

**BYLAWS OF
NEWPORT BEACH RESTAURANT ASSOCIATION
BUSINESS IMPROVEMENT DISTRICT**

**ARTICLE I
Identification and Purpose**

1. Name of the Business Improvement District.

The name of the business improvement district is the NEWPORT BEACH RESTAURANT ASSOCIATION BUSINESS IMPROVEMENT DISTRICT ("BID") a/k/a Newport Beach Restaurant Improvement District.

2. Principal Office.

The principal office of the BID shall be located in Newport Beach, California. The Advisory Board ("Board") may change the principal office from one location to another within the BID's boundary.

3. Purpose.

A. This BID has been formed to promote the commercial welfare of restaurants and the restaurant businesses of the area in the City of Newport Beach, County of Orange, State of California. The BID shall be non-partisan, non-sectional and non-sectarian. It's authorized activities are:

- (1) Marketing, advertising, and public relations;
- (2) Brochure development and distribution;
- (3) Promotion of public events;
- (4) The general promotion of restaurant trade activities;
- (5) Educational and training classes for members; and
- (6) Memberships in various organizations deemed to promote dining in Newport Beach.

B. Subject to the explicit oversight powers of the City Council of the City of Newport Beach, the BID is formed for the purpose set forth in the Parking and Business Improvement Area Law of 1989 (California Streets and Highways Code Part 6 of Division 18 starting with Section 36500). The Board of the BID shall act as the advisory board to the City of Newport Beach City Council.

ARTICLE II
Membership, Assessments and Meetings

1. Qualifications and Rights of Membership.

A. Qualifications. All restaurants within the boundaries of the City of Newport Beach, as established by City Council Ordinance 95-55, or as it may later be amended, that are required to pay the BID assessment, shall be members of the BID ("Members"). The owner of the restaurants or the owner's appointed representative shall represent their business at BID meetings.

B. Rights. Members, whose city business license and BID assessment are paid in full and current, shall have the right to vote. There may be one voting member per business.

2. Assessments.

The BID assessments shall be as set annually by the City Council, pursuant to adoption of a Resolution of Intent to Levy Assessments and a Public Hearing on the BID renewal and the levy of assessment.

3. Meeting of Members.

A. Compliance with the Brown Act. All meetings of the Advisory Board, whether annual, special, adjourned, or otherwise, shall comply with the provisions of Section 54950, *et seq.* of the Government Code of the State of California ("Brown Act").

B. Location. Meetings shall be held at any place within the City of Newport Beach. The location of the meeting shall be published as part of every meeting notice posted pursuant to the Brown Act.

C. Annual Meeting. An annual meeting shall be held in March of each year in anticipation of preparing an application for renewal of the BID. The exact date, time and location of the meeting shall be determined by the Board.

D. Regular Meeting. Regular meetings shall be held at such time and place as shall be determined by the Board.

E. Special Meetings. A special meeting for any purpose or purposes allowed under the Brown Act may be called at any time by the President, two (2) Board Members or by majority members of the Board, or by petition to the Board by a majority of the Members.

F. Notice to Members. All meetings shall be noticed as required by the Brown Act. In addition, whenever Members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given to each voting

Member who, on the date for notice of the meeting, is entitled to vote at the meeting. The meeting notice shall contain a description of the nature of the business to be transacted.

G. Quorum of the Board. A quorum of the Board shall be required to conduct any meeting and the provisions of the Brown Act shall apply to all actions taken by the Board.

4. Action by Written Ballot.

If the Board has solicited the input of Members for consideration of items presented to the Board, it may elect to distribute a written ballot no later than two weeks in advance of such meeting. If a written ballot is distributed, the BID shall distribute a ballot to every Member entitled to vote on such matters. Such ballots shall set forth the proposed action, provide an opportunity to specify approval or disapproval of any proposal and provide an address/location to return the ballot. Ballots may be returned before or at the meeting, provided they are submitted prior to the public opening and count of all ballots. A simple majority of ballots cast or in-person votes, including proxies, is required for an action to be valid. Unless requested by the Board, no vote need be by ballot.

5. Proxies.

A. Right of Members. Any Member entitled to vote may authorize another person or persons to vote with respect to such membership by filing a written, executed proxy with the Board.

B. Revocability. A validly executed proxy shall continue in full force and effect until (i) revoked by the Member executing it, before the vote is cast under that proxy, (ii) by a writing delivered to the BID stating that the proxy is revoked, or (iii) by a subsequent proxy executed by that Member and presented to the meeting, or (iv) as to any meeting, by that Member's personal attendance and voting at the meeting.

**ARTICLE III
Board of Directors**

1. Powers.

The business and affairs of the BID are managed by the City and the Board. The Board may exercise all of the powers of BID authorized by the City of Newport Beach and the Parking and Business Improvement Area Law of 1989 (Section 36500, *et seq.* of the California Streets and Highways Code). The Board shall keep full and fair accounts of its meetings and fiscal transactions.

2. Number of Board Members.

A. Voting Board Members. The authorized number of Board Members of the BID shall be a minimum of six (6) and a maximum of eleven (11) elected Board Members. Board Members shall serve a one (1) year term upon appointment by the City Council. There are no term limits.

