

WHITTIER UPTOWN ASSOCIATION

BY-LAWS

CHAPTER 1 – ORGANIZATION

Section 1. Name

The name of this association shall be the Whittier Uptown Association, a non-profit Corporation organized and existing under the laws of the State of California, with its principal office located in Whittier, California, hereinafter referred to as the “Association.”

Section 2. Area

The Association’s activities shall cover the area as directed in Whittier City Ordinance No. 2602 (Exhibit A), a copy of which is appended here as Appendix ‘A’.

Section 3. Objectives

The objectives of the Association are as follow:

- a. The general promotion and marketing of business activities in said area;
- b. Promotion of public events which are to take place on or in public places within the district area;
- c. Decoration of any public place in the area.

As policy, a current “Mission Statement” appears as Section 4.

Section 4. Mission Statement

The mission of the Whittier Uptown Association is to promote the businesses located in the Uptown district through marketing and production of quality events; to work with property owners and tenants to enhance the Uptown area by creating and maintaining a safe and welcoming environment; to communicate the collective interest of the Association and serve as a liaison to local government.

Section 5. Vision Statement

To create a unique shopping, service and entertainment destination centered around Uptown Whittier’s historic charm.

CHAPTER II – MEMBERSHIP

Section 1. Active Membership

All businesses located within the district, for which an annual business license tax is levied pursuant to Ordinance No. 2604 of Whittier Municipal Code (Appendix ‘A’), shall be members of the Whittier Uptown Association. Pursuant to the Ordinance, the City of Whittier shall collect all assessments from those businesses and forward same to the Association.

Section 2. Voluntary Membership

A. Non business-licensed entities (i.e. property owners, churches, non-profits)

Voluntary membership is open to those non business-licensed entities within the boundaries of the Association as set forth in Chapter 1, Section 2, and (Area).

B. Business-licensed entities outside the Uptown district

Voluntary membership is open to those business-licensed entities outside the boundaries of the Association.

C. Terms

Terms, conditions and costs of said voluntary membership shall be set forth by the Board of Directors of the Association. Such dues as may be levied, shall be billed, collected; the resultant Voluntary Membership recorded by the Association’s management staff. The Board of Directors must approve any voluntary memberships.

D. Dues Rate

Voluntary Members Annual Fee:

a. Non-business licensed property owners = \$150

a. Individual Licensed Business Owners = \$200

b. Non-Profits = \$300

b. Business-licensed owners outside the Uptown business district shall be determined by the following scale based on the number of employees:

1-20 = \$500

21-50 = \$750

51+ = \$1,000

E. Privileges

Voluntary members shall enjoy such privileges of membership as other Active Members, but may not serve on the Board of Directors.

Section 3. ‘In Good Standing’

A member of any category above shall be deemed to be, "In Good Standing," when any and all assessments, dues, fees, or charges have been paid.

CHAPTER III – BOARD OF DIRECTORS

Section 1. Composition

The governing body of this Association shall be a Board of no fewer than seven (7) Directors, and no more than fifteen (15) Directors, unless changed by a duly adopted amendment to these By-Laws adopted by the vote or written consent of a majority of the Board of Directors, as then constituted. Directors shall be assessed members of the Association in good standing. The Board of Directors may also include 2 (two) Ex-Officio members with voting privileges, selected from outside the district area. Each Ex-Officio Board member will serve a two-year term and may serve as many as 3 (three) consecutive terms. Ex-Officio Board members will be selected and appointed by a majority of the existing Board of Directors.

Any time the Board of Directors meet and a quorum is required to vote on issues before the Board, whether during a regular or special Board meeting, a quorum shall not be deemed to exist if the majority of the Board members present at the meeting have the following in common: They are joint owners of a land parcel and/or building located within the Uptown District or they lease space from a common landlord who owns the land parcel and/or building in which they lease, regardless of whether the landlord(s) proactively manages his/her/their property or employs the services of a property manager.”

Section 2. Term of Office

A. Regular Term

Each regular member of the Board of Directors shall be elected by the membership at large for a period of three (3) years and terms shall be staggered in such a manner that they will terminate for a minimum of three (3) members each year. A Director proposed to be removed from the Board shall only be regarded as a member for purposes of the majority requirement if they are present when the vote is taken.

B. Re-election

Directors may be re-elected and serve for two (2) consecutive terms, and are then ineligible for re-election until after an interval of one (1) year.

