

BYLAWS OF THE DOWNTOWN GLENDALE ASSOCIATION

A California Nonprofit Public Benefit Corporation

ARTICLE I NAME

The name of this corporation is Downtown Glendale Association.

ARTICLE II PRINCIPAL OFFICE

a. Principal Office of the Corporation

The Board of Directors will fix the location of the principal executive office of the corporation at any place within the City of Glendale in the State of California.

b. Other Offices of the Corporation

The Board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

ARTICLE III PURPOSES

The purpose of this corporation is to support the efforts of the government of the City of Glendale through the operation of the Downtown Glendale Community Benefit District (CBD) to revitalize the community through beautification of public areas, promotion of public safety, organization of educational and cultural events, and stimulation of community improvement.

ARTICLE IV CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person. For the purposes of these bylaws the Downtown Glendale Association shall be referred to as the "DGA" or the "Corporation".

ARTICLE V DEDICATION OF ASSETS

This corporation's assets are irrevocably dedicated to charitable and public purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code Section 501(c)(3).

ARTICLE VI

MEMBERS

The Corporation shall have no members, as that term is defined in Section 5056 of the California Corporations Code ("**Code**"). Unless otherwise provided herein or in the Code, any action which would otherwise require approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the Board. 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 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 Code, and no such reference shall constitute anyone a member of the Corporation.

ARTICLE VII

NOMINATIONS FOR THE BOARD OF DIRECTORS

Section 1: Certain Definitions.

Board Members under these bylaws shall mean:

- a. "**Business Tenant Director**" shall mean a holder of a valid and fully paid City Zoning Use Certificate relating to an address located in the District (as defined by the Community Benefit District (CBD) resolution of formation adopted by the Glendale City Council on July 31st, 2012);
- b. "**Community at Large Director**" shall mean a District resident, community member, or a business tenant located within the CBD boundaries or an individual whom the Board believes will further the public benefit purposes of the corporation;

- c. **"District"** shall mean the Downtown Glendale Community Benefit District in the City of Glendale California, formed pursuant to the City of Glendale Community Benefit District ordinance.(Glendale Municipal Code #5771);
- d. **"Annual Election Meeting"** shall mean the Annual meeting of the Board at which Directors are to be elected. The Board seeks to complete the nomination process within the last three months of each calendar year. (October through December);
- e. **"Property Owner"** shall mean the owner of any property, or their designee, whether commercial, institutional, civic, ecumenical, public or residential, located in District who is not delinquent by more than 3 months from the annual date the CBD assessment was due to the County, for such property.
- f. **"Property Owner Director"** means any Director nominated by an assessed property owner and subsequently elected to serve as a Director by the Board. Any Property Owner Director shall be entitled to designate one Director, in accordance with Article VII, Section 3, for the Board to consider electing them as a Director.
- g. **"Non-Director Liaisons"**. In addition to the voting Directors, the Glendale City Manager may appoint up to two (2) employee liaisons from the City to attend and participate in regular Board meetings. Non-Director liaisons are not members of the Board, do not have voting rights and will not be counted toward a quorum and voting requirements.

Section 2: Qualification

- a. Members of the Corporation 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 one (1) year, and support for the policies, goals of the Corporation. The Interim Board of Directors shall be appointed in August 2012. The first eligibility standards for permanent Board membership, based upon Article VII, Section 1 (e), are estimated to become effective in June 2013.

Section 3: Nominations.

- a. At least forty five (45) days before each Annual Election Meeting, the Board Secretary shall cause a notice to be delivered to each Property Owner or their designated representatives soliciting Board of Director nominations. This first nominations process shall occur in the summer of 2013;
- b. Nominations must be received by the Secretary no later than fourteen (14) days before the Annual Election Meeting. Additional nominations may be

submitted and considered by the Board at the Annual Election Meeting.

- c. Directors shall be elected in accordance with Article VIII, Section 1 of these Bylaws.
- d. Any notice required by this Section 2 may be delivered by U.S. mail, e-mail, fax or personal delivery.

Section 4: Additional Representatives. Each Director may appoint additional representatives who shall have the right to participate in Board discussions in an advisory and non-voting capacity. Once Property Owner Directors have been nominated and appointed, according to these bylaws, the sitting Property Owner Directors may appoint any Community or Business Tenant Directors representatives as voting members of the Board, based upon the procedures as outlined in Article VIII, Section 1 of these bylaws.

