



**DISTRICT**

# WATT AVENUE PARTNERSHIP 80 WATT DISTRICT

Bylaws As Amended February 21, 2019

## Certificate of Secretary

The undersigned, secretary of the Corporation known as the Watt Avenue Partnership, DBA: 80 Watt District, hereby certifies that the above and foregoing Bylaws, consisting of twelve pages, were duly adopted by action of the Board of Directors at its regular meeting held on February 21, 2019, and that they now constitute the Bylaws of the Corporation.

Watt Avenue Partnership, DBA: 80 Watt District,

Signed by:

  
Monica Billey, Secretary

Date: 2/21/2019



**Bylaws of**  
**Watt Avenue Partnership/ DBA: 80 Watt District**  
A California Nonprofit Mutual Benefit Corporation  
Amended February 21, 2019

**ARTICLE 1 - NAME AND PRINCIPAL OFFICE**

The name of the corporation is WATT AVENUE PARTNERSHIP (“CORPORATION”), DBA: 80 Watt District. The principal office for the transaction of the affairs and activities of this corporation shall be located in the County of Sacramento. The Board of Directors may change the location of the principal office upon approval.

**ARTICLE 2 - PURPOSE**

The purpose of this not-for-profit (501c6) corporation shall be to promote the CORPORATION through the development and operation of a property and business improvement district (PBID) and other programs and initiatives.

**ARTICLE 3- SPECIFIC PURPOSE:**

The purpose of the PBID is to provide activities and improvements which constitute and create a special benefit to assessed parcels within the 80 Watt District.

- a) The PBID has been providing Security, Maintenance, Advocacy & Image Enhancement, Capital Improvements, and related Administration directly and only to assessed parcels within its boundaries

**ARTICLE 3 - LIMITATIONS**

This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends of its members and is organized solely for nonprofit purposes. No part of the profits or net income of this Corporation shall ever inure to the benefit of any director, officer or member thereof, or to any individual. Upon the dissolution or winding up of the Corporation, after payment of, or provision for payment of, all debts and liabilities of this Corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which has been formed to provide benefits or services for the Partnership and which has established its tax-exempt status under §501(c) of the Internal Revenue Code. If no such corporation as described above is in existence at the time of dissolution, then the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which has established its tax-exempt status under §501(c) of the Internal Revenue Code.

**ARTICLE 4 - MEMBERS**

**Section 1: Qualifications.**

Memberships shall consist of all persons whose properties are assessed in the PBID (the “Members”).

**Section 2: Voting.**



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**Section 1: Qualifications.**

Memberships shall consist of all persons whose properties are assessed in the PBID (the “Members”).

**Section 2: Voting.**



a) Eligibility to Vote.

Persons entitled to vote at any meeting of Members shall be regular Members as of the date determined in accordance with Section 5 of the Article, subject to the provisions of the California Nonprofit Corporation Law.

b) Manner of Casting Votes.

Voting may be by voice or ballot, provided that any election of Directors must be by ballot if demanded by any member before the voting begins.

c) Only majority of members represented at meeting required, unless otherwise specified.

If a quorum is present, the affirmative vote of the majority of the Members represented at the meeting, entitled to vote and voting on any matter (other than the election of Directors) shall be the act of the Members, unless a vote of a greater number is required by California Nonprofit Corporation Law, or the Articles of Incorporation

d) Record Date for Notice of Voting.

Unless fixed by the Board of Directors, the record date for determining those Members entitled to receive notice of, or to vote at, a meeting of the Members, shall be the next business day preceding the day on which notice is given.

**Section 3: Quorum.**

a) Fifty-one percent of the Members voting in that election or present shall constitute a quorum for the transaction of the business Members.

b) The Members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a Majority of the Members required to constitute a quorum.

**ARTICLE 5- DIRECTORS**

**Section 1: Powers**

**a) General Corporate Powers.**

Subject to the provisions of the California Nonprofit Corporation Law and any limitation in the Articles of Incorporation and these By Laws relating to the actions required to be approved by the Members, business and affairs of the corporation shall be managed, and all corporate powers shall be exercised by, or under the direction of, the Board of Directors.

