

# 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.

#### **3.1.Officers.**

The Officers of the Advisory Board shall be chairperson, vice-chairperson and recording secretary. Officers shall be elected annually by BID board members in January. [Article 4, Advisory Board Election] Each officer shall hold only one officer role per year.

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: Prepare meeting minutes for Advisory Board approval; and amend them per Advisory Board direction.

**3.2. Term of Service and Vacancies.**

Officers may serve in their elected position for a maximum of four consecutive years. The member may apply for reelection to the office after allowing one year, January 1 to December 31, between terms.

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 four members.

A mid-term appointment requires ratification by the city-council delegate or alternate (if the delegate is absent).

**3.3. Compensation.**

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

**3.4. 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.

**3.5. Removal.**

Board members should attend all meetings. 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.

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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 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 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 business must be current with all Business License taxes and district assessments in order to be considered.

Residents applying for the Advisory Board, but not representing a business, shall submit in their applications proof of home ownership within the boundaries of the North Manhattan Beach Business Improvement District. Resident members of the board will be ex-officio members and will not have voting privileges, nor will they be required to pay the district assessment.

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

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file all voting records and ballots with the City Clerk.

**4.6 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.

**4.7 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.

**4.8 Newly Elected Board Members and Officers.**

Officers and Advisory Board members shall not officially take office, until their election is ratified by the City Council. As an exception, newly-elected board members may vote for officers, per Section 4.7 and vote on the activity plan, bylaws, and annual report prior to ratification by City Council. If the City Council does not ratify the election, then the BID membership may conduct another election.

**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 having adequate seating capacity and free parking for the public. Advisory Board will pause after 90 minutes from the start of the meeting to determine (by majority vote) if they will defer any remaining agenda items to the next meeting or continue.

For Advisory Board meetings, the City staff liaison shall coordinate the notification of North MB.BID members, the city-council delegate/alternate by mail, no earlier than two weeks before the meeting and no later than one week before the meeting. The notice shall include the meeting agenda. Section 4.2 requires different noticing for elections.

At least one week prior to the scheduled date, all advisory board meetings shall have a posting on the city website calendar. This posting shall include as attachments, all documents submitted for consideration by the advisory board at the meeting. Items posted on the city website calendar are part of the public record, and subject to public record requests.

If after the one-week deadline above, BID members or the public submit documents to the Advisory Board, the city staff liaison shall attach the submissions to the official minutes for the meeting so they will be made part of the public record.

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**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 shall:

Provide the city-staff liaison with the draft minutes and amend the minutes per direction by the Board.

**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 provide minutes to the city staff liaison along with all documents considered by the board.

**5.4. Purchasing Procedures.**

The Advisory Board should follow the current City provisions in MBMC 2.36. for informal and formal contract procedures and professional services.

**5.5 Quorum.**

Fifty percent of the elected advisory board shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes., 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.

**5.6 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 which will be brought before city-council for approval.

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 where available; 3) The financial balance sheet for the past year; and 4) Proposed amendments to the bylaws if any.

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

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**ARTICLE 7. CITY-STAFF LIAISON PARTICIPATION.**

The City Manager shall designate a City staff person to liaise with the Advisory Board, coordinate notices for public meetings and conduct annual elections. The City staff liaison does not serve on the Advisory Board and may attend meetings to offer support and assist as needed.

**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.