

AMENDED AND RESTATED
BY LAWS OF
CENTRAL HOLLYWOOD COALITION
A California Nonprofit Mutual Benefit Corporation

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**AMENDED AND RESTATED
BYLAWS OF
CENTRAL HOLLYWOOD COALITION**

A California Nonprofit Mutual Benefit Corporation

ARTICLE I. OFFICES

SECTION 1.1 PRINCIPAL OFFICE

The principal office for the transaction of the business of the corporation (“principal executive office”) is located at 1680 Vine Street, Suite 216, Los Angeles, California 90028. The directors may change the principal office from one location to another. Any change of this location shall be noted by the secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

SECTION 1.2 OTHER OFFICES

The board of directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to do business

ARTICLE II. OBJECTIVES AND PURPOSES

The primary purposes of the corporation are to develop, restore, protect and maintain the central Hollywood area, principally anchored in a radius around the intersection of Sunset Boulevard and Vine Street, in order to make it a more attractive and popular destination for tourists, shoppers, businesspeople, residents, and other persons. In furtherance of the foregoing purposes, from time to time, the corporation intends to enter into agreements with the City and other governmental or quasi-governmental instrumentalities regarding the development, restoration, protection and maintenance of the public areas of central Hollywood, California.

Nothing in this Article II or in any other Article of these Bylaws shall be construed as a limitation on the purposes of the powers of the corporation. Notwithstanding any other provision of these Bylaws, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 as amended.

ARTICLE III. DEDICATION OF ASSETS

No part of the net earnings or assets of the corporation shall ever inure to the benefit of any director or officer of the corporation or to the benefit of any private individual whatsoever

(except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes).

ARTICLE IV. MEMBERS

The corporation shall have no members.

ARTICLE V. DIRECTORS

SECTION 5.1 POWERS

a. Voting and Other Rights. Any section, which would, by operation of law or otherwise, require a vote of members shall require only a vote of the directors. All rights, which would, by operation of law or otherwise, vest in the members, shall vest in the directors.

b. Corporate Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these Bylaws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of directors. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

- i. Select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Amended and Restated Bylaws; fix their compensation; and, require from them security for faithful service.
- ii. Conduct, manage and control the affairs and business of the corporation, and make such rules and regulations therefore not inconsistent with law, with the Articles of Incorporation or with these Amended and Restated Bylaws, as they may deem appropriate.
- iii. Change the principal executive office of the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency or country and conduct business within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting or meetings, including annual meetings.
- iv. Adopt, make and use a corporate seal; and alter the form of the seal.

- v. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.

SECTION 5.2 NUMBER AND SELECTION OF DIRECTORS AND RESTRICTIONS ON DIRECTORS

a. Authorized number. The authorized number of directors shall be not less than three (3) nor more than twenty one (21), the exact number to be fixed from time to time by a majority of the then authorized and acting directors. The initial authorized number of directors of the corporation shall be seven (7) until changed by the directors. No reduction of the authorized number of directors shall have the effect of removing any director prior to the expiration of said director's term of office, unless a director is affirmatively removed as hereinafter provided.

b. Selection. The board of directors shall meet the eligibility requirements as outlined in Section 5.3 and shall be selected as follows:

- i. Initial Directors. The initial directors shall be elected by the incorporators' names in the corporation's Articles of Incorporation.
- ii. Subsequent Directors. At the expiration or earlier termination of the terms of office of the initial directors, their successors shall be chosen by a majority vote of the members of the board of directors then in office, whether or not less than a quorum, or by a sole remaining director.
- iii. Term of Office of Directors. The directors shall be divided into three (3) classes nearly equal in number. At the March 2015 meeting of the board of directors, lots will be drawn to assign terms ending February 2016 (five seats); February 2017 (five seats); and February 2018 (five seats). Commencing with the annual meeting of the board of directors held in 2016 and at each succeeding annual meeting of the board of directors, successors to the class of directors whose terms expire at such annual meeting shall be elected for a three (3) year term. If the number of directors is changed, any increase or decrease in directors shall be apportioned among the classes so as to maintain the number of directors comprising each class as nearly equal as possible. Any additional directors of a class shall hold office for a term that will coincide with the remaining term of the other directors of the class. Each director, including a

director elected to fill a vacancy, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. A director may serve more than one term

