

# **BYLAWS**

## **NORTH PARK ORGANIZATION OF BUSINESSES, INC. A California Nonprofit Public Benefit Corporation**

### **ARTICLE I - NAME AND PRINCIPAL OFFICE**

The name of the corporation is NORTH PARK ORGANIZATION OF BUSINESSES, INC. The principal office for the transaction of business of this corporation is hereby fixed and located in North Park in the County of San Diego at such place as may from time to time be designated by the Board of Directors.

### **ARTICLE II - PURPOSE**

#### **Section 1.**

This corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the Non-Profit Public Benefit Corporation Law for public and charitable purposes.

#### **Section 2.**

The focused and specific purpose of this corporation is to promote property and business improvement within the North Park district and community through activities which contribute to the economic and promotional well-being of North Park. The corporation will provide improvements, maintenance, and activities which constitute and confer a special benefit to property owners in the North Park district. Activities and improvements include, but are not limited to, those set out in the California Parking and Business Improvement Area Law of 1979 and its successors as well as the California Property and Business Improvement District Law of 1994. An additional purpose of the corporation is to create and maintain a long-term strategic plan of North Park's development as a district that supports its property owners and business members. Property and business improvements also include any other related activities which will directly improve the economic prosperity of businesses within North Park.

#### **Section 3.**

All activities shall be nonpartisan, nonsectarian, nondiscriminatory, against any person by reason of race, creed, color, sex, or national origin, and shall not further the election of any candidate for political office.

**ARTICLE III - MEMBERSHIP**

**Section 1. DEFINITIONS**

This Corporation shall have one class of members consisting of all current property owners within the North Park Property and Business Improvement District (“PBID”) as approved by ordinance by the San Diego City Council and business license holders within the North Park Business Improvement District (“BID”) as approved by ordinance by the San Diego City Council.

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 this article 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.

**Section 2. BID MEMBERSHIP**

The BID membership shall be those businesses paying business improvement district charges in full as established by the City of San Diego within the boundaries of the North Park Improvement District. Such charges shall be collected by the San Diego City Treasurer or, if not collected, made directly to the corporation.

*BID Boundaries:*

The San Diego City Council formed the North Park Business Improvement District under the Parking and Business Improvement Area Law of 1979. The area included in the BID includes the North Park Community area within the address range that follows:

STREET NAME	ADDRESS RANGE
University Ave.	2004 – 3299
30th St.	3300 – 4199
Utah St.	3800 – 3999
Granada St.	3800 – 3999
Kansas St.	3800 – 3999
29th St.	3800 – 3999
Ray St.	3800 – 3999
Ohio St.	3800 – 3999
Grim St.	3800 – 3999
Illinois St.	3800 – 3999
31st St.	3800 – 3999

Iowa St.	3800 – 3999
Herman St.	3800 – 3999
32nd St.	3800 – 3999
Bancroft St.	3800 – 3999
Boundary St.	3800 – 3999
Upas Street	2900 – 3099
Dwight Street	2900 – 3099
North Park Way	2850 – 3299
Lincoln Ave.	2750 – 3299
Polk Avenue	2900 – 3099

*BID Assessment Methodology:* Annual BID assessment for each business shall be based on the number of full-time, or full-time equivalent employees on record. BID Assessment categories will be set as follows:

<b>CATEGORY</b>		<b>ASSESSMENT</b>
A	Businesses with 0 to 2 employees	\$125
B	Businesses with 3 to 12 employees	\$150
C	Businesses with 13 to 25 employees	\$250
D	Businesses with 26 or more employees	\$500

Exempt businesses:

- Home-Based Businesses
- Salon Booth Rentals
- Hotels and Motels
- Apartment Buildings

BID assessments will be applied to BID businesses by number of employees on record with the City of San Diego. Such assessments are reviewed annually. All businesses or services having paid or who are obligated to pay the Parking and Business Improvement Area charges assessed and collected by the City of San Diego shall be paid in full. Businesses not charged or collected by the City shall be required to pay equal amount in cash/services as directed by the Board of Directors.

*BID Membership Conditional*

BID membership is conditional on both operation of a business within the BID district and payment of BID assessments as established by the San Diego City Council. BID membership is established by the City of San Diego.

