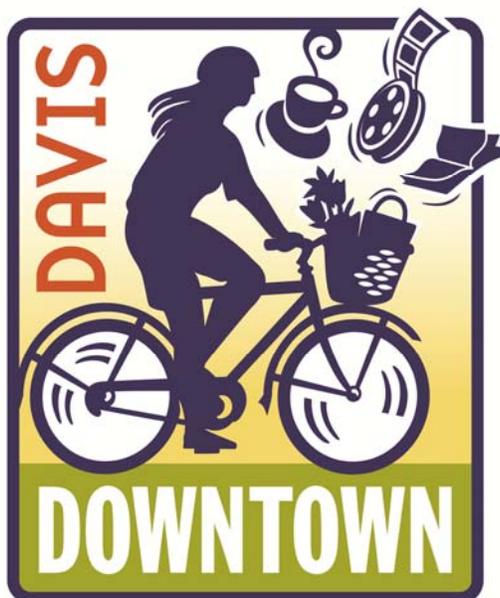


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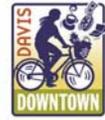
DAVIS DOWNTOWN BUSINESS ASSOCIATION

BY-LAWS



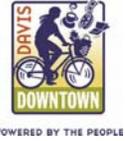
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Effective: July 10, 2014



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Article I.	General Information	3
Article II.	Purpose	3
Article III.	Members	3
Article IV.	Meetings of Members.....	4
Article V.	Assessments	4
Article VI.	Directors.....	4
Article VII.	Election of Directors	6
Article VIII.	Officers	7
Article IX.	Code of Conduct	8
Article X.	Indemnification of Directors and Officers	9
Article XI.	Committees.....	9
Article XII.	Repeal or Amendments	9
Article XIII.	Organizational Procedures.....	9



Article I. General Information

Section 1.01 This organization is incorporated under the laws of the State of California and shall be known as the Davis Downtown Business Association (hereinafter DDBA).

Section 1.02 The principal office of the DDBA shall be located in the downtown area in Davis, County of Yolo, and State of California. The Board of Directors is hereby granted full power and authority to change the principal office from one location to another within the Downtown Business Improvement District in the City of Davis.

Section 1.03 The Association shall observe all local, state and federal laws, which apply to a non-profit organization as defined Section 501 (c) (4) of the Internal Revenue Code

Article II. Purpose

Section 2.01 Section 1: The DDBA is a non-profit organization of downtown Davis businesses united in the conviction that the vitality and strength of the central area of the city of Davis is and will remain an important contributing factor to the continued growth and prosperity of the Greater Davis Area.

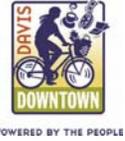
Section 2.02 Section 2: The purpose of this corporation is to assist the City of Davis in the promotion of the financial health of the downtown area as a means of providing economic vitality to the City of Davis at large.

Article III. Members

Section 3.01 There shall be two types of members: regular and associate.

- (a) Regular members shall consist of all persons, firms, or corporations owning a business, enterprise or commercial activity in the central geographic area of Davis paying an assessment as defined in Article V.
- (b) Associate members will be accepted upon a majority vote of the Board of Directors at a regularly scheduled business meeting. Associate members may attend all regularly scheduled business meetings, but shall not be entitled to vote on the affairs of the corporation.

Section 3.02 Each regular member shall have the right to vote for the election of the Board of Directors and such other matters as are appropriate. Each member shall have an equal vote as described in the Articles of Incorporation.



Section 3.03 The central geographic area of Davis is defined as follows: "A" to "I" Streets; "1st" to "5th" Street; both sides of "G" Street from "5th" to "8th" Street; and the Davis Commons property located on the South-West corner of 1st Street and Richards Blvd.

Article IV. Meetings of Members

Section 4.01 Annual meetings of the members of the DDBA shall be held prior to the February board meeting of each year at a time and place to be fixed by the Board of Directors for the purpose of electing directors and for the transaction of other such business as may come before the meeting. A quorum shall consist of 5% of the regular members of the DDBA. Notice of the meeting and its agenda shall be distributed to all members at least ten days prior to the meeting.

Article V. Assessments

Section 5.01 All regular members shall contribute an assessment as set forth in the City of Davis ordinance establishing the Davis Downtown Business Improvement District, as amended from time to time.

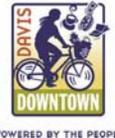
Section 5.02 The Board of Directors is authorized to engage in such fundraising efforts as it deems appropriate, provided all funds raised by such efforts are expended for the benefit of the DDBA.

Article VI. Directors

Section 6.01 The governance of the DDBA shall be vested in a Board of Directors, consisting of eleven (11) regular members from the DDBA. Said Directors shall be elected for a term of two (2) years.

Section 6.02 Directors may be elected and serve for multiple terms, without limit.

