

BYLAWS of
WEST HOLLYWOOD DESIGN DISTRICT ADVISORY BOARD

AMENDED AND RESTATED
AS OF June 2018

ARTICLE I
PURPOSE AND INTENT

The City of West Hollywood established the Avenues of Art & Design, West Hollywood as an assessment district in accord with provisions of the Parking and Business Improvement Area Law of 1989, California Streets and Highway Code Sections 36500 *et seq.* by City Ordinance 95-450 adopted January 2, 1995. On March 6, 2013 the Board of Directors voted to change the name of the district to West Hollywood Design District and directed the By-laws be changed to reflect the new name. It is a mechanism for levying assessments for the purposes of promoting the area known collectively as the West Hollywood Design District as an intriguing destination for art, fashion, design, restaurants and specialty retail.

The Board of Directors serves as an advisory board to the City Council per the Parking and Business Improvement Area Law of 1989 (section 36530). As an affiliated organization of the West Hollywood Travel + Tourism Board, the District must establish an advisory committee to direct its operations. The Board of Directors also serves as the advisory committee for the District.

To facilitate the promotion of West Hollywood Design District as an intriguing destination for art, design, restaurants and specialty retail, the Board of Directors works to represent the best interests of District businesses in its recommendations for the development and implementation of the District's yearly work program. It offers advice and recommendations through District staff as well as facilitating communications between District businesses, District staff, the City, the West Hollywood Travel + Tourism Board and the West Hollywood Chamber of Commerce. Further, the Board acts in an advisory capacity to the City on projects that impact the District.

ARTICLE II
MEETINGS

The Board shall conduct its business in accordance with the Parking and Business Improvement Area Law of 1989, these by-laws, and the Ralph M. Brown Act (Government Code Section 54950 *et seq.*).

Section 1. REGULAR MEETINGS.

The Board shall hold regular meetings at 4pm on the 3rd Wednesday of each month, except that the meeting shall be rescheduled if a regular meeting day falls on a legal holiday, or may be rescheduled if quorum is not anticipated to be met in advance of the regularly scheduled meeting. Regular meetings shall be held within the Business Improvement District boundaries.

Section 2. SPECIAL MEETINGS

Special meetings may be called at any time by the Chair or by a majority of the Board, by delivering written notice to each Board member and by posting the notice in the designated posting locations. Such notice may be delivered by any means and must be received at least twenty-four hours before the time of such meeting as specified in the notice, unless notice is waived in writing. The notice shall specify the time and place of the special meeting and the business to be transacted, and no other business shall be transacted at that meeting other than that contained in the notice.

Section 3. ADJOURNED MEETINGS

All meetings may be adjourned to another specified time, place and date, but not beyond the next regular meeting. If all members are absent from any regular or adjourned regular meeting the staff may declare the meeting adjourned to a stated time and place and shall cause a written notice of the adjournment to be given in the same manner as provided in Article II, Section 2 above for special meetings. A copy of the notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was held within 24 hours after the time of the adjournment.

Section 4. PUBLIC MEETINGS

All meetings and study sessions of the Board shall be open to the public. Closed sessions may be held only when specifically authorized by the Brown Act.

Section 5. CANCELLATION OF REGULAR MEETINGS

The Board may cancel an upcoming regular meeting for lack of a quorum. Notice of the cancellation shall be posted in lieu of an agenda.

ARTICLE III ORGANIZATION OF THE BOARD

Section 1. NUMBER OF BOARD MEMBERS.

The board shall consist of fifteen (15) members, which the Board may increase at any time by majority vote. Each member shall have one (1) vote.

Section 2. QUALIFICATION OF BOARD DIRECTORS

Regular Directors shall either (a) own or be employed by an assessed business entity within the West Hollywood Design District in West Hollywood (b) own or be employed by a business which is not located within the district limits but which provides a direct business benefit to the West Hollywood Design District in the determination of the Board.

- (a) Honorary Board Members, upon approval by a majority of Board Members, may be appointed if he or she owns or is employed by a business which is not located within the district but which provides a direct business benefit to the West Hollywood Design District in the determination of the Board.

Section 3. NOMINATION AND ELECTION OF DIRECTORS

No later than the regularly scheduled June meeting of the Board of Directors, nominations may be submitted to the Board by any district business, or any Board Director. The Chair of the Board of Directors annually appoints a Nominations Committee to review nominations. The Committee then makes its recommendations for a slate to the Board. The number of nominees on the slate is not to exceed the number of opens seats. The Board of Directors then votes on these nominees at the regularly scheduled July Meeting.

Section 4. OFFICERS

The Officers of the Board shall be Chair, Vice Chair, Secretary, Treasurer and Past Chair elected bi-annually by the Board for a two-year period. Elections for officers shall be held at the regularly scheduled July Board meeting with terms of office commencing on August 1st. Any Board Director may make nominations for officers in good standing. A majority vote of present Board Directors shall determine the election. Officer vacancies may be filled throughout the year following procedures described above.

Section 5. RESPONSIBILITIES OF OFFICERS

The Chair shall be responsible for chairing the meetings of the Board and all duties generally connected with such office. The Vice-Chair shall act in the absence of the Chair.

The Secretary shall cause to be kept, at the principal office or such other place as the Board may direct, a book of minutes of all meetings and actions of the Board and committees, 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. The Secretary shall also give, or cause to be given, notice of (a) all meetings of the Board required by these bylaws to be given and (b) written notice to any director who fails to meet the attendance requirements with a copy of such notice to the Chair.

The Treasurer shall cause to be kept and maintained, adequate and correct books and records of accounts of the business transactions of the organization including accounts of its assets, liabilities, receipts, disbursements, capital, and other matters

customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

Section 5. TERM OF DIRECTORS

Fifteen (15) Directors shall be elected to terms of two (2) years each. Eight Directors shall be elected in even years; Seven in odd years.

