

Bylaws approved by the Board on 5/17/11. Revised and Approved by the Board on 5/27/11.  
Revised and Approved by the Board 01/15/14.

**Bylaws of  
OCEAN AVENUE ASSOCIATION  
A California Nonprofit Public Benefit Corporation**

**ARTICLE I  
NAME AND PRINCIPAL OFFICE**

The name of the corporation is OCEAN AVENUE ASSOCIATION. The principal office for the transaction of the affairs and activities of this corporation shall be located in the City and County of San Francisco. The Board of Directors may change the location of the principal office.

**ARTICLE II  
PURPOSE**

The purpose of this corporation is to promote social welfare and combat community deterioration in the Ocean Avenue retail district, and to maintain, improve and promote the Ocean Avenue retail district and carry out related support programs and initiatives for the district.

**ARTICLE III  
LIMITATIONS**

**Section 1: Purposes.** This corporation is organized and operated exclusively for charitable purposes within the meaning of Internal Revenue Code Section 501(c)(4).

**Section 2: Activities.** 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.

**Section 3: Property.** 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. Upon the dissolution or winding up of the corporation, its assets remaining after payment, 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 Internal Revenue Code section 501(c)(4).

**Section 4: Construction.** 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 masculine gender includes feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

**ARTICLE IV**

## MEMBERS

**Section 1: Definitions.** This corporation shall have no members within the meaning of the California Nonprofit Corporation Law, pursuant to Corporation Code §7332(a). As used herein, the term members shall refer to Board members.

## ARTICLE V DIRECTORS

**Section 1: Number.** The corporation shall have no less than five and no more than twelve directors. Each director shall have one vote. A reduction in the number of directors shall not result in the removal of any director before his or her term of office expires.

**Section 2: Tenure.** Each director of the corporation shall serve for a term of two years. Directors may serve more than one term.

### **Section 3: Criteria.**

A. The Board shall include no less than five and no more than twelve members, and be composed of at least 50% of property owners, or property owners' designated representatives, who are paying the OACBD assessment. In addition to the property owners, at least twenty percent of the Board shall be representatives of non-property owning businesses within the OACBD boundaries. The Board will also include representatives from neighborhood organizations.

B. No more than 49 percent (49%) of the persons serving on the Board may be "interested persons." An interested person is (1) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as a Director; and (2) 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 such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

**Section 4: Initial Appointment.** The initial Board of Directors shall be appointed by the incorporator of the corporation. The initial directors shall serve for staggered terms of one or two years. At the first duly constituted meeting of the Board of Directors, the initial Board members shall draw lots to determine their individual terms.

### **Section 5: Annual Election**

A. A term of office shall be (i) 2 years, in the case of Board members elected at the annual election in June of each year, and (ii) up to 2 years (to coincide with the end of the OAA's fiscal year each June 30), in the case of Board members elected at other times. Each year, those Board members that have completed a 2-year term, shall stand for re-election.

B. On or before May of each year, a Nominating Committee of at least three (3) Board members will be appointed by the President. The committee will be charged to call for individuals to submit applications for Board membership and to determine which current members want to stand for re-election. The Nominating Committee will consider these applications and will recommend a slate of candidates to the Board of Directors. Annual Board elections will occur at the June meeting, unless

continued by the Board. Board members elected to the Board at the June meeting will be deemed admitted to the Board as of the start of the OAA's fiscal year each July 1. Board members may be elected at other times to fill vacant positions or to add positions, without forming a Nominating Committee.

**Section 6: Powers.** Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation law, the provisions of the OACBD Management District Plan, and any other applicable laws, and subject to any limitations of the Articles of Incorporation and these Bylaws, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised by, or under the direction of, the Board.

**Section 7: Specific Powers.** Without prejudice to the general powers set forth in Article V, Section 6 of these Bylaws, but subject to the same limitations, the Board shall have the power to do the following:

A. Appoint and remove, at the pleasure of the Board, all corporate officers, agents, and employees; prescribe powers and duties for them as are consistent with the law, the Articles of Incorporation, and these Bylaws; fix their compensation; and require from them security for faithful service.

B. Change the principal office or the principal business office in the City and County of San Francisco from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency, or country; conduct its activities in or outside California; and designate a place in the City and County of San Francisco for holding any meeting of members.

C. Borrow money and incur indebtedness on the corporation's behalf and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities.

