

BYLAWS OF

ZAFERIA BUSINESS ASSOCIATION

A CALIFORNIA NON-PROFIT MUTUAL BENEFIT CORPORATION

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1. NAME

The name of the corporation shall be ZAFERIA BUSINESS ASSOCIATION.

2. PRINCIPAL ADDRESS

The principal address of the Corporation for the transaction of its business shall be located in the City of Long Beach, County of Los Angeles, State of California. The Board of Directors is hereby granted sole power and authority to place the principal address of the corporation and change same from one location to another anywhere within the Zaferia Business Association boundaries.

3. PURPOSE

The purpose of the Zaferia Business Association shall be:

- A. To promote the common business interest of all merchants, property owners and professionals doing business in the Zaferia Business Association business area, which the boundaries are defined as follows: Junipero Avenue to the west, Pacific Coast Highway to the east, 11th Street to the south, 14th Street to the north.
- B. To facilitate the exchange of business information and encourage business cooperation between and among all retail merchants, property owners and professionals doing business in the Zaferia Business Association area.
- C. To market, conduct public relations and develop/sponsor such activities as shall be found to best advance the welfare of its members, encourage tourism, and effect the purpose for which this organization was formed.

4. MEMBERSHIP Classification of Members

The Corporation shall have two classes of members: General and Voluntary
Qualification:

- A. General Member: Any assessed corporation, business partnership, sole proprietor or company who maintains an office or place of business within the geographic

boundaries of the Zaferia Business Association area and maintains a business license with the City of Long Beach shall be admitted. As determined by the Board of Directors, General Members shall have all the privileges assigned to the members including serving on committees, and Director and Officer positions.

- B. Voluntary Member: Any person not already a General Member that holds an active business license with the City of Long Beach, elects to pay annual dues, and said business is located within the Zaferia Business Association geographic boundary, may be a Voluntary Member with privileges allotted to General Members.

5. DUES

The nonrefundable dues are required by members of the Zaferia Business Association are established by the Zaferia Business Association Parking and Business Improvement Area and collected by the City of Long Beach for the corporation.

Dues for Voluntary Members will be assessed annually.

The Board of Directors of this Corporation shall from time to time determine an amount that shall be charged to each member and for membership assessments.

6. MEETINGS OF MEMBERS

Meetings of the membership of the corporation shall be held at the principal office of the corporation or at such other location within the Zaferia Business Association area or as directed by the Board of Directors to accommodate the organization as may be designated from time to time by resolution of the Board of Directors. Such meetings shall be held at such times as are selected by the Board of Directors. Such meetings of the members shall include an Annual Meeting held during the first quarter of the fiscal year, which will be set by the Board of Directors, at which there shall be a review of the goals and activities of the corporation and a presentation of the annual work plan and budget.

7. SPECIAL MEETINGS

Special meetings of the membership of the corporation shall be called by the Board of Directors and held at such place as is allowed by these Bylaws for regular meetings of the members. Five (5%) percent or more of the members of the corporation are entitled to vote may call a special meeting for any lawful purpose

8. NOTICE OF MEETINGS

Written notice of every meeting of the membership shall be emailed out to the membership list not less than ten (10) days nor more than thirty (30) days before the date

of the meeting. It is the responsibility of each member to make sure the Board of Directors has the latest email address.

The notice of any meeting shall give the general nature of the business to be transacted at the meeting.

9. VOTING OF THE MEMBERSHIP

Each General Member is entitled to one (1) vote on each matter submitted to a vote of the members. Single memberships in which two or more persons have an indivisible interest shall be voted as but one vote.

10. CUMULATIVE VOTING

Cumulative voting shall not be authorized for the election of Directors or for any other purpose.

11. PROXY VOTING

No proxy votes shall be recognized for any purpose.

12. GOVERNMENT

The government of this Corporation shall be vested in a Board of seven (7) Directors, each of whom shall be elected to the Board for two (2) year term and may serve for a maximum of three (3) consecutive terms at the discretion of the Board of Directors. Members not eligible for re-election may continue to serve on the Board (with Board approval) until such time that a qualified and appropriate successor is identified and seated.

The election of the Directors shall be rotated so that two members are elected during the first election, two the next and three the third which rotates.

Directors shall be elected at large.

In addition, a community liaison(s) may be invited to join the board and its deliberations but shall serve without a vote. Community liaison(s) can be appointed annually and serve at the will and pleasure of the majority of the Board.

13. BOARD OF DIRECTORS AND OFFICERS

The Officers of the Corporation shall be elected from the members of the Board of Directors by the Board of Directors at the May meeting of the Board. The term of office shall be for one year and shall commence immediately upon election by the Board of Directors. Any officer may resign at any time on written notice to the corporation without prejudice to the rights of that officer to remain as a member of the Board of Directors.

