

BYLAWS OF
EAST HOLLYWOOD PROPERTY BUSINESS IMPROVEMENT DISTRICT
a Division of the Hollywood Chamber of Commerce
Amended November 12, 2014

TABLE OF CONTENTS

	<u>Page</u>
ARTICLE I OFFICES.....	1
SECTION 1.1 PRINCIPAL OFFICE	1
ARTICLE II OBJECTIVES AND PURPOSES	1
ARTICLE III MEMBERS.....	2
SECTION 3.1 NUMBER AND SELECTION OF BOARD OF GOVERNOR MEMBERS	2
SECTION 3.2 ELIGIBILITY TO BE A MEMBER	3
SECTION 3.3 EX-OFFICIO AND HONORARY MEMBERS	3
SECTION 3.4 VACANCIES.....	3
SECTION 3.5 MEETINGS OF MEMBERS.....	4
SECTION 3.6 ACTION WITHOUT MEETING.....	5
SECTION 3.7 NO LIABILITY OF MEMBERS	5
ARTICLE IV MEMBERS.....	2
SECTION 4.1 COMMITTEES OF MEMBERS	5
SECTION 4.2 EXECUTIVE COMMITTEE	6
ARTICLE V OFFICERS.....	7
SECTION 5.1 OFFICERS	7
SECTION 5.2 ELECTION OF OFFICERS	7
SECTION 5.3 SUBORDINATE OFFICERS.....	7
SECTION 5.4 REMOVAL OF OFFICERS	7
SECTION 5.5 RESIGNATION OF OFFICERS	8
SECTION 5.6 VACANCIES IN OFFICES	8
SECTION 5.7 RESPONSIBILITIES OF OFFICERS.....	8
SECTION 5.8 PROFESSIONAL STAFF	
ARTICLE VI INSURANCE.....	9
SECTION 6.1 INSURANCE.....	9
ARTICLE VII CONTRACTS	
SECTION 7.1 CONTRACTS, HOW EXECUTED.....	10
ARTICLE VIII BYLAWS	
SECTION 8.1 AMENDMENTS TO BYLAWS.....	10
ANNEX A	
ANNEX B	

BYLAWS OF
EAST HOLLYWOOD PROPERTY BUSINESS IMPROVEMENT DISTRICT

a Division of the Hollywood Chamber of Commerce

ARTICLE I

OFFICES

SECTION 1.1 PRINCIPAL OFFICE

The principal office for the transaction of the business of the Division is located at 7018 Hollywood Boulevard, Hollywood, California 90028. The Division's Board of Governors may change the principal office from one location to another. Any change of this location shall be noted by the secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

ARTICLE II

OBJECTIVES AND PURPOSES

The primary purposes of the Division are to increase commercial activities, attract new businesses, and increase patronage to properties located within the boundaries of the East Hollywood Business Improvement District. Among the Division's goals are to provide the following services: physical improvement/landscaping programs to improve the image of the District; maintenance services to increase the frequency of litter and debris removal; machine washing of sidewalks; graffiti removal; a marketing and promotions program targeting the positive image enhancement of the area; advocacy to represent the parcel owners in local government decisions and acquire funds and grants to improve the East Hollywood District area.

The Division functions under the auspices of the Hollywood Chamber of Commerce, hereinafter referred to as the "corporation."