SECTION 5.3

ELIGIBILITY TO BE A DIRECTOR

Each director shall be a natural person who either is a Commercial or Condominium Parcel Owner (collectively "Parcel Owner") in Good Standing or is an Authorized Representative of a Parcel Owner in Good Standing, as defined below. A director need not be a resident of the State of California. Upon standing for election as a director, he or she represents that he or she meets all eligibility requirements set forth below. Once elected in accordance with these Bylaws, a director has no power to appoint or designate anyone else to carry out his or her rights or duties as a director, including the right to vote.

a. Commercial Parcel Owner. As used in these Amended and Restated Bylaws, a "Commercial Parcel Owner" means the owner or master lessee of one or more parcels of real property that is included in, and assessed under, the Sunset and Vine Business Improvement District ("SVBID")(each such parcel shall be referred to hereinafter as a "Parcel").

i. Authorized Representative. As used in these Amended and Restated Bylaws, an "Authorized Representative" of a Commercial Parcel Owner shall be:

(A) A full-time employee, officer or director of the Commercial Parcel Owner who serves with the written permission of the Commercial Parcel Owner and has the express power to make commitments on behalf of the Commercial Parcel Owner in matters related to governing the Association; or

(B) A member of the Commercial Parcel Owner's family with the express power to make commitments on behalf of the Commercial Parcel Owner in matters related to governing the Association.

b. Condominium Parcel Owner. As used in these Amended and Restated Bylaws, a "Condominium Parcel Owner" means the president of a condominium association who owns one or more parcels of real property that is included in, and assessed under, the SVBID each such parcel shall be referred to hereinafter as a "Parcel") and who is a full-time resident of one such parcel.

i. Authorized Representative. As used in these Amended and Restated Bylaws, an "Authorized Representative" of a Condominium Parcel Owner shall be:

(A) A full time resident of a parcel of real property that is included in and assessed under, the SVBID, who is an officer or director of the same condominium association as the president, and who is authorized in writing by the president of a condominium owners association to represent him or her.

c. For the sake of clarity, a Parcel Owner's Authorized Representative as defined above must be identified prior to his or her election as a director in accordance with the Amended and Restated Bylaws, and may not be appointed by a director after his or her own election.

d. Good Standing. As used in these Amended and Restated Bylaws, a Parcel Owner is in "Good Standing" only if such Parcel Owner is not delinquent with respect to any referenced assessments relating to such Parcel Owner's Parcel(s).

e. Any determination required under these Amended and Restated Bylaws as to the identity of the Parcel Owners or the Parcels, and as to whether a Parcel Owner is in Good Standing, shall, for purposes of a person standing for his or her initial election as a director, be based solely upon the applicable records of the County of Los Angeles as they exist at the time such determination is required, without regard to any litigation, challenge, or dispute of record or otherwise. Such determination with respect to existing directors shall be made by the board of directors.

SECTION 5.4 THE ELECTION PROCESS

The election process for the election of directors to be held at each annual meeting of the board of directors, commencing with the first annual meeting held after the date these Amended and Restated Bylaws are duly approved, shall be governed by the provisions of this Section 5.4.

a. Appointment of Nominating Committee : On or before the last Friday of September of each year, the president of the board shall appoint a Nominating Committee consisting of at least three (3) current directors whose terms are not expiring at the next annual meeting, or two current directors whose terms are not expiring plus one at-large member of the public. Promptly following the appointment of the Nominating Committee, the chair of the board shall cause to be mailed, emailed or faxed to each director the names of the appointees to the Nominating Committee. The Nominating Committee shall select its own chairperson, whose vote in regard to the committee's deliberations shall be deemed to break any ties.

b. Solicitation of Names for Consideration: On or before the first Friday of October, the Nominating Committee shall deliver written notice to each Parcel Owner of the number of directors to be elected at the next annual meeting and of such Parcel Owner's right

to submit to the Nominating Committee, by five o'clock (5:00 p.m.) on the last Friday of October the names of persons for consideration by the Nominating Committee for nomination.

