

**AMENDED BYLAWS OF
TEMESCAL/TELEGRAPH AVENUE COMMUNITY ASSOCIATION
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

**ARTICLE 1
OFFICES**

SECTION 1. PRINCIPAL OFFICE

The principal office of the Corporation for the transaction of its business is located in Alameda County, California and the Temescal/Telegraph Avenue Community Association (“TTACA”), as defined by the map attached as "Exhibit A" and incorporated in these Bylaws by reference.

SECTION 2. CHANGE OF ADDRESS

The county of the Corporation's principal office can be changed only by amendment of these Bylaws and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the County of Alameda. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

**ARTICLE 2
PURPOSES**

SECTION 1. OBJECTIVES AND PURPOSES

The primary objectives and purposes of this Corporation shall be:

- A) To bring about the revitalization of the Temescal/Telegraph Avenue Community and its surrounding neighborhood;
- B) To bring about the investment of private and public capital within the Temescal/Telegraph Avenue Community and its surrounding neighborhood;
- C) To bring about the increased provision of quality public improvements and educational, cultural, artistic, charitable, and social services within Temescal/Telegraph Avenue Community and its surrounding neighborhood;
- D) To bring about the increased economic well-being of residents, employees, businesses, and property-owners within the Temescal/Telegraph Avenue Community and its surrounding neighborhood; and
- E) To promote business improvement within the Temescal/Telegraph Avenue Community Association through activities which contribute to the economic and neighborhood well-being of the neighborhood in particular and the City of Oakland in general.

**ARTICLE 3
MEMBERSHIP**

SECTION 1. NO MEMBERS

A) This Corporation shall have no members, as that term is defined in section 5056 of the California Nonprofit Corporation Law. Unless otherwise provided herein or in the California Nonprofit Public Benefit Corporation Law, any action which would otherwise require approval by a majority of all members shall require only approval of the Board of Directors. All rights, which would otherwise vest in the members, shall vest in the Board of Directors. Nothing in these Bylaws shall be construed as limiting the right of the Corporation to refer to persons associated with it, who participate in any activities of the Corporation, as "members" even though such persons are not members, as defined in section 5056 of the California Corporations Code. Such persons shall be deemed to be associated persons with respect to the Corporation as that term is defined in section 5332 of the California Nonprofit Public Benefit Corporation Law, and no such reference shall constitute anyone a member of this Corporation.

ARTICLE 4 ELECTION OF DIRECTORS

SECTION 1. NOMINATION AND ELECTION

A) Not less than sixty (60) days before the date set forth for the annual meeting of the Directors, the President, shall appoint at least three (3) members as the Nominating Committee which shall include the Chairperson and immediate past Chairperson, when available, to nominate candidates for election as Directors, and the names so proposed shall be presented to the Board of Directors at its annual meeting; any Director may, at such meeting, nominate any other qualified person(s) as candidates for such office. Thereafter, the names of the nominees shall be presented to the Board of Directors at the annual meeting. Each Director shall have one vote for each position to be filled, but such votes may not cumulate. A Director may cast his or her vote either in person at the annual meeting or by submitting a written ballot to the Secretary prior to such meeting. The candidates receiving the highest number of votes shall be elected.

SECTION 2. QUALIFICATION

A) Property owners who have fully paid into the Temescal/Telegraph Avenue Property Business Improvement District ("TTBID"), as approved by ordinance by the Oakland City Council in July 2014 ("Property Owners"), merchants within the District boundary with a current City of Oakland Business License ("Merchants"), and community members who reside within or reasonably near the District boundaries (Community Members At-Large"), shall be eligible for nomination to the Board of Directors based upon active participation with the Corporation including its committees, task forces, Board meetings, or otherwise for a period of not less than three (3) months, and support for the policies, goals and history of the Corporation.

