

Approved - DPOA Bylaws Revised 1/26/23

**BYLAWS
OF
DOWNTOWN POMONA OWNERS ASSOCIATION (DPOA)**

ARTICLE 1: NAME, ORGANIZATION, OFFICES

Section 1: Name

The name of this organization shall hereinafter be known as the Downtown Pomona Owners Association (DPOA).

Section 2: Organization

The DPOA shall be an "owners' association" as such term is defined at Streets & Highways Code Section 36614.5, and shall have the legal form of a non-profit California corporation.

Section 3: No Members

There are no members of this organization. The Board of Directors shall have the right to vote for new board members and shall be a self-perpetuating Board of Directors. The board members, only, shall vote on all matters concerning the election of the Board and other related matters.

Section 4: Offices

The principal office of the DPOA shall be located within the boundaries of the Downtown Pomona Property and Business Improvement District.

Section 5: Definitions

All capitalized terms used herein and not otherwise defined shall have the meaning ascribed to them in the Ordinance.

Section 6: Specific Objectives and Purposes

The specific objective of the organization is to administer and operate the property-based business improvement district according to a Management Plan the organization adopts from time to time. The Board may deal directly with the city government of the City of Pomona to promote the interests of the organization in any lawful manner.

ARTICLE 2: PROPERTY OWNERS

Section 1: One Meeting

There is only one meeting of property owners per year and shall be the annual meeting. All other meetings are board meetings or committee meetings.

Section 2: Place of Meetings

The Board of Directors shall designate the place within the PBID boundaries or at City Hall, for the holding of the Annual or Special Meetings of the Property Owners as may from time to time be called by the Board. In the event that the Board shall fail to fix a place for a meeting of the Property Owners, such meeting shall be held at the principal office of the DPOA.

Section 3: Annual Meeting and Bi-Annual Retreat

Each Annual Meeting of the Property Owners shall be held before the end of that Fiscal Year. At each annual meeting of the Property Owners, the Property Owners shall consider, review and give comment on the annual budget for the forthcoming fiscal year; and transact such other business as may be brought before the meeting. On a Bi-Annual basis, the Board will hold board training for all items required including ethics training and Brown Act training.

Section 4: Special Meetings

A special meeting of the Property Owners may be called, at any time and for any reason germane to the operation or management of the PBID, by order of President or by a majority of the Board, or upon written request by one-tenth of the Voting Property Owners, on such date reasonably designated by the Board. Such written request shall state the purpose or purposes for which such meeting is to be called.

Section 5: Notice of Meetings

Written notice of any Special Meeting and of the Annual Meeting shall be mailed to all Property Owners of record at their last known address and as confirmed by the County Recorder's Office, listed no later than 60 days old by first class, postage prepaid letter via the U. S. Mail at least ten days prior to the date of the meeting.

Section 6: List of Property Owners

At each meeting of the Property Owners there shall be a list of owners of record of taxable property within the boundaries of the PBID as of the record date, certified by the Secretary of the DPOA. Upon request to inspect the list of owners of record, any Property Owner, who has given written notice of request to the Board, which request shall be made at the least 10 days prior to such meeting, shall have the right to inspect the list of owners of record at the meeting.

Section 7: Presiding Officers

The President, or in his/her absence, the Vice President shall preside over the meetings of the DPOA. In the event that both the President and the Vice President are absent, the Treasurer or, in his/her absence, the Secretary shall preside over the meeting of the DPOA. The Secretary of the Board or designee shall act as secretary of every meeting of the DPOA. When the Secretary is not available, the President may appoint a secretary of the meeting, or staff may be used to transcribe minutes from audio recorder if one is used.

Section 8: Property Owner Designated Representative and Voting Delegates

A property owner may designate a permanent voting delegate to act on the owner's behalf for a minimum of one year: unless otherwise authorized by the board. The voting delegate must submit an application to the Board for the position, including his/her resume' indicating what qualities and experience would contribute to the DPOA. The property owner must submit a letter requesting a permanent voting delegate to accompany the candidate's application. The Board reserves the right to refuse the voting delegate application, in which case, the owner has the right to submit the résumé and application of another selected voting delegate. Once approved by the Board the voting

delegate shall be a fully seated board member and shall have all rights and privileges accorded to a board member.