c. Nomination of Slate of Nominees. On or before the second Friday of November, the Nominating Committee shall nominate a number of persons for election at the meeting equal to the number of directors to be elected at the next annual meeting. The slate of persons nominated by the Nominating Committee (i) shall ensure that the entire board, if the Nominating Committee's slate is elected, in its sole discretion, reflect the diversity, as determined by the Nominating Committee of all of the Commercial Parcels in terms of their respective geographic locations (e.g., back street, side street or boulevard) and in terms of their respective uses (e.g., apartment building, office building, theater, restaurant, condominium, museum, attraction, retail or parking), and shall include one or more qualified persons (or his or her Authorized Representative) from the names submitted by Parcel Owners in accordance with subparagraph (b) of this Section 5.4. Before nominating a person, the Nominating Committee shall make reasonable efforts (i) to determine whether such person meets the eligibility requirements under Section 4.3 hereof, and (ii) to interview such person to ensure that he or she is otherwise qualified (as determined by the Nominating Committee) and is willing to serve as a director if elected. Unless the slate of persons nominated by the Nominating Committee is duly contested in accordance with subparagraph (d) of this Section 5.4, such slate of persons shall be declared by the board of directors at the next annual meeting to have been duly elected.

d. Contesting Slate of Nominees. On or before the third Friday of November, the Nominating Committee shall deliver written notice to each Parcel Owner of the slate of persons nominated by the Nominating Committee and of such Parcel Owner's right to nominate one or more additional persons for election by delivering to the Nominating Committee, by the second Friday of December, a petition signed by no fewer than twenty Parcel Owners in Good Standing for each alternate person nominated for election. The Parcels represented by the signators to the petition must account for at least five percent of the total assessment within the business improvement district managed by the Association within which the Parcel Owner's Parcel is located. The signature of a Parcel Owner that owns more than one (1) Parcel, however, shall count for one (1) signature and only one of his or her parcels. The petition must include each signator's Parcel address.

e. Conduct of Elections. If the slate of persons nominated by the Nominating Committee is duly contested in accordance with subparagraph (d) of this Section 5.4, the Nominating Committee shall conduct an election in the following manner: On or before the last Friday of December, the Nominating Committee shall cause to be delivered to each Parcel Owner a ballot listing the nominees of the Nominating Committee and the additional nominees duly nominated by petition, together with a brief description of this election process. A return envelope, on which the word "ballot" is imprinted in the lower left-hand corner, shall be enclosed with each ballot delivered. Only Parcel Owners in Good Standing will be entitled to vote. Each Parcel Owner shall be entitled to one (1) vote, regardless of the number of Parcels owned by such Parcel Owner. Cumulative voting shall not be permitted.

Only official ballots received at the principal executive office before five o'clock (5:00 p.m.) on the third Friday of January shall be counted.

f. Tabulation of Ballots. The Nominating Committee shall serve as the Election Committee and shall meet promptly following the date set forth in the last sentence of subparagraph (e) of this Section 5.4 to:

- i. Determine the persons who are entitled to vote;
- ii. Receive and determine the validity of the ballots;
- iii. Hear and determine all challenges and questions in any way arising in connection with the right to vote;
- iv. Count and tabulate all votes;
- v. Determine the result; and
- vi. Do any other acts that may be proper to conduct the election.

The qualified nominees receiving the highest number of affirmative votes up to the number of directors to be elected are elected; votes against a person, votes withheld, and votes for a non-qualified person (including from a category of Parcel Owners whose representation on the board would exceed that permitted) shall have no effect. The chair of the Nominating Committee shall announce the results of the election at the annual meeting of the board of directors.

SECTION 5.5 VACANCIES

- a. Events Causing Vacancy. A vacancy or vacancies in the board of directors shall be deemed to exist on the occurrence of the following:
 - i. The death or resignation of any director;
 - ii. The declaration by resolution of the board of directors of a vacancy of the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony, or has been found by final order or judgment of any court to have breached a duty under Sections 7230 and following of the California Nonprofit Mutual Benefit Corporation Law;
 - iii. The vote of a majority of the directors then in office to remove a director;
 - iv. An increase in the authorized number of directors; or,
 - v. The failure to elect the number of directors to be elected at a meeting at which any director or directors are to be elected.

vi. In addition, if any director shall fail to attend three (3) consecutive regular meetings of the board of directors, or an aggregate of four (4) regular meetings of the board of directors in any calendar year, without leave of absence by the president, then such director shall be deemed to have automatically resigned and the vacancy may be filled for the balance of the unexpired term by the board of directors. Any decision of the president shall be announced at the board meeting that it affects and may be reviewed by the board of directors only at the next board meeting, and at that time, if not challenged by a majority of the board then present, the decision shall be deemed reasonable, final, and not subject to subsequent review.