Section 6.03 No member of the DDBA shall hold more than one (1) seat on the Board of Directors.



Section 6.04 Within thirty (30) days after the annual meeting, the Board of Directors shall meet and elect Officers for the ensuing year. Said Officers will consist of either: a President, Vice-president, Secretary, and Treasurer; or two Co-Presidents, Secretary, and Treasurer.

Section 6.05 The Board of Directors shall cause to make a financial statement and income statement at least once each fiscal year. Each member shall, after giving adequate notice, have the opportunity to examine such statement. The fiscal year of the DDBA shall begin on February 1 and end on January 31.

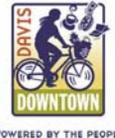
Section 6.06 The Directors shall hold not less than four (4) regular meetings during the calendar year. Additional meetings may be called by the President(s) or by one-third of the Directors or by one-fifth of the members, in all cases giving written notice to the Secretary to call the meeting. Personal notice or notice by U.S. mail, fax or e-mail shall be given to each Director at least 72 hours prior to the meeting.

Section 6.07 At a Board of Directors meeting, greater than fifty percent (50%) of the number of Directors, not including the ex-officio members, then in office shall constitute a quorum.

Section 6.08 The Board of Directors may remove one (1) or more Directors without cause.

- (a) A Director may be removed as provided above only if a majority of the members of the Board of Directors so vote to remove the Director.
- (b) A Director may be removed by the Board of Directors only at a meeting called for the purpose of removing the Director.
- (c) The meeting must be noticed and the purpose of the meeting must be clearly stated.

Section 6.09 A vacancy in the Board of Directors shall be deemed to exist in case of death, removal, or resignation of any Director or if the authorized number of Directors is increased or if the Board of Directors declares vacant the position of any Director whose term has expired. Absence from three board meetings in one (1) term-year (February – January) without an excuse deemed valid by the Board of Directors and so recorded may be considered a resignation from the Board of Directors. Ceasing to be a member of the DDBA shall also be deemed a resignation from the Board of Directors.



Section 6.10 In the event of a vacancy on the Board of Directors, the President(s) shall appoint, with the approval of a majority of the Board of Directors, a member of the DDBA to fill the unexpired term.

Section 6.11 Directors shall not receive any stated salary for their services.

Section 6.12 The Board of Directors shall have the authority and responsibility to carry out the objectives of the DDBA making such policy and other decisions as may be necessary and proper.

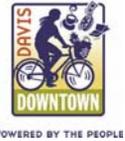
Section 6.13 An Executive Director, who may not be a member of the Board of Directors, may be employed to assist the Board of Directors in fulfilling its' responsibilities. The Executive Director shall serve at the pleasure of the Board of Directors and shall perform and be responsible for such tasks as Board of Directors determines will best further the purposes of the DDBA.

Article VII. Election of Directors

Section 7.01 The Board of Directors shall appoint a Nominating Committee composed of three (3) members of the DDBA with one (1) member currently serving on the Board of Directors, and two (2) from the general membership. The nominating committee shall be appointed no later than the July Board of Directors meeting.

Section 7.02 At the November Board of Directors meeting, the Nominating Committee shall present the candidates selected to replace the Directors whose terms are expiring. The Board of Directors can approve the candidates as presented by the Nominating Committee or make amendments to the candidate list. Once approved by the Board of Directors, a ballot shall be prepared, identifying the Director positions that are up for election, and the nominees to be presented for each of the positions. Ballots shall be numbered and shall include a space for the member's signature. Space shall be provided next to each position for write-in candidates. All nominees and 'write-ins' must be current members in good standing 90 days before the election. A member must be a member in good standing for 30 days before the annual meeting prior to the February board meeting in order to vote. Ballots will be made available at the annual meeting.

- (a) Any member wishing to vote must complete, sign, and submit the ballot during the Annual Meeting. The President, or a judge appointed by the President, and the Secretary, shall tally the ballots. Apart from write-in candidates, there shall be no nominations from the floor at the Annual Meeting.
- (b) Irregular or disputed ballots shall be ruled on by the President(s) as the results of the voting are tallied by the judges. The President's ruling shall be final unless



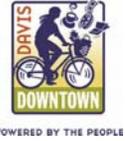
overruled by the Board of Directors. The announcement of the elected directors shall take place no less than five days prior to the February Board of Directors meeting.

Article VIII. Officers

Section 8.01 The Officers of this organization shall be President, Vice-President, Secretary, and Treasurer, or two (2) co-Presidents, Secretary, and Treasurer; each of which shall be duly elected by the Board of Directors. Each Officer of the Board shall serve an annual term which corresponds to the DDBA fiscal year. Any member of the Board may not hold two (2) Officer positions concurrently.

Section 8.02 Officers of the Board of Directors shall serve one-year (1) terms which correspond to the fiscal year of the DDBA.