Section 6. VACANCIES

A vacancy in the office of Chair or Vice-Chair shall be filled for the remainder of the unexpired term by election at the next meeting provided the election has been noticed on the agenda. In the event of an unscheduled vacancy of any Board member's seat prior to the expiration of their term, the Board may appoint a member to serve the remainder of the unexpired term with the majority approval of the Board. The newly appointed member shall take and subscribe to the oath of office before the next regular meeting.

Section 7. QUORUM

A majority of the total membership of the Board shall constitute a quorum for the transaction of business. Where there is not a quorum present, the staff shall announce that no meeting will be held due to lack of a quorum and shall announce the date of the next regular or adjourned meeting. When a member of the Board is disqualified due to a financial conflict of interest, his or her presence shall not be considered in determining the presence of a quorum. Any decision of the Board shall require a vote of the majority of the Board present and qualified to vote.

Section 8. COMMITTEES

Committees shall be formed on an ad hoc basis as necessary to carry out the work program of the District, for specific projects such as special events or to research issues. A quorum of the Board of Directors shall establish the powers and duties of all committee. Non-Directors representing District businesses may serve on ad hoc committees. All reports and recommendations shall be made to the Board. All Board Members are required to participate on one committee.

The Board may designate an Executive Committee made up of the officers of the Corporation (Chair, Vice Chair, Secretary, Treasurer, Past Chair) and the most recent past Chair. Members of the Executive Committee who are not directors shall have no vote. The Executive Committee is empowered to act for the organization on all matters pertaining to the good of the organization, except for appointment of directors to the Board, approval of the budget and amending the By-laws. Vacancies to the Executive Committee shall be filled by the Board.

Section 9. ABSENCES FROM MEETINGS

Directors shall attend meetings regularly. If any Director is absent from meetings for three (3) consecutive months, or a total of four (4) meetings during a

fiscal year (July 1-June 30) without, in the opinion of the Board, valid excuse, these absences shall be construed as resignation. However, prior to resignation by non-attendance, the Board Chair, Vice-Chair, or staff will approach the Director regarding their continued interest in serving.

Section 10. OATH OF OFFICE

Newly appointed Board members shall take and subscribe to the oath of office before assuming their duties. The oath may be given by a City official authorized to do so by State law.

ARTICLE IV THE BOARD AGENDA

Section 1. PREPARATION OF THE AGENDA

Staff shall formulate and prepare the agenda for Board meetings.

Section 2. POSTING OF THE AGENDA

The City Clerk shall cause to be posted an agenda for each regular meeting in the designated posting locations not less than 72 hours prior to the meeting. Agendas for adjourned meetings shall be posted in the same fashion, unless the business to be undertaken is limited to the items on the agenda of the meeting at which the adjournment occurs and the meeting is adjourned to a date within five days of the adjournment. Agendas of special meetings shall be posted and provided along with the notice of the meeting as provided in Article II Section 2 above. The Agenda shall also be conspicuously posted on or near the door of the place where the meeting will be held.

Section 3. ADDING ITEMS OF BUSINESS TO THE AGENDA

The Board shall not discuss or take action on any item of business not listed on the posted agenda except:

- (a) Upon a majority determination of the existence of an “emergency” as that term is defined in the Brown Act.
- (b) Upon a determination by a two-thirds vote of the members present, or if less than two-thirds of the membership is present, upon a unanimous vote, that there is an immediate need to take action and that the need to take action came to the attention of the City subsequent to the posting of the agenda. If the Board makes this determination, the minutes of the meeting shall reflect what circumstances gave rise to the need to take action after the posting of the agenda.
- (c) Where the item upon which action is to be taken was included on a properly posted agenda for a prior meeting of the Board occurring not more than five calendar days prior to the date of the meeting at which the item is to be considered, and the item was continued to an adjourned meeting.

Section 4. PUBLIC COMMENTS

Members of the public shall be permitted to speak on each item of business on the agenda when the item is taken up and before action is taken on the item by the Board. Each speaker shall have a three (3) minute period to speak; time cannot be ceded to another speaker. In order to facilitate the conduct of the meeting, the Chair or the Commission may lengthen or shorten the two or three-minute period for all speakers on a particular agenda item based on the number of persons in attendance wishing to speak or the complexity of the matter under consideration.

ARTICLE V CONDUCT OF BOARD MEETINGS

Section 1. ACTION BY THE BOARD

The Board shall proceed by way of motion. Any member, including the Chair, may make a motion and any member may second the motion except that the same person who made the motion cannot second it. A member may make only one motion at a time and a motion or second may be withdrawn by the maker at any time before a vote.

Section 2. ADOPTION BY MAJORITY VOTE

A motion shall be adopted by an affirmative vote of a majority of the Board present provided a quorum is determined to exist. Board members have a duty to vote "aye", or "nay" on each motion. Abstentions shall be cast only if the Board member declares:

- (a) The existence of a conflict of interest or other disqualification from voting; or
- (b) A lack of sufficient information upon which to base a vote due to absence from previous meeting.

Abstentions are not counted in the vote tally.

ARTICLE VI ROSENBERG'S RULES OF ORDER

If a matter arises that is not covered by these rules, the Brown Act, the Parking and Business Improvement Area Law of 1989, or the West Hollywood Municipal Code, the procedures of the Board shall be governed by the latest revised edition of Rosenberg's Rules of Order to the extent not inconsistent with laws governing public agencies.

ARTICLE VII
ANNUAL REPORTS

The Board shall cause an annual report to be sent to the West Hollywood 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.

ARTICLE VIII
AMENDMENTS TO BY-LAWS

These by-laws may be amended if approved by a majority of the board.