Duties of the President

The President shall be the Chief Executive Officer of the organization and shall preside at all meetings of the membership, the Board of Directors and the Executive Board and shall be an ex-officio member of all committees except the Nominating Committee.

Duties of the Vice President

The Vice-President, in the absence of the President, shall perform the duties of the President and shall perform such duties as the Board of Directors may prescribe.

Duties of the Secretary

The Secretary shall perform the duties of a corporate secretary as required by law and take or cause to be taken minutes of all meetings of the corporation and the Board of Directors. The Secretary shall make available copies of the minutes to the Board of Directors at their next regular meeting.

Duties of the Treasurer

The Treasurer shall perform the duties of a corporate treasurer as required by law and shall have charge of the funds of the corporation and of their disbursement under the direction of the Board of Directors.

Removal for Cause

- A. The Board may declare vacant the office of a Director with cause on the occurrence of any of the following events:
1. Director has been declared of unsound mind by a final order of the court.
 2. The Director has been convicted of a felony.
 3. The Director has been found by a final order or judgment or any court to have breached duties imposed by the Corporation Code on directors who perform functions with respect to assets held in charitable trust, or
 4. The Director failed to attend three (3) consecutive meetings of the Board

without a reasonable excuse.

- B. Any or all of the Directors may be removed without cause if, where the Corporation has fewer than fifty (50) members, such removal shall be approved by a majority of all members pursuant to Section 5033 of the Corporations Code; or where the Corporation has more than fifty (50) members, such removal shall be approved by the members within the meaning of Section 5034 of the Corporations Code.

Resignation of Director

- A. Any director may resign effective on giving written notice to the Board of Directors, the President, the Secretary, or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when a resignation becomes effective.

Filling Vacancies

- A. Vacancies on the Board of Directors shall exist on the death, resignation or removal of any Director; whenever the number of Directors authorized is increased; and on the failure of the members in any election to elect the full number of Directors authorized.
- B. Vacancies shall be filled by reference to the election of the prior period. From the list of those persons who were nominated but were not selected as Directors, the Board shall appoint that person who had the highest number of votes as the person to fill the vacancy. If there is a tie for the highest number of votes, then the Board of Directors shall choose by majority of the Directors voting between the two such nominees. If there is a lack of candidates from the previous election cycle, then the Board of Directors shall decide to appoint someone in the interim or call for an election.
- C. Vacancies created by removal of Director shall be filled only by the approval of the members within the meaning of Section 5034 of the Corporations Code. The members may elect a Director at any time to fill any vacancy not filled by the Directors.

14. EXECUTIVE DIRECTOR

The Executive Director shall be the chief administrative officer of the Corporation and

compensation shall be determined by the Executive Board and confirmed by the Board of Directors. It shall be the duty of the Executive Director to conduct the official business of the Corporation, preserve all documents, answer all communications, keep books of accounts and maintain an accurate record of all proceedings of the meetings of the Board of Directors and all committees. The Executive Director shall submit a financial statement at the end of each month and shall perform all other duties as may be incident to the office. The Executive Director shall be responsible to the Board of Directors to supervise the work of persons or contractors employed by the corporation.

15. EXECUTIVE BOARD

The Executive Board shall consist of the President, Vice President, Secretary and Treasurer.

16. MEETINGS OF THE BOARD

Regular meetings of the Board of Directors shall be held at a regularly appointed time every month. Notice of the date, the hour, and place of the regular meeting of the Board of Directors shall be given to the Directors via email at least three days before the time for holding said meeting to each Director sent to their last email address appearing on the books and records of the corporation. It is up to each Director to make sure the corporation has their latest email address.

Special meetings may be called at the discretion of the President or by email request of five (5) or more Directors. Each Director shall be notified of the date, hour and the place of any such meeting at least twenty-four hours in advance thereof, which said notice may be given either orally or in writing.

At the meetings of the Board of Directors, members of the Corporation who are not Directors may be heard, but shall have no vote.

17. QUORUM

A majority of the Board of Directors shall constitute a quorum of the Board for the transaction of business.

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board individually or collectively consent in writing to such action. Such action by written consent shall have the same force or effect as a unanimous vote of the Directors.

18. ANNUAL ELECTION

The annual election of members of the Board of Directors shall be by mail ballot conducted as follows:

- A. The President shall announce the appointment of a Nominating Committee consisting of no less than three voting members of the Corporation at the February Board Meeting.
- B. The Nominating Committee shall prepare a list of nominees to be presented at the March meeting of the Board of Directors. This meeting shall be open to the full membership. Additional nominations shall be permitted from the floor. Such nominees shall be members in good standing and shall agree to serve.
- C. Upon closure of nominations, ballots containing the names of the nominees shall be mailed to all voting members at least fourteen (14) days prior to the date set for the closing of the polls.