b. Resignations. Except as provided in this paragraph, any director may resign, which resignation shall be effective on giving written notice to the chair of the board of directors, the president, the secretary, or the board of directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the board of directors may elect a successor to take office as of the date when the resignation becomes effective. Except upon notice to the Attorney General, no director may resign when the corporation would then be left without a duly elected director or directors in charge of its affairs.

c. Vacancies Filled by Directors. Vacancies on the board of directors may be filled by the affirmative vote of a majority of the remaining directors then in office, though less than a quorum, or by the sole remaining director. Any director elected to fill a vacancy shall have the same term as that of his or her predecessor, or, if such vacancy is a result of an increase in the number of directors, as that of the other directors of the class of which he or she shall be a member.

d. No Vacancy on Reduction of Number of Directors. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

e. Restriction on Interested Directors. Not more than 49% of the persons serving on the board of directors at any time may be interested persons. An interested person is:

i. Any person being compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or,

ii. 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. Any violation of the provisions of this paragraph shall not, however, affect the

validity or enforceability of any transaction entered into by the corporation.

SECTION 5.6 EX-OFFICIO AND HONORARY DIRECTORS

The Executive Director and the immediate past president of the board shall serve as ex-officio members of the board of directors. Ex-officio members shall not be entitled to vote on any matter brought before the board of directors, nor shall they count toward the authorized number of directors. The president may appoint up to three (3) honorary members of the board of directors for one (1) year terms.

SECTION 5.7 MEETINGS OF DIRECTORS

a. Brown Act. Every meeting of the board of directors required to be conducted in accordance with the Ralph M. Brown Act (Chapter 9 of Part 1 of Division 2 of Title 5 of the California Government Code (the “Brown Act”)) shall be open and public and all persons shall be permitted to attend such meeting, except as otherwise permitted by the Brown Act.

b. Regular Meetings. An annual meeting of the board of directors shall be held for the purpose of organization, election of directors and officers and the transaction of other business. The annual meeting shall be held in February each year. Other regular meetings of the board of directors shall be held at such times as shall from time to time be fixed by the board of directors.

c. Special Meetings. Special meetings of the board of directors may be called at any time by the chair of the board or directors constituting a majority of the board. In addition, the president, any vice president, the secretary or any two directors may call a special meeting of the board of directors not required to be conducted in accordance with the Brown Act.

d. Place of Meeting. Regular meetings of the board of directors may be held at any place within or outside the State of California that has been designated from time to time by the secretary. Such location may be within or outside of Hollywood; provided that if such meeting is required to be conducted in accordance with the Brown Act, the location of such meeting shall be in Hollywood. Regular meetings or special meetings shall be held at the principal executive office of the corporation or at such other place as may be designated in the notice of meeting. Notwithstanding the above provisions of this subparagraph, except in the case of a meeting required to be conducted in accordance with the Brown Act, a regular or special meeting of the board of directors may be held at any place consented to in writing by all members of the board of directors members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, as long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at each meeting.

e. Quorum. A majority of the number of directors in office shall constitute a quorum for the transaction of business, except to adjourn. 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 shall be regarded as the action of the board of directors, subject to the provisions of law, the Articles of Incorporation, and these Amended and Restated Bylaws, including, without limitation, those provisions of the California Nonprofit Mutual Benefit Corporation Law relating to:

- i. Approval of contracts or transactions in which a director has a direct or indirect material financial interest;
- ii. Appointment of committees, and,
- iii. Indemnification of directors.

A meeting of which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

f. Agenda, Notice and Adjournment of Meetings. Annex A hereto sets forth certain procedure applicable to the agenda, notice and adjournment of meetings of the board of directors required to be conducted in accordance with the Brown Act. Annex B hereto sets forth certain procedures applicable to the agenda, notice and adjournment of meetings of the board of directors not required to be conducted in accordance with the Brown Act.

SECTION 5.8 REIMBURSEMENT OF EXPENSES AND COMPENSATION OF DIRECTORS

Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the board of directors to be just and reasonable.