C. Vacancies

Vacancies on the Board among the Directors, which may occur during the fiscal year, shall be filled by appointment by majority vote of the Board of Directors. Appointment shall be to fill the unexpired term of the Ex-Director, unless the end of the Director's term is within three (3) months of the next Board election. Otherwise, the Board shall appoint a new Director within sixty (60) days of vacancy. The President may bring a candidate before the Board for nomination.

Section 3. Attendance

Directors are required to attend all Board meetings. Absence from two (2) consecutive meetings within a six (6) month period shall be considered cause to be dropped from Board membership. Missing a total of three (3) meetings within a six (6) month period shall be considered cause to be removed from Board membership. A majority vote shall be required for such action.

Section 4. Elected Officers

Officers elected from among the Directors shall be President, Vice-President, Secretary, and Treasurer to serve one (1) fiscal year.

A. Tenure

The tenure of office for the four (4) elected officers shall be one (1) year.

B. Ex-officio

In those instances where the term of a President terminates at the same time as their second consecutive term as Director, they shall nevertheless serve for an additional year in an ex-officio capacity. Ex-officio shall be given the courtesy of participating in Board meeting with full voting privileges.

C. Vacancies

Vacancy on the Board by any of its officers that may occur during the fiscal year shall be filled immediately by the election of a new officer by and from the balance of the Directors, and if necessary to maintain a full Board, the Board of Directors shall appoint a member-at-large to fulfill the vacated position of the Board.

D. Resignation and Removal

Any Officer or Director may be removed, with cause, by a majority of the Board of Directors while in office, at regular or special meeting of the Board. Any officer or director may resign at any time by giving written notice to the Board, President or Secretary of the Association. Any resignation shall take effect at the date of receipt of such notice or at any later time specified therein; and unless otherwise specified in such notice, the acceptance of the resignation shall not be necessary to make it effective.

E. Duties

(1) President

The President shall be the executive head of the Association, shall preside at all meetings of the Board or membership at large, and shall either represent or appoint a representative to all functions where the Association is to be represented. In the event of the President's absence, successive offices shall assume like duties. The President is an ex-officio member of every committee and shall be kept apprised of all activities and communications of said committees.

The President shall have other such powers as may be prescribed by the Board of Director or these By-Laws.

(2) Vice-President

The Vice-President will, in the absence of the President, assume the duties of the President. The Vice-President shall have other such powers as may be prescribe by the Board of Directors or these By-Laws.

(3) Secretary

The Secretary shall record the minutes of all official meetings or appoint a representative therefore, and shall present a typed original and duplicate of such minutes to the President within a reasonable time after each meeting. The President shall return, after Board approval, the signed original to the Secretary for entry into the official minute book, retaining the duplicate in their file. The Secretary shall record and publish all amendments; they shall be certain that a copy of the By-Laws is present at all meetings. The Secretary shall have other such powers as may be prescribed by the Board of Directors or these By Laws.

(4) Treasurer

The Treasurer shall be custodian of all funds and either represent or cause to be presented a financial statement to the Board monthly, or on demand of the Board, a summary of the financial condition of the Association. The Treasurer shall have other such powers as may be prescribed by the Board of Directors or these By-Laws.

Section 5. Voting

The Board may use the following means to vote on any issue before the Board of Directors: by voice or ballot at any Board of Directors meeting; via electronic mail (email); with a fax vote; or by telephone/cell phone. The President will direct the Association management staff to handle the voting process if not held during a Board meeting. Voting via electronic-mail (email) may be used for voting on such matters as, but is not limited to, the approval of Board meeting minutes, agendas, expenses, meeting schedules, promotions, marketing, press releases, advertising, by-law clarification and any other matter that the President deems urgent and would otherwise cause an undue encumbrance upon the Board of Directors, lest they be asked to attend a special Board meeting.

Section 6. Executive Committee

An Executive Committee comprised of the President, Vice President, Secretary, Treasurer, Governance Committee Chairperson and management staff is hereby created to act on behalf of the Board of Directors whenever it is not reasonably possible to have the full Board of Directors meet to address urgent issues. Any decisions made by the Executive Committee must be approved during the next regularly scheduled Board of Directors meeting. The Executive Committee is at all times accountable to the full Board of Directors and, as such, may not bind the WUA to any contract or course of action that would normally require the approval of the full Board of Directors. The Executive Committee may also meet to discuss the unfinished business of previous Board meetings and other issues that require more time than would normally be available during a

regularly scheduled Board meeting. The date, frequency and location of the Executive Committee meetings will be determined by the Committee itself and is not limited by any other provision of these bylaws.

CHAPTER IV - ELECTIONS

Section 1: Composition of the Board

The Board of Directors shall be composed of no fewer than seven (7) and no more than fifteen (15) Directors. One third of Directors shall be elected annually to serve for three (3) years or until their successors are elected and have qualified.

