



# **BYLAWS FOR THE NORTH MANHATTAN BEACH BUSINESS IMPROVEMENT DISTRICT ADVISORY BOARD**

## **ARTICLE 1. GOVERNANCE AND SCOPE.**

On January 4, 2005, the City Council of the City of Manhattan Beach approved Ordinance No. 2071 to form the North End Manhattan Beach Business Improvement District ["North MB.BID"] pursuant to Parking and Business Improvement Area Law of 1989, being California Streets and Highways Code Sections 53500 through 53551, as amended from time to time (the "Act").

Section 36530 of the Act provides that the City Council shall appoint an advisory board which shall make a recommendation to the City Council on the expenditure of revenues derived from the levy of assessments, on the classification of business and the method and basis of levying assessments. Section 36533 of the Act provides that the advisory board shall cause to be prepared a report for each fiscal year for which assessments are to be levied and collect to pay the costs of the improvements and activities described in the report.

By its minute motion on December 21, 2004, the City Council appointed the advisory Board pursuant to Section 36530 (the "Advisory Board"). These Bylaws provide the rules and regulations that govern the operation and management of the Advisory Board.

## **ARTICLE 2. MISSION STATEMENT.**

The Advisory Board serves at the pleasure of the City Council and is advisory only. The Advisory Board shall make recommendations to the City Council on the expenditure of revenues from the North MB BID assessments, pursuant to Ordinance No. 2017, for services and improvements that directly and principally benefit its business members, namely:

- Parking & Transportation;
- Marketing and Promotions;
- Special Events;
- Capital Improvements; and
- Management Services.

## **ARTICLE 3. ADVISORY BOARD.**

### **3.1 Advisory Board.**



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The City Council appointed a seven member Advisory Board on December 21, 2004.

### **3.2 Officers.**

The Advisory Board shall have a chairperson, vice-chairperson and recording secretary, elected biennially by BID members. [Article 4, Advisory Board Election] The chair or vice-chair may serve as recording secretary. One person shall not serve as chair and vice-chair.

**The Chairperson** shall exercise overall responsibility for the Advisory Board.

Specific responsibilities include, but are not limited to:

- 1) Conducting and maintaining meeting decorum consistent with the Manhattan Beach Civility Policy (Appendix A);
- 2) Preparing agendas;
- 3) Interfacing with city-council delegate/alternate, finance department and other city staff;
- 4) Testifying to the City Council.

**The Vice-Chair** shall serve as chair, in event of the chairperson or secretary being temporarily absent or otherwise unavailable, as result of resignation, removal, incapacitation or other reasons.

**The Recording-Secretary** shall prepare the official record of the Advisory Board meetings. Specific responsibilities include, but are not limited to: 1) Providing notice of all meetings in accordance with the Brown Act; 2) Prepare meeting minutes for Advisory Board approval; and 3) Amend them per Advisory Board direction; and, 4) Maintain the records of the Advisory Board. In the event that the secretary is unable to carry out these duties, such responsibilities will be designated to the following positions in this order: 1) Contracted management services (i.e. Executive Coordinator), 2) Vice Chair, 3) City Staff Liaison.

### **3.3. Term of Service and Vacancies.**

Officers shall serve for two years, January 1 to December 31, with no term limits. In case of vacancy, the board may appoint a qualified person to fill the vacancy by unanimous vote, in an agendaized action at a noticed meeting. Vacancies may also remain until the next annual election, provided that the board has at least a quorum of members. An appointment anytime during the year after the Public Hearing requires ratification by the North MB BID City-Council delegate or alternate.

### **3.4. Compensation.**



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Officers, Advisory Board members and North MB BID members shall not receive compensation in any form.

### **3.5. Conflict of Interest.**

Advisory board members shall abstain from participating in any matter that comes before them, for which, the business represented by that board member may have any direct or indirect economic interest, exclusive of the benefits that accrue to all BID members. If a conflict of interest may exist, the board member shall recuse himself or herself from discussion, consideration and voting.

### **3.6. Removal.**

Board members should attend all meetings, unless excused by the chairperson or vice-chair.

When a board-member fails to attend three meetings during a single calendar year, the Advisory Board may consider removal by majority vote, in an agendaized action at a noticed meeting.

## **ARTICLE 4. ADVISORY BOARD ELECTION.**

Every two years, the Advisory Board shall hold an election to fill up to seven seats on the board at the first meeting in December, prior to the City Council consideration of a resolution declaring an intention to provide for annual levy and collection of assessments.

### **4.1. Candidate Qualifications.**

No business member may nominate more than one candidate, including themselves for the Advisory Board.

No candidate may represent more than one business.

### **4.2. Election Schedule.**

60 days prior to the election, staff shall notify BID members of the election, by U.S. Mail and by email. The notification shall include, but not limited to: 1) Instructions and schedule for candidate filings; 2) Candidate qualification requirements; 3) Summary of current board; 4) City-staff liaison contact information; and 5) Election procedure, including that for officers.