SECTION 5.9 NO LIABILITY OF DIRECTORS

No director shall be personally liable for the debts, liabilities or obligations of the corporation. The directors of the corporation shall have no liability for dues or assessments.

ARTICLE VI. COMMITTEES

SECTION 6.1 COMMITTEES OF DIRECTORS

a. Creation and Composition. The board of directors may, by a resolution adopted by a majority of the directors then in office, designate one or more committees, to serve at the pleasure of the board of directors. Each committee, with the exception of the Executive Committee, shall consist of at least two directors and one at-large Parcel Owner, or designated representatives of at-large Parcel Owners, as determined by the board. Should the

board create an Executive Committee, it shall consist of the officers of the board as described in Section 7.1. The members of the committee and the committee chairperson, and their respective successors, shall be appointed by the president and shall serve for a period of one year.

b. **Quorum.** A majority of the members of a committee shall constitute a quorum for the transaction of business, except to adjourn. Every act or decision done or made by a majority of the committee members present at a meeting duly held at which a quorum is present shall be regarded as the act of the committee members, subject to the provision of law or the article of incorporation. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of a member, if any action taken is approved by at least a majority of the required quorum for that meeting. If a quorum is absent at the time an advisory motion is considered, the report to the board of directors shall so indicate.

c. **Vacancy.** A vacancy or vacancies on a committee shall be deemed to exist on the occurrence of the following:

- (i) The death or resignation of any committee members;
- (ii) the vote of a majority of the directors then in office to remove a committee member;
- (iii) an increase in the authorized number of committee members; or
- (iv) the removal of a committee member by the president.

In addition, if any committee member shall consecutively fail to attend three (3) meetings of the committee, or fail to attend four (4) meetings within the course of a 12 month period, without leave of absence by the chair of the board, such committee members may be removed at the next regular meeting of the board of directors and the vacant seat filled for the balance of the unexpired term by the president of the board.

d. **Meetings and Action of Committees** Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article VI of these Amended and Restated Bylaws, concerning meetings of directors, with such changes in the context of those Bylaws 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 determined either by resolution of the board of directors or by resolution of the committee, and that special meetings of committees may also be called by resolution of the board of directors or by resolution of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The board of directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE VII. OFFICERS

SECTION 7.1 OFFICERS

The officers of the corporation shall be a president, a vice president, a secretary, and a treasurer. The corporation may also have, at the discretion of the board of directors, a chair of

the board of directors, one or more additional vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 7.3. Any number of offices may be held by the same person, except that neither the secretary nor the treasurer may serve concurrently as either the president or the chair of the board of directors.

SECTION 7.2 ELECTION OF OFFICERS

The officers of the corporation, except those appointed in accordance with the provisions of Section 7.3 shall be chosen by the board of directors, and each shall serve at the pleasure of the board of directors for one year terms, subject to the rights, if any, of an officer under any contract of employment.

Provided that the slate of nominees to be elected as directors in connection with the next Annual Meeting of the board of directors has not been duly contested in accordance with subparagraph (d) of Section 5.4, the Nominating Committee shall, no later than the third Friday in January, solicit nominations from such nominees and from the directors who will continue to be directors following the annual meeting. The Nominating Committee shall interview all officer candidates and present a recommend slate to the board at the annual meeting. At the annual meeting, the directors shall either approve the slate in its entirety, or the chair shall request that nominations be offered by directors, in which case an open election by directors will occur for each officer position.

SECTION 7.3 SUBORDINATE OFFICERS

The board of directors may appoint, and may authorize the chair of the board of directors or the president or another officer to appoint any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority and perform the duties specified in these Bylaws or determined from time to time by the board of directors

SECTION 7.4 REMOVAL OF OFFICERS

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the board of directors, at any regular or special meeting of the board of directors.

SECTION 7.5 RESIGNATION OF OFFICERS

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

SECTION 7.6 VACANCIES IN OFFICES

A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled only in the manner prescribed in these Bylaws for regular appointments to that office.