B. Ex-Officio Directors. The Board may designate certain community or governmental representatives as an ex-officio, nonvoting members of the Board. Ex-officio directors shall include but not be limited to a City Liaison and the BID Administrator (a consultant retained by the City).

**ARTICLE IV
Officers and Duties**

1. Officers.

The officers of the Board shall consist of President, Vice President, Treasurer and Secretary.

2. Election.

The officers shall be chosen annually by the Board and shall serve at the pleasure of the Board.

3. Resignation.

Any officer may resign at any time by giving written notice to the Board or President of the Board.

4. Duties.

A. President. The President shall preside at all Board meetings, may call special meetings, appoint committees and sub-committees, perform all other duties of a presiding officer, represent the BID in interactions with the City Council, city staff and other organizations, and shall carry out such other duties as directed by the Board.

B. Vice President. The Vice President, in the absence of the President, shall perform all of the duties of the President. When acting as President he or she shall have all the powers and be subject to all of the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as directed by the Board of Directors.

C. Treasurer.

(1) Books of Account. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the BID's properties and transactions. The Treasurer shall prepare and deliver, or cause to

be prepared and delivered to the Members and Board Members such financial statements and reports as are required by law, by these Bylaws or by the Board. The books of account shall be open to inspection by any Board Member or Member at all reasonable times.

(2) Deposits and Disbursements. The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and credit of the BID with such depositories as the Board may designate, shall disburse the BID's funds as the Board may order, shall render to the President if any, when requested, an account of all transactions as Treasurer and of the financial condition of the BID, and shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

D. Secretary.

(1) Book of Minutes. The Secretary shall keep or cause to be kept, at the BID'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. The minutes of meetings shall include the time and place of the meeting, whether the meeting was annual, regular or special, and if special, how authorized, the notice given, and the names of those present.

(2) Membership Records. The Secretary shall keep or cause to be kept, at the BID's principal office or at a place determined by a resolution of the Board, a record of the BID's Members, showing each Member's name, address and status of membership.

(3) Notices and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings required by these Bylaws to be given and shall have such other powers and perform such other duties as the Board or these Bylaws may prescribe.

5. Compensation.

Board members shall not receive compensation.

6. Meeting Attendance.

Board members shall be required to attend Board meetings and as needed various committee or sub-committee meetings. Any Board Member who fails to attend three (3) or more Board meetings during the fiscal year shall be subject to removal from the Board by majority vote of the City Council.

ARTICLE V
Amendments to Bylaws

Any Member may make an amendment proposal in writing to the Board, which shall have the responsibility of evaluating the merit of such proposals. All amendment proposals shall then be presented with recommendations to the voting membership at the next scheduled meeting. Amendments to the Bylaws of the BID shall require the affirmative vote of a simple majority of the voting members present and voting.

ARTICLE VI
Insurance of Officers, Employees and Other Agents

1. For purpose of this Article:

“Agent” means any person who is or was a board member, officer, employee, or other agent of this BID, or is or was serving at the request of this BID as a board member, officer, employee, or agent.

ARTICLE VII
Miscellaneous

1. Annual Report.

The Board shall cause an annual report to be sent to the Newport Beach City Council at least thirty (30) days prior to the end of the fiscal year. The report shall be filed with the City Clerk and shall comply with all the requirements of Streets and Highways Code Section 36533.

2. Checks and Drafts.

All checks, drafts or other orders for payment of money, notes or other evidence of indebtedness in excess of \$500.00 issued in the name of the BID shall be approved by the President prior to be submitted to the City for issuance of a check.

3. Rules and Regulations.

Each Member of the BID shall observe such reasonable rules and regulations relating to the BID as the same are established from time to time by the Board and delivered or presented to the Members.

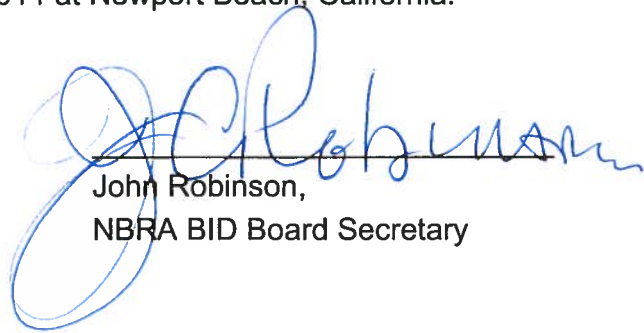
ARTICLE VIII
Consistency with Ordinance

In the event of any inconsistencies in the BID Bylaws, City of Newport Beach Ordinance No. 95-55 establishing the Newport Beach Restaurant Improvement District shall prevail.

CERTIFICATION

I certify that I am the duly elected and acting Secretary of the NEWPORT BEACH RESTAURANT ASSOCIATION BUSINESS IMPROVEMENT DISTRICT ("BID"), that the above Bylaws, consisting of six (6) pages, are the Bylaws of this BID as adopted by the Advisory Board on February 19, 2014 and that they have not been modified or amended since that date.

Executed on February 19, 2014 at Newport Beach, California.



John Robinson,
NBRA BID Board Secretary