The government and policy-making responsibilities of the Association shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs. Any time the Board of Directors meet and a quorum is required to vote on issues before the Board, whether during a regular or special Board meeting, a quorum shall not be deemed to exist if the majority of the Board members present at the meeting have the following in common: They are joint owners of a land parcel and/or building located within the Uptown District or they lease space from a common landlord who owns the land parcel and/or building in which they lease, regardless of whether the landlord(s) proactively manages his/her/their property or employs the services of a property manager.

Section 2: Selection and Election of Directors (See timetable below.)

A. Election Committee. At the regular January Board meeting, the President shall appoint an Election Committee of three (3) persons. The Election Committee shall consist of two (2) members of the Board of Directors and one (1) Association member in good standing. The President shall designate the chairman of the committee.

Prior to the regular February Board meeting, the Election Committee shall present to the President a slate of (number of vacancies) candidates to serve three (3) year terms to replace the Directors whose regular terms are expiring. Each candidate must be an active member in good standing and must have agreed to accept the responsibility of directorship.

No Board member who has served two consecutive three-year terms is eligible for election for a third term. A period of one (1) year must elapse before eligibility is restored.

B. Publicity of Nominations. One month prior to the election, the Association shall notify its active members of the upcoming election, and the transmission shall contain information pertaining to qualifications for interested candidates, and the planned process of such election, including but not limited to, information on where to collect a candidate application.

C. Nomination Procedure.

1. Qualification. At minimum, candidates must be active members in good standing, and must have expressed a willingness to accept the responsibility of directorship.

2. Application Process. The Association shall make available candidate applications to interested parties as designated in Section 2(B). It is the sole responsibility of applicant to fully complete all required application information and return to the Association by the filing deadline. All applications received after the filing deadline will be void and not accepted.

If no candidate application is filed within the designated period, the nominations shall be closed and the nominated slate of (number of vacancies/Section A) candidates shall be declared elected by the Board of Directors at the regular March Board meeting.

D. Voting Procedure. Names of all candidates shall be arranged on a ballot in alphabetical order. Instructions will be to vote for (number of vacancies) candidates only. The President shall mail this ballot to all active members at least 15 calendar days before the regular March Board meeting.

The ballots shall be marked in accordance with instructions printed on the ballot and returned to the Association office within ten (10) days. The Board of Directors shall at its regular March Board meeting declare the candidates with the greatest number of votes elected (based on the number of available positions).

E. Judges. The Election Committee shall appoint two (2) members of the Board of Directors, and at least one (1), but not more than three (3), judges who are not members of the Board of Directors or candidates for election. One of the appointed members of the Board of Directors will be designated chairman. Such judges shall have complete supervision of the auditing of the ballots. They shall report the results of the election to the Board of Directors within five (5) business days of the voting deadline.

Section 3: Seating of New Directors

All newly elected Board members shall be seated at the regular April Board meeting and shall be participating members thereafter. Retiring Directors shall continue to serve until the new Directors are installed.

Section 4: Vacancies

A. Absence. A member of the Board of Directors who shall be absent from three (3) consecutive regular meetings of the Board of Directors shall automatically be removed

from membership on the Board unless confined by illness or other absence approved by a majority vote of those voting at any meeting thereof.

B. Appointments. The Board of Directors shall fill vacancies on the Board of Directors, or among the Executive Committee. If the vacant position is for Director, a current Director may nominate an active member in good standing who must have agreed to accept the responsibility of directorship, and such position shall be approved by a majority vote. If the vacant position is for an Executive Committee position, a current Director shall nominate a fellow Director, and such position shall be approved by a majority vote.

All appointments shall serve for three (3) years or until their successors are elected and have qualified. The appointed Board Member may serve two (2) consecutive three-year terms but must allow for a period of one (1) year to elapse before eligibility is restored.

Section 5: Policy

The Board of Directors is responsible for establishing procedure and formulating policy of the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual, to be reviewed annually and revised as necessary.

Section 6: Management

The Board of Directors shall employ necessary organizational staff and shall establish the salary and other considerations of employment.