SECTION 7.7 RESPONSIBILITIES OF OFFICERS

a. Chair of the Board of Directors. If such an officer be elected, the chair of the board of directors shall preside at meetings of the board of directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the board of directors or prescribed by these Amended and Restated Bylaws. If there is no president, the chair of the board of directors shall, in addition, be the chief executive officer of the corporation and shall have the powers and duties prescribed in Section 7.7(b).

b. President. Subject to such supervisory powers as may be given by the board of directors to the chair of the board of directors, if any, the president shall be the chief executive officer of the corporation and shall, subject to the control of the board of directors, generally supervise, direct and control the business and the officers of the corporation. He shall preside, in the absence of the chair of the board of directors, or if there be none, at all meetings of the board of directors. He shall have such other powers and duties as may be prescribed by the board of directors or by these Amended and Restated Bylaws

c. Vice President. In the absence of disability of the president, the vice president, if any, in order of their rank as fixed by the board of directors or, if not ranked, a vice president designated by the board of directors, 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 upon, the president. The vice president shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the board of directors or by these Amended and Restated Bylaws.

d. Secretary. The secretary shall attend to the following:

i. Book of Minutes. The secretary shall keep or cause to be kept, at the principal executive office or such other place as the board of directors may direct, a book of minutes of all meetings and actions of directors and committees of directors, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

ii. Membership Records. The secretary shall keep, or cause to be kept, at the principal executive office, as determined by resolution of the board of directors, a record of the

corporation's directors, showing the names of all directors and their addresses.

iii Notices, Seal and Other Duties. The secretary shall give, or cause to be given, notice of all meetings of the board of directors required by these Bylaws to be given. The secretary shall keep the seal of the corporation in safe custody. The secretary shall have such other powers and perform such other duties as may be prescribed by the board of directors or by these Bylaws. If for any reason the secretary shall fail to give notice of any special meeting of the board of directors called by one or more of the persons identified in Section 5.8(a), then any such person or persons may give notice of any such special meeting.

c. The treasurer shall attend to the following:

i. Books of Account. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings and other matters customarily included in financial statements. The books of account shall be open in inspection by any director at all reasonable times.

ii. Deposit and Disbursement of Money and Valuables. The treasurer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the board of directors; shall disburse the funds of the corporation as may be ordered by the board of directors; shall render to the president and directors, whenever they request it, an account of all of his transactions as treasurer and of the financial condition of the corporation; and, shall have such other powers and perform such other duties as may be prescribed by the board of directors or by these Amended and Restated Bylaws.

iii. Duties of President. In the absence or disability of the president, and if there be no vice presidents or if no vice presidents are present and available, the treasurer 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 upon, the president.

SECTION 7.8 PROFESSIONAL STAFF

The Executive Director shall be the senior staff officer hired by the board of directors, and will serve at the pleasure of the board of directors. He/she shall be directly responsible to the president and under the president's direction, shall carry out the functions required to implement the programs and activities of the corporation and manage the day-to-day affairs of the corporation. The Executive Director, with the approval of the board of directors, shall employ the additional staff members needed to adequately perform the prescribed duties.

ARTICLE VIII. INDEMNIFICATION AND INSURANCE

SECTION 8.1 INDEMNIFICATION

a. Right of Indemnity. To the full extent permitted by law, this corporation shall indemnify its directors, officers, agents, employees and other persons described in Section 7237(a) of the California Corporation Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any "proceeding," as that term is used in such Section and including an action by or in the right of the corporation, by reason of the fact that such person is or was a person described by such Section. "Expenses", as used in this Bylaw, shall have the same meaning as in Section 7237(a) of the California Corporation Code.

b. Approval of Indemnity. Upon written request to the board of directors by any person seeking indemnification under Section 7237(b) or Section 7237(c) of the California Corporation Code, the board of directors shall promptly determine in accordance with Section 7237(e) of the Code whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met and, if so, the board of directors shall authorize indemnification. If the board of directors cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought is such as to prevent the formation of a quorum of directors who are not parties to such proceeding, the board of directors or the attorney or other person rendering services in connection with the defense shall apply to the court in which such proceeding is or was pending to determine whether the applicable standard of conduct set forth in Section 7237(b) or Section 7237(c) has been met.

c. Advancement of Expenses. To the full extent permitted by law and except as is otherwise determined by the board of directors in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the corporation prior to the final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of such person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by the corporation therefore.

SECTION 8.2 INSURANCE

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees and other agents of the corporation, against any liability asserted against or incurred by an officer, director, employee or agent in such capacity or arising out of the officer's, director's, employee's or agent's status as such.