ARTICLE VIII DIRECTORS

Section 1: Number and Qualifications and Terms.

- a. *Authorized Number.* The authorized number of Directors of the Corporation shall not be less seven (7) nor more than thirteen (13) until changed by amendment of the bylaws. The exact number of Directors shall be fixed from time to time, within the limits specified in this Article VIII, Section 1, by the Board of Directors.
- b. *Director Board Composition .*
 - (1) Any Property Owner shall be entitled to nominate one (1) nominee, in accordance with Article VIII, Section 1, for the Board to consider electing as a Director at the annual Election Meeting.
 - (2) Of the authorized number of Directors, a minimum of eighty five per cent (85%) shall be Property Owners within the District.
 - (3) All remaining Directors shall be referred to as "Community Directors". Community Directors may be Business Tenants, or Community at Large Representatives, *provided* that at all times from and after the date the District is established at least one (1) Community Director should be a non-property owning Business Tenant.
- c. *Term.* The term of office of each Director of the Corporation shall be two (2) years and until his or her successor has been elected and qualified. The Directors may be elected at any meeting of the Board. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until a successor has been elected and qualified. A Director may succeed himself or herself in

office.

d. *Staggering of First Year Terms:* The first nomination of Directors shall take place in the summer of 2013, after it has been confirmed that the Property owners of the CBD had met the requirements for appointment to the Board as per Article VII, Sections 1 and 2. During the first nomination process of Board members, 50% plus one, (or an approximation of that amount) of the incoming Directors shall be assigned two year terms and 49% of the Directors, (or an approximation of that amount), shall be elected for one year terms. In 2014 and succeeding years, Directors shall all be nominated for two year terms.

e. *No Limit on Term.* There shall be no limit to how many terms any individual may serve on the Board.

Section 2: Annual Election Meeting and Powers. The nominated Directors shall be elected by majority vote of the currently seated Board members, based upon the provisions stated in Article VIII, Section 1 at the Annual Election meeting of the Board. Subject to the provisions of the Code, the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the day-to-day operation of the business of the Corporation to a management company, committee (however composed), or other person, *provided* that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 3: Compensation. Directors shall serve as volunteers without compensation and will not be reimbursed for attending any Board meetings or Committees except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the exercise of their powers as specified in Section 2 of this Article; in each case only after adoption of a written Board policy concerning this provision. Directors may not be compensated for rendering services to the Corporation in any capacity other than Director unless it is for reimbursement of direct expenses relating to Board business and is reasonable and is allowable under the provisions of Section 4 of this Article.

Section 4: 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; 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 5: Place of Meetings. Meetings shall be noticed, held and conducted in accordance with the open meeting laws set forth in the Ralph M. Brown Act. Meetings shall be held at the principal office of the Corporation 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. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so as long as all Directors participating in such meeting can hear one another.

Section 6: Regular and Annual Election Meetings. Regular meetings of Directors shall be held on a day specified and publicly noticed by the Board. The Annual Election meeting shall be held at a time and place as determined by the Board, however in no event shall the Board fail to hold an Annual Election Meeting at least once per calendar year. Normally, the Board should strive to have its Annual Election meeting between September and November each year to allow for the new Board to set the annual budget for the following calendar year.

Section 7: Special Meetings. Special meetings of the Board may be called by the President, the Vice President, the Secretary, or by any four Directors, (see Section IX), and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation, consistent with the open meetings provision of the Ralph M. Brown Act.

Section 8: Notice of Meetings.

- a. Regular and annual meetings of the Board shall be held consistent with the open meetings provision of the Ralph M. Brown Act.
- b. Special meetings of the Board shall be held upon four (4) days' notice by first class mail or forty eight (48) hours' notice delivered personally or by telephone, fax, or e-mail. Notice shall also be posted on the Corporation's web site. If sent by mail, fax or e-mail, the notice shall be deemed to be delivered on its deposit in the mail. Such notices shall be addressed to each Director at his or her address as shown on the books of the Corporation. Notice shall be given of any adjourned regular or special meeting to directors Delivered personally or by telephone, fax or email. Notice shall also be posted on the Corporation's web site. If sent by fax or email, the notice shall be deemed to be delivered on its transmission. As used herein, notice by telephone shall be deemed to include a voice messaging system or other system or technology designed to record and communicate messages to the recipient, including the recipient's designated voice mailbox or address on such a

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

Section 9: Contents of Notice. Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting needs to be posted in the notice consistent with the open meetings provisions of the Ralph M. Brown Act.