**b) Specific Powers.**

Without prejudice to these general powers, and subject to the same limitations, the Directors shall have power to:

- i. Select and remove Officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with the law, with the Articles of Incorporation, with these Bylaws.
- ii. Change the principle executive office or the principle business office in the State of California from one location to another, cause the corporation to be qualified to do business in any other state, dependency, or country and conduct

- business within or outside the State of California; and designate any place within or outside the State of California for the holding of any Members meeting or meetings, including annual meetings.
- iii. Adopt, make, and use a corporate seal; prescribe the forms of membership certificate; and alter the form of seal and certificate

**Section 2 Number and Qualifications.** The corporation shall have no less than 7 and no more than 13 directors. The Directors shall include representatives from both the private sector and public sector who own property in and are concerned with the economic vitality of the district. Each director shall have one vote. A reduction in the number of directors shall not result in removal of any director before his or her term of office expires.

**Section 3: Tenure.** The term of office of all members of the Board shall be three(3) years. It is the intent of these bylaws that no more than one third of the member's terms shall expire in any calendar year. There shall be no limitation upon the number of consecutive terms to which a director may be re-elected. Each director, including a director elected to fill a vacancy, shall hold office until the expiration of the term for which elected.

**Section 4: Criteria.** A majority of the members of the Board of Directors will be representatives of properties assessed by the Watt Avenue Property and Business Improvement District (WAPBID) DBA: 80 Watt District.

**Section 5: Appointment of the Nominating Committee.** At least 30 days prior to the date of any election of directors, the Chairman of the Board shall appoint a nominating committee to select qualified candidates for election to the Board of Directors. These may fill vacancies and/or Board Members whose terms are then expiring. The committee shall make its recommendations at least 10 days before the election and shall nominate at least one candidate for each position to be filled.

**Section 6: Annual Election.** The Board shall elect directors at the annual meeting of the Board, provided, however, that the vacancies may be filled prior to the annual meeting date as provided in 9(A) as below.

**Section 7: Occurrence of Vacancies.** A vacancy or vacancies on the Board shall occur in the event of:

- A. The expiration of a director's term of office; or
- B. The death, removal or resignation of any director; or
- C. The declaration by resolution of the Board of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgement by any court to have breached a duty under Section 5320 in following of the California Nonprofit Corporations Code, the WAPBID Management District Plan, or other applicable laws; or An increase in the authorized number of directors; or
- D. Resignations. Except as provided by this paragraph, and Director may resign, which resignation shall be effective on giving written notice to the Chair, the Secretary, or the Board of Directors unless a notice specifies a later time for the resignation to become effective. No Director may resign when the corporation would be left without a duly elected Director or Directors in charge of its affairs.
- E. The failure of a Board member to maintain good standing;
- F. The failure of a director to attend three or more consecutive Board meetings and an affirmative vote of the Board to remove the director.



G. No longer an assessed PBID member, with exception to the representative appointed by the Watt Avenue Partnership/ 80 Watt District.

**Section 9: Filling Vacancies.** Vacancies on the Board may be filled by approval of a majority of the remaining Board, or if the number of directors then in office is less than a quorum, by either:

A. The unanimous consent to fill a vacancy by the vote of a majority of a quorum of the directors then in office; or

B. The affirmative vote of a majority of directors then in office at a meeting held according to the notice provisions of these Bylaws and the Ralph M. Brown Act; or

C. A sole remaining director.

D. A Director elected to fill a vacancy shall serve for the duration of the unexpired term of his or her predecessor and until his or her successor is elected.

**Section 10: Compensation and Reimbursement.** Directors shall serve as volunteers and shall not be compensated. Directors may be reimbursed for expenses, as the board may establish by resolution to be just and reasonable to the corporation at the time that the resolution is adopted. However, this section shall not be construed to preclude any Director from serving in the corporation in any other capacity as an officer, agent, employee, or otherwise, and receive compensation thereof or from receiving reimbursement for reasonable expenses, as may be determined by resolution of the Board of Directors to be just and reasonable.