ARTICLE III

MEMBERS

SECTION 3.1 NUMBER AND SELECTION OF BOARD OF GOVERNOR MEMBERS AND RESTRICTIONS ON MEMBERS

- (a) Authorized Number. The authorized number of members shall be not less than five (5) nor more than thirteen (13), the exact number to be fixed from time to time by a majority of the then authorized and acting members. The initial authorized number of members shall be seven (7) until changed by the members. No reduction of the authorized number of members shall have the effect of removing any member prior to the expiration of said member's term of office, unless a member is affirmatively removed as hereinafter provided.
- (b) Selection. The Board of Governors members shall be selected as follows:
- (i) Initial Members. A meeting will be held to which all Parcel Owners in Good Standing, or their representatives will be invited, and at which time nominations for members of the Board of Governors will be accepted. A subsequent meeting will be held within one month, at which all attending property owners or their representative(s) and the corporation's executive committee will vote. The owner or representative of a parcel or multiple parcels located within the business improvement district's boundaries shall be entitled to cast only one vote per parcel. The seven top vote-getters will be elected. The initial members' terms shall be determined by lot, with three (3) of the initial seven (7) being elected to a term of one (1) year. The remaining four (4) members' terms shall be for two years.
 - (ii) Subsequent Elections. In the event of an earlier termination of the terms of office of any members, their successors shall be chosen by a majority vote of members of the Board of Governors then in office, whether or not less than a quorum, or by a sole remaining member. The chairman of the Board of Governors shall appoint a nominating committee consisting of at least (3) three members to recommend candidates to fill the annually occurring vacancies on the Board of Governors, and a vote by all Parcel owners will be held each year to fill such vacancies.
 - (iii) Term of Office of Members. The members newly appointed or selected in accordance with this Section 3.1(b) shall hold office for a term of two (2) years unless specified differently for the initial members. The term of office shall coincide with the annual Board of Governors' meeting, at which the vote shall be held.
 - (iv) Residency. Members need not be residents of the State of California.

SECTION 3.2 ELIGIBILITY TO BE A MEMBER

Each member shall be a natural person who either is a Parcel Owner in Good Standing or is an authorized representative of a Parcel Owner in Good Standing. A member need not be a resident of the State of California. A "Parcel Owner" means the owner of one or more parcels of real property that is included in, and assessed under the business improvement districts managed by the corporation (each such parcel shall be referred to hereinafter as a "Parcel"). As used in these Bylaws a Parcel Owner is in "Good Standing" only if such Parcel Owner is not delinquent with respect to any such assessments relating to such Parcel Owner's Parcel(s). Any determination required under these Bylaws as to the identity of the Parcel Owners or the Parcels, and as to whether a Parcel Owner is in Good Standing, shall be based solely upon the applicable records of the County of Los Angeles.

SECTION 3.3 EX-OFFICIO AND HONORARY MEMBERS

The executive director shall be an ex-officio member of the Board of Governors. The executive director shall not be entitled to vote on any matter brought before the Board of Governors, nor shall she or he count toward the authorized number of members. The chairman may appoint up to three (3) honorary members of the Board of Governors for one (1) year terms. No honorary member of the Board of Governors shall be entitled to vote on any matter brought before the Board of Governors, nor shall she or he count toward the authorized number of members.

SECTION 3.4 VACANCIES

(a) Events Causing Vacancy. A vacancy or vacancies in the Board of Governors shall be deemed to exist on the occurrence of the following:

- (i) the death or resignation of any member;
- (ii) the declaration by resolution of the Board of Governors of a vacancy of the office of a member who has been declared of unsound mind by a final order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under Sections 7230 and following of the California Nonprofit Mutual Benefit Corporation Law;
- (iii) an increase in the authorized number of members; or
If any member shall fail to attend three (3) consecutive regular meetings of the Board of Governors, without leave of absence by the chairman or on account of sickness and upon investigation so notified, his/her office may become vacant and such vacancy may be declared at the next regular meeting of the Board of Governors. Any vacancies filled for the balance of the unexpired term shall be filled by the Board of Governors.

(b) Resignations. Except as provided in this paragraph, any member may resign, which resignation shall be effective on giving written notice to the chairman of the Board of Governors, vice chairman, or the secretary, unless the notice specifies a later time for the resignation to become effective. If the resignation of a member is effective at a future time, the Board of Governors may elect a successor to take office as of the date when the resignation becomes effective.

(c) Absences. Absences from three (3) consecutive regular meetings of the Board of Directors may be construed as a resignation. Any Director who does not attend a minimum of six

(6) Board meetings per year during his/her term of office will not be considered for reappointment to the Board unless there are extenuating circumstances.

(d) Vacancies Filled by Members. Vacancies on the Board of Governors may be filled by the affirmative vote of a majority of the remaining members then in office, though less than a quorum. Any member elected to fill a vacancy shall have the same term as that of his or her predecessor, or, if such vacancy is a result of an increase in the number of members, as that of the other members of the class of which he or she shall be a member.

(e) No Vacancy on Reduction of Number of Members. No reduction of the authorized number of members shall have the effect of removing any member before that member's term of office expires.