B) Nominees for election to the Board should, to the extent possible, reflect the diversity of the TTACA by drawing on various business types, geographic locations, land use types, and shall only be eligible for nomination following notice by mail to all fully paid assesseees within the TTBID. The Nominations Committee shall notify the Board and assesseees in the district of the nominations to the Board at least 45 days prior to the annual meeting and voting by the Board. Those nominees not selected to serve on the Board shall be encouraged to work on one of the Board's committees in order to familiarize themselves with the functions and activities of the Board.

ARTICLE 5 DIRECTORS

SECTION 1. NUMBER AND TERM

A) The Corporation shall have a minimum of nine (9) and a maximum of nineteen (19) Directors and collectively they shall be known as the Board of Directors. The number of Directors may be changed by amendment of this Bylaw, or by repeal of this Bylaw and adoption of a new Bylaw, as provided in these Bylaws. The composition of the Directors shall be made up of 1) Property Owners, 2) Merchants, and 3) Community Members At-Large from all zones within the district. The Board of Directors shall make reasonable efforts to allow for a majority of the Director seats to be held by Property Owners, followed by Merchants and Community Members At-Large. This composition affords the Board to act in the interest of the District and carryover benefits to the residential community that identifies with the District.

B) The Directors shall be elected in accordance with Article 4, Section 1 for staggered two (2) year terms beginning on the date of election to replace those Directors whose terms are then expiring.

SECTION 2. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 3. DUTIES

The Board is responsible for all of the finances of the organization and establishes program policy. Collectively, the Board makes decisions about the program's direction and monitors progress on a regular basis. It sets priorities, oversees the work of the Executive Director and supports the work of the committees by volunteering time and expertise in support of their efforts. The Board of Directors is also responsible for fulfilling the legal and financial requirements in the conduct of its business affairs as a nonprofit corporation.

Each Board member shall:

- contribute 4-10 hours a month to Board duties and/or activities,
- attend regular monthly Board meetings,
- notifies staff when absence is necessary,
- actively participate on at least one committee,
- attend at least eight committee meetings in a calendar year
- actively participate in specific activities or projects promoted by the Board including fundraising, membership recruitment, representation on behalf of TT BID at meetings, events, and/or with media contacts,
- stays informed about the purpose and activities of TT BID in order to effectively participate in Board decisions and fulfilling responsibilities, and
- may not incur more than three board meeting or four committee meeting absences during a calendar year or risk being removed from the Board.

The Board members are jointly responsible for:

Policy Administration

- Establishing and/or continuing the legal existence of the TT BID
- Ensuring that the TT BID fulfills legal requirements in the conduct of its business and affairs
- Adopting and administering by-laws
- Adopting policies that determine the program's purposes, governing principles, functions and activities and courses of action Assuming responsibility for internal policies governing the TT BID
- With the Executive Director, developing an annual action plan of goals, objectives and activities for the

TTBID

Finance

- Approving and monitoring the finances of the TTBID
- Helping raise sufficient funds to ensure that the TTBID can meet its objectives
- Assuming responsibility for all expenditures necessary for the operation of the TTBID (other than those responsibilities delegated by the Board to the Executive Director)

Public Relations

- Understanding and interpreting the program's work to the community
- Relating the services of the TTBID to the work of other organizations and agencies
- Giving sponsorship and prestige to the TTBID and inspiring confidence in its activities

Board members are expected to serve on at least one committee.

SECTION 4. COMPENSATION

Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending Directors meetings, only after adoption of a written Board policy concerning this provision. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article. Directors may not be compensated for rendering services to the Corporation in any capacity other than director unless such other compensation is reasonable and is allowable under governing law and these Bylaws.

SECTION 5. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the board may be interested persons. For purposes of this Section only, "interested persons" means either:

- A) Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director; or
- B) 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.

SECTION 6. PLACE OF MEETINGS

Meetings shall be held at the principal office of the Corporation unless otherwise provided by the board or at such place within or at such other place within Alameda County that has been designated from time to time by resolution of the Board of Directors. Any meeting, regular or special, may be held by telephone conference, video conference or similar communication means, so as long as all directors participating in such meeting can hear one another.