## **ARTICLE 6 - MEETINGS**

**Section 1: Annual Meeting.** The annual meeting of the corporation shall be held at such time as the Board may set from time to time. At the annual meeting, directors shall be elected and other business may be transacted, subject to the provisions of these Bylaws. Notice of the annual meeting shall be posted at least seventy-two hours prior to the meeting in a publicly accessible location, in accordance with the requirements of the Ralph M. Brown Act. Each notice shall state the general business to be transacted, and the day, time and place of the meeting. Regular meetings shall be held at the principle executive office of the corporation, or designated location of other regular meetings.

**Section 2: Board of Directors Regular Meetings.** The Board shall meet no less than quarterly on dates agreed upon by the Board. Notice of regular meetings shall be posted at least seventy-two hours prior to the meeting in a publicly accessible location, in accordance with the requirements of the Ralph M. Brown Act. Each such notice shall state the general business to be transacted, and the day, time and place of the meeting. Business may be transacted at any regular meeting of the Board in accordance with the requirements of the Ralph M. Brown Act.

**Section 3: Board of Directors Special Meetings.** Special meetings of the Board may be called by the Chair of the Board or any three directors. Notice of special meetings shall be given to each director stating the time, place, and business to be discussed at least twenty-four hours before the time of the meeting specified in the notice. Notice shall be delivered to the Board personally or by any other means pursuant to Government Code §54956. Notice shall also be posted at least twenty-four hours prior to the meeting in a publicly accessible location in accordance with the requirements of the Ralph M. Brown Act.

**Section 4: Notice of Meetings.** Notice of all meetings will be given in accordance with the provisions of the Ralph M. Brown Act, Government Code §54950 et. seq. The noticing provisions in these Bylaws shall be subject to any amendments of the Ralph M. Brown Act.

**Section 5: Place of Meetings.** All meetings of the corporation shall be held at such location in the County of Sacramento as may be determined by the Board.

**Section 7: Quorum.** At any meeting of the Board, a majority of the members of the Board shall constitute a quorum. There shall be no voting by proxies or voting by absentia. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act the Board of Directors. Subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (i) approval of contracts or transactions in which the Director has a direct or indirect financial interest, (ii) appointments of committees, and (iii) indemnification of Directors. 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 or the required quorum for that meeting.

**Section 8: Adjournment.** At any meeting of the Board, a majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

**Section 9: Notice of Adjournment.** Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were present at the time of the adjournment.

#### **ARTICLE 7 – OFFICERS**

**Section 1: Offices Held.** The officers of the corporation shall be a Chair, a Vice Chair, a Secretary, a Treasurer, and such other officers as the Board may from time to time designate. All officers shall be members in good standing of the Board. Any number of offices may be held by the same person. The officers of the Corporation shall also serve on the executive committee of the corporation.

**Section 2: Election of Officers.** The officers of this corporation shall be chosen annually by the Board and shall serve at the pleasure of the Board, subject to the rights of any officer under any employment contract.

**Section 3: Term.** All officers shall be elected for a term of one year or until their successors are elected and qualified.

**Section 4: Appointment of Subordinate (Other) Officers.** The Board may appoint and authorize the Chair or another officer to appoint any other officers that the corporation may require. Each appointed officer shall have the title and authority, hold office for the period, and perform the duties specified in these Bylaws or established by the Board.

**Section 5: Removal of Officers.** Without prejudice to the rights of any officer under an employment contract, the Board may remove any officer with or without cause. An officer who was not chosen by the Board may be removed by any other officer on whom the Board confers the power of removal.

**Section 6: Resignation of Officers.** Any officer may resign at any time by giving written notice to the Board. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the corporation under any contract to which the officer is a party.



