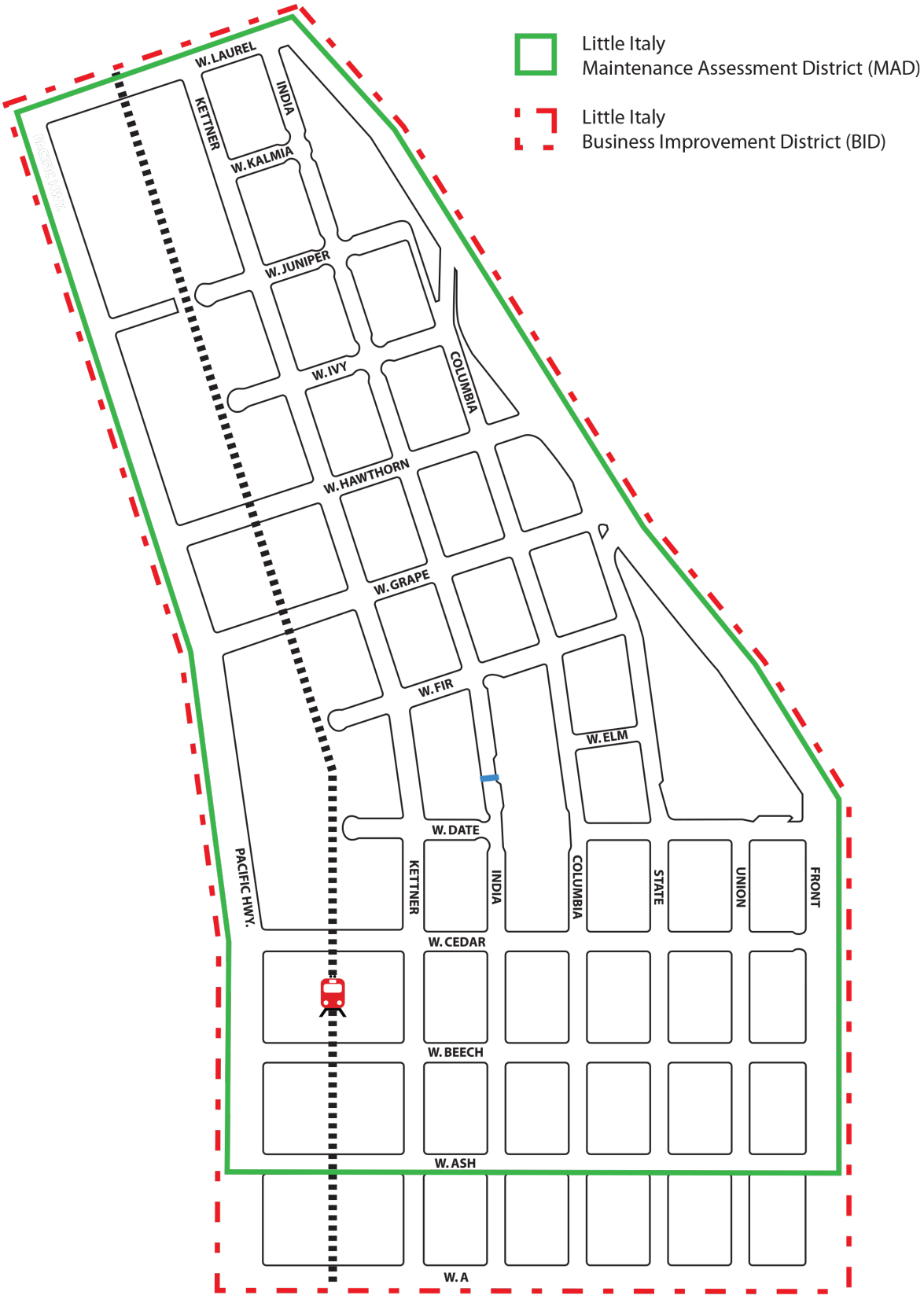



EXHIBIT A: LITTLE ITALY COMMUNITY