

**Bylaws of
Downtown San Diego Clean and Safe
A California Nonprofit Public Benefit Corporation**

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of the corporation is Downtown San Diego Clean and Safe (“the Corporation”). The principal office for the transaction of the affairs and activities of this corporation shall be located in the City of San Diego. The Board of Directors may change the location of the principal office.

**ARTICLE II
PURPOSE**

The specific purpose of this corporation is to promote social welfare, bring about civic betterment, and further the common good and general welfare of the Downtown San Diego community within the meaning of Internal Revenue Code section 501(c)(4). The corporation will effectively provide clean and safe services in Downtown San Diego by contracting with private security and maintenance services to patrol the community. The Corporation will address issues regarding homelessness, increase beautification efforts and park maintenance, and focus on placemaking in order to promote people’s health, happiness, and well-being. It will also sponsor community programs to enhance neighborhood identity, work to improve residential parking, encourage a pedestrian and bike friendly environment, sponsor holiday programs, and preserve the community by representing it before the local legislature and administrative agencies.

**ARTICLE III
LIMITATIONS**

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

Section 2: Property. The property of this corporation is irrevocably dedicated to social welfare 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 social welfare purposes and which has established its tax exempt status under Internal Revenue Code section 501(c).

Section 3: 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 §5310(a).

Section 2: Non-Voting Members. The Corporation's Board of Directors may, in its discretion, admit individuals to one or more classes of non-voting members; the class or classes shall have such rights and obligations as the Board finds appropriate.

ARTICLE V DIRECTORS

Section 1: Number. The corporation shall have fifteen (15) Directors. Each Director shall have one vote. A reduction in the number of Directors shall not result in removal of any Director before his or her term of office expires.

Section 2: Tenure. Each Director of the corporation shall serve for a term of three (3) years. Terms shall be staggered so that one third of the Board is elected each year.

Section 3: Criteria. The majority of Directors shall be representatives of property owners paying the Downtown San Diego Property and Business Improvement District (DSDP-PBID) assessment. Representatives from zones described below shall be from the zones established in the DSDP-PBID Management District Plan. The criteria for the Directors shall be as follows:

- Four (4) Directors shall be representatives of property owners within the East Village Zone;
- Three (3) Directors shall be representatives of property owners within the Core Zone;
- Two (2) Directors shall be representatives of property owners within the Gaslamp Zone;
- One (1) Director shall be a representative of a property owners within the Columbia Zone;
- One (1) Director shall be a representative of a property owners within the Marina Zone;
- One (1) Director shall be a representative of a property owners paying the DSDP-PBID assessment for the Commercial Enhancement Program;
- One (1) Director shall be a representative of the Downtown San Diego Partnership; and
- One (1) Director shall be a person who resides in the DSDP-PBID but does not own any interest in or work for any business that is subject to the parcel assessment.

Section 4: Initial Directors. The initial four Directors shall be appointed by the incorporator of the corporation. The initial four shall elect the remaining members. At the first duly held meeting, the Directors shall draw lots to determine their individual terms.

Section 5: Director Election. Directors shall be elected by the Board on an annual basis. The Nominations Committee may seek and present nominations to the Board of Directors.

Section 6: Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation law 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 of San Diego 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 DSDP-PBID for holding any meeting of the Board.
- 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 or other applicable laws; or
- C. An increase in the authorized number of Directors; or
- D. A Director's no longer meeting the requirements of Section 3 above; or
- E. The failure of a Director to attend more than three consecutive unexcused meetings and an affirmative vote of the Board to remove the Director; or
- F. The failure of an election to elect the number of Directors required to be elected in that election.

Section 9: Filling Vacancies. A director appointed to fill a vacancy shall serve the remainder of the term of the director they were selected to replace. 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 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
- B. A sole remaining Director.

Section 10: Resignation of Directors. Except as provided below, any Director may resign by giving written notice to the chair 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 question 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 Meetings. The annual meeting of the corporation shall be held at such time in the fourth quarter of the fiscal year as the Board may fix from time to time. At the annual meeting, directors and officers 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 and on the corporation's website, 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.

