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4 BYLAWS
5 OF
6 OXNARD DOWNTOWN MANAGEMENT DISTRICT, INC.
7
8 A California Nonprofit Mutual Benefit Corporation
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13 ARTICLE I
14 NAME
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16 Section 1. NAME. The name of this corporation shall be Oxnard Downtown Management
17 District, Inc. In addition, the Board of Directors may adopt a "dba" name.
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19 ARTICLE II
20 OFFICES
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22 Section 1. PRINCIPAL OFFICE. The principal office for the transaction of the business of the
23 Corporation shall be at such place within the City of Oxnard, California as the Board of Directors
24 from time to time shall designate.
25

26 ARTICLE III
27 PURPOSES AND LIMITATIONS
28

29 Section 1. GENERAL PURPOSE. This corporation is a nonprofit mutual benefit corporation
30 organized under the California Nonprofit Mutual Benefit Corporation Law. In general, the purpose
31 of this corporation is to engage in any lawful act or activity for which a corporation may be
32 organized under such law.
33

34 Section 2. SPECIFIC PURPOSE. The primary purpose of this corporation is to recognize and
35 fulfill the unique and varied economic interests and needs of Downtown Oxnard property and
36 business owners to accomplish the following specific purposes:
37

- 38 • To provide and manage supplemental services and improvements for the Downtown Oxnard
39 area, including professional marketing, business promotion, installation and upgrade of
40 physical amenities and a "clean and safe" program.
41

42 Also including, but not limited to the following purposes:

- 43 • To promote and advance existing business interests in Downtown Oxnard.
44
45

- 1 • To encourage and sustain new development, revitalization, preservation of historic and
2 architecturally significant properties, economic growth, and improvement of Downtown
3 Oxnard.
- 4
- 5 • To attract and assist new business enterprises to locate in Downtown Oxnard.
- 6
- 7 • To formulate and advance remedies for conditions not considered beneficial to residents,
8 customers, business owners and property owners in Downtown Oxnard.
- 9
- 10 • To effectively develop and represent Downtown Oxnard as a diverse business community
11 considering the interests of both leasehold tenants as well as property owners.
- 12
- 13 • To finance, organize, manage, operate, and carry on programs, events, activities, and services
14 for the promotion, advertisement, and betterment of business and trade in Downtown Oxnard.
- 15
- 16 • To receive, administer and disburse funds in connection with any of the activities related to
17 the above stated purposes.
- 18
- 19 • To work with governmental entities, civic bodies, community organizations, trade and
20 commerce groups, and local community improvement associations in connection with any
21 activities related to the above specific purposes, or in any enterprise deemed beneficial to
22 Downtown Oxnard.

23
24 **Section 3. LIMITATIONS.**

25
26 A. This corporation shall not participate in or intervene in (including the publishing and
27 distribution of statements) any political campaign on behalf of any candidate for public office.

28
29 B. This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it
30 does not contemplate the distribution of gains, profits, or dividends to the members thereof or to
31 any private shareholder, or individual, as defined in appropriate sections of the Internal Revenue
32 Code.

33
34 C. Notwithstanding any of the above statements of purposes and powers, this corporation shall
35 not, except to an insubstantial degree, engage in any activities or exercise any powers that are not
36 in furtherance of the specific purposes of this corporation.

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39 D. Upon the winding up and dissolution of this corporation, after paying or adequately providing
40 for the debts and obligations of the corporation and complying with Streets and Highways Code
41 36600 et seq (Property and Business Improvement District Law of 1994), the remaining assets of
42 this corporation may be distributed to a nonprofit fund, foundation, or corporation within the City
43 of Oxnard, which is organized and operated exclusively for nonprofit purposes and which has
44 established its tax exempt status under appropriate sections of the Internal Revenue Code (and
45 which is qualified for exemption from taxation under appropriate sections of the California
46 Revenue and Taxation Code).