Section 8.03 Officers may serve up to a maximum of six (6) consecutive terms for a specific office.



Section 8.04 The President(s) shall be the Chief Executive Officer (CEO) of the DDBA and preside at all membership and Board of Director's meetings of the DDBA. The President shall be an ex-officio member of all committees of the DDBA, with the exception of the Nominating Committee. As the CEO of the DDBA, the President shall oversee the day-to-day operations of the DDBA.

Section 8.05 The Vice-President shall act as the President in the latter's absence and shall become the President should that office become vacant until such time as the Board of Directors can meet and elect a new President(s).

Section 8.06 The Secretary shall be responsible for ensuring that the minutes of the Board of Directors and membership meetings are taken.

Section 8.07 The Treasurer shall be the custodian of the funds due and owing the DDBA, shall have the responsibility that true and accurate accounts with respect to all financial transactions of the DDBA are kept, and shall provide quarterly financial reports for the Board of Directors. All checks issued by the DDBA shall require two (2) signatures from officers designated by the Board of Directors or the Executive Director.

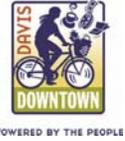
Section 8.08 Any officer may resign at any time by giving written notice thereof. Such notice shall be effective at the time received or at any later time specified

Article IX. Code of Conduct

Section 9.01 When opposing or endorsing any candidate or political issue, either verbally or in writing as a member of the community, all individuals serving as a Board Member, Committee Member, Executive Director, or Staff of the DDBA must clearly and firmly communicate they are doing so as an individual and in no way represent the position of the DDBA.

Section 9.02 If the DDBA takes a public position on matters so authorized by its Articles of Incorporation or these By-Laws, the President(s) or a specific individual designated by the Board of Directors will communicate the position on its behalf. Furthermore, without prior authorization from the Board of Directors, no individuals may use DDBA stationery or their DDBA title except in the course of normal DDBA business correspondence.

Section 9.03 Whenever a Director or Officer of the DDBA has a financial interest in any matter coming before the Board of Directors, the affected person shall fully disclose the nature of the interest and, if appropriate, withdraw from discussion, lobbying, or voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best



interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

Article X. Indemnification of Directors and Officers

Section 10.01 The DDBA shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding other than an action by or in the right of the DDBA to procure a judgment in its favor, and action brought under Section 5233 of the Non-profit Corporation Law, by reason of the fact that such person was or is an agent of the DDBA, against expenses, judgments, fines, settlements and other accounts actually and reasonable incurred in connection with such proceeding if such person acted in good faith and in a manner which such person reasonably believed to be in the best interests of the DDBA and, in the case of a criminals proceeding, had no reasonable cause to believe the conduct of said person was unlawful.

Article XI. Committees

Section 11.01 The Board of Directors may, by resolution adopted by majority of the Directors then in office, create an Executive Committee or other committees. Such committee(s) shall have such power and authority as determined by the Board of Directors, subject to the limitations imposed on such power and authority by the Non-profit Corporation Law or the Articles of Incorporation.

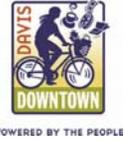
Section 11.02 With the exception of the Executive Committee, each committee authorized by the Board of Directors shall, at a minimum, be comprised of one (1) member from the Board of Directors and two (2) members of the DDBA.

Section 11.03 The Executive Committee consists of the officers of the DDBA and is authorized to take temporary emergency actions essential to the continuity of the organization. A Board of Directors meeting must be called within 72 hours of the temporary emergency action, so that the Board can determine whether such action merits ratification.

Article XII. Repeal or Amendments

Section 12.01 These By-laws may be amended or repealed, or new By-laws adopted, by a majority vote of the members of the DDBA at any meeting or two-thirds vote of the Board of Directors present at any regularly scheduled meeting of the Board.

Article XIII. Organizational Procedures



Section 13.01 The current edition of Rosenberg's Rules of Order shall be the final source of authority in all questions of parliamentary procedure when such rules are not inconsistent with these By-laws.

Section 13.02 The DDBA will post all Board meetings at least 72 hours in advance.

Section 13.03 An Agenda will be made available for public review at least 72 hours in advance of a DDBA Board meeting.

Section 13.04 An opportunity for public comment will be made available at each DDBA Board meeting

Section 13.05 The DDBA regular monthly meetings will take place on the second Thursday of each month

Section 13.06 All regular monthly meetings will be held inside the DDBA's jurisdiction. DDBA meetings beyond regularly monthly meetings (i.e.: committee meetings, board retreats, etc.) shall be announced and open to the public at the discretion of the committee chair or of the Board.

Section 13.07 The Board of Directors is responsible for formulating the policies of the DDBA. These policies shall be maintained in a policy manual to be revised as necessary.

#END#