Section 10: Action at a Meeting: Quorum and Required Vote.

- a. A quorum shall consist of a majority of the sitting Board members;
- b. Every act done or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, unless a greater number, or the same number after disqualifying one or more Directors from voting, is required by the Articles of Incorporation, and these Bylaws.
- c. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting, subject to any applicable requirements for approval by a greater number or a disinterested majority.
- d. Directors may participate in a meeting through use of conference telephone or similar communications equipment, as long as all members participating in such meeting can hear one another and actively participate in such meeting. Participation in a meeting pursuant to this subsection (d) constitutes presence in person at such meeting.

Section 11: Conduct of Meetings. Meetings of the Board shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the President of the Corporation or, in his or her absence, by the Vice President of the Corporation or, in the absence of each of these persons, by a Chairperson 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 another person to act as Secretary of the meeting.

The Chairperson of the Board need not be a voting Board member and may serve in an honorary capacity. This non-voting member Chairperson may serve in the capacity of hired staff, the District Manager, or the Executive Director of the Corporation.

Section 12: Removal and Vacancies. Commencing September 1st, 2012, any Board member who misses twenty five per cent (25%) or three consecutive meetings, whichever is lesser, within one calendar year will be automatically removed from the Board of Directors. No vote will need to be taken to remove the Director that meets this threshold of absences within one calendar year”.

- a. A vacancy in the Board shall be deemed to exist (1) on the death, resignation or removal of any Director, (2) whenever the number of authorized Directors is increased, (3) upon the declaration by the Board of a vacancy in 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 Sections 5230 – 5238 of the Code dealing with standards of conduct for a Director, or has missed twenty five percent (25%) of the meetings of the Board within a twelve (12) month period, or three consecutive meetings of the Board shall be subject to removal from the Board, or (4) whenever the Directors, at any meeting at which any Director or Directors are elected, have failed to elect the full authorized number of Directors to be voted for at that meeting.
- b. The Board, by affirmative vote of at least two-thirds (2/3) of the Directors then in office, may remove any Director without cause at any regular or special meeting; *provided* that the Director to be removed has been notified in writing in the manner set forth in Section 8 above that such action would be considered at the meeting.
- c. Any Director may resign effective upon giving written notice to the President, the Secretary, or the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, the successor may be elected to take office when the resignation becomes effective. Unless the California Attorney General is first notified, no Director may resign when the Corporation would then be left without a duly elected Director or Directors in charge of its affairs.
- d. Vacancies on the Board may be filled by a majority of the Directors present at a meeting at which a quorum is present, 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 Section, or (3) a sole remaining Director; *provided, however*, that any vacancy caused by the resignation or removal of a Property Owner Director shall be filled by the Property Owner that originally appointed such Property Owner Director or the successor in ownership to such Property Owner so long as such Property Owner or successor in ownership to such Property Owner then satisfies the requirements of Section 1(c)(1) of Article V.

- e. A person elected to fill a vacancy as provided by this Section 13 shall hold office until his or her term has expired or until the next annual election of the Board or until his or her death, resignation or removal from office.
- i. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 13: Indemnification of Directors, Officers, Employees, and Other Agents of the Corporation; Purchase of Liability Insurance.

- a. For the purposes of this Section 13, "Agent" means any person who is or was a Director, officer, employee, or other agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, trust, or other enterprise, or was a Director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of the Corporation or of another enterprise at the request of such predecessor Corporation;
- b. "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" include without limitation attorneys' fees and any expenses of establishing a right to indemnification under paragraph (d) or paragraph (e) (2) of this Section 13.
- c. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (other than an action by or in the right of the Corporation to procure a judgment in its favor, an action brought under Section 5233 of the Code, or an action brought by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of the Corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such proceeding if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful. The termination of any proceeding by judgment, order, settlement or conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of the Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

