



GRASS VALLEY DOWNTOWN ASSOCIATION

Grass Valley Downtown Association By-Laws

Effective Date 11/87

Revised and Effective 10/24/2022

3-2013 Additional revisions, updates, and typos fixed

SECTION 1. NAME AND OBJECT

The name of the corporation shall be: GRASS VALLEY DOWNTOWN ASSOCIATION

1.2. The object of the corporation shall be set forth in its Articles of Incorporation.

This corporation is organized and operated exclusively for civic purposes within the meaning of Section 501 © (4) of the Internal Revenue Code.

SECTION 2. ADMINISTRATION

2.1. The affairs of this corporation shall be administered by a Board of Directors consisting of nine (9) members, five (5) of which shall be other than professional services, and two (2) of which may be an associate member.

Amended 09-2015

2.1 The affairs of this corporation shall be administered by a Board of Directors not to exceed eleven (11) members and not less than nine (9) members, six (6) of which must be active BID members other than professional services.

Amended 01-2022

2.1 The affairs of this corporation shall be administered by a Board of Directors not to exceed eleven (11) members and not less than seven (7) members, six (6) of which must be active BID members other than professional services.

Amended 2-24-2022

2.1 The affairs of this corporation shall be administered by a Board of Directors not to exceed eleven (11) members and not less than three (3) members, all must be active BID members.

2.2. The members shall serve three-year terms and every year there shall be elected the number of regular members of the Board of Directors as terms are expiring that year, each to hold office for the ensuing three years. For example, in 2004, there shall be elected three directors to hold office until 2007; in 2005, there shall be directors to hold office until 2008; in 2006, there shall be elected three directors to hold office until 2009; in 2007, there shall be elected three directors to hold office until 2012, and so forth.

Amended 09-07-2022

2.2. The members shall serve three-year terms and every year there shall be elected the number of regular members of the Board of Directors as terms are expiring that year, each to hold office for the ensuing three years. Should circumstances arise that result in the majority of directors having the same term expiration, the board may if it serves to restore the balance of 3-year term rotation continuity, create terms of one and two years to reinstate normal staggered term rotation with no more than two directors rotating off in any year.

2.3. Members of the Board of Directors shall be elected from members of this corporation, and their qualifications shall be determined from time to time by the regular members of this corporation.

2.4. Elections of director shall be held at the annual meeting of the regular members of this corporation or by written ballot of the membership in accordance with California law, to take place in June of each year.

Amended 10-24-2022

2.4. Elections of directors shall be held at the annual meeting of the regular members of this corporation or by written ballot of the membership in accordance with California law. ~~to take place in June of each year.~~ If the Board accepts the slate and the election is uncontested, i.e., the number of candidates is less than or equal to the number of open seats and, there is no opposition, there is no need for a formal vote. The matter may be decided by "acclamation" or by "unanimous consent" of the Board.

Amended 03-2019

2. 4 Elections of director shall be held at the annual meeting of the regular members of this corporation r by written ballot of the membership in accordance with California law, to take place in October of each year

2. .5. Should any director leave office before the end of his or her term, the Board of Directors, by a two-thirds vote, shall appoint a director to serve out the remainder of the vacated term. The immediate past chairperson shall remain as an ex-officio adviser to the Board of Directors for one year.

2.6. Regular meeting of the Board of Directors will be held on the 4th Thursday of each month at 8:00 a.m. or such other date as may be determined by resolution of the Board. A quorum of the Board shall consist of five members.

2.6 Amended 3-2013 -Regular meeting of the Board of Directors will be held the 4th week of each month at 8:30 a.m. or such other date as may be determined by resolution of the Board. A quorum of the Board shall consist of five members. There will be no board or committee meetings required for the months of November and December.

2.6 Amended 11-2015 -Regular meeting of the Board of Directors will be held the 4th week of each month at 8:30 a.m. or such other date as may be determined by resolution of the Board. A quorum of the Board shall consist of six members. There will be no board or committee meetings required for the month of December.

Amended 2-24-2022

2.6. Executive meetings of the Board of Directors will be held on the 2nd Tuesday at 8:30 a.m. and Regular meetings on the 4th Thursday of each month at 9:15 a.m. or such other date or time as may be determined by resolution of the Board.

Exceptions: There will be no board or committee meetings required for the month of December due to holidays. A quorum of the Board shall consist of the majority of the members of the board.