**Section 7: Vacancies in Office.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed by these Bylaws for normal appointments to that office. However, vacancies need not be filled on an annual basis.

**Section 8: Responsibilities of Chair.** The Chair shall preside at all meetings and have such other powers and duties as the Board or these Bylaws may require.

**Section 9: Responsibilities of Vice Chair.** The Vice Chair shall assume the duties of the Chair in his or her absence and have such other powers and duties as the Board or these Bylaws may require, and will fill the seat as Chair, the next year, as the role of the chair, for succession planning. In serving as the vice chair, they shall take on the role of planning, evaluating and coordinating program-specific activities while the chair takes on the fundraising and governance roles (or vice versa, again, depending on respective strengths).

**Section 10: Responsibilities of Secretary.** The Secretary of the corporation shall have the following responsibilities:

1. The Board Secretary is a member of the 80 Watt District Board as well as the Executive Committee
2. Maintains records of the board and ensures effective management of organization's records
3. Manages minutes of board meetings
4. Ensures minutes are distributed to members shortly after each meeting
5. Is sufficiently familiar with legal documents (articles, by-laws, IRS letters, etc.) to note applicability during meetings

A. Book of Minutes - The Secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the Board may direct, a book of minutes of all meetings, proceedings, and actions of the Board and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and if special, how authorized; the notice given; and the names of persons present at Board and committee meetings.

B. By Laws and Articles of Incorporation - The Secretary shall keep or cause to be kept, at the corporation's principal office, a copy of the Articles of Incorporation and Bylaws, as amended to date.

C. Notices, Seals, and other Duties - The Secretary shall give, or cause to be given, notice of all meetings that these Bylaws require to be given. The Secretary shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the Board or the Bylaws may require.

D. The Secretary shall maintain, or cause to be maintained, the corporation's records in accordance with the requirements of the California Public Records Act, Government Code §6250 et seq.

E. Membership Records. The Secretary shall keep, or cause to be kept, at the principle executive office, as determined by resolution of the Board of Directors, a record of the corporation's Members, showing the names of all Members, their addresses, and the class of membership held by each.

**Section 11: Responsibilities of Treasurer.** The Treasurer of the corporation shall have the following responsibilities:

1. The Board Treasurer is a member of the 80 Watt District Board as well as the Executive Committee
2. Manages finances of the organization
3. Administrates fiscal matters of the organization



4. Provides annual budget to the board for members' approval
  5. Ensures development and board review of financial policies and procedures
- A. A. Book of Accounts - The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The Treasurer shall send or cause to be given to the members and directors such financial statements and reports as are required to be given by law, by these Bylaws, by the WAPBID Management District Plan, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.
  - B. B. Deposits and Disbursements of Money and Valuables. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the Board may designate; shall disburse the corporation's funds as the Board may order; shall render to the Chair and the Board, when requested, an account of all transactions as Treasurer and of the financial condition of the corporation; and have such other powers and perform such other duties as the Board or these Bylaws may require.

**Section 12: Contracts with directors.** No director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors are directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this corporation unless:

- A. The material facts as to the transaction and such director's interest are fully disclosed or known to the members and such contract or transaction is approved by the members in good faith, with any membership owned by any interested director not being entitled to vote thereon; or
- B. The material facts regarding such director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes or are known to all board members before consideration by the board of such contract or transaction, and such contract or transaction is authorized in good faith by a majority of the board by a vote sufficient for that purpose without counting the vote of the interested director.

**Section 13: Loans.** The corporation shall not loan any money or property to, or guarantee the obligation of, any director or officer of the corporation. The corporation may advance money to a director or officer for reasonable business expenses, provided that the director or officer is entitled to reimbursement.