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2 ARTICLE IV
3 MEMBERSHIP
4

5 Section 1. GROUPS, RIGHTS, QUALIFICATIONS. There shall be two groups of
6 membership in the corporation: Regular and Advisory membership.
7

8 (a) Group I (Regular Membership). Regular membership is open to the following categories:
9

10 (i) Category I (Non-Residential Property Owner): owners of non-residential property, or
11 representatives of property owners, located within the area shown on Attachment "A" to these
12 Bylaws.
13

14 (ii) Category II (Business Owner): proprietors of a valid and City-licensed business operation
15 leasing commercial property within the area shown on Attachment "A" to these Bylaws.
16

17 (iii) Category III (Residential Property Owner): owners of residential property located within
18 the area shown on Attachment "A" to these Bylaws.
19

20 Rights of Regular members are as follows:
21

- 22 1. May serve on the Board of Directors;
- 23 2. Committee participation, including chair;
- 24 3. Attendance at all corporation functions;
- 25 4. Voting on all issues brought before the corporation membership.
26

27 (b) GROUP II (Advisory Membership). Open to organizations selected by the Board of
28 Directors which are not eligible for Regular membership, including, but not limited to, the
29 Economic Development Corporation of Oxnard, Oxnard Chamber of Commerce, Oxnard
30 Convention & Visitors Bureau, Oxnard Police Department, and Wilson Neighborhood.
31

32 Rights of Advisory members are as follows:
33

- 34 1. Committee participation, including chairing a committee;
- 35 2. Attendance at all corporation functions;
- 36 3. Shall not have the right to vote.
37
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40

41 Section 2. ADMISSION.
42

43 (a) GROUP I (Regular Membership). All Regular members are automatically entitled to one
44 (1) membership in this corporation. No person, persons or entity shall have more than one
45 (1) membership in the corporation, regardless of the number of properties which such
46 person, persons or entity may own within the District.
47

1 (b) GROUP II (Advisory Membership). All Advisory members are entitled to one (1)
2 membership in this corporation. No person, persons or entity shall have more than one (1)
3 membership in the corporation.
4

5
6 Section 4. NUMBER OF MEMBERS. There is no limit on the number of members the
7 corporation may admit to any member group or to the corporation overall.
8

9 Section 5. MEMBERSHIP BOOK. The corporation shall keep a membership book
10 containing the name and address of each member. Such book shall be kept at the corporation's
11 principal office and shall be available for inspection by any director or member of the corporation
12 during regular business hours.
13

14 The record of names and addresses of the members of this corporation shall constitute the
15 membership list of this corporation and shall not be used, in whole or in part, by any person for
16 any purpose not reasonably related to a member's interest as a member.
17

18 Section 6. NON-LIABILITY OF MEMBERS. A member of this corporation is not, as such,
19 personally liable for the debts, liabilities, or obligations of the corporation.
20

21 Section 7. TRANSFERABILITY OF MEMBERSHIP. Regular memberships shall run with
22 the land and/or business location and automatically transfer to any new property owner and/or new
23 business tenant at the same location. Advisory memberships may not be transferred or assigned
24 unless authorized by the Board of Directors.
25

26 Section 8. SUSPENSION, EXPULSION AND TERMINATION. Any Regular member shall
27 have their membership suspended for the failure to pay their District assessment when due. Such
28 suspension shall continue until such delinquent assessment is paid.
29

30 Any Advisory member may have their membership suspended or terminated at the sole
31 determination of the Board of Directors, and upon an affirmative vote of a majority of the full
32 Board of Directors,
33

34
35 Section 9. SUSPENSION, TERMINATION OF MEMBER RIGHTS. Any member whose
36 membership is suspended or terminated either pursuant to Section 8 of this Article or by virtue of
37 no longer qualifying for a membership category, shall automatically have their respective
38 membership rights suspended until such suspension is lifted by the Board of Directors or
39 terminated as the case may be.
40