Amended 10-24-2022

2.6. ~~Executive~~ Merchant Information Meetings of the Board of Directors will be held on the 2nd ~~Tuesday~~ Wednesday at ~~8:30~~ 9:00 a.m. and Regular meetings on the 4th Thursday of each month at 9:15 a.m. or such other date or time as may be determined by resolution of the Board.

Exceptions: There will be no board or committee meetings required for the month of December due to holidays. A quorum of the Board shall consist of the majority of the members of the board.

SECTION 3. OFFICERS

3.1. The officers of this corporation shall consist of a Chairperson of the Board, a Secretary, and a Treasurer. There may be one or more Vice-or-Assistant-Chairperson(s). Secretaries, Treasurers, and such other officers who may be appointed or elected by the Board of Directors.

3.1 Amended 10-24-2022

3.1. The officers of this corporation shall consist of a Chairperson of the Board, a Secretary, and a Treasurer. There may be one or more Vice-or-Assistant-Chairperson(s). Secretaries, Treasurers, and such other officers who may be appointed or elected by the Board of Directors. Should it further the board's objectives, officers may serve more than one year in any elected office.

3.2. CHAIRPERSON OF THE BOARD. The Chairperson of the Board shall preside over all meetings of the Board of Directors. He/she shall also have such other powers and perform such other duties as may be required of him/her, from time to time, by the Board of Directors. He/she may also appoint such committee or committees as he/she may be authorized to appoint by the Board of Directors, from time to time, and define the duties of such committees. He/she shall be elected from and be a regular member of the Board of Directors.

3.3. VICE-CHAIRPERSON. The Vice-chairperson shall, in order of his/her seniority, in the absence of the Chairperson of the Board, perform all the duties and have all the powers of the Chairperson. He/she shall also have such other powers and perform such other duties as shall be assigned to them by the directors. Each Vice-chairperson shall be elected from and be a regular member of the Board of Directors.

SECRETARY AND ASSISTANT SECRETARIES.

3.4.A. SECRETARY. The Secretary shall keep or cause to be kept a record of the proceedings of the Board of Directories and of the members and directors. He/she shall keep the corporate seal and make proper entries in the books of the corporation. He/she shall serve all notices required by law or the by-laws of the corporation and in case of his/her absence, refusal, or inability to act. His/her duties may be performed by any person whom the Board of Directors may direct. The Secretary need not be a member of the Board of Directors.

3.4.B. ASSISTANT SECRETARIES. There may be one or more Assistant Secretaries appointed by the Board of Directors. They shall. In order of their seniority, in the absence of the Secretary, perform all of the duties and exercise all the powers of the

Secretary. They shall also have such other powers and perform such other duties as may be assigned to them by the Board of Directors.

TREASURER. The Treasurer shall keep or cause to be kept the books and records of account as provided by the Board of Directors and shall generally supervise the financial affairs of the association at the direction of the Board of Directors and/or the Executive Committee.

3.4.C Amended 2-24-2022

As it serves the association, the Board of Directors may elect to modify its administrative framework. The Board may engage an independent manager or management services provided by an entity to direct the affairs of the corporation and not be held to the employment of an Executive Director. Should the Board choose to contract for management services that administrative officer shall be known as the Executive Manager.

EXECUTIVE DIRECTOR. The Executive Director of the program shall manage the daily operations of the association. The Executive Director shall be responsible for coordinating the implementation of the association's policies and projects, have full management responsibilities including the hiring, termination, and supervision of the personnel, and such other duties as the Board of Directors may require. The Executive Director shall receive for his/her services such compensation as may be determined by the Board of Directors.

EXECUTIVE MANAGER. The Executive Manager of the program shall manage the daily operations of the association. The Executive Manager shall be responsible for coordinating the implementation of the association's policies and projects, have full management responsibilities including the hiring, termination, and supervision of the personnel, and such other duties as the Board of Directors may require. The Executive Manager shall receive for his/her/their services such compensation as may be determined by the Board of Directors.

MARKETING COORDINATOR. To aid in Promotion, Design, Economic Restructuring, and Organizational efforts a Program Director may be employed to assist the Executive Director or Executive Manager in fulfilling the association's Program of Work. The Program Manager shall fulfill the Responsibilities and Duties as determined to support the Program of Work along with other such duties as the Board of Directors may require. The Program Manager shall receive for his/her/services compensation commensurate with qualifications and experience.

SECTION 4. POWER OF DIRECTORS.

General Power of Directors. The Board of Directors shall have the management of the business of the corporation, and subject to the restrictions imposed by law, by the Articles of Incorporation, or by these by-laws, may exercise all of the powers of the corporation.