SECTION 7. REGULAR AND ANNUAL MEETINGS

- A) Regular meetings of Directors shall be held at a regular time and place as determined by the Board on a monthly basis. The Board has the authority to alter the time and place of the monthly meetings upon majority

vote provided notification of such change is made to the TTACA.

B) An annual meeting of Directors shall be held each year in the third or fourth month of each year as set by the Board of Directors. Corporation, Directors shall be elected by the Board of Directors at the annual meeting. Cumulative voting by directors for the election of Directors shall not be permitted.

SECTION 8. SPECIAL MEETINGS

Special meetings of the Board of Directors may be called by the President, the First or Second Vice Presidents, the Secretary, or by any four Directors, and such meetings shall be held at the place, within Alameda County, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the Corporation.

SECTION 9. NOTICE OF MEETINGS

Regular meetings of the Board may be held without notice. Special meetings of the Board shall be held upon forty-eight (48) hours' notice delivered personally or by telephone, fax or e-mail. Such notices shall be addressed to each Director at his or her address as shown on the books of the Corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than forty eight (48) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than forty eight (48) hours from the time of the original meeting.

SECTION 10. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

SECTION 11. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 12. QUORUM FOR MEETINGS

A quorum shall consist of a majority of the Board of Directors. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or Bylaws of this Corporation.

SECTION 13. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or Bylaws of this Corporation, or provisions of the California Nonprofit Public Benefit Corporation Law, particularly those provisions relating to appointment of committees (Section 5212), approval of contracts or transactions in which a Director has a material financial interest (Section 5233) and indemnification of Directors (Section 5238e), require a greater percentage or different voting rules for approval of a matter by the Board.

SECTION 14. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Board, or, in his or her absence, by the First Vice President of the Corporation or, or, in his or her absence, by the Second Vice President of the Corporation, or in the absence of each of these persons, by a Chairperson chosen by a majority of the Directors present at the meeting. The Secretary of the Corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles of Incorporation of this Corporation, or with provisions of law.

SECTION 15. ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all of the members of the full Board shall individually or collectively consent in writing to such action. Each Board member shall be notified of the need for written consent without a meeting through first class mail, a fax, e-mail or phone call. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the simple majority vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Bylaws of this Corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

SECTION 16. REMOVAL AND RESIGNATION

Any Board member may be removed, either with or without cause, by the Board of Directors, at any time with a two-thirds majority vote. Any Board member may resign at any time by giving a 60-day written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall become effective 60-days from the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The Board of Directors may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under Section 5230 and following of the California Nonprofit Public Benefit Corporation Law.

SECTION 17. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2)

whenever the maximum number of Directors pursuant to Article 5, Section 1.A has been increased by a majority vote of the Board.

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 (1) the unanimous written consent of the Directors then in office, (2) the affirmative vote of a majority of the Directors then in office at a meeting held pursuant to notice or waivers of notice complying with this Article of these Bylaws, or (3) a sole remaining Director.

A person elected to fill a vacancy as provided by this Section shall hold office until the next annual election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 18. NON-LIABILITY OF DIRECTORS

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

SECTION 19. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES AND OTHER AGENTS

To the extent that a person who is, or was, a Director, officer, employee or other agent of this Corporation has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the Corporation, or has been successful in defense of any claim, issue or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this Corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 20. INSURANCE FOR CORPORATE AGENTS

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee or other agent of the Corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

ARTICLE 6 OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the Corporation shall be a President, First and Second Vice Presidents, a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. These Officers may also be referred to as the Executive Committee. The Corporation may also have, as determined by the Board of Directors, a Chairperson of the Board, one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, or other officers. Any number of offices may be held by the same person except that neither the Secretary nor the Treasurer may serve as the

President or Chairperson of the Board.

SECTION 2. ELECTION AND TERM OF OFFICE

Any Board member may serve as officer of this Corporation. Officers shall be elected by the Board of Directors. Officers shall serve for staggered two (2) year terms beginning on the date of election to replace those Officers whose terms are then expiring.

SECTION 3. SUBORDINATE OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving a 60-day written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall become effective 60-days from the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any officer of the Corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President; such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the Board shall determine.