Section 7: Indemnification

The Association may, by resolution of the Board of Directors, provide for indemnification of any and all current or former Executive Committee members, Directors and employees against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding in which they or any of them are made parties, or a party, by reason of having been Executive Committee members, Directors or employees of the Association, except in relation to matters as to which such individuals shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

CHAPTER V – FINANCES

Section 1. Banking

All monies collected for the use of the Association shall be deposited with an accredited banking institution(s) in the City of Whittier. Such funds shall be subject to withdrawal upon authorization of any one of the signatures designated by the Board of Directors. Proper written notice and specimens of signatures are to be filled with the depository as changes occur. If the Treasurer, President or management staff is ill, out of town on business, on vacation or otherwise unavailable to co-sign a disbursement check in an amount greater than \$1,000.00 (one thousand dollars), then a vote shall be taken among the members of the Executive Committee authorizing the remaining bank signatories to issue said disbursement check.

The fiscal year shall commence on January 1 and end on December 31 of each year. Tax returns shall be filed no later than April 15 of each fiscal year.

Section 2. Authorization

No funds shall be distributed in any form without authorization of the Association management staff and/or the President in compliance with the budget as approved by the Board of Directors.

Section 3. Indebtedness

No indebtedness shall be created, appropriated or dispensed unless the amount thereof is at that time in general fund of the group of approved in advance as set forth in the budget, which budget has been approved by the Board of Directors. All approved contracts must have two (2) signatures; Treasurer and committee chairperson and/or Association Manager.

Section 4. Audit

The Association shall employ, at the beginning of each fiscal year, a qualified Certified Public Accountant, who shall at such time be specified by the Board of Directors, examine the records, books, inventories, and reports of the management staff or any and all other employees who receive, handle or disburse Association funds. As soon as practical after the end of the fiscal year and final audit and report shall be submitted by such accountant to the Board of Director

CHAPTER VI – MEETINGS

Section 1. Regular Board Meetings

The Directors shall meet once a month, on a designated day at a place in Uptown Whittier, designated by the Board of Directors. The general membership shall be informed of the location of said meeting and shall be given sufficient notice of any change in time or location of the monthly meetings. The agenda for the meetings shall be made available in copies at the Association office, 72 hours prior to the meeting date and time.

Section 2. Special Board Meetings

The President may call a special meeting of the Board of Directors by official written notice to all Board members at least twenty-four (24) hours prior to the time of the proposed meeting.

Section 3. Quorum

A majority of the then currently authorized number of Directors shall be necessary to constitute a quorum for transaction of business. The action of a majority of Directors present at any meeting at which there is a quorum, when duly assembled, is valid.

Section 4. Annual Planning Meeting

An annual planning meeting shall be held no later than sixty (60) days after the close of the annual election. Notice shall be provided to any interested members days prior to the meeting.

CHAPTER VII – COMMITTEES

Section 1. Appointments

Immediately upon taking office, the President will appoint or cause to be appointed committee chairmen to conduct the business of the Association. Any appointee must be a member of the Whittier Uptown Association in good standing.

Section 2. Chairperson's Responsibility

No committee or committee chairperson shall have the power to commit the Association on any matter of general policy, nor to commit the Association to any financial obligations, beyond the Board approved budget, without prior approval from the Board of Directors. The Board of Directors must approve all other financial and general policy committee decisions before enactment.

CHAPTER VIII – EMPLOYEES

Section 1. Employees

The Board of Directors shall manage staff for the Association. The salary and terms of employment of the management staff shall be fixed and controlled by the Board of Directors. The term of employment shall be consistent with the fiscal year of the fiscal year of the Association, or as agreed upon by the management staff and Board of Directors.

Section 2. Management Staff Duties

The management staff shall have charge of office staff, office property, equipment and other items/materials of said Association. He or she must have the approval of the President and/or Treasurer for purchases over one thousand dollars (\$1,000). Any expense less than one-thousand dollars (\$1,000.00) will not require a second signature from either the President or the Treasurer.

The management staff shall collect statistics and other information for the use of the Association, conduct its correspondence, collect the dues and fees of members and other debts due to the Association and account for the same. Further, they shall perform all duties required by the Board of Directors, including, but not limited to the job description.

CHAPTER IX – AMENDMENTS

These By-laws may be amended by a two-third (2/3) vote of a quorum at any meeting of the Board of Directors. Amendments to these By-Laws shall be submitted in writing and on the Board written agenda at least one (1) Board meeting prior to said meeting that the voting will take place. Agendas are to be made available through the Association office.