ARTICLE IX. RECORDS AND REPORTS

SECTION 9.1 COMPLIANCE WITH PUBLIC RECORDS ACT

Notwithstanding any provision of these Amended and Restated Bylaws, the corporation shall comply with the California Public Records Act (Chapter 3.5 (commencing with Section 6250) of Division 7 of Title 1 of the California Government Code), for all documents related to activities of the corporation, to the extent required by such act.

SECTION 9.2 MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep:

- a. Adequate and correct books and records of account;
- b. Minutes in written form of the proceedings of its board of directors and committees of the board of directors;
- c. A record of its directors, giving their names and address.

All such records shall be kept at the corporation's principal executive office, or, if its principal executive office is not in the State of California, at its principal business office in this state.

SECTION 9.3 MAINTENANCE AND INSPECTION BY DIRECTORS

The corporation shall keep at its principal executive office, or if its principal executive office is not in the State of California, at its principal business office in this state, the original or a copy of the Articles and Bylaws as amended to date. Every director shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the corporation and each of its subsidiary corporations. This inspection by a director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

SECTION 9.4 ANNUAL REPORT TO DIRECTORS

Except as provided under Section 8321 of the California Corporations Code, not later than 120 days after the close of the corporation's fiscal year, the board of directors shall cause an annual report to be sent to the directors. Such report shall contain the following information in reasonable 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 year.
- 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 9.4

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

SECTION 9.5 ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS

Except as provided under Section 8322 of the California Corporations Code, the corporation shall prepare annually and furnish to each director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the close of the fiscal year of the corporation.

- a. Any transaction to which the corporation, its parent or its subsidiary was a party, and in which any director or officer of the corporation, its parent or subsidiary (but mere common directorship shall not be considered such an interest) had a direct or indirect material financial interest, if such transaction involved over fifty thousand dollars (\$50,000), or was one of a number of transactions with the same person involving, in the aggregate, over fifty thousand dollars (\$50,000).
- b. Any indemnifications or advances aggregating more than ten thousand dollars (\$10,000) paid during the fiscal year in any officer or director of the corporation pursuant to Article VIII hereof.

The statement shall include a brief description of the transaction, the names of the director(s) or officer(s) involved, their relationship to the corporation, the nature of such person's interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a partnership in which such person is a partner, only the interest of the partnership need be stated.

SECTION 9.6 CONTRACTS, ETC., HOW EXECUTED

The board of directors, except as otherwise provided in these Amended and Restated Bylaws, may authorize any officer or officer, agent or agents to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances; and unless so authorized by the board of directors, 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 for any purpose or in any amount. Notwithstanding the foregoing,

- a. the aggregate dollar amount of contracts entered into by the corporation in respect of any year shall not exceed the corporation's total income for that year, and
- b. no contract shall be entered into which is to be performed, in whole or in part, at a date later than the expiration date of the business improvement district to which it relates.

SECTION 9.7 REPRESENTATIONS OF SHARES OF OTHER CORPORATIONS

The president, the vice president, and the secretary or any assistant secretary are authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted to said officers to vote or represent on behalf of the corporation any and all shares held by the corporation in any other corporation or corporations may be exercised either by such officers in person or by any person authorized so to do by proxy or power of attorney duly executed by such officers.

ARTICLE X. CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular and the term "person" includes a natural person, corporation, partnership, joint venture, trust or other entity.

ARTICLE XI. CONFLICT OF INTEREST

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE XII. AMENDMENTS

Except as otherwise provided in these Bylaws, the board of directors may adopt amend or repeal Bylaws, provided that, if any provision of these Bylaws requires the vote of a larger proportion of the directors than otherwise required by law, such provision may not be altered, amended or repealed except by vote of such larger number of directors.

ANNEX A

Brown Act Meetings

1. **Agenda of Regular Meetings.**

a. At least 72 hours before a regular meeting, the secretary shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting, including items to be discussed in closed session. The agenda shall specify the time and location of the regular meeting and shall be posted in a location that is freely accessible to members of the public.

b. The agenda for regular meetings shall provide an opportunity for members of the public to directly address the board of directors on any item of interest to the public, before or during the board of director's consideration of the item, that is within the subject matter jurisdiction of the corporation, provided that no action shall be taken on any item not appearing on the agenda unless the action is otherwise authorized by the Brown Act to be acted upon without having appeared on the posted agenda. The agenda need not provide an opportunity for members of the public to address the board of directors on any item that has already been considered by a committee, composed exclusively of members of the board of directors, at a public meeting wherein all interested members of the public were afforded the opportunity to address the committee on the item, before or during the committee's consideration of the item, unless the item has been substantially changed since the committee heard the item, as determined by the board of directors.