SECTION 6. DUTIES AND ELIGIBILITY OF PRESIDENT

The President shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the Corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this Corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. He or she shall preside at all meetings of the Board of Directors. If applicable, the President shall preside at all meetings of the delegates. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, or other instruments which may from time to time be authorized by the Board of Directors.

The President is an ex-officio member of all committees of the organization. The President serves as the primary link between the Board of Directors and the Executive Director. He or she assists the Executive

Director in defining priorities and directions based on the published goals of the organization and Board policies. The President acts as a link between the organization and the community, serving promote the TT BID to the public, and recruiting new individuals to participate in the TT BID. The President oversees the organization operations, leading and facilitating the working relationships of the organization. The President is an official spokesperson for the organization, and may be called upon to give comments to the media and at city council meetings.

The President shall:

- a) prepares the monthly Board meeting agenda with assistance of the Executive Director,
- b) ensure notice to the Board and to the public of agendas and minutes are provided in compliance with the Brown Act,
- c) lead and facilitate the working relationships of the organization,
- d) delegation responsibility within the organization,
- e) be responsible for all actions, or inactions of the organization,
- f) supervise and evaluate the performance of the Executive Director,
- g) and calls special meetings when necessary

Eligibility for President:

- a) He or she shall have served on the Executive Committee in another capacity for at least 6 months, or alternatively, have relevant experience with another similar organization for at least one (1) year.
- b) He or she shall have been a member of the Board in good standing for one (1) year.

SECTION 7. DUTIES AND ELIGIBILITY OF FIRST VICE PRESIDENT

The First Vice President shall support and assist the President. He or she shares the Presidential responsibilities as delegated by the President, working in whatever capacities the President and First Vice President deem to be the most beneficial to the organization.

In the absence of the President, or in the event of his or her inability or refusal to act, the First Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The First Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation or by these Bylaws, or as may be prescribed by the Board of Directors.

The First Vice President shall become the President should that office become vacant until such time as the Board of Directors can meet and elect a new President. The First Vice President may be called upon to give comments to the media and at city council meetings.

Eligibility for First Vice President:

- a) He or she shall have served on the Executive Committee in another capacity for at least 6 months, or alternatively, have relevant experience with another similar organization for at least one (1) year.
- b) He or she shall have been a member of the Board in good standing for one (1) year.

SECTION 8. DUTIES AND ELIGIBILITY OF SECOND VICE PRESIDENT

The Second Vice President shall be the statesperson of the Corporation. The Second Vice President's primary responsibility shall be to promote and recruit for Board membership, ensure the Board composition, when feasible, is made up of 1) Property Owners, 2) Merchants, and 3) Community Members At-Large from all zones within the district and acts in the primary interest of the District followed by the District's community-at-large.

Eligibility for Second Vice President:

- a) He or she shall have been a member of the Board in good standing for one (1) year.

SECTION 9. DUTIES AND ELIGIBILITY OF SECRETARY

The secretary shall serve as the primary record keeper of the organization. He or she is responsible for reviewing and approving the minutes of each Board meeting before an official draft version is circulated to the Board of Directors for approval. He or she is responsible for signing/attesting corporate resolutions or actions of the Board and may sign correspondence on behalf of the Board. He or she is the Board Member designated to oversee the Executive Director's maintenance of corporate records, final drafting of corporate resolutions or actions of the Board, and may also help the Executive Board or Executive Director to draft correspondence on behalf of the organization.

The Secretary shall, from time to time, also ensure or remind the Executive Director to:

- a) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- b) be custodian of the records and of the seal of the Corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized by law or these Bylaws.
- c) exhibit at all reasonable times to any director of the Corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the Corporation. TTACA property owners shall have similar rights of inspection as provided by action of the Board.

Eligibility for Secretary:

- a) He or she shall have been a member of the Board in good standing for 6 months.