A board member may periodically designate an attendee to attend the board meeting on his/her behalf, should the board member be unable to attend. However, said designee shall have no voting rights, and cannot be present during closed sessions. Designee's attendance will not count towards a quorum.

No proxies are permitted and the only persons entitled to vote shall be the members of the Board of Directors.

A sitting City Council Member of the Board may periodically designate another City Council Member, and/or the City Manager to serve as Alternate, should the City Council Board member be unable to attend. Designee's attendance will count towards a quorum. City Council Alternate shall be entitled to vote on all matters before the Board and be present during closed sessions. This seat shall constitute a single vote.

ARTICLE 3: ORGANIZATION OF BOARD OF DIRECTORS

Section 1: Powers Vested in the Board of Directors

The Board of Directors shall be responsible for governing the organization, setting policy as well as determining the Core Purpose, Core Values, Vision and Goals of the DPOA, and shall carry out its duties in accordance with these Bylaws, and the Property and Business Improvement District Law of 1994 (Streets & Highways Code Sec. 36620 et seq.).

The Board of Directors shall be empowered to recommend amendments to the Management District Plan within the limitations of Property and Business Improvement District Law of 1994 (Streets & Highways Code Sec. 36620 et seq.).

The Board of Directors shall review/approve the annual budget for the district.

The Board of Directors shall have all of the usual authority of a board to operate a business including, but not limited to, opening Bank accounts, entering into contracts, borrowing money, buying and selling property, hiring employees and any other actions necessary to further the goals of the corporation.

The Board of Directors shall elect one third of the total directors each year. The Board, through a nominating committee of the Board shall recommend a slate of directors to fill the expiring positions.

a. Appointment of nominating committee. In March of each year, the President shall appoint a nominating committee consisting of at least three persons, who may be directors whose terms are not set to expire at the next annual meeting. Promptly following the appointment of the nominating committee, the President shall cause to be distributed to each director the names of the appointees to the nominating committee. The nominating committee shall select its own chairperson.

b. Solicitation of names for consideration. In April of each year, the nominating committee shall deliver written notice to each parcel owner of the number of directors it recommends be elected at the next annual meeting either to renewed terms or so as to fill an open seat or increase or decrease the total number of directors subject to these bylaws, and of such parcel owner's right to submit to the nominating committee, within not more than calendar ten (10) days after notification of directors to be elected, the names of additional persons for consideration by the nominating committee for nomination. Those to be considered for nomination must complete the DPOA Board of Directors application. The requirement for a completed application does not apply to currently sitting board members. The nominating committee shall consider the additional applications names presented before concluding its nominating process as provided in these bylaws. The applicant's prior involvement in DPOA meetings and events and consistent support of the DPOA's goals should embody and promote the DPOA's core purpose: To make Downtown Pomona a desirable and economically vibrant place to be. c. Nomination of nominees. Before the end of May of each year, the nominating committee shall present all eligible persons for election at the June Board Meeting for consideration. The nominating committee shall make reasonable efforts (i) to determine whether such person meets the eligibility requirements to ensure that he or she is otherwise qualified (as determined by the nominating committee), and (ii) is willing to serve as a director if elected. The nomination committee will present its list of recommendations to the full board. Such persons shall be voted on individually by the board of directors at the June meeting.

The term for each Director shall be three years, with the exception of the VPD Board of Commissioners' seat. The VPD Board of Commissioners' seat will be a two-year term, coinciding with the DPOA election cycle, unless extended by the DPOA Board of Directors.

The VPD will nominate an eligible Commissioner to serve on the DPOA Board during their February meeting in odd years. The VPD elects their Chairperson and Vice-Chairperson during their February meeting as per City of Pomona Commission bylaws. This allows 2 years' service on the DPOA Board and mitigates election interference of the 2-year term. VPD nominees must complete an application and follow all steps as outlined in Article 3 of the DPOA bylaws.

If the VPD seat becomes vacant during the term for any reason, any new VPD Commission candidate appointed through VPD must submit an application and be approved by the DPOA Board of Directors.