*Associate BID Membership* Associate BID membership shall be open to those persons, including corporations or other associations, or their expressed representatives, making application for membership and interested in supporting the purpose of the North Park Organization of Businesses, Inc., by filing an application in such form as the Board of Directors shall prescribe. Application then will be referred to an Associate BID Membership Committee

before approval by the Board of Directors. All associate BID members shall be required to pay fees as established by the Board of Directors. The Board of Directors may from time to time change or adjust these fees in accordance with these bylaws. Other than voluntary fees, or assessments established for associate BID members there shall be no dues.

- A. Any Associate Member may resign from membership in the North Park Organization of Businesses, Inc., upon giving written notice thereof to the Secretary of the Corporation. Members who resign from membership shall not be entitled to any refund of any dues therefore paid.
- B. North Park Main Street reserves the right to refuse associate memberships to any business or individual.
- C. Annual membership fees and donations are non-refundable.

*Associate BID Membership Conditional.*

Associate BID membership is conditional on the rules established by the Board of Directors for organizational membership.

**Section 3. PBID MEMBERSHIP**

The PBID membership shall be those property owners paying property and business improvement district charges in full as established by the City of San Diego within the boundaries of the North Park Property and Business Improvement District.

*PBID Boundaries:*

The San Diego City Council formed the North Park Property and Business Improvement District under the California Property and Business Improvement District Law of 1994. The boundaries of the PBID include all parcels fronting 30th Street from Polk Avenue to Upas Street, along with all parcels fronting University Avenue from Arizona Street to 32nd Street. Blocks bound by University Avenue, Granada Avenue, North Park Way, and Herman Avenue are also included in the boundaries. The block bound by Lincoln Avenue, Ohio Street, University Avenue, and 30th Street is included along with the block bound by Lincoln Avenue, 32nd Street, University Avenue, and Iowa Street. A detailed description of the district boundaries is included in Section III of the North Park Property and Business Improvement District Management District Plan & Engineers Report.

*PBID Assessment Methodology:*

Annual BID assessment for each business shall be based on the PBID assessment methodology. The annual cost to commercial parcels is \$0.08 per parcel square foot, plus \$0.11 per above-ground building square foot. The annual cost to private tax-exempt parcels is \$0.05 per parcel square foot, plus \$0.07 per above-ground building square foot. Building square footage that is below ground will not be assessed. Based on the benefit received, residential condominiums will be assessed a fixed rate of \$180.00 per condominium per year; commercial condominiums will be assessed the commercial parcel rate as further described in Section VI of the North Park Property and Business Improvement District Management District Plan & Engineers Report. Parcels that are used exclusively for single-family purposes with four units or fewer will not be assessed, these parcels have a use code of 07 through 13. Assessment rates may be subject to an increase of no more than five (5%) percent per year. A detailed description of the assessment is

included in Section VI of the North Park Property and Business Improvement District Management District Plan & Engineers Report.

***Section 4. VOTING.***

**A. *Membership.***

All PBID and BID memberships in good standing shall have the right to vote on all matters requiring a vote of the members of the corporation under the law, or the Articles of Incorporation, or these bylaws. There shall be no cumulative voting. Members may not vote by written proxy. A majority of the members present in person shall be sufficient to decide the matter specifically noticed. Written balloting may be permitted in all matters under rules established by the Board of Directors.

**B. *Associate BID Membership***

All associate BID memberships in good standing shall have the right to vote.

**C. *Quorum.***

Five percent (5%) of the members authorized to vote shall constitute a quorum for the transaction of business.

**Section 5. MEMBERSHIPS HELD IN MORE THAN ONE NAME.**

If a membership stands of record in the names of two or more persons, whether fiduciaries, members of a partnership, joint tenants, tenants in common, husband and wife as community property, tenants by the entirety, persons entitled to vote under a voting agreement or otherwise, or if two or more persons have the same fiduciary respecting the same membership, unless the secretary of the Corporation is given written notice to the contrary and is furnished with a copy of the instrument or order appointing them or creating the relationship wherein it is so provided, their acts with respect to voting shall have the following effect:

- (a) If only one votes, such act binds all; or
- (b) If more than one votes, the act of the majority so voting binds all.

**Section 6. FURNISHING EVIDENCE OF MEMBERSHIP.**

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 1, 2 and 3 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.