## **ARTICLE 7 - COMMITTEES**

**Section 1: Establishment.** The Board, by resolution adopted by a majority of the directors then in office, may create one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. Appointments to committees of the Board shall be by majority vote of the directors then in office. The Board may appoint one or more directors as alternate members of such committee, who may replace any absent member at any meeting. Any such committee shall have all the authority of the Board, to the extent provided in the Board resolution, except that no committee may do the following:

- A. Fill vacancies on the Board or any committee of the Board;
- B. Fix compensation of the directors for serving on the Board or any committee;
- C. Amend or repeal Bylaws or adopt new Bylaws;
- D. Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;

- E. Create any other committees of the Board or appoint the members of committees of the Board; or
- F. Expend corporate funds to support a nominee for director if more people have been nominated for director than can be elected; or
- G. With respect to any assets held in charitable trust, approve any contract or transaction between this corporation and one or more of its directors or between this corporation and an entity in which one or more of its directors have a material financial interest, subject to the approval provisions of Corporations Code §5233(d)(3).

**Section 2: Executive Committee.** Pursuant to Article 7 of these Bylaws, the Board shall appoint three or more directors of the corporation to serve with the appointed officers as the executive committee of the Board. The executive committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the corporation between meetings of the Board; provided, however, that the executive committee shall not have the authority of the Board in reference to those matters enumerated in Article 7. All actions of the executive committee shall be reported to and ratified by the Board at the next duly scheduled Board meeting.

**Section 3: Meetings and Actions of Committees.** Meetings and actions of committees shall be governed by, held, and taken under the provisions of these Bylaws concerning meetings and other Board actions, except that the time for general meetings of committees and calling of special meetings of committees may be set either by Board resolution, or if none, by resolution of the committee. Notice of committee meetings will be given in accordance with the provisions of the Ralph M. Brown Act. Minutes of each meeting shall be kept and shall be filed with the corporate records, and in accordance with the provisions of the California Public Records Act. The Board may adopt rules for governance of any committee as long as the rules are consistent with these Bylaws. If the Board has not adopted rules, the committee may do so.

## **ARTICLE 8 - INDEMNIFICATION AND INSURANCE**

### **Section 1: Indemnification.**

A. To the fullest extent permitted by law, this corporation shall indemnify its directors and officers, and may indemnify employees and other persons described in the Corporations Code, including persons formerly occupying such positions, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in the Corporations Code, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in the Corporations Code. "Expenses," as used in these Bylaws, shall have the same meaning as in the Corporations Code.

B. On written request to the Board by any person seeking indemnification under the Corporations Code, the Board shall promptly decide under that code whether the applicable standard of conduct set forth has been met, and if so the Board shall authorize indemnification.

C. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

**Section 2: Insurance.** This corporation shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees



and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's, or agent's status as such.

## **ARTICLE 9 - RECORDS**

**Section 1: Maintenance.** This corporation shall keep all of the following records, either in written form or in any other form capable of being converted into clearly legible tangible form or in any combination of the two:

- A. Adequate and correct books and records of account; and
- B. Minutes of the proceedings of its members, board and committees.
- C. A record of its Members, giving their names and addresses and the class of membership held by each.
- D. All such records shall be kept and made available to all interested parties.

**Section 2: Inspection by Directors and Members.** Every director or member shall have the absolute right, at any reasonable time, to inspect the corporation's books, records, and documents of every kind, and to inspect the physical properties of the corporation. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of books, records, and documents of every kind.

**Section 3: Articles and Bylaws.** This corporation shall keep, at its principal office, the original or a copy of the Articles of Incorporation and Bylaws, as amended to the current date, which shall be open to inspection by director's at all reasonable times during office hours.

**Section 4: Annual Reports.** The Secretary of the corporation shall prepare and submit, or cause to be prepared and submitted, the following annual reports not later than 120 days after the close of the corporation's fiscal year. The Secretary shall keep, or cause to be kept, copies of all annual reports with the corporation's records.

A. WAPBID Annual Report. The WABID annual report will be prepared and submitted in accordance with the provisions of Streets and Highways Code §36650 and the WAPBID Management District Plan.