Section 2: Selection of Board of Directors

The DPOA shall be an "owners' association" as such term is defined at Streets & Highways Code Section 36614.5, and shall have the legal form of a non-profit corporation. The Board of Directors shall adopt these bylaws for governance and operation consistent with the provisions of the District Management Plan. The DPOA's Board of Directors shall consist of the following thirteen (13) seats. All new Board of Director candidates, including appointed candidates, must complete a Board Application form and are subject to approval by the full DPOA Board of Directors based on the contents of the application.

- One (1) Seat for One Member of the Pomona City Council, chosen by the vote of the City Council.
- One (1) Seat for One Member of the Vehicle Parking District Board of Commissioners, chosen by the vote of the VPD Board of Commissioners, as long as VPD property is owned within the PBID boundaries. If VPD property no longer exists within the PBID boundaries, the seat will become a property owner seat.
- A maximum of three (3) seats for merchants from within the PBID district who are not property owners.
- A maximum of two (2) seats for City representatives - one for the City of Pomona and one for VPD, with application approval by the full DPOA Board of Directors.
- There shall be nine (9) seats for assessed property owners, with the City of Pomona occupying one property owner seat. There should always be three property owner seats for every merchant board seat.
- In the event that the Board of Directors is organized to comprise a membership of greater numbers than the minimum provided above, any such membership shall be organized such that the ratio of merchants-to-property owners remains unchanged.
- The Board shall reelect itself pursuant to these bylaws.

Board Members must, with exception of the single City Council member, be 1) a property owner or a business owner within the PBID, and 2) in "good standing" (which means they have paid their property owner PBID assessment, property taxes and/or City of Pomona business licenses required by the City of Pomona).

NO SECTION 3

Section 4: Removal of Directors

Removal for cause – With a majority votes of the Board it may declare vacant the office of a Director on the occurrence of any of the following events:

1. The Director has been declared of unsound mind by a final order of court;
2. The Director has been convicted of a felony; or
3. The Director has been found by a final order of judgment of any court to have breached duties imposed by section 7238 of the Corporations Code on directors whose person functions with respect to assets held in charitable trust; or
4. The Director has acted or presented himself/herself in such an unprofessional manner or a manner as to denigrate, undermine, disrupt, or in any other way serve to abuse the goals of the DPOA.
5. The Director has failed to attend (3) consecutive board meetings or (3) consecutive meetings of the committee(s) they are assigned to (unless specifically granted a leave of absence by a majority vote of the Board), or has failed to attend, within a 12-month period, at least (6) six board meetings and (6) committee meetings (the meetings of different committees can count towards the required total). Said removal for non-attendance shall not prevent the ex-director from reapplying for a vacant Board position at a later date.

Removal Without Cause – Any or all of the Directors may be removed without cause if such removal is voted upon by a minimum of 9 members of the Board. The action for such removal is

to be presented at one board meeting, and notice shall be sent to the board member being removed within (5) days of said action. The vote for removal without cause shall be conducted at the following board meeting, the date of said meeting not to exceed forty five (45) days after the presentation of the action for removal without cause.

Section 5: Resignation of Directors

Any Director may resign at any time by giving written notice to the Board.

The resignation of any Director shall take effect upon receipt of notice of resignation by the Board or at such later time as shall be specified in the written notice if the Board elects to allow the resignation to be accepted later. The Directors shall have the power to fill the vacancy.

Election to Fill Board of Directors position vacancy

In the event that the Board of Directors receives a letter of resignation from a Board member, or in the event that the Board of Directors vacates a seat, the Board President must immediately make a public announcement that the Board will select a replacement. Applications from those interested in the position are due for review in the office of the DPOA within 15 days of the announcement. The election to fill the vacancy shall be held at the first regularly scheduled board meeting after the 15 day application period or at a special meeting called by the Board of Directors, whichever is sooner.

Election of Officers for the Executive Board of Directors

Nominations for officers shall take place at the second to last board meeting of the fiscal year. Voting for officers shall take place at the last meeting of the fiscal year. If an office becomes vacant prior to the 2nd to last meeting of the fiscal year, the Board will accept nominations and elect a successor at the first meeting after the vacancy occurs.