**ARTICLE IV - MEETINGS OF THE MEMBERSHIP**

**Section 1. ANNUAL MEMBERSHIP MEETINGS.**

Annual meetings of the members of this corporation shall be held in January of each year at San Diego, California, at a time and place as may be designated by the Board of Directors. A notice of such meeting shall be given at least thirty (30) days prior to such meeting. Results of annual

election will be announced at this meeting each year. The Annual Meeting shall serve as the transitional meeting where newly elected directors are seated.

**Section 3. SPECIAL MEETINGS.**

Special meetings of the corporation may be called at any time by the President or any three Directors. Special meetings of the corporation shall be called by the President or any three Directors upon written application of a majority of any members of the Board of Directors or of fifty (50) members of who are in good standing. **Verification that signatories are valid and are members in good standing will be determined within fifteen (15) days from constructive receipt of the written application.** A notice of such meeting must be given by the President or any three Directors no later than fifteen (15) days after verification of signatories. The object of such meetings shall be stated in the notice of such meeting and shall designate the time and place of such meeting. A majority of members in good standing, present in person, shall constitute a quorum. No business shall be transacted other than that stated in the notice of such meeting.

**ARTICLE V - BOARD OF DIRECTORS**

**Section 1. GOVERNMENT.**

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

**Section 2. NUMBER OF DIRECTORS.**

The Board of Directors shall consist of up to fifteen (15) but not less than nine (9) directors (per board action dated September 15, 1995). The immediate past president shall be a member of the Board of Directors. The criteria for the Directors shall be as follows:

- Eight (8) Directors shall be representatives of property owners paying the North Park Property and Business Improvement District assessment;
- One (1) Director shall be a person who resides in the North Park Property and Business Improvement District but does not own any interest in or work for any business that is subject to the parcel assessment;
- Five (5) Directors shall be representatives of business owners paying the North Park Business Improvement District assessment;
- One (1) Director shall be a representative of and Associate BID member

**Section 3. QUORUM.**

The majority of the directors in office at any time shall constitute a quorum for the transaction of business.

**Section 4. BOARD OF DIRECTORS REGULAR MEETINGS.**

A monthly meeting of the Board of Directors shall be held at a time to be determined by the Board of Directors. These monthly meetings shall be open to General and Associate BID memberships. Closed executive sessions may be held to consider matters regarding personnel or litigation.

Notice of regular meetings shall be posted not less than seventy-two hours in advance of the meeting in a publicly-accessible location in accordance with the Ralph M. Brown Act. The notice shall include the date, time, and location of the meeting, and the general nature of the items to be discussed. Action may only be taken on noticed agenda items.

**Section 5. ELECTION AND TERM OF OFFICE.**

Membership annually elect the Board of Directors of this organization. BID members and Associate BID members shall participate in the election process for the five (5) BID and one (1) Associate BID Directors. PBID members shall participate in the election process for the eight (8) PBID and one (1) resident (with no business ownership interest) Directors.

A term of office shall run from election to two (2) years thereafter. Any General and Associate Member in good standing as of the preceding June 30<sup>th</sup> is an eligible candidate for election. Elections will be held yearly, alternating between BID and PBID memberships.

The following timeline will be used for elections:

- 2<sup>nd</sup> Thursday of February BOD Meeting – Nomination Committee Formed
- After February Board Meeting – Applications Sent Out
- Last Day of February by 5:00 pm – Applications Due
- March Meeting of Nominating Committee / Executive Committee – Application Reviewed and Validated, Provisional Slate Set  
(Nominating Committee may recommend a slate of candidates to be mailed to the Board of Directors and made public).
- 2<sup>nd</sup> Thursday of March BOD Meeting – Slate Announced
- 2<sup>nd</sup> Thursday of March BOD Meeting – In Person Nominations  
(Additional nominations may be made from the floor provided that the nominee so named is a Member or Associate Member in good standing as of the preceding June 30<sup>th</sup> and has submitted in writing a statement indicating their interest in serving).
- 2<sup>nd</sup> Thursday of March BOD Meeting – Slate Confirmed  
(The Board of Directors will accept the slate of Candidates, close nominations, and order the preparation of a written ballot. The Board of Directors may appoint an inspector of elections and provide for his/her compensation, if any).
- No Later than 2 weeks after March Board Meeting – Ballots Mailed
- April 15 by 5:00 pm (hand Delivered or Postmarked) – Voting Deadline
- April 15<sup>th</sup> through May 1<sup>st</sup> – Votes Counted and Election Certified
- May Board Meeting – Results and New Board Seated

Those eligible to vote may cast as many votes by written ballot as there are vacancies to be filled; provided however, no one may cast more than one (1) vote for any one candidate. At the annual meeting, the Board of Directors will consider the elections results and confirm the newly elected Directors. If all vacancies should not be filled, then successive voting for the remaining vacancies will be held.