41 Section 10. RESIGNATION. Any Advisory member may resign from membership in the
42 corporation at any time, thereby terminating their respective member classification rights.
43
44

45 ARTICLE V
46 MEETINGS
47

1 Section 1. PLACE OF MEETINGS. Meetings of the members shall be held at any place
2 within or outside the City of Oxnard, California designated by the Board of Directors. In the
3 absence of any such designation, members' meetings shall be held at the principal office of the
4 corporation.
5

6 Section 2. ANNUAL AND OTHER REGULAR MEETINGS. There shall be an annual
7 meeting of the corporation members. At each Annual Meeting, directors shall be announced and
8 any other proper business may be transacted. Notice of such meeting shall be mailed to the last
9 recorded address of each member at least thirty (30) days before the time set for the Annual
10 Meeting.
11

12 Regular meetings shall be held as designated by the Board of Directors. Such time and location of
13 regular meetings shall be scheduled, to the greatest extent possible, for the benefit and
14 convenience of the corporation's membership at large, so as to encourage attendance and active
15 participation by the corporation's members. Periodic rotation of meeting times and dates may be
16 necessary in order to accomplish this. Notice of the time and place of regular meetings shall be in
17 accordance with Section 4 herein.
18

19 Section 3. SPECIAL MEETING. A special meeting of the members, for the purpose of taking
20 any action permitted under the California Nonprofit Corporation Law and the Articles of
21 Incorporation of the corporation, may be called at any time by the Board of Directors upon a
22 majority vote, by the Chairperson, or upon written request by members holding, in the aggregate,
23 not less than 10% of the total voting power of all members.
24

25 If a special meeting is called by any person or persons other than the Board of Directors, such
26 person or persons shall deliver to the Secretary of the corporation, a written demand that notice of
27 such meeting be given to the members of the corporation, specifying in such demand the general
28 nature of the business proposed to be transacted thereat. Such demand shall be delivered
29 personally or sent by registered. Upon receiving such demand, the Secretary shall, in accordance
30 with the provisions of Section 4 and 5 of this Article V, cause notice to be promptly given to the
31 members entitled to vote that a special meeting will be held at the date and time requested by the
32 person or persons calling the meeting, which date must be not less than 35 nor more than 90 days
33 after the receipt of such demand. If such notice is not given within 20 days after receipt of the
34 demand, the person or persons calling the meeting may cause the notice to be given.
35

36 Every notice of a special meeting of the members shall specify the general nature of the business
37 to be transacted, and no other business may be transacted at such meeting. Nothing contained in
38 this Section 3 shall be construed as limiting, fixing or affecting the date and time when a meeting
39 of the members called by action of the Board of Directors may be held.
40

41 Section 4. NOTICE OF MEETINGS. Notice of all Board meetings shall be given as
42 prescribed by the "Brown Act" provisions of California State Law.
43

44 Section 5. MANNER OF GIVING NOTICE. Notice of all member meetings shall be given as
45 prescribed by the "Brown Act" provisions of California State Law.
46

1 Section 6. CONDUCT OF MEETINGS. Meetings of members shall be presided over
2 by the Chairperson of the corporation or, in his or her absence, by the Vice Chairperson of the
3 corporation, or in the absence of both of the preceding persons by a chairperson chosen by a
4 majority of the Board members present. The Secretary of the corporation shall act as Secretary of
5 all meetings of members, provided that, in his or her absence, the presiding officer shall appoint
6 another person to act as Secretary of the meeting.

7
8 Meetings shall be governed by Robert's Rules of Order, as such rules may be revised from time to
9 time, insofar as such rules are not inconsistent with or conflict with these Bylaws, with the
10 Articles of Incorporation of this corporation, or with any provision of law.