B. WAPBID annual report shall be prepared within 120 days after the end of the corporation's fiscal year. This section shall not apply if the corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year. The report shall contain the following information in appropriate detail:

1. A balance sheet as of the end of the fiscal year, an income statement, and statement of cash flows for the fiscal year, accompanied by an independent accountant's report, or if none, by the certificate of an authorized officer of the corporation that they were prepared without audit from the corporation's books and records;
2. A statement of the place where the names and addresses of current members are located; and
3. Any other information required by these Bylaws or the Board.

**Section 5: Annual Reports.** The Secretary of the corporation shall prepare and submit, or cause to be prepared and submitted, the following annual reports. The Secretary shall keep, or cause to be kept, copies of all annual reports with the corporation's records. The two annual reports may be combined into one all-inclusive document.

- A. PBID Annual Report. The PBID annual report will be prepared and submitted in accordance with the provisions of Streets and Highways Code §36650 and the PBID Management District Plan.

- B. Partnership Annual Report. The Partnership annual report shall be prepared within 120 days after the end of the corporation's fiscal year. This section shall not apply if the corporation receives less than \$10,000 in gross revenues or receipts during the fiscal year. The report shall contain the following information in appropriate detail:
1. A balance sheet as of the end of the fiscal year, an income statement, and statement of cash flows for the fiscal year, accompanied by an independent accountant's report, or if none, by the certificate of an authorized officer of the corporation that they were prepared without audit from the corporation's books and records;
  2. A statement of the place where the names and addresses of current members are located; and
  3. Any other information required by these Bylaws or the Board.

## **ARTICLE 10 - OPERATIONS AND ADMINISTRATION**

**Section 1: Fiscal Year.** The fiscal year of the corporation shall begin on January 1 and end on December 31 of each year.

**Section 2: Funds.** All funds of the corporation shall be deposited in such banks, trust companies, or other reliable depositories as the Board from time to time may determine. Deposit balances shall not exceed the Federal Deposit Insurance Corporation insured limit. All checks, drafts, endorsements, notes and evidence of indebtedness of the corporation shall be signed by such officers or agents of the corporation and in such manner as the Board may determine from time to time. Endorsements for deposits to the credit of the corporation shall be made in such manner as the Board may determine from time to time.

**Section 3: Contracts.** The Chair or Executive Director specifically authorized by the Board may, in the name of and on behalf of the corporation, enter into those contracts or execute and deliver those instruments that are specifically authorized by the Board. Without the express and specific authorization of the Board, no officer or agent may enter into any contract or execution or deliver any instrument in the name of or on behalf of the corporation.

**Section 4: Brown Act Compliance.** To the extent that Government Code §54952(c) shall require the corporation to be subject to the open meeting requirements of the Ralph M. Brown Act, then the board will comply with the provisions of Government Code §54950 through and including §54961. To the extent that any provisions of these Bylaws are inconsistent with the Ralph M. Brown Act, the provisions of said Act shall prevail. In the event the corporation does not meet the requirements of Government Code §54952(c), then the Board will not endeavor to meet the requirements of the Brown Act.

## **ARTICLE 11 - AMENDMENT**

Subject to the rights of Members and the limitations imposed by the California Nonprofit Corporation Law, or revisions, except as otherwise provided herein, and subject to the power of directors to amend or repeal the Bylaws, these Bylaws may be altered, amended or repealed and new Bylaws may be adopted by an affirmative vote of two-thirds of the directors present at any regular or special meeting, a quorum being assembled, provided that written notice of such meeting, setting forth in detail the proposed revision(s) and explanation(s) therefore, be given not less than 7 days prior to such meeting.



**CERTIFICATE OF SECRETARY**

I, \_\_\_\_\_, certify as follows:

1. I am the duly elected and acting Secretary of the Watt Avenue Partnership/ DBA: 80 Watt District, a California Nonprofit Mutual Benefit Corporation;
2. That these Bylaws, consisting of 12 pages, inclusive, are the Bylaws of the corporation as adopted by the Board of Directors on February 21, 2019;
3. That these Bylaws have not been amended or modified since 031716.

  
Secretary