Compensation of Directors. Directors shall not receive any compensation for the service as directors.

Meeting of Directors. All meetings of the Board of Directors shall be open to members of the association and general public except for closed-door sessions concerning personnel or other matters as permitted by California law.

Amended 2-24-2022

MUTUAL DIRECTORS

The association may, from time to time, and for its benefit, elect directors that serve on other nonprofit boards. There is no inherent conflict of interest or breach of fiduciary duty caused by an individual serving as a director or officer of multiple nonprofit corporations.

SECTION 5. COMMITTEES.

The association shall have at least four (4) standing committees, which will be entitled Promotion, Design, Economic Restructuring and Organization and such additional committees with such names and such authority as may be determined, from time to time, by resolution adopted by the Board of Directors. The association also shall have an Executive Committee, which shall consist of Chairperson, Vice-chairperson, Treasurer/Secretary, immediate past Chairperson, and the Executive Director or Executive Manager which shall, to the extent as determined by the Board (1) have and exercise the authority of the Board of Directors in the management of the association, and (2) take responsibility of the fiscal management of the association.

The purpose of the Promotion Committee shall be to create a positive image of downtown Grass Valley through events and programs which increase visibility, attract tourism, and promote civic pride.

The purpose of the Design Committee shall be to ensure that the historic ambiance of the downtown business district is protected and remains a safe, clean environment in which to work, shop and/or recreate.

The purpose of the Economic Restructuring Committee shall be to attract appropriate businesses to the downtown district through the development of a business recruitment program as well as continuing to educate existing businesses in competitive strategies.

Amended 3-2013 The purpose of the Business Development Committee (subtitle-Economic Restructuring) shall be to attract appropriate businesses to the downtown district through the development of a business recruitment program as well as continuing to educate existing businesses in competitive strategies.

The purpose of the Organization Committee is to develop and maintain a strong communication network between the membership and the association and its funding partners as a means of building and maintaining a healthy, viable organization.

Each committee shall have a chairperson who shall be responsible for directing and coordinating the affairs of the committee, who need not be a member of the Board. The terms of the committees shall be for one year, commencing at the beginning of each fiscal year. Each committee shall include a minimum of one representative from the Board of Directors.

The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board or the Chairperson or Vice-chairperson may upon the authority conferred upon him/her by the Board of Directors, designate and appoint any committee or committees on any subject within the powers of the corporation. Such committee or committees shall have the power to exercise such duties or to perform such services as may be prescribed from time to time, by the Board of Directors and/or by the Chairperson or a Vice-chairperson. Upon authority conferred upon him/her by the Board of Directors.

Each committee shall keep regular minutes of their proceedings and report the same to the Board when required.

SECTION 6. ASSOCIATION.

6.1. The association shall undertake activities for the benefit of that geographic area indicated on the attached map (Exhibit A).

SECTION 7. MEMBERSHIPS

7.1. The classes of members of the association shall be as follows:

Regular member-Every person, firm, or association doing business at a location within the geographic boundaries of the district.

Associate members, as determined by Board policy.

Each regular membership shall entitle the holder thereof to vote at all meetings of this corporation. The Board of Directors may, at its discretion, suspend the voting privilege of any member who has been and remains in default of his or her financial obligations to the association for a period of three (3) months or longer.

SECTION 8.ANNUAL MEETINGS OF MEMBERS.

An annual meeting of the regular members of this corporation may be held in the City of Grass Valley, County of Nevada, State of California, on such date in June of each year as may be selected by the Board of Directors, or if no such meeting is held at such date and time it may be called by written request constituting 5% of the full membership.

Amended 3-2013 An annual meeting of the regular members of this corporation, may be held in the City of Grass Valley, County of Nevada, State of California, on such date in the new fiscal year as may be selected by the Board of Directors, or if no such meeting is held at such date and time as may be called by written request constituting 5% of the full membership.

Amended 11-2015 An annual meeting of the regular members of this corporation, may be held in the City of Grass Valley, County of Nevada, State of California, on such date in the new calendar year as may be selected by the Board of Directors, or if no such meeting is held at such date and time as may be called by written request constituting 5% of the full membership.

No change of the time or place for an annual meeting of regular members of this corporation shall be made within thirty (30) days prior to the date set for the next annual meeting of said members.

The Board of Directors shall provide for mailed ballots for election purposes.