2. **Notice of Special Meetings.**

a. A special meeting shall be called by delivering written notice to each director and to each local newspaper of general circulation and radio or television station requesting notice in writing. The notice shall be delivered personally or by any other means and shall be received at least 24 hours before the time of the meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted or discussed. No other business shall be considered. The call and notice shall be posted at least 24 hours prior to the meeting in a location that is freely accessible to members of the public. The notice shall provide an opportunity for members of the public to directly address the board of directors concerning any item that has been described in the notice for the meeting before or during consideration of that item. The written notice may be dispensed with as to any director who at or prior to the time the meeting convenes files with the secretary a written waiver of notice. The waiver may be given by telegram. The notice may also be dispensed with as to any director who is actually present at the meeting at the time it convenes.

b. In the case of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, the board of directors may hold an emergency meeting without complying with either the 24-hour notice requirement or the 24-hour posting requirement of subparagraph (a) or both of the notice and posting requirements. For purposes of this subparagraph, "emergency situation" means any of the following: (i) work stoppage or other activity which severely impairs public health, safety, or both, as determined by a majority of the members of the board; or (ii) crippling disaster which severely impairs public health, safety, or both, as determined by a majority of the members of the board. However, each local newspaper of general circulation and radio or television station which has requested notice of special meetings pursuant to subparagraph (a) shall be notified by the chair of the board, or designee thereof, one hour prior to the emergency meeting by telephone and all telephone numbers provided in the most recent request of such newspaper or station for notification of special meetings shall be exhausted. In the event that telephone services are not functioning, the notice requirements of this subparagraph shall be deemed waived, and the board of directors, or designee of the board of directors, shall notify those newspapers, radio stations, or television stations of the fact of the holding of the emergency meeting, the purpose of the meeting, and any action taken at the meeting as soon after the meeting as possible. All special meeting requirements, as prescribed in subparagraph (a), shall be applicable to a meeting called pursuant to this subparagraph, with the exception of the 24-hour notice requirement. The minutes of a meeting called pursuant to this subparagraph, a list of persons who the presiding officer of the board of directors, or designee of the board of directors, notified or attempted to notify, a copy of the roll call vote, and any actions taken at the meeting shall be posted for a minimum of 10 days in a public place as soon after the meeting as possible.

3. Adjournment. The board of directors may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all members are absent from any regular or adjourned regular meeting, the secretary may declare the meeting adjourned to a stated time and place, and he or she shall cause a written notice of the adjournment to be given in the same manner as provided herein for special meetings, unless such notice is waived as provided for special meetings. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the regular, adjourned regular, special or adjourned special meeting was held within 24 hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes.

ANNEX B

Meetings Regarding Matters Unrelated to Managing the SVBID

1. **Notice of Special Meetings.** Notice of the time and place of special meetings shall be given to each director by one of the following methods: (i) by personal delivery or written notice; (ii) by first-class mail, postage paid; (iii) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or (iv) by facsimile. All such notices shall be given or sent to the director's address or telephone number or facsimile number as shown on the records of the corporation. Notices sent by first class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by personal delivery, telephone or facsimile shall be delivered, telephoned or sent at least 48 hours before the time set for the meeting. The notice shall state the time and place for the meeting. It need not specify the purpose of the meeting and it need not specify the place of the meeting if it is to be held at the principal office of the corporation.

2. **Waiver of Notice.** The transactions of any meeting of the board of directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

3. **Adjournment.** A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

4. **Action without Meeting.** Any action required or permitted to be taken by the board of directors may be taken without a meeting, if all members of the board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the board of directors. Such written consent or consents shall be filed with the minutes of the proceedings of the board.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of the CENTRAL HOLLYWOOD COALITION, a California nonprofit mutual benefit corporation, and the above Bylaws, consisting of 22 pages, are the Bylaws of the Corporation as adopted at a meeting of the board of directors held on May 12, 2009.

Signed: _____ Dated: _____
Duke Gallagher