SECTION 10. DUTIES AND ELIGIBILITY OF TREASURER

The Treasurer shall be the custodian of the funds due and owing the organization, and shall have the responsibility that true and accurate accounts with respect to all financial transactions of the organization are kept. The Treasurer shall work with an independent bookkeeper assigned by the Board and the Executive Director to provide financial reports for the Board.

The Treasurer shall:

- a) have charge and custody of, and be responsible for, all funds and securities of the Corporation, and deposit all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors or delegate such responsibilities to staff,
- b) receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever.
- c) disburse, or cause to be disbursed, the funds of the Corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements,

- d) keep and maintain adequate and correct accounts of the Corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses,
- e) exhibit at all reasonable times the books of account and financial records to any director of the Corporation, or to his or her agent or attorney, on request therefor. TTACA property owners shall have similar rights of inspection as provided by action of the Directors.
- f) render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the Corporation,
- g) and prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

Eligibility for Treasurer:

- a) He or she shall have been a member of the Board in good standing for 6 months.
- b) He or she must have relevant experience in bookkeeping/financial accounting and/or related responsibility as reviewed and approved by the Board of Directors.

ARTICLE 8 PROFITS; CONFLICT OF INTEREST

SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No Director, officer, employee, or other person connected with this Corporation, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the Corporation in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the Corporation. All members, if any, of the Corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the Corporation, whether voluntarily or involuntarily, the assets of the Corporation, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of this Corporation and not otherwise.

SECTION 2. CONFLICT OF INTEREST

The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Corporations.

A) DEFINITIONS

Unless otherwise defined, the terms below have the following meanings:

1. INTERESTED PERSONS

Any director, principal officer, or member of a committee with governing board delegated powers, which has a direct or indirect financial interest, as defined below, is an interested person.

2. FINANCIAL INTEREST

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

B) PROCEDURES

1. DUTY TO DISCLOSE

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors, or members of committees with powers delegated by the Board, who are considering the proposed transaction or arrangement.

2. DETERMINING WHETHER A CONFLICT OF INTEREST EXISTS

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. PROCEDURE FOR ADDRESSING THE CONFLICT OF INTEREST

In the event that the Board or committee determines that a proposed transaction or arrangement presents a conflict of interest, the Board or committee shall take the following actions:

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction or arrangement in conformity with this determination.

4. VIOLATIONS OF THE CONFLICT OF INTEREST POLICY

If the Board or committee has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

5. RECORDS AND PROCEDURES

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

6. COMPENSATION

- a. A voting member of the Board who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives

compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

- c. No voting member of the Board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

ARTICLE 8 COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of Directors, designate four (4) or more of its members (who may also be serving as officers of this Corporation) to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the Corporation, except with respect to:

- A) The filling of vacancies on the board or on any committee which has the authority of the board.
- B) The fixing of compensation of the directors for serving on the board or on any.
- C) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- D) The amendment or repeal or any resolution of the board which by its express terms is not so amendable or repealable.
- E) The appointment of committees of the board or the members thereof.
- F) The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.
- G) The approval of any transaction to which this Corporation is a party and in which one or more of the directors has a material financial interest, except as expressly provided in Section 5233(d)(3) of the California Nonprofit Public Benefit Corporation Law.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the board. The Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the board from time to time as the Board may

require.

Any action required or permitted to be taken by the Executive Committee under any provision of law may be taken without a meeting, if all of the members of the full Executive Committee shall individually or collectively consent in writing to such action. Each Executive Committee member shall be notified of the need for written consent without a meeting through first class mail, a fax, e-mail or phone call. Such written consent or consents shall be filed with the minutes of the proceedings of the Executive Committee. Such action by written consent shall have the same force and effect as the simple majority vote of the Executive Committee. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Executive Committee without a meeting and that the Bylaws of this Corporation authorize the Executive Committee to so act, and such statement shall be prima facie evidence of such authority.

To the extent possible, the Board of Directors shall make reasonable efforts to ensure the Executive Committee composition includes at least one Property Owner, one Merchant and one Community Member At-Large to ensure the committee acts in the interest of the District and adjacent community as a whole.