ARTICLE 4: MEETINGS OF BOARD OF DIRECTORS

Section 1. Quorum and Manner of Acting

A majority of the Directors shall be necessary to constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the directors present may adjourn the meeting from time to time until a quorum shall be present. Notice of any adjourned meeting need not be given. At all meetings of the Directors, at which a quorum is present, all matters shall be decided by the affirmative vote of a majority of the Directors present.

Section 2: Place of Meetings

The Board may hold its meetings at such place or places within the City, as the Board may from time to time determine.

Section 3: The Last Meeting of the fiscal year

At the next regular meeting following each Annual Meeting of the Property Owners the Board shall meet for the purpose of electing officers and delegates to the board, transacting any other business germane to the meeting or to the operation and management of the PBID.

Section 4: Regular Meetings

For the purpose of adopting an Annual Budget for the Fiscal Year commencing July 1 of each year, a regular meeting of the Board shall be held on or before June 30 of each year. Such budgets shall be approved by a majority of the Directors. Budgets must be within the limitations of management district plan and should be submitted to the Chief Financial Officer of the City by June 30 of each year, or within 30 days of said budget being approved by the Board of Directors. All Annual Budgets and any amendments shall be approved and submitted in the same manner provided above.

All regular meetings of the Board following the first regular meeting shall be held at a minimum on a quarterly basis or more frequently as determined by the Board, at such time and place, within the City, as shall from time to time be determined by the Board and after there has been such determination, and notice thereof has been given a minimum of three business days to each member of the Board.

Regular Meetings: Notice as required shall be given for any regularly calendared meeting of the Board of Directors.

Section 5: Special Meeting and Notice

Special meetings of the Board shall be held whenever called by the President or when requested by one-third of the Directors. Notice of each special meeting shall be mailed, phone, fax, emailed to each director. Each such notice shall be given at least 72 hours in advance and shall state the time and place of the meeting and the purpose. Notice to the public as required shall also be given.

Section 6: Agenda

The agenda for all meetings of the Board shall include acceptance of the minutes of the preceding meeting, reports of any committees, financial report, old business, new business, and any other business germane to the meeting or to the operation or management of the DPOA.

Section 7: Committees

- a. **EXECUTIVE COMMITTEE** -- The Executive Committee shall consist, at a minimum, of the President, Vice President, Secretary, Treasurer and Immediate Past President. The Board may elect to request committee Chairpersons to also become members of the Executive Committee.

The Executive Committee shall meet no less than once a month, at such time and place as the President or a majority of the Executive Committee may determine.

Notice of meetings of the Executive Committee shall be given to members orally or in writing by the President at least 72 hours before each meeting. A majority of the members of the Committee shall be a quorum for the transaction of business. The Executive Committee cannot bind the DPOA, but can only make

recommendations to the Board, unless the authority to bind the corporation is delegated to the Executive Committee by action of the Board of Directors.

The Executive Committee shall keep regular minutes of its proceedings.

- b. **COMMITTEES:** The Board may establish committees, including, but not limited to a Joint Operations Committee with Security, Maintenance/Cleaning subcommittees, Executive Committee, and a Marketing/ Promotions Committee. The committee(s) shall have the power to make recommendations to the Board. Committee meetings are open to the public. Each committee shall consist of three or more directors, appointed by the President, plus any non-director appointed by the President, subject to the Board approval. The President shall appoint a member of the committee to serve as Committee Chairperson. The President shall also serve on the committee as an ex-officio member. The committees(s) shall have such powers as specifically provided for in their enabling resolution, subject to these Bylaws. The committees shall keep regular minutes of their proceedings and report them to the Board when required.

The Board shall have the power to discharge and/or terminate any committee at any time.

Committee members shall serve one-year terms and may serve consecutive terms. Any property owner or business owner within the PBID, or member of the community with a demonstrated interest in the downtown wishing to be considered for committee membership must submit their name for membership to the DPOA Board for approval. Only members of the Board may vote on committee items. Committee membership can be revoked at any time by action of the Board of Directors. Each Director is required to regularly serve on, and regularly attend the meetings of at least one committee created by the Board of Directors. The Board may increase this requirement at any time by a majority vote.

As an alternative to or in addition to the operation of a Marketing/Promotions Committee, the DPOA may contractually appoint a third party company to fulfill the duties of the Committee. In said event, the DPOA would enter into a contract that would outline the budget, scope of services to be provided, policies and procedures, and terms of cancellation. The composition and operations of the company would have to be consistent with the membership provisions for the Marketing/Promotion Committee outlined above.