Candidates must file a written application with the city-staff liaison or designee, no earlier than 45 days before the election and no later than 5:00 PM thirteen (13) days before the day of the election.

### **4.3. Applications.**



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Candidates shall file by any means with the city-staff liaison identified above, a written application in any format. In addition to a statement of intent to become an Advisory Board member for the North MB.BID, the application shall include: 1) Name; 2) Address, not necessarily in Manhattan Beach; 3) Phone number preferably cell; and 4) Email address. If representing a business, the application shall include a certified letter from said business owner authorizing the representation prior to election proceedings.

Applicants may include a statement not exceeding 200 words regarding their qualifications for membership on the board. Staff shall distribute these qualifications to North MB BID members at least 14 days before the election.

### **4.4. Candidate Certification.**

Upon receiving applications, the city-staff liaison shall promptly review and verify that the filings comply with requirements above. If any discrepancies discovered in an application, staff shall immediately inform the applicant and facilitate corrections, if possible. For candidates representing a business, staff shall directly and independently verify with the business that they authorize the candidate representation.

### **4.5 Advisory Board Election Procedure.**

To commence the election agenda item, staff shall distribute election materials and ballots to the BID members and summarize the election process, including subsequent election of officers by the newly elected board.

After the staff testimony, the candidates may make a two-minute statement regarding their qualifications. Candidates need not attend the election and may designate another person to present their statement.

To vote, BID members or representative that has a certified letter from said BID member authorizing their representation, must attend the election meeting unless a significant unforeseen circumstance occurs and the City staff liaison is notified prior to the election. Each BID business present shall have only one ballot, regardless of how many attendees associated with the business present. The voting representative for the business shall not represent any other business. No other persons attending the election may vote.

Vote counting shall occur at a public meeting of the Advisory Board. The results shall identify the winning candidates, but not their relative standings or vote totals. Staff shall file all voting records and ballots with the City Clerk.



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### **Voting Ties and More than Two Use Classifications Elected.**

In the case of a tie for the seventh seat, immediately after the election, BID members shall vote on a runoff between only the two tied candidates. In the event of another tie, the staff liaison shall resolve the tie with a coin toss.

### **4.6. Election of Officers.**

Immediately after the general election, the newly-elected Advisory Board shall elect officers. Any North MB BID business that is subject to the assessment and in attendance at the meeting may nominate one member of the newly-elected Advisory Board for any of the three offices. Newly-elected board members may nominate themselves. To qualify, each nominee must orally accept their nomination. All newly-elected board members may vote for one nominated individual per office. The candidate receiving the most votes wins the office, even if a plurality, rather than a majority. In event of a tie, a coin toss shall resolve the tie.

### **4.7. Swearing in of Officers.**

Officers shall not take office, until their election ratified by the City Council.

As an exception, newly-elected board members may vote for officers, per Section 4.6 above, before the city council ratifies the election. If the council does not ratify the election, then the eventual Advisory Board must conduct another election of officers.

## **ARTICLE 5. ADVISORY BOARD MEETINGS, AGENDAS AND MINUTES.**

### **5.1. Regular Meetings.**

The Advisory Board should meet once every month, at a time, date, and location determined by a majority of the Board. The meeting can occur at a facility within the boundaries of the North End area, having adequate seating capacity and provide free parking available for the public. Alternatively, the Advisory Board may meet at a City facility, including City Hall. Socially distant meeting can be held via software designated by the North MB BID if allowed by the Brown Act.

For Advisory Board meetings, the recording secretary or designee shall notice North MB BID members, the staff liaison and the city-council delegate/alternate by email, no earlier than two weeks before the meeting and no later than four days before the



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meeting. The noticing email shall include the agenda in the body of the email. Section 4.2 requires different noticing for elections.

Prior to the date, all advisory-board meetings shall have a posting on the city website calendar. Notices to board members, the city liaison and the city-council delegate/alternate shall include as attachments, all documents submitted for consideration at the meeting.

If after the one-week deadline above, BID members or the public submit documents to the Advisory Board, the recording secretary shall also enter those materials into the public record.

### **5.2. Regular Meeting Procedures.**

Because the North MB BID constitutes a city entity, it shall comply with the Ralph M. Brown Act (being California Government Code Sections 54950 through 54963, as amended from time to time) when matters within the subject matter of the district are heard, discussed, or deliberated, and with the California Public Records Act (being California Government Code Sections 6250 through 6276.48) for all records relating to activities of the district.

The chairperson shall conduct the meeting pursuant to *Roberts Rules of Order*. Specifically, all attendees may address every agenda item for three minutes. The chair has discretion to award additional time for testimony by individual attendees.

### **Meeting Minutes.**

The Recording-Secretary or designee (per Article 3.2) shall:

- 1) Within one week of the meeting, distribute draft minutes for review by the Executive Coordinator or city-staff liaison,
- 2) Amend the minutes per direction by the Board at a noticed public hearing; and,
- 3) Through the city clerk office, enter the approved minutes into the public record. No other person may amend the minutes or direct amendment of the minutes.