Voting by mail for directors shall be open for four (4) days prior to that April meeting of the Board of Directors. All ballots shall be opened and counted by the Nominating Committee, in the presence of the Secretary, on the morning of the regularly scheduled April meeting.

19. COMMITTEES

The President, with advice and consent of the Board of Directors, shall appoint whatever committees are deemed necessary to carry out the purpose of this Corporation. The duties of these committees shall be determined by the Board of Directors. A minimum of one (1) member of every committee shall be a Director; said member shall represent the committee to the Board of Directors.

20. FINANCES

All financial aspects of the Corporation shall be handled in the following manner:

- A. All expenditures during the year shall be made within the framework of the budget, unless authorization is given by the Board of Directors to expend a higher amount than provided. Expenditures not included in the budget must be specifically authorized by the Board of Directors.
- B. All checks shall be required to have any two (2) of the following three (3) signatures: President, Treasurer, or Executive Director.
- C. No indebtedness shall be created, appropriated or dispensed unless the amount thereof is at the time in the general fund of the Association or approved in

advance as set forth in the budget, which budget has been approved by the Board of Directors, no member, agent or employee shall have the power or authority to bind the corporation by any contract, purpose or in any amount.

21. FISCAL YEAR

- A. The fiscal year of the Corporation shall be from October first (1st) to September thirtieth (30th).

22. AMENDMENT OR REPEAL

The Bylaws may be amended or repealed only by a vote of two-thirds (2/3rds) of the members voting at an Annual or Special Meeting of the Corporation upon two weeks' email notice specifying the nature of the proposed amendment or repeal. At the discretion of the Board of Directors, under such terms and conditions as it shall deem fit, a mail ballot may be taken upon any proposal to amend or repeal these Bylaws, but such ballot shall clearly specify the nature of the proposed amendment or repeal and must be carried by a vote of two-thirds (2/3rds) of the members voting.

To present a proposed amendment to, or repeal of, these Bylaws, or any provision(s) thereof, the following procedures shall apply:

- A. Any such proposal may be presented to the Board of Directors by a Member or may originate with the Board of Directors and shall, thereafter, be referred to the Bylaws Committee for its consideration.
- B. Upon receipt thereof, the Bylaws Committee, the same shall be considered and the Committee shall report its recommendation(s) to the Board of Directors within ninety (90) days thereafter.
- C. Should the Bylaws Committee recommend an amendment to, or repeal of a Bylaw, the Board of Directors shall set the same for a debate and vote as required by the applicable provisions of the California Corporations Code.
- D. Anything to the contrary herein, notwithstanding, in the event a proposal for an amendment to, or repeal of, a Bylaw is presented to the Board of Directors by a member and such proposal, after review and consideration by the Bylaw Committee, is not presented to the Board of Directors for debate and vote, any twenty (20) Members may petition the Board of Directors for the presentation of such proposed amendment or repeal and a vote at a special Meeting of the

membership shall be called for that purpose. Upon receipt of such petition, the Board of Directors shall set a Special Meeting of the membership at which the proposal offered by the petition shall be debated and voted upon.

23. DISSOLUTION

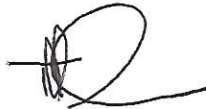
The Corporation may be dissolved by a vote of two-thirds (2/3rds) of the General Members at Annual or Special Meeting. Dissolution may not be carried out by mail ballot. Two (2) weeks written notice of the time and place of such a meeting and the proposed dissolution shall be given to each member before the matter may be taken up at an Annual or Special Meeting. Except as otherwise herein provided, dissolution of the Corporation shall be conducted according to the applicable provisions of the California Corporation Codes.

A. Any remaining revenues derived from member dues or revenues derived from the sale of assets acquired with the revenues, shall be refunded in equal share to the member businesses in good standing, the located and operating with the Zaferia Business Association area after all obligations of the Corporation are met.

24. RULES OF PROCEDURE

Except as herein provided, at all meetings of the Corporation, the rules of parliamentary procedure, as provided in Robert's Rules of Order shall govern. The Board of Directors shall operate in accordance with the Brown Act.

The undersigned President and Secretary of the Corporation known as the East Anaheim Street Business alliance do hereby certify that the above and foregoing Bylaws were duly adopted by the membership of said Corporation, on the 25th day of October, 2016, and that they do now constitute the Bylaws of said Corporation.



Attest: Tracy Ames, President

Date: 11-9-2017



Attest: Kouros Davatalohagh, Secretary

Date: 11-9-2017