## **Section 6. POWERS OF THE BOARD OF DIRECTORS.**

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

- A.** To select, employ, compensate and remove all the other officers, agents, employees of the Corporation; to prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or these Bylaws, and fix their compensation.
- B.** To conduct, manage and control the affairs and business of the corporation, and to make such policies, procedures, rules and regulations thereafter not inconsistent with law, with the Articles of Incorporation or these Bylaws, as they may deem best.
- C.** To change the principal office for the transaction of the business of the corporation from one location to another within North Park; to adopt, make and use a corporate seal and to alter the form thereof from time to time as in their judgement they may deem best, provided such seal at all times complies with the provisions of the law.
- D.** To adopt, make and use a logo or trademark and to alter the form thereof from time to time as in their judgment they may deem best.
- E.** To borrow money and incur indebtedness for the purpose of the corporation, and to cause to be executed and delivered therefore, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, or evidences of debt and securities therefore. Subject to the approval of the membership at a regular or noticed meeting.
- F.** To appoint other committees as the Board of Directors may deem necessary and proper, consisting of such persons, or having such power an authority as shall be specified by the Board of Directors. All Members of the Board of Directors shall actively serve on at least one standing committee during their term.
- G.** To amend these Bylaws and Articles of Incorporation as provided in Article IX.
- H.** The Executive Committee shall be composed of the President, Vice President, Secretary, Treasurer, and shall act for and on behalf of the Board when the Board is not in session, but shall be accountable to the Board for its action.

## **Section 7. OPERATING PROCEDURES.**

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

## **Section 8. VACANCIES.**

Any vacancy or vacancies in the Board of Directors resulting from death, incapacity, resignation, removal, or otherwise, shall be filled by the remaining Board of Directors then in office. It is up to the discretion of the Board of Directors to choose to fill a vacancy prior to the annual election.



However, if a vacancy will reduce the number of Directors to fewer than the required number of Directors as specified by these Bylaws in Article VI, Section ii., the Board of Directors shall fill the vacancy as follows. The term of the new member will expire when the term of the vacated member was to have expired. A Nominating Committee of at least three (3) Board Members shall be appointed by the President. At the next regular Board of Directors meeting, this Nominating Committee shall recommend a slate of candidates to the Board for each vacant position. All candidates must be qualified Members and/or Associate Members for at least 90 days prior to this election. Additional nominations may be made from the floor providing the nominee is a qualified Member or Associate Member 90 days prior to this election and has indicated his/her interest in serving. Election for each vacant position will be held at the same meeting.

**Section 9. PLACE OF MEETING.**

Meetings of the Board of Directors shall be held at any place within the North Park area which has been designated from time to time by resolution of the Board of Directors or by written consent of all members of the Board. In absence of such designation, meeting shall be held at the principal office of the corporation.

**Section 10. ORGANIZATION MEETING.**

At the regular meeting prior to the Annual Meeting of members, the Board of Directors shall set aside time for the purpose of officer elections and organizational transitioning. All meetings other than regular meetings shall be duly noticed.

**Section 11. SPECIAL MEETINGS.**

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or any three (3) Directors. Special meetings of the Board of Directors may be held at any designated place within the North Park Business Improvement area or at the principal office.

Written notice of the time and place of special meetings shall be delivered personally to each Director or sent to each Director by mail or by other form of written communication, charges prepaid, addressed to them at their address as it is shown upon the records of the corporation, or, if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the Directors are regularly held. Such notice should be mailed at least seventy-two (72) hours prior to the time of the holding of the meeting. In lieu of written notice of meetings referred to, the Secretary or other officer may telephone each member of the Board of Directors at least seventy-two (72) hour prior to the time of holding said meeting. Notice of special meetings shall also be posted in a publicly-accessible location at least twenty-four hours prior to the meeting. The notice shall include the items to be discussed; action may only be taken on those noticed items.

The transactions of any special meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though done at a meeting duly held after regular call and notice, if a quorum be present and if either before or after the meeting each of the Directors not present signs a written waiver of notice or consent to holding such a meeting or an approval of 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. ADJOURNMENT.** In the absence of a quorum at any meeting of the Board of Directors, a majority of the Directors present may adjourn the meeting from time to time until the time fixed for the next meeting of the Board of Directors. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place is fixed at the meeting adjourned.