SECTION 2. OTHER COMMITTEES AND TASK FORCES

The Corporation shall have such other committees and task forces as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory"/ committees or task forces.

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

A. COMMITTEE QUORUM

1. A committee quorum shall consist of a majority of the active committee members in good standing. Except as otherwise provided in these Bylaws or in the Articles of Incorporation of this Corporation, or by law, no business shall be considered by the committee at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Committee Chair shall entertain at such meeting is a motion to adjourn.
2. Property owners who have fully paid into the Temescal/Telegraph Avenue Property Business Improvement District ("TTBID"), as approved by ordinance by the Oakland City Council in July

2014 (“Property Owners”), merchants within the District boundary with a current City of Oakland Business License (“Merchants”), and community members who reside within or reasonably near the District boundaries (Community Members At-Large”), shall be eligible to vote and be considered as committee members in good standing after active participation and attendance at the committee meetings for a period of not less than three (3) months, and support for the policies, goals and history of the Corporation.

- A. Each committee member in good standing shall:
 - 1. Attend regular monthly committee meetings,
 - 2. notify staff when absence is necessary,
 - 3. stay informed about the purpose and activities of TTBID in order to effectively participate in committee decisions and fulfilling responsibilities, and
 - 4. must attend at least five meetings during a calendar year or risk losing committee voting privileges, as enforced by the committee chair.

ARTICLE 9 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetary for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the President of the Corporation.

SECTION 3. DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of this Corporation.

ARTICLE 10 CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The Corporation shall keep at its principal office in the County of Alameda, or electronically at a publicly accessible domain:

- A) Minutes of all meetings of Directors and committees of the Board Corporation indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
- B) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- C) A copy of the Corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by TTACA property owners at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the Corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation.

SECTION 4. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

SECTION 5. ANNUAL REPORT

The Board may cause an annual report to be furnished not later than one hundred and twenty (120) days after the close of the Corporation's fiscal year to all Directors of the Corporation which report shall contain the following information in appropriate detail:

- A) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year;
- B) The principal changes in assets and liabilities, including trust funds, during the fiscal;
- C) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- D) The expenses or disbursements of the Corporation, for both general and restricted purposes, during the fiscal year;
- E) Any information required by Section 1 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

**ARTICLE 11
FISCAL YEAR**

SECTION 1. FISCAL YEAR OF THE CORPORATION

The fiscal year of the Corporation shall begin on January 1 and end on December 31 in each year.

**ARTICLE 12
AMENDMENT OF BYLAWS**

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws of public benefit nonprofit Corporations, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws adopted by approval of the majority action of the sitting Board of Directors.

**ARTICLE 13
AMENDMENT OF ARTICLES**

SECTION 1. AMENDMENT OF ARTICLES

Any amendment of the Articles of Incorporation may be adopted by approval of the Board of Directors.

SECTION 2 CERTAIN AMENDMENTS

Notwithstanding the above sections of this Article, this Corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation of the names and addresses of the first directors of this Corporation nor the name and address of its initial agent, except to correct an error in such statement or to delete either statement after the Corporation has filed a "Statement by a Domestic Non-Profit Corporation" pursuant to Section 6210 of the California Nonprofit Corporation Law.

**ARTICLE 14
TEMESCAL/TELEGRAPH AVENUE COMMUNITY ASSOCIATION DEFINED**

SECTION 1. DEFINITION

The "Temescal/Telegraph Avenue Community Association" or "Temescal/Telegraph Avenue Community Association or "Area" or "District" shall mean that portion of the City of Oakland portrayed in Exhibit A which is incorporated by reference.

SECTION 2. EXHIBIT A MAP

A map is attached to these Bylaws as its last page.



CERTIFICATE OF SECRETARY

This is to certify that the foregoing is a true and correct copy of the Bylaws of the Corporation named in the title thereto and that such Bylaws were duly adopted by the Board of Directors of said Corporation on the date set forth below.

Dated: January 11, 2019



Secretary