### **5.3. Special Meetings.**

The chairperson may schedule special meetings of the Advisory Board. These special meetings shall comply with procedural requirements for regular meetings above, except that: 1) Noticing shall occur no later than five days before the meeting; and, 2) After the meeting, the recording secretary shall enter into the public record all documents considered by the board.

### **Quorum.**



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A majority of the board shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. For example if there are 7 advisory board members then 4 advisory board members would create a quorum. Action may be taken by the Advisory Board upon a vote of a majority of a quorum, unless a higher vote is required by law.

### **5.4 Code of Conduct.**

All Members of the Advisory Board shall adhere to the City Policy regarding code of conduct and meeting decorum.

## **ARTICLE 6. ANNUAL REPORT**

### **6.1. Annual Report.**

Annually in January, the Advisory Board shall approve the annual report, no later than the first city-council meeting in February.

The annual report shall include the information required by the Act, and shall include:

1) Improvements and activities planned for the coming year; 2) Estimated costs of said items; 3) The financial balance sheet for the past year; and 4) Proposed amendments to the bylaws.

## **ARTICLE 7. CITYSTAFF LIAISON PARTICIPATION.**

The Advisory Board shall request the City Manager to designate a City staff person to assist the Advisory Board with its notices for public meetings and the conduct of its elections. In the event that the City does not provide staff for the Advisory Board, the Advisory Board shall vote appoint one or more members of the North MB BID to provide such services. In the case of the annual election, the appointed members cannot be nominated to serve on the Advisory Board. The City liaison may not be able to attend every monthly advisory board meeting. The monthly meetings will be lead and run by the North MB BID chairperson.

## **ARTICLE 8. BYLAWS AMENDMENT.**

The Advisory Board may modify these bylaws and shall submit to the City Council a copy of its current bylaws with the annual report.



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## APPENDIX A



Department Responsible: Management Services  
Date Created: 08/6/2019  
Approved By: City Council

SUBJECT: Manhattan Beach Civility Policy

PURPOSE: Promote mutual respect, civility, and orderly conduct among City employees, elected officials, and the public.

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### MANHATTAN BEACH CIVILITY POLICY (AMENDED AND RESTATED AUGUST 6, 2019)

#### RECITALS

1. Manhattan Beach elected officials and employees will treat members of the public with respect and expect the same in return. The City is committed to maintaining orderly administrative processes in keeping City administrative offices free from disruptions. The City is committed to maintaining a safe, productive and harassment-free work environment for all of its City employees.

2. This policy promotes mutual respect, civility and orderly conduct among City employees, elected officials, and the public. This policy is not intended to deprive any person of his or her right to freedom of expression, but only to maintain, to the extent possible and reasonable, a safe, productive and harassment-free workplace for City staff and a safe and non-threatening environment for visitors and customers. The City encourages professional, respectful, and courteous communication and discourages hostile, intimidating, or otherwise disruptive actions. The City seeks public cooperation with this endeavor.

#### PROVISIONS:

##### A. Rules of Civility

1. All interactions between City staff, City elected officials and members of the public will be conducted in a respectful manner.
  2. Threats, including threats of violence, will not be tolerated.
  3. Members of the public will refrain from any behavior that disrupts or threatens to disrupt City government operations, including any of the following:
    - a) Insulting, demeaning, intimidating, or offensive communications;
    - b) Harassment or intimidation of any City staff, City elected official, or member of the public;
    - c) Willful destruction of property damage;
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- d) Conduct that threatens to provoke a violent reaction; and
- e) A continuing pattern of disruptive behavior.

### **B. Enforcement Protocols.**

The City will take the following steps to promote compliance with this Civility Policy. The City reserves the right to take additional measures as necessary, including establishing a separate protocol for interactions between City staff and a member of the public.

#### **1. Official Warning**

If a member of the public violates this Civility Policy, staff will issue an oral warning and provide that person with a copy of this policy before taking further action unless the behavior of the member of the public requires a more severe response. This warning, which should clearly identify both the offending behavior and potential consequences that will arise if such behavior persists, will provide the member of the public with an opportunity to improve his or her behavior before the City takes more serious action, such as removal from the premises.

#### **2. Suspension from the Government Building**

If a member of the public does not improve his or her behavior in response to an official warning, the City will request the individual leave the premises for a short period of time. This temporary suspension from City property provides the member of the public with an opportunity to “cool down” and reflect on his or her treatment of City staff.

#### **3. Cease and Desist Letter**

If a member of the public does not improve his or her behavior in response to an official warning or brief suspension, the City will respond by sending a “cease-and-desist” letter. The letter will identify both the prohibited conduct and the City’s potential remedies. A “cease-and-desist” letter will put the member of the public on notice of the potentially serious consequences of his or her conduct.

#### **4. Additional Measures**

As noted above, nothing in this policy precludes additional action where warranted.