The President shall have the power to change or fill vacancies of the membership of any committee, subject to the approval of the Board. The committees shall not have any decision making power and cannot bind the DPOA, but can only make recommendations to the Board.

ARTICLE 5: OFFICERS

Section 1: Selection

The Board shall select from the Board, persons to serve as President, Vice President, Secretary, and Treasurer, and such other officers as it may determine. The officers are selected by the Board of Directors and serve a one-year term, and can serve for a single office no more than two consecutive terms.

Section 2: Term

Each officer shall hold office until the last meeting of the fiscal year, or until his/her successor has been duly elected. The Board, by a majority vote, may remove any officer with or without cause at any time.

Section 3: Function and Duties

The President shall preside at all meetings, except that in his/her absence the Vice President shall preside. In the event that both the President and Vice President are absent, the Treasurer, or in his/her absence the Secretary shall preside over the meeting.

During the absence or disability of the President, the Vice President shall have all the powers and functions of the President. The Vice President shall perform such duties as may be prescribed by the Board from time to time.

The Secretary shall keep the minutes of the meetings of both the Board and the Property Owners. The Secretary shall attest to documents duly authorized by the Board, and shall have control of all books and records of the DPOA.

The Board shall hire an Executive Director to manage the organization and ensure that the Core Purpose, Core Values and Goals of the organization as determined by the Board are properly executed. The Executive Director shall have the authority to hire additional personnel to run the organization according to the Board's vision, goals and yearly budget. The selection and compensation of all personnel in non-managerial roles shall be determined by the Executive Director within the limits of the yearly budget and Management Plan.

ARTICLE 6: MISCELLANEOUS

Section 1: Books and Records

The DPOA shall keep at the principal office of the DPOA, complete and correct records and books of account, and shall keep minutes of the proceedings of the members, the Board, or any committee appointed by the Board, as well as a list or record containing the names and addresses of all Voting Property Owners.

Section 2: Fiscal Year

The Fiscal Year End of the DPOA shall be June 30 of each year. Within 120 days of the close of its Fiscal Year, the DPOA shall provide the City with an Annual Report. The report shall include the following:

- (a) an executive summary of operations throughout the previous fiscal year,
- (b) the audited financial statements of the DPOA,
- (c) a list or statement regarding any claims filed or legal actions brought against the DPOA and their status, disposition and resolution.

Section 3: Insurance

The DPOA shall procure general liability and Directors and Officers insurance to protect itself and its Board, Officers, and Property Owners against liability claims and it may also obtain any other insurance as shall be required by the Ordinance or it deems advisable.

Section 5: Bonding of Officers

The President, the Treasurer and any other officers and agents of the DPOA handling funds for the DPOA may be bonded in such amounts as are determined to be reasonable by the Board at the expense of the DPOA.

Section 6: Indemnification of Directors and Officers

Any person made or threatened to be made a party to any action, suit or proceeding, by reason of fact that the person is or was a Director or Officer of the DPOA, shall be indemnified by the DPOA against any liability and the reasonable expenses, including attorney's fees and disbursements incurred by the person in connection with the defense or settlement of any action, suit or proceeding, or in connection with any appearance, except in relation to matters as to which it shall be adjudged in the action, suit or proceeding that the Director or Officer is liable for willful negligence or misconduct in the performance of his/her official duty. The right to indemnification shall not be deemed exclusive of any other rights to which any such Director or Officer may be entitled. The organization shall indemnify its Directors, Officers, Executive Director and employees and agents to the fullest extent provided by law including attorney fees and costs.

Section 7: Amendment of Bylaws

These bylaws of the DPOA shall be subject to alteration and amendment by a two-thirds ($\frac{2}{3}$) majority vote of the Board at a meeting duly called for this purpose.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting secretary of the Downtown Pomona Owners Association Corporation, that the above Bylaws consisting of ten (10) pages are the Bylaws of this corporation as amended and modified, and adopted by the Board of Directors on **September 22, 2022**, and that they have not been amended or modified since that date.

Executed on **September 22, 2022**, at Pomona, California.

Eddie Wong, Secretary