Whittier Uptown Association

Operation Procedures

The operating principles stated below are to serve as procedures to the Board of Directors of the Whittier Uptown Association (WUA). Each member of the Board is charged with the responsibility of working together with every other member to further the basic goal of the organization; *“To promote the progress and welfare of the Uptown Business Community.”*

In order to achieve this mission, all Directors will endeavor to carry out their duties in accordance with the following list of procedures:

1. The fundamental role of the Board is to determine the direction and activities of the Uptown Association through volunteer and staff implementation.
2. Each Director assumes responsibility for loyalty to each other, the Board, the Association and the common goal.
3. Conduct of each Board Member shall be beyond reproach, both in Board Meetings and in the General Public. Board members are personal representatives of the Whittier Uptown Association. Conduct unbecoming a Board Member may be deemed reason for dismissal from the Board by a two-thirds vote of the Board. Any Board member or Officer who is removed from the Board for cause will not be eligible to serve on the Board for a period of five (5) years, whether by appointment or by vote of the general membership. In addition, said former Board member will be required to submit himself or herself to a formal Board review to determine eligibility, should he or she decide to seek re-election to the Board after the five (5) years have passed.
4. When, outside of Board meetings, a Director finds himself or herself in serious disagreement with another Director, the President shall arrange a one-to-one meeting between them to resolve the disagreement.
5. The President and management staff shall set the agenda. Matters will not be brought before the Board unless all individuals concerned have been notified, except in extreme emergencies.
6. Information discussed in closed session (personnel, litigation, etc.) shall be kept in the strictest confidence. Any breach of this procedure shall be grounds for dismissal from the Board with a two-thirds (2/3) vote of the Board.
7. The President, management staff, or any appointed representatives shall be the liaison between the media and the Whittier Uptown Association.

8. The WUA staff shall supply the Directors with all necessary information about matters to come before the Board, so that Directors may study such information carefully and seek additional clarification from the President prior to the Board Meeting.

9. WHITTIER UPTOWN SUBSCRIBERS (newsletter): These entities, outside of the assessment boundaries, that wish to support the Uptown and be aware of the happenings thereof, shall pay an annual fee of \$150.00

The fee will include the following rates:

- a) They shall be sent the newsletter and all inserts at no charge.
- b) Be able to insert promotional materials into the newsletter (the subject matter being at the discretion of the President and the management staff) for a fee of \$50.00. Those who are not assessed members; volunteer members or subscribers do not have this service available to them.
- c) Opportunity to be volunteer in all events (this does not include steering committees.)

10. These Operating Procedures may be changed by a simple majority vote of the Board of Directors.

ORDINANCE NO. 2604

AN ORDINANCE OF THE CITY COUNCIL OF THE CITY OF WHITTIER
RELATING TO THE UPTOWN WHITTIER BUSINESS IMPROVEMENT AREA

WHEREAS, pursuant to the Section 365000 et seq. of the Streets and Highways Code of the State of California, the Whittier City Council adopted the following Resolutions of Intention on April 13, 1993.

“RESOLUTION NO. 6376: A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF WHITTIER DECLARING ITS INTENTION TO MODIFY BENEFIT ZONES AND THE METHOD OF CALCULATING ASSESSMENTS WITHIN THE UPTOWN WHITTIER BUSINESS IMPROVEMENT AREA.”

RESOLUTION NO. 6377 A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF WHITTIER DECLARING ITS INTENTION TO MODIFY THE CLASSIFICATION OF BUSINESSES ASSESSED WITHIN THE UPTOWN WHITTIER BUSINESS IMPROVEMENT AREA”; and

WHEREAS, public hearings regarding modifications to benefit zones, the method of calculating assessments, and the classifications of business assessed were conducted May 4, 1993; and

WHEREAS, at said hearing all written and oral protests made or filed were duly heard. Evidence for and against proposed actions was received, and full, fair and complete hearings were granted and held; and

WHEREAS, all protests, both written and oral, are hereby overruled and it was determined by the Council that there was no majority protest within the meaning of Section 365000 et seq. of the Streets and Highways Code; and

WHEREAS, the City Council finds that businesses conducting their activities within the Uptown Whittier Business Improvement Area will benefit by the expenditure of funds raised by the charges as contemplated by said Section 365000 et seq. of the Streets and Highways Code.

THE CITY COUNCIL OF THE CITY OF WHITTIER DOES ORDAIN AS FOLLOWS:

Section 1. The Whittier Municipal Code is hereby amended by adding Chapter 5.06 to Read as follows:

UPTOWN WHITTIER BUSINESS IMPROVEMENT AREA

Sections:

5.06.10 Establishment of Area
5.06.20 Description of Area

- 5.06.30 Benefit Zones
- 5.06.40 Classification of Business and Bases of Assessment
- 5.06.50 Payment of Assessment
- 5.06.60 Charge Transferability
- 5.06.70 Statement of Charge Due

These By-Laws and Operating Procedures were updated and corrected on April 14, 2015