(f) Restriction on Interested Members. Not more than 25% of the persons serving on the Board of Governors at any time may be interested persons. An interested person is:

- (i) any person being 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 member as member; or
- (ii) 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 any such person. Any violation of the provisions of this paragraph shall not, however, affect the validity or enforceability of any transaction entered into by the corporation.

SECTION 3.5 MEETINGS OF MEMBERS

(a) Brown Act. Every meeting of the Board of Governors required to be conducted in accordance with the Ralph M. Brown Act (Chapter 9 of Part 1 of Division 2 of Title 5 of the California Government Code (the "Brown Act")) shall be open and public and all persons shall be permitted to attend such meeting, except as otherwise permitted by the Brown Act.

(b) Regular Meetings. An annual meeting of the Board of Governors shall be held for the purpose of organization, election of members and officers and the transaction of other business. The annual meeting shall be held immediately prior to the regularly scheduled meeting of the Board of Governors no later than January 31 of each year. Other regular meetings of the Board of Governors shall be held quarterly and at such times as shall from time to time be fixed by the Board of Governors.

(c) Special Meetings. Special meetings of the Board of Governors may be called at any time by the chairman of the Board or members constituting a majority of the Board. In addition, any vice chairman, the secretary or any two members may call a special meeting of the Board of Governors not required to be conducted in accordance with the Brown Act.

(d) Place of Meeting. Each meeting of the Board of Governors shall be held at such location as shall be determined by the secretary. Such location may be within or without Hollywood; provided that if such meeting is required to be conducted in accordance with the Brown Act, the location of such meeting shall be in Hollywood if so required by the Brown Act. Regular meetings shall be held at the principal office of the Division or at such other place as may be designated in the notice of meeting. Notwithstanding the foregoing provisions of this subparagraph and except in the case of a meeting required to be conducted in accordance with the Brown Act, a regular or special meeting of the Board of Governors may be held at any place consented to in writing by all Board members, either before or after the meeting and may be held by conference telephone or similar communication equipment, as long as all members participating in the meeting can hear one another, and all such members shall be deemed to be present in person at such meeting.

(e) Quorum. A majority of the number of members in office shall constitute a quorum for the transaction of business at a meeting of the Board of Governors, except to adjourn. Every act or decision done or made by a majority of the members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Governors, subject to the provisions of law, the articles of incorporation and these Bylaws, including, without limitation, those provisions of the California Nonprofit Mutual Benefit Corporation Law relating to

- (i) approval of contracts or transactions in which a member has a direct or indirect material financial interest;
- (ii) appointment of committees, and;
- (iii) indemnification of members. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of members, if any action taken is approved by at least a majority of the required quorum for that meeting.

(f) Agenda, Notice and Adjournment of Meetings. Annex A hereto sets forth certain procedures applicable to the agenda, notice and adjournment of meetings of the Board of Governors required to be conducted in accordance with the Brown Act. Annex B hereto sets forth certain procedures applicable to the agenda, notice and adjournment of meetings of the Board of Governors not required to be conducted in accordance with the Brown Act.

SECTION 3.6 ACTION WITHOUT MEETING

Any action required or permitted to be taken by the Board of Governors may be taken without a meeting, if all members of the Board of Governors, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Governors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Governors.

SECTION 3.7 NO LIABILITY OF MEMBERS

No member shall be personally liable for the debts, liabilities or obligations of the Division or the corporation. The members of the corporation shall have no liability for dues or assessments for the Division.

ARTICLE IV

SECTION 4.1 COMMITTEES OF MEMBERS

(a) Creation and Composition. The Board of Governors may designate one or more committees. Each such committee shall serve at the pleasure of the Board and shall serve in an advisory capacity only. Each committee shall consist of at least three members and up to two at-large Parcel Owners, or designated representatives of at-large Parcel Owners, as determined by the Board. The members of the committee and the committee chairpersons, and their respective successors, shall be appointed by the chairman of the Board of Governors and shall serve for a period of one year.

(b) Quorum. A majority of the members of a committee shall constitute a quorum for the transaction of business, except to adjourn. Every act or decision done or made by a majority of the committee members present at a meeting duly held at which a quorum is present shall be regarded as the act of the committee members, subject to the provisions of law or the articles of incorporation. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of members, if any action taken is approved by at least a majority of the required quorum for that meeting. If a quorum is absent at the time an advisory motion is considered, the report to the Board of Governors shall so indicate.