**Section 8: Occurrence of Vacancies.** A vacancy or vacancies on the Board shall occur in the event of:

A. The death, removal or resignation of any director; or

B. 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 judgment of any court to have breached a duty arising under the California Nonprofit Public Benefit Corporation Law, the OACBD Management District Plan, or other applicable laws; or

C. An increase in the authorized number of directors; or

D. The failure of a Board member to maintain good standing; or

E. The failure of a Board member to attend three or more consecutive meetings and an affirmative vote of the Board to remove that director; or

F. A Board member no longer being authorized to represent the property, business or neighborhood organization which they were selected as a representative from; or

G. The failure of an election to elect the number of directors required to be elected in that election.

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

A. The unanimous written consent 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.

**Section 10: Resignation of Directors.** Except as provided below, any Director may resign by giving written notice to the chair of the Board, if any, or to the president or the secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a Directors' resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the California Attorney General, no Director may resign if the corporation would be left without a duly elected Director or Directors.

**Section 11: Removal of Directors.** Any Director may be removed, with or without cause, by the vote of the majority of the members of the entire Board of Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given as provided in Article VI.

**Section 12: 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.

## **ARTICLE VI MEETINGS**

**Section 1: Annual Meeting.** The annual meeting of the corporation shall be held at such time in June as the Board may fix 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. In addition to the corporation's annual meeting, the Board shall conduct an annual meeting with City and County of San Francisco staff and OACBD assesseses in or around September of each year.

**Section 2: Board of Directors Regular Meetings.**

A. The Board shall meet at least quarterly on dates agreed upon by the Board in January of each year. 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.

B. Pursuant to section 54954.2(b) of the Ralph M. Brown Act, items may be added to the agenda under the following circumstances:

1. Upon a determination by a majority vote of the Board that an emergency situation exists, as defined in Section 54954.5 of the Ralph M. Brown Act; or
2. Upon a determination by a two-thirds vote of the directors present at the meeting, or, if less than two-thirds of the Board is present, a unanimous vote of those directors present, that there is a need to take immediate action and that the need for action came to the attention of the Board subsequent to the agenda being posted as specified in this Section; or
3. The item was posted pursuant to Section 2A above for a prior meeting of the Board occurring not more than five calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken.

**Section 3: Board of Directors Special Meetings.** Special meetings of the Board may be called by the Chairperson 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 San Francisco as may be determined by the Board.

**Section 6: Telephonic Appearance.** Teleconferencing, as authorized by §54953 of the Ralph M. Brown Act may be used for all purposes in connection with meetings. All votes taken during a teleconferenced meeting shall be by roll call. If teleconferencing is used, the Board shall post the agenda at all teleconference locations and conduct teleconference meetings in a manner that protects the statutory and constitutional rights of the parties or the public appearing before the Board. Each teleconference location shall be identified in the notice and agenda of the meeting, and each teleconference location shall be accessible to the public. During the teleconference, at least a quorum of the members of the Board shall participate from locations with the boundaries of Ocean Avenue. The agenda shall provide an opportunity for members of the public to address the legislative body directly pursuant to §54954.3 at each teleconference location.

**Section 7: Quorum.** A majority of the Directors in office shall constitute a quorum for the transaction of any business except adjournment. Every action taken or decision made by a majority of the Directors present at a duly held meeting at which a quorum is present shall be an act of the Board, subject to the more stringent provisions of the California Nonprofit Public Benefit Corporation Law, including, without limitation, those provisions relating to:

- A. Approval of contracts or transactions in which a Director has a direct or indirect material financial interest,
- B. Approval of certain transactions between corporations having common Directorships,
- C. Creation of and appointment to committees of the Board, and
- D. Indemnification of Directors.

**ARTICLE VII  
OFFICERS**

**Section 1: Offices Held.** The officers of the corporation shall be a Chairperson, a Vice Chairperson, 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, except that the Secretary and the Treasurer may not serve concurrently as the Chairperson. 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: 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.

**Section 5: 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 6: 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 can be filled when they occur.

**Section 7: Responsibilities of Chairperson.** The Chairperson shall preside at all meetings and have such other powers and duties as the Board or these Bylaws may require.

**Section 8: Responsibilities of Vice Chairperson.** The Vice Chairperson shall assume the duties of the Chairperson in his or her absence and shall have such other power and duties as the Board or these Bylaws may require.

**Section 9: Responsibilities of Secretary.** The Secretary of the corporation shall have the following responsibilities:

A. 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, of committees of the Board, and of any members' meetings. 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; the names of persons present at Board and committee meetings; and the number of members present or represented at members' meetings.