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12
13 ARTICLE VI
14 DIRECTORS
15

16 Section 1. POWERS. Subject to the provisions of the California Nonprofit Corporation
17 Law and any limitations in the Articles of Incorporation or these Bylaws, the activities and affairs
18 of the corporation shall be conducted and all corporate powers shall be exercised by or under the
19 direction of the Board of Directors. Each director shall have one vote as to each matter before the
20 Board of Directors. Directors must be present to vote on an issue on the agenda. There shall be no
21 more than one Board member serving at the same time from any one business location or as
22 owners of the same property or properties.

23
24 Section 2. NUMBER OF DIRECTORS. Except as may be changed later by an amendment to
25 these By-laws approved by the Board, the number of directors of the corporation shall not exceed
26 thirteen (13). In the event a designated seat on the Board is not filled by the specified designated
27 representative, that seat shall remain vacant until such time as it can be filled accordingly. Board
28 seats shall be designated as follows:

- 29 (a) one seat for a representative of the City of Oxnard, to be named by the City
30 Council;
31 (b) at least one, but no more than three seat(s), for a Category II (Business Owner)
32 regular member.
33 (c) at least nine seats for Category I (Non-Residential Property Owners) and Category
34 III (Residential Property Owners)
35

36 Section 3. QUALIFICATIONS, TERMS. The Board of Directors shall consist of
37 Regular members who shall be elected in accordance with Section 4, Article VI, herein. Except
38 for the seat designated for the City of Oxnard in Section 2, (a) above, each Board member so
39 elected shall hold office for a two (2) year term, and may serve for up to three (3) consecutive
40 terms. After three terms, a Board member is not eligible for re-election to the Board until after at
41 least one year's absence from the Board.

42
43 Section 4. ELECTION. The annual election of Regular members to the Board of Directors
44 shall be conducted as follows:

- 45
46 (a) The Board shall, at least thirty (30) days prior to the Annual Meeting, announce in writing to
47 the membership, the solicitation of candidates for pending Board vacancies.

1
2 (b) The Board may require a letter of intent or application to serve on the Board of Directors from
3 eligible interested candidates.

4
5 (c) At a special meeting or meetings of the Board, eligible candidate applications for Board
6 vacancies shall be reviewed and considered by the Board. Interviews may be conducted. The
7 Board shall vote to fill such vacancies from the list of eligible candidates in accordance with
8 Section 5, Article VI of these Bylaws, with the election results announced by the presiding officer
9 at the Annual Meeting.

10
11 (d) Notwithstanding the foregoing provisions of this Section 4, all directors shall hold office until
12 their respective successors are elected and qualified.

13
14 Section 5. VACANCIES. Vacancies in the Board of Directors may be filled by a majority vote
15 of the remaining directors and each director so elected shall hold office until his or her successor is
16 elected and qualified.

17
18 A vacancy on the Board of Directors shall be deemed to exist in case of the death, resignation or
19 removal of any director; the declaration of a vacancy of the office of a director who has been
20 declared of unsound mind by a final order of court, who has been convicted of a felony or, in the
21 case of a corporation holding assets in a charitable trust, who has been found by a final order or
22 judgment of any court to have breached a duty under Section 7238 of the California Nonprofit
23 Corporation Law.

24
25 No reduction of the authorized number of directors shall have the effect of removing any director
26 prior to the expiration of his or her term of office.

27
28 Section 6. RESIGNATIONS AND REMOVAL. Any director may resign at any time upon
29 giving written notice to the Chairperson of the Board of Directors.

30
31 Any director is subject to removal from the Board of Directors, upon good cause, by a vote of a
32 majority of the present and voting directors. Good cause includes, without limitation, three
33 consecutive unexcused absences from Board meetings.

34
35 Section 7. PLACE OF MEETING. Meetings of the Board of Directors shall be held at
36 any place within the City of Oxnard which has been designated from time to time by resolution of
37 the Board or by written consent of all members of the Board. In the absence of such designation,
38 Annual Meetings shall be held at the principal office of the corporation. Special meetings of the
39 Board may be held at either a place so designated or at the principal office.