(c) Vacancy. A vacancy or vacancies on a committee shall be deemed to exist on the occurrence of the following:

- (i) the death or resignation of any committee member;
- (ii) the vote of a majority of the Board of Governors members then in office to remove a committee member; or
- (iii) an increase in the authorized number of committee members.

In addition, if any committee member shall fail to attend three (3) consecutive meetings of the committee, or fail to attend five (5) meetings within the course of a twelve (12)-month period, without leave of absence by the chairman of the Board, such committee member may be removed at the next regular meeting of the Board of Governors and the vacancy filled for the balance of the unexpired term by the chairman of the Board of Governors.

(d) Resignations. Any committee member may resign, which resignation shall be effective on giving written notice to the chairman of the Board, the vice chairman, the secretary, or the Board of Governors, unless the notice specifies a later time for the resignation to become effective.

(e) Meetings and Action of Committees. Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of Article IV of these Bylaws, concerning meetings of members, with such changes as are necessary to substitute the committee and its members for the Board of Governors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Governors or by resolution of the committee, and that special meetings of committees may also be called by resolution of the Board of Governors or by resolution of the committee. Notice of special meetings of committees shall also be given to all alternate members of the committee, who shall have the

right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Governors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

SECTION 4.2 EXECUTIVE COMMITTEE

The Executive Committee of the Board of Governors shall be composed of the chairman, the vice chairman, if any, the treasurer, the secretary and the executive director and any other officer appointed by the Board of Governors. The Executive Committee shall have the powers of the Board of Governors during the periods when the Board of Governors is not in session and such other powers as shall lawfully be delegated to it from time to time by the Board of Governors. All matters acted on by the Executive Committee that are usually acted on by the Board of Governors shall be reported to the Board of Governors at its next meeting.

ARTICLE V

OFFICERS

SECTION 5.1 OFFICERS

The officers of the Division shall be a chairman, a vice chairman, a secretary and a treasurer. The Division may also have, at the discretion of the Board of Governors, one or more additional vice chairmen, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 5.3. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as the chairman of the Board of Governors.

SECTION 5.2 ELECTION OF OFFICERS

The officers of the Division, except those appointed in accordance with the provisions of Section 5.3 shall be chosen annually by the Board of Governors at its annual meeting, and each shall serve at the pleasure of the Board of Governors, subject to the rights, if any, of an officer under any contract of employment. No person shall serve as chairman for more than two (2) consecutive one-year terms commencing on or after the adoption of these Bylaws.

SECTION 5.3 SUBORDINATE OFFICERS

The Board of Governors may appoint, and may authorize the chairman of the Board of Governors or the vice chairman or another officer to appoint, any other officers that the business of the Division may require, each of whom shall have the title, hold office for the period, have the authority and perform the duties specified in these Bylaws or determined from time to time by the Board of Governors.

SECTION 5.4 REMOVAL OF OFFICERS

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Governors, at any regular or special meeting of the Board of Governors, or, except in case of an officer chosen by the Board of Governors, by an officer on whom such power of removal may be conferred by the Board of Governors.

SECTION 5.5 RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

SECTION 5.6 VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office.

SECTION 5.7 RESPONSIBILITIES OF OFFICERS

(a) Chairman of the Board of Governors. If such an officer be elected, the chairman of the Board of Governors shall preside at meetings of the Board of Governors and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Governors or prescribed by these Bylaws.

(b) Vice Chairman. In the absence or disability of the chairman, the vice chairman shall perform all the duties of the chairman and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the chairman. The vice chairman shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Governors or by these Bylaws.

(c) Secretary. The secretary shall attend to the following:

(i) Book of minutes. The secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Governors may direct, a book of minutes of all meetings and actions of members and committees of members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

(ii) Membership records. The secretary shall keep, or cause to be kept, at the principal office, as determined by resolution of the Board of Governors, a record of the Board of Governors, showing the names of all members and their addresses.