B. 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. The Secretary shall keep or cause to be kept, at the corporation's principal office or at a place determined by resolution of the Board, a record of the corporation's members, showing each member's name, address, business represented, and class of membership.

D. 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.

E. 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.

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

A. 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 OACBD Management District Plan, or by the Board. The books of account shall be open to inspection by any director at all reasonable times.

B. 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 Executive Director 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 11: Contracts with Directors.**

A. 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 transaction with this corporation unless:

1. The material facts regarding that 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 noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction;

2. 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 votes of the interested Directors;

3. Before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and

4. The corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into.

B. This section does not apply to a transaction that is part of an educational or charitable program of this corporation if it:

1. Is approved or authorized by the corporation in good faith and without unjustified favoritism; and

2. Results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefitted by the educational or charitable program of this corporation.

**Section 12: Loans.** The corporation shall not loan any money or property to, or guarantee the obligation of, any Director or officer of the corporation without the approval of the California Attorney General, provided, however, that the corporation may advance money to a Director or officer for expenses reasonably anticipated to be incurred in the performance of his or her duties if that Director or officer would be entitled to reimbursement for such expenses by the corporation.

## **ARTICLE VIII 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. Approve any contract or transaction to which the corporation is a party and in which one or more of its Directors have a material financial interest, except as special approval is provided for in Corporations Code §5233(d)(3).

**Section 2: 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 IX 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 X 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 Board and Board appointed committees.

**Section 2: Inspection by Directors.** Every director 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, that shall be open to inspection 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. The Secretary shall keep, or cause to be kept, copies of all annual reports with the corporation's records.

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

B. Corporation Annual Report. The Board shall cause an annual report to be sent to the Directors within 120 days after the end of the corporation's fiscal year. This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors who request it in writing. If the Board approves, the corporation may send the report and any accompanying material sent pursuant to this section by electronic transmission. That report shall contain the following information, in appropriate detail:

1. The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
2. The principal changes in assets and liabilities, including trust funds;
3. The corporation's revenue or receipts, both unrestricted and restricted to particular purposes;
4. The corporation's expenses or disbursements for both general and restricted purposes;
5. Any information required by these Bylaws; and
6. An independent accountant's report, or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

**Section 5: Annual Statement.** As part of the annual report, or as a separate document if no annual report is issued, the corporation shall, within 120 days after the end of the corporation's fiscal year, prepare and mail, deliver or send by electronic transmission and furnish to its Directors a statement of any transaction or indemnification of the following kinds:

A. Any indemnification or advances aggregating more than \$10,000 paid during the fiscal year to any officer or Director of the corporation.

B. Any transaction in (1) in which the corporation was a party (b) in which an "interested person" had a direct or indirect material financial interest, and (c) that involved more than \$50,000 or was one of several transactions with the same interested person involving more than \$50,000. For this purpose, an "interested person" is either:

1. Any Director or officer of the corporation (but mere common Directorship shall not be considered such an interest); or

2. Any holder of more than 10 percent (10%) of the voting power of the corporation.

C. The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction, and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner only the interest of the partnership need be stated.

## **ARTICLE XI OPERATIONS AND ADMINISTRATION**

**Section 1: Fiscal Year.** The fiscal year of the corporation shall begin on July 1 and end on June 30 of each year.

**Section 2: Executive Director/CEO.** The Board shall employ, or select from among the members of the Board, an Executive Director/CEO of the corporation. The Executive Director/CEO shall:

A. Serve as the executive officer of the corporation;

B. Be charged with the general supervision and management of the corporation's affairs and staff;

C. Advise the Board of directors;

D. Attend all meetings of the Board and executive committee;

E. Serve as an ex-officio member of all committees; and

F. Act as the corporation's agent for service of process.

**Section 3: 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 4: Contracts.** The Chairperson, Executive Director, or any other officer or agent 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 5: 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 XII AMENDMENT**

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 a majority 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, Shirley Lima, certify as follows:

1. I am the duly elected and acting Secretary of Ocean Avenue Association, a California Nonprofit Public Benefit Corporation;
2. That these Bylaws, consisting of 13 pages, inclusive, are the Bylaws of the corporation as originally adopted by the Board of Directors on May 17, 2011, revised and approved by the Board on May 27, 2011 and January 15, 2014.
3. That these Bylaws have not been amended or modified since that date.

A handwritten signature in cursive script that reads "Shirley Lima".

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Shirley Lima, Secretary