

BYLAWS FOR NORTH END 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.

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 annually 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 meetings;
- 2) Preparing agendas;

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- 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 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.

3.3. Term of Service and Vacancies.

Officers shall serve for one year, January 1 to December 31, with no term limits.

In case of vacancy, a board majority may appoint a qualified person to fill the vacancy, in an agendized 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.

A mid-term appointment requires ratification by the city-council delegate or alternate.

3.4. Compensation.

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 one-year term, the Advisory Board may consider removal by a majority vote, in an agendized action at a noticed meeting.

ARTICLE 4. ADVISORY BOARD ELECTION.

Annually, the Advisory Board shall hold an election by the to fill the seven seats on the board at the first meeting in December, in time for ratification by the city council, before the next BID advisory meeting.

4.1. Candidate Qualifications.

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

No candidate may represent more than one business.

4.2. Election Schedule.

Sixty 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

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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, 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.

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 letter from said business authorizing the representation.

Residents applying for the Advisory Board, but not representing a business, shall submit in their applications proof of principal residency in the North End.

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 two 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 must attend the election meeting; absentee ballots not permitted. 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 must occur at a facility within the boundaries of the North End area, having adequate seating capacity and free parking for the public. Alternatively, the Advisory Board may meet at the city Public Works facility adjoining Sand Dune Park.

For Advisory Board meetings, the recording secretary 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 one week before the 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.

At least one week prior to the meeting, the recording secretary shall enter into the public record, through the city clerk office, all documents that the Advisory Board will consider.

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

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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 shall:

- 1) Within one week of the meeting, distribute draft minutes for review by board members, the city-staff liaison and the city-council delegate/alternate;
- 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.

5.4 Quorum.

Five members 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. 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.

5.5 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.

The annual report should also include accomplishments achieved during the past year.

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ARTICLE 7. CITY-STAFF 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 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.

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.