- d. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action by or in the right of the Corporation to procure a judgment in its favor, or brought under Section 5233 of the Code, or brought by the Attorney General for breach of duty relating to assets held in charitable trust, by reason of the fact that such person is or was an agent of the Corporation, against expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action if such person acted in good faith, in a manner such person believed to be in the best interests of the Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this paragraph (c):
1. In respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation in the performance of such person's duty to the Corporation, unless and only to the extent that the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for the expenses which such court shall determine;
 2. Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
 3. Of expenses incurred in defending a threatened or pending action that is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.
- e. To the extent that an Agent of the Corporation has been successful on the merits in defense of any proceeding referred to in paragraph (b) or (c) or in defense of any claim, issue, or matter in the proceeding, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection with the proceeding.
- f. Except as provided in paragraph (d), any indemnification under this Section 13 shall be made by the Corporation only if authorized in the specific case, upon a determination that indemnification of the Agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in paragraph (b) or (c), by:

(1) A majority vote of a quorum consisting of Directors who are not parties to such proceeding; or

(2) The court in which such proceeding is or was pending upon application made by the Corporation, the agent, or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by the Corporation.

g. Expenses incurred in defending any proceeding may be advanced by the Corporation prior to the final disposition of such proceeding upon receipt of an undertaking by or on behalf of the agent to repay such amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Section 13.

h. Nothing contained in this Section 13 shall affect any right to indemnification to which persons other than Directors and officers of the Corporation or any subsidiary of the Corporation may be entitled by contract or otherwise.

i. No indemnification or advance shall be made under this Section 13, except as provided in paragraph (d) or paragraph (e)(2), in any circumstance where it appears.

(1) That it would be inconsistent with a provision of the Articles of Incorporation, a resolution of the Board, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

(2) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

j. Upon and in the event of a determination by the Board of the Corporation to purchase indemnity insurance, the Corporation shall purchase and maintain insurance on behalf of any Agent of the Corporation against any liability 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 this Section 13; *provided, however*, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any Agent of the Corporation for a violation of Section 5233 of the Code.

k.

This Section 13 does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in such person's capacity as such, even though such person may also be an agent of the Corporation as defined in paragraph (a). The Corporation shall have the power to indemnify such trustee, investment manager, or other fiduciary to the extent permitted by subdivision (f) of Section 207 of the Code.

ARTICLE IX

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 the Treasurer. The Corporation may also have, as determined by the Board, a Chairperson of the Board, Vice Presidents, 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 simultaneously as the President or Chairperson of the Board.

The Board may also authorize its Executive Director or District Manager to serve in the capacity of the Chairperson of the Board. If the Chairperson is paid staff of the Board, that position shall have an honorary status, meaning that the Chairperson functions to Chair the Board of Directors meetings, however will not be a member of the Board and does not retain the right to vote on any matters coming before the Board of Directors.

Section 2. Qualification, Election, and Term of Office. Any Board member may serve as officer of the Corporation. Officers shall be elected by the Board, at any time, and each officer shall hold office for up to one year per term. There shall be no term limits for elected officers of the Board.

Section 3. Subordinate Officers. The Board 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.

Section 4. Removal and Resignation. Any officer may be removed, either with or without cause, by the Board, at any time. Any officer may resign at any time by giving written notice to the Board 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 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. In the

event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment 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 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 the Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board. Unless another person is specifically appointed as Chairperson of the Board, he or she shall preside at all meetings of the Board. 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.

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.

Section 8. Duties of Secretary. The Secretary shall:

- a. Certify and keep at the principal office of the Corporation the original, or a copy of these Bylaws as amended or otherwise altered to date.
- b. Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
- c. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- d. Be custodian of the records and, if the Corporation has a seal, 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. 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 the Corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board.

Section 9. Duties of Treasurer. Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

- a. Have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board.
- b. Receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever. Disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board, taking proper vouchers for such disbursements.
- c. 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.
- d. 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.
- e. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
- f. 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.

ARTICLE X

COMMITTEES

Section 1: Executive/Organization Committee. The Board may, by a majority vote of Directors, designate four (4) or more of its members (who may also be serving as officers of the Corporation) to constitute an Executive/Organization Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, *except with respect to:*

- a. The approval of any action which, under law or the provisions of these Bylaws, requires the approval of the members or of a majority of all of the members.
- 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 between the Corporation and one or more of its Directors in which the Director or Directors have a material financial interest, except as provided by Section 5233 of the Code.

The powers and authority delegated to the Executive/Organization Committee shall include the authority to designate a person or persons as authorized to speak publicly on behalf of the Board.

By a majority vote of the Directors 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 members of a Committee, and fill vacancies therein from the members of the Board. The Committee may 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.