Section 2: Board of Directors Regular Meetings. The Board shall meet at least quarterly on dates agreed upon by the Board. Notice of regular meetings shall be posted at least seventy-two hours prior to the meeting in a publicly accessible location and on the corporation's website, in accordance with the requirements of the Ralph M. Brown Act. Each such notice shall state the general business to be transacted, and the day, time and place of the meeting. Business may be transacted at any regular meeting of the Board in accordance with the requirements of the Ralph M. Brown Act.

Section 3: Board of Directors Special Meetings. Special meetings of the Board may be called by the 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 and on the corporation's website 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 DSDP-PBID 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 within the boundaries of the DSDP-PBID. 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 then 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 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 may serve as the Executive Committee.

Section 2: Election of Officers. At the first meeting of the Board the initial officers shall be elected by the Board. Thereafter, the officers of this corporation shall be chosen annually by the Board and shall serve at the pleasure of the Board.

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 need not be filled on an annual basis.

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 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, and of committees of the Board. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, general, or special, and if special, how authorized; the notice given; the names of persons present at Board and committee meetings; and any action taken and the vote or abstention on that action of each member present for the action.
- 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 directors, showing each director's name, address, and business represented.
- 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 9: 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 Directors such financial statements and reports as are required to be given by law, by these Bylaws, 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 President 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 10: Contracts with Directors. No Director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's Directors are Directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or 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 vote(s) of the interested Director(s);
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.

Section 11: 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 and no one who is not a Director, 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, as no Director of the Corporation receives compensation for serving on the Board or any committee;
- C. Amend or repeal Bylaws or adopt new Bylaws;
- D. Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable;
- E. Create any other committees of the Board or appoint the members of committees of the Board; or
- F. Expend corporate funds to support a nominee for Director if more people have been nominated for Director than can be elected; or
- G. Approve any contract or transaction to which the corporation is a party and in which one or more of its Directors has a material financial interest, except as special approval is provided for in Corporations Code §5233(d)(3).

Section 2: Executive Committee. The officers of the corporation may, at their discretion, serve as the executive committee of the Board. The executive committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the corporation between meetings of the Board; provided, however, that the executive committee shall not have the authority of the Board in reference to those matters enumerated in Article VII. All actions of the executive committee shall be reported to and ratified by the Board at the next duly scheduled Board meeting.

Section 3: Nominations Committee. Each year the Board may appoint a Nominations Committee comprised of at least three (3) Directors. Nominations for Directors shall be submitted in writing to the Nominations Committee not less than 60 days prior to the Annual Meeting. The recommendations of the Nominations Committee shall be submitted to Board at least 30 days prior to the Annual Meeting, which recommendations will ensure compliance with Article V, Section 3. Election of Directors of the Board shall be conducted in conjunction with the Annual Meeting.

Section 4: Advisory Committees. The Board may establish one or more advisory committees. The members of any advisory committee may consist of directors or non-directors. Advisory committees may not exercise the authority of the Board to make decisions on behalf of the corporation, but shall be limited to making recommendations to the Board or the Board's authorized representatives and to implementing Board decisions and policies. Advisory committees shall be subject to the supervision and control of the Board.

Section 5: 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 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 Report. The Treasurer of the corporation shall prepare and submit, or cause to be prepared and submitted, the following annual report. The Treasurer shall keep, or cause to be kept, copies of all annual reports with the corporation's records.

The Treasurer shall cause an annual report to be sent to the Directors within 30 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: 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. All checks, drafts, endorsements, notes and evidence of indebtedness of the corporation shall be signed by such officers or agents of the corporation and in such manner as the Board may determine from time to time. Endorsements for deposits to the credit of the corporation shall be made in such manner as the Board may determine from time to time.

Section 3: Contracts. The Chairperson, 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 4: Brown Act Compliance. To the extent that the corporation is 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 is not subject to the Brown Act, 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 two-thirds of the Directors then in office, 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, M.D. MADISON, certify as follows:

1. I am the duly elected and acting Secretary of Downtown San Diego Clean and Safe, a California Nonprofit Public Benefit Corporation;
2. That these Bylaws, consisting of 12 pages, inclusive, are the Bylaws of the corporation as adopted by the Board of Directors on 7/9/15;
3. That these Bylaws have not been amended or modified since that date.



Secretary