(iii) Notices, seal and other duties. The secretary shall give, or cause to be given, notice of all meetings of the Board of Governors required by these Bylaws to be given. The secretary shall keep the seal of the corporation in safe custody. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Governors or by these Bylaws. If for any reason the secretary shall fail to give notice of any special meeting of the Board of Governors called by one or more of the persons entitled to call the meeting, then any such person or persons may give notice of any such special meeting.

(e) Treasurer. The treasurer shall attend to the following:

- (i) Books of account. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the parcels and business transactions of the Division, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books of account shall be open to inspection by any member at all reasonable times.
- (ii) Deposit and disbursement of money and valuables. The treasurer shall deposit all money and other valuables in the name and to the credit of the Division with such depositories as may be designated by the Board of Governors; shall disburse the funds of the Division as may be ordered by the Board of Governors; shall render to the chairman and members, whenever they request it, an account of all of his/her transactions as treasurer and of the financial condition of the Division; and shall have such other powers and perform such other duties as may be prescribed by the Board of Governors or by these Bylaws.
- (iii) Duties of Treasurer. In the absence or disability of the chairman, and if there be no vice chairman or if no vice chairman is present and available, the treasurer shall perform all the duties of the chairman and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the chairman.

SECTION 5.8 PROFESSIONAL STAFF

The executive director shall be the senior staff officer hired by the corporation, and will serve at the pleasure of the corporation's board of directors. He/she shall be directly responsible to the corporation's president and chief executive officer and, under direction of the corporation's chairman, shall carry out the functions required to implement the programs and activities of the Division and manage the day-to-day affairs of the Division. The executive director, with the approval of the corporation's board of directors, may employ additional staff members.

ARTICLE VI

INSURANCE

SECTION 6.1 INSURANCE

The Division shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, members, employees and other agents of the Division, against any liability asserted against or incurred by an officer, member, employee or agent in such capacity or arising out of the officer's, member's, employee's or agent's status as such.

ARTICLE VII

CONTRACTS

SECTION 7.1 CONTRACTS, ETC., HOW EXECUTED

The Board of Governors, except as otherwise provided in these Bylaws, may authorize any officer, agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the Division, and such authority may be general or confined to specific instances; and unless so authorized by the Board of Governors, no officer, agent or employee shall have any power or authority to bind the Division by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount. The corporation's board of directors must approve any and all contracts authorized by the Division's Board of Governors prior to such contracts going into effect.

Notwithstanding the foregoing:

- (i) the aggregate dollar amount of contracts entered into by the corporation in respect of any year shall not exceed the Division's total income for that year, and
- (ii) no contract shall be entered into which is to be performed, in whole or in part, at a date later than the expiration date of the East Hollywood Property Business Improvement District to which it relates.

ARTICLE VIII

AMENDMENTS TO BYLAWS

SECTION 8.1 AMENDMENTS TO BYLAWS

These Bylaws may be amended by any one of the following procedures:

- (i) by the written consent of two-thirds (2/3) of the directors then in office;
- (ii) by the vote of two-thirds (2/3) of the members present at a regular or special meeting of the Board of Governors, a quorum being present, provided that written notice of the proposed changes in the Bylaws shall have been given to each member at least five (5) days prior to the date of such meeting, such notice either describing the proposed changes or setting them forth verbatim

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the EAST HOLLYWOOD PROPERTY BUSINESS IMPROVEMENT DISTRICT, a Division of the Hollywood Chamber of Commerce, a California nonprofit mutual benefit corporation, and the above Bylaws, consisting of XX pages, are the Bylaws of the Division as adopted at a meeting of the Board of Governors held on June X, 2007.

Dated: June X, 2007

ANNEX A

Brown Act Meetings

1. Agenda of Regular Meetings.

(a) At least 72 hours before a regular meeting, the secretary shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting, including items to be discussed in closed session. The agenda shall specify the time and location of the regular meeting and shall be posted in a location that is freely accessible to members of the public.

(b) The agenda for regular meetings shall provide an opportunity for members of the public to directly address the Board of Governors on any item of interest to the public, before or during the Board of Governors' consideration of the item, that is within the subject matter jurisdiction of the Division, provided that no action shall be taken on any item not appearing on the agenda unless the action is otherwise authorized by the Brown Act to be acted upon without having appeared on the posted agenda. The agenda need not provide an opportunity for members of the public to address the Board of Governors on any item that has already been considered by a committee, composed exclusively of members of the Board of Governors, at a public meeting wherein all interested members of the public were afforded the opportunity to address the committee on the item, before or during the committee's consideration of the item, unless the item has been substantially changed since the committee heard the item, as determined by the Board of Governors.