**Section 13. COMPENSATION.**

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

**Section 14. VOTE OF DIRECTORS.**

Each Director may cast one vote on any question or proposition to be voted on at a meeting. Votes may not be cast by proxy.

**Section 15. POLICIES AND PROCEDURES.**

The Board of Directors shall have power to make such reasonable policies, procedures, rules and regulations not inconsistent with these Bylaws or Council Policy 100-3 of the City of San Diego as it deems necessary for the conduct of its business.

**Section 16. PUBLIC MEETINGS.**

All meetings shall be public except those devoted to litigation or personnel.

**Section 17. ABSENCE.**

Any Director or officer absent and unexcused from three (3) consecutive regularly scheduled Board of Directors' meetings or general membership meetings of which they are expected to attend; or any Director or Officer absent, from four (4) regularly- scheduled Board of Directors' meetings or general membership meetings per *one year period based on the month the individual was elected (refer to Article VI Section 5 for Election & Term of Office details)*, of which they are expected to attend as prescribed by these Bylaws, shall be automatically suspended from office and that office considered vacant.

Written notification of suspension will be signed by an officer of the Board of Directors and delivered to any Director who is in violation of the attendance policy as prescribed by these Bylaws. Appeals may be made at the meeting immediately following the suspension and the individual may be reinstated by a simple majority vote of the Board of Directors. If the appeal is not granted, the individual shall be removed from the Board but may run for office in an annual election of the Board of Directors.

**Section 18. COMMITTEES.**

Each Director elected after January 2015 shall serve as a voting member of at least one standing committee. Each committee's Directors are responsible for nominating and electing additional voting members to serve on committees. Any director absent from three (3) regularly-scheduled committee meetings per *one year period based on the month the individual was elected (refer to Article VI Section 5 for Election & Term of Office details)*, of which they are expected to attend as prescribed by these bylaws, shall be suspended from office and that office shall be considered vacant.

*Nominating Committee*

Each year the Board may 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 in October of each year.

## **ARTICLE VI - OFFICERS**

### **Section 1. OFFICERS.**

The officers of this corporation shall be a President, Vice President, Secretary, and Treasurer, and other such officers as the Board of Directors may appoint. Candidates for officers must be Directors in good standing.

### **Section 2. ELECTION.**

The Board of Directors shall elect all officers of the corporation for terms of one (1) year, or until their successors are elected and qualified.

### **Section 3. VACANCIES.**

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

### **Section 4. PRESIDENT.**

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

### **Section 5. VICE PRESIDENT.**

In the absence or disability of the President, the Vice President shall perform all duties of the President, and in so acting shall have all the powers of the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

### **Section 6. SECRETARY.**

The Secretary shall keep a full and complete record of the proceedings of the Board of Directors, and of the Members, may keep the seal of the corporation and affix the same to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, and shall supervise the keeping in the principal office of the corporation of the Minute Books of the corporation, which shall include a copy of these Bylaws. The Secretary shall keep a record of attendance, notify the Directors when vacancies occur and how they were filled. The Secretary shall not be responsible for filing all financial reports which shall include, but not be limited to, all state and federal tax returns.

**Section 7. TREASURER.**

The Treasurer shall be responsible for general supervision of the financial affairs of the corporation, and to make regular financial reports to the Board of Directors and the regular members, and shall perform such other duties as may be prescribed by the Board of Directors. The Treasurer will be responsible for filing all financial reports which shall include, but not be limited to, all state and federal tax returns.

**ARTICLE VII - MISCELLANEOUS**

**Section 1. CONTROL OF FUNDS.**

Funds of the corporation shall be paid out only on the checks of the corporation and signed by any two (2) such persons as elected by the Board of Directors to be President, Vice President, Secretary, or Treasurer. Additional members of the Board of Directors may be designated by the Board of Directors as authorized to sign checks on behalf of the corporation. All checks must be signed by at least one (1) of the following: President, Vice President, Secretary, or Treasurer.