Section 2: 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. Such other committees and task forces may consist of persons who are not members of the Board. The Board shall elect the Chair(s) of such committees and task forces. These additional committees and task forces *shall act in an advisory capacity only to the Board* and shall be clearly titled as "advisory" committees.

Section 3: Meetings and Action of Committees. Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article VIII, Sections 5 through 10 above, concerning meetings and actions of Directors. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board may adopt rules not inconsistent with the provisions of these Bylaws for the governance of any committee.

Section 4: Audit Committee. 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. The Board may, by resolution adopted by a majority of the Directors then in office, provided that a quorum is present, designate an Audit Committee. The Audit Committee may include persons who are not members of the Board, but the member or members of the Audit Committee shall not include any members of the staff, including the President or Chief Executive Officer and the Chief Financial Officer. If the Corporation has a Finance Committee, it must be separate from the Audit Committee. Members of the Finance Committee may serve on the Audit Committee; however, the chairperson of the Audit Committee may not be a member of the Finance Committee and members of the Finance Committee shall constitute less than one-half of the membership of the Audit Committee.
- b. Members of the Audit Committee shall not receive any compensation from the Corporation in excess of the compensation, if any, received by members of the Board for service on the Board and shall not have a material financial interest in any entity doing business with the Corporation. Subject to the supervision of the Board, the Audit Committee shall be responsible for recommending to the Board the retention and termination of the independent auditor and may negotiate the independent auditor's compensation, on behalf of the Board. The Audit Committee shall confer with the auditor to satisfy its members that the financial affairs of the Corporation are in order, shall review and determine whether to accept the audit, shall assure that any non-audit services performed by the auditing firm conform with standards for auditor independence referred to in Section 12586(e)(1) of the California Government Code, and shall approve performance of non-audit services by the auditing firm. If the Corporation is under the control of another Corporation, the Audit Committee may be part of the Board of the controlling Corporation.

ARTICLE XI

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. Execution of Instruments. The Board, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent 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, agent, or employee

shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes. Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the President of the Corporation, or by two other officers of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited as soon as reasonably possible, to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select

ARTICLE XII 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 and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.
- b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- c. A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by any Property Owner or Business Tenant at all reasonable times during office hours.

Section 2: Corporate Seal. The Board 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: Right to Copy and Make Extracts. Any inspection under the provisions of Section 3 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.

b. Financial Interest means a person who 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, or
- (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.

Section 3. CONFLICT OF INTEREST AVOIDANCE PRODEDURES

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.

its 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 shall not receive compensation for sitting on the Board or being involved in Board activities, unless there are direct reimbursable expenses that are incurred in the performance of his or her duty on the Board.

When approving compensation for 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; and
 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.

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

I, the undersigned, certify that I am the currently elected and acting Secretary of Downtown Glendale Association, a California nonprofit corporation, and the above Bylaws, consisting of 24 pages, are the Bylaws of the Corporation as adopted at a meeting of the Board held in September 18th, 2012

Dated: _____

Executed at Glendale California

Joseph Stitick, Secretary

3517749

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

**ARTICLES OF INCORPORATION
OF THE
DOWNTOWN GLENDALE ASSOCIATION**

OCT 26 2012

ONE: The name of this corporation is the **Downtown Glendale Association**

TWO: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

THREE: The name and address in the State of California of this corporation's initial agent for service of process is: Marco Li Mandri, 710 W. Ivy Street, San Diego, CA 92101

FOUR: a) This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 170(c)(2) and Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended ("Code").

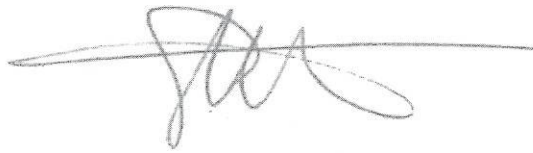
b) Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities that are not in furtherance of the purposes of this corporation, and this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(a) of the Code or (2) by a corporation contributions to which are deductible under Section 170(a) of the Code.

c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise permitted in accordance with elections duly made pursuant to Section 501(h) of the Code and Section 23704.5 of the California Revenue and Taxation Code. This corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

FIVE: The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

On the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code.

DATED: October 24, 2012

A handwritten signature in dark ink, appearing to read "J. Stitick", written over a horizontal line.

Joseph Stitick

Incorporator