Amended 2-24-2022

An annual meeting of the regular members of this corporation may be held in the City of Grass Valley, County of Nevada, State of California, on such date in the new calendar year as may be selected by the Board of Directors, or if no such meeting is held at such date and time as may be called by written request constituting 5% of the full membership.

No change of the time or place for an annual meeting of regular members of this corporation shall be made within thirty (30) days prior to the date set for the next annual meeting of said members.

The Board of Directors shall provide for mailed or electronic ballots for election purposes.

Notice of the calls for an annual or special meetings of the regular members of the corporation shall be given by the Secretary, or such other officer as the Board of Directors may, from time to time, determine, to each regular member not less than five (5) days prior to the date of the holding of such meeting, whether annual or special.

SECTION 9. LIABILITY OF MEMBERS.

Amended 3-2013 (minor typos cleared in bold)

No member of this corporation regular or otherwise shall be personally liable for any of the debts, liabilities, and/or obligations of this corporation.

SECTION 10.DONATIONS.

This corporation may accept gifts, legacies, donations and or contributions in any amount, and any form, from time to time, upon such terms and conditions as may be decided from time to time by the Board of Directors, subject to the laws of the State of California regulating non-profit corporations and applicable provisions of the I.R.C.

SECTION 11.MISCELLANEOUS PROVISIONS.

PRINCIPAL OFFICE. The principal office shall be established and maintained in the City of Grass Valley, County of Nevada, State of California.

OTHER OFFICES. Other offices of the corporation may be established at such places as the Board of Directors may, from time to time, designate or the business of the corporation may require.

Amended 3-2013 (minor typos cleared in bold)

CHECKS, DRAFTS, NOTES. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation for all debts of the corporation shall be signed by the Executive Director and countersigned by any other member of the Board of Directors as shall from time to time be determined by the Board of Directors. In the absence of the Executive Director, all

checks shall be signed by any two dually authorized members of the Board of Directors.

Amended 2-24-2022

CHECKS, DRAFTS, NOTES. All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the corporation for all debts of the corporation shall be fully executed via online bill pay through the corporation's bank. For debt payment by check, drafts, or other orders not exceeding two hundred and fifty dollars (\$250.00) the Executive Director or Executive Manager may be the sole signatory. Any amount greater than two hundred and fifty dollars (\$250.00) must be countersigned by any other member of the Board of Directors as shall from time to time be determined by the Board of Directors. In the absence of the Executive Director or Executive Manager, all checks shall be signed by any two dually authorized members of the Board of Directors.

Amended 3-2013 (minor typos cleared in bold)

NOTICE AND WAIVER OF NOTICE. Whenever any notice is required by these by-laws to be given, personal notice is not meant unless expressly so stated; and any notice so required shall be deemed to be sufficient in given by depositing the same in a post office box in a sealed postpaid wrapper, addressed to the person entitled thereto at his/her last known post mailing. Any notice required to be given under these by-laws may be waived by the persons entitled thereto.

ASSENT TO MEETING. Any action of the majority of the Board of Directors of this corporation, although not at a regularly called meeting and the record thereof if assented to in writing by all of the other members of the board, shall always be as valid and effective in all respects as if passed by the board at the regular meeting.

SECTION 12.FISCAL YEAR.

The fiscal year of this corporation shall be from July 1 through June 30 of each year.

Amended 11-2015 The calendar year of this corporation shall be from January 1 through December 31 of each year.

SECTION 13.AMENDMENTS.

AMENDMENT OF BY-LAWS. The regular members, by the affirmative vote of a majority of such members, or the directors, by the affirmative vote of a majority of the directors, may at any regular board meeting amend these By-Laws or any policies

adopted pursuant to them, provided the substance of the proposed amendment shall have been stated in the notice of the meeting.

SECTION 14.LEGISLATION AND CAMPAIGN PROHIBITIONS.

No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Amended 2-24-2022

No substantial part of the activities of this corporation shall consist of carrying on propaganda, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office. The corporation may, with board approval, support nonpartisan and nonpolitical projects or issues (by publication or distribution of statements) that have an impact, positive or negative, upon the geographical area served by the association.

SECTION 15.FINANCES.

Amended 3-2013 (minor typos cleared in bold)

Within 60 days of the election of the Board of Directors each year, the Board shall approve the association's budget for the fiscal year. The approved budget may be reviewed and revised periodically as deemed necessary by the Board.

Approved by the Board of Directors of the Grass Valley Downtown Association

Chairperson of the Grass Valley Downtown Association
Lillie Piland

Date