**Section 2. MEMBERS TO HAVE NO PERSONAL, PROPRIETARY, OR BENEFICIAL INTEREST IN THE PROPERTY OF THE CORPORATION.**

No member shall have any personal, proprietary, or beneficial interest in the property of the corporation, either during its corporate existence or after the termination thereof by dissolution or otherwise; all its property and assets remaining after paying or adequately providing for the debts and obligations of the corporation shall be conveyed, transferred, and assigned to the City of San Diego with the request that the excess funds be devoted to the improvement of the property and business community of North Park.

**Section 3. PAYMENTS TO OFFICERS OR DIRECTORS.**

No fees, salaries, compensation, or other sums shall be paid, directly or indirectly to any officer or Director of the corporation except for reimbursement for legitimate expenses authorized by the Board of Directors.

**Section 4. REPRESENTATIVES.**

No person shall represent this organization or its official position on any matter unless duly authorized by the President, or the Board of Directors as prescribed by these Bylaws or established by rules of this organization.

**ARTICLE VIII - AMENDMENTS**

**Section 1. AMENDMENTS BY MEMBERSHIP.**

These Bylaws may be repealed or amended or new Bylaws adopted by a majority vote of the membership, at any annual meeting or special meeting where the Notice of Intent has been given at least ten (10) days prior.

**Section 2. AMENDMENTS BY BOARD OF DIRECTORS.**

These Bylaws or the Articles of Incorporation may be amended by a super majority of eighty percent (80%) of the Board of Directors if notice of the proposed amendment was included in the call for such meeting.

**Section 3. CHANGES IN LAW OR CITY OF SAN DIEGO ORDINANCE.**

These Bylaws and the Articles of Incorporation may be amended at any time by a majority vote of the Board of Directors when amendment is necessitated by action(s) of the San Diego City Council or changes in governing law.

**CERTIFICATE OF SECRETARY**

I, \_\_\_\_\_, certify that I am the presently-elected and acting Secretary of **North Park Organization of Businesses, Inc.**, a California Non-Profit Corporation, and the above By-Laws, consisting of Twelve (12) pages non-inclusive, are the Bylaws of this corporation as adopted at a meeting of the Board of Directors held on April 22, 1991, and as amended by the Board of Directors on January 10, 1993; September 15, 1995; January 14, 1998; April 8, 1998, February 10, 1999; May 12, 1999; October 13, 1999, February 9, 2000, May 17, 2000, September 13, 2000, August 14, 2002, March 9, 2005, November 8, 2006, February 14, 2007, July 8, 2009, November 10, 2011, August 8, 2012, February 13, 2013, August 14, 2013, February 11, 2015, July 14, 2016, November 14, 2018, and November 19, 2019

Date At: November 19, 2019

Executed At: North Park, San Diego, California

\_\_\_\_\_  
(Secretary)

- EXHIBIT A: DESCRIPTION AND MAP OF NORTH PARK BUSINESS DISTRICT**
- EXHIBIT B: DESCRIPTION AND MAP OF NORTH PARK PROPERTY AND BUSINESS DISTRICT**
- EXHIBIT C: ARTICLES OF INCORPORATION**

## **AMENDMENT TO BYLAWS**

### **AS APPROVED BY NORTH PARK MAIN STREET BOARD OF DIRECTORS AMENDED January 9, 2019**

#### **GRIEVANCE POLICY**

- All complaints shall utilize the grievance procedure by submitting disputes or complaints in writing in a timely fashion;
- The complaint shall be handled within the structure of the Executive and/or Board of Directors meetings and information will be released on a need to know basis.
- If the issued complaint is a personnel matter, then it is considered confidential which means that the complaint is not to be shared with individuals outside the organization unless it has been determined that allegations require civil or criminal legal actions and legal advice;
- Complaints issued against the Executive Director or a member of the Board of Directors shall be submitted to the Executive Committee for review;
- Executive Committee shall review the complaints in an open meeting and make the determination of how to proceed unless the complaint is determined to be a personnel matter;
- If the issued complaint qualifies as a personnel or legal matter then a closed session meeting shall be called to discuss the charges and/or to determine if there is reason for discipline;
- When a complaint has been submitted relating to the conduct of an Executive Director or Board Member that individual shall receive written notice of the complaint and given the opportunity to respond to the complaint in writing 24 hours prior to the meeting where such item will be discussed;
- Executive Committee will report back to the party issuing the complaint and the individual who received the complaint in writing regarding the final outcome;
- Only non-conflicted individuals will be tasked with undertaking the roles of the complaint review;
- Any decision or discussion on matters requiring public noticing will be handled in a public meeting.