2. Notice of Special Meetings.

(a) A special meeting shall be called by delivering written notice to each member and to each local newspaper of general circulation and radio or television station requesting notice in writing. The notice shall be delivered personally or by any other means and shall be received at least 24 hours before the time of the meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted or discussed. No other business shall be considered. The call and notice shall be posted at least 24 hours prior to the meeting in a location that is freely accessible to members of the public. The notice shall provide an opportunity for members of the public to directly address the Board of Governors concerning any item that has been described in the notice for the meeting before or during consideration of that item. The written notice may be dispensed with as to any member who at or prior to the time the meeting convenes files with the secretary a written waiver of notice. The waiver may be given by telegram. The notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes.

(b) In the case of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, the Board of Governors may hold an emergency meeting without complying with either the 24-hour notice requirement or the 24-hour posting requirement of subparagraph (a) or both of the notice and posting requirements. For purposes of this subparagraph, "emergency situation"

means any of the following:

- (i) work stoppage or other activity which severely impairs public health, safety, or both, as determined by a majority of the members of the Board of Governors; or
- (ii) crippling disaster which severely impairs public health, safety, or both, as determined by a majority of the members of the Board of Governors. However, each local newspaper of general circulation and radio or television station which has requested notice of special meetings pursuant to subparagraph (a) shall be notified by the chairman of the Board of Governors, or designee thereof, one hour prior to the emergency meeting by telephone and all telephone numbers provided in the most recent request of such newspaper or station for notification of special meetings shall be exhausted. In the event that telephone services are not functioning, the notice requirements of this subparagraph shall be deemed waived, and the Board of Governors, or designee of the Board of Governors, shall notify those newspapers, radio stations, or television stations of the fact of the holding of the emergency meeting, the purpose of the meeting, and any action taken at the meeting as soon after the meeting as possible. All special meeting requirements, as prescribed in subparagraph (a), shall be applicable to a meeting called pursuant to this subparagraph, with the exception of the 24-hour notice requirement. The minutes of a meeting called pursuant to this subparagraph, a list of persons who the presiding officer of the Board of Governors, or designee of the Board of Governors, notified or attempted to notify, a copy of the roll call vote, and any actions taken at the meeting shall be posted for a minimum of 10 days in a public place as soon after the meeting as possible.

3. Adjournment.

The Board of Governors may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all members are absent from any regular or adjourned regular meeting, the secretary may declare the meeting adjourned to a stated time and place, and he or she shall cause a written notice of the adjournment to be given in the same manner as provided herein for special meetings, unless such notice is waived as provided for special meetings. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the regular, adjourned regular, special or adjourned special meeting was held within 24 hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes.

ANNEX B

Meetings Regarding Matters Unrelated to Managing the BID

1. Notice of Special Meetings.

Notice of the time and place of special meetings shall be given to each member by one of the following methods:

- (i) by personal delivery or written notice;
- (ii) by first-class mail, postage paid;
- (iii) by telephone communication, either directly to the member or to a person at the member's office who would reasonably be expected to communicate such notice promptly to the member; or
- (iv) by facsimile. All such notices shall be given or sent to the member's address or telephone number or facsimile number as shown on the records of the Division. Notices sent by first class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by personal delivery, telephone or facsimile shall be delivered, telephoned or sent at least 48 hours before the time set for the meeting. The notice shall state the time and place for the meeting. It need not specify the purpose of the meeting and it need not specify the place of the meeting if it is to be held at the principal office of the Division.

2. Waiver of Notice.

The transactions of any meeting of the Board of Governors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if

- (i) a quorum is present, and
- (ii) either before or after the meeting, each of the members not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the Division's records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any member who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

3. Adjournment.

A majority of the members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case notice of

the time and place shall be given before the time of the adjourned meeting to the members who were not present at the time of the adjournment.

4. Action without Meeting.

Any action required or permitted to be taken by the Board of Governors may be taken without a meeting, if all members of the Board of Governors, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Governors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Governors.