40
41 Section 8. ORGANIZATION MEETING. Immediately following each Annual Meeting
42 of members, the Board of Directors shall hold a regular meeting for the purpose of organization,
43 election of officers and the transaction of other business.

44
45 Section 9. SPECIAL MEETINGS. Special meetings of the Board of Directors for any
46 purpose or purposes may be called at any time by the Chairperson, by the Vice Chairperson, by

1 the Secretary or by any three directors. Public notice of any such meetings shall be given in
2 accordance with Section 4, Article 5, herein.

3
4 Section 10. NOTICE. Notice of the time and place of special Board meetings shall be
5 provided as set forth in Article V, Section 4, i.e., in conformance with the requirements of the
6 Brown Act statute governing meeting notice.

7
8 Section 11. NOTICE OF ADJOURNMENT. Notice of the time and place of holding an
9 adjourned meeting need not be given to absent directors unless the meeting is adjourned for more
10 than 24 hours.

11
12 Section 12. ENTRY OF NOTICE. Whenever any director has been absent from any
13 special meeting of the Board of Directors, an entry in the minutes to the effect that notice has been
14 duly given shall be Prima Facie evidence that due notice of such special meeting was given to
15 such director as required by law and by the Bylaws of the corporation.

16
17 Section 13. QUORUM. The number of directors necessary to constitute a quorum for the
18 transaction of business, except to adjourn as hereinafter provided, shall be a majority of the
19 number of directors then serving. Every act or decision done or made by a majority of the
20 directors present at a meeting duly held at which a quorum is present shall be regarded as the act
21 of the Board of Directors, unless a greater number be required by law or by the Articles of
22 Incorporation or by these Bylaws.

23
24 Section 14. ADJOURNMENT. A majority of the directors present, whether or not a quorum
25 is present, may adjourn any directors' meeting to meet again at a stated day and hour.

26
27 Section 15. COMPENSATION. Board members shall not receive compensation for their
28 services as officers of the corporation. The Board may authorize reimbursement of expenses
29 incurred by Board members in performance of their duties.

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ARTICLE VII
COMMITTEES

Section 1. BOARD COMMITTEES. The Board of Directors may, by resolution, designate one or more committees to serve at the pleasure of the Board. The Board may designate one or more directors as alternate members of any committee, who may replace any absent member at any meeting of the committee. The Board shall designate the chair of the committee, who then may name the membership of the committee. Only regular members shall serve as chair of any committee.

Section 2. MEETINGS AND ACTION OF COMMITTEES. Meetings and actions of committees shall be governed by, and held and taken in accordance with the provisions of Article VI of these Bylaws relating to meetings and actions of the Board of Directors, with such changes therein as are necessary to substitute the committee and its members for the Board of Directors and its members, except that (i) the time of meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee; (ii) special meetings of committees may also be called by resolution of the Board of Directors; and (iii) notice of special meetings of committees shall also be given to all alternate members, who shall have the right to attend all meetings of the committee. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws. All actions of committees shall be considered Advisory only to the Board of Directors, except as provided below in Section 3.

Section 3. EXECUTIVE COMMITTEE. The Board of Directors may, by a majority vote of directors, authorize an Executive Committee, which shall consist of the five (5) officers of the corporation, and delegate to such Committee the powers and authority of the Board in the management of the Executive Director role, Board-staff relations, and decisions on behalf of the Board of Directors in the interest of the Board and the corporate mission, except with respect to:

- a) The approval of any action which, under law or provision of these Bylaws, requires the approval of a majority of all of the members.
- b) The filling of vacancies on the Board.
- c) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- d) The amendment or repeal or any resolution of the Board which by its express terms can not be amended or repealed.

By a majority vote of its members then in office, the Board may at any time revoke or modify any or all of the authority so delegated and fill vacancies therein from the members of the Board. The Executive Committee shall keep regular minutes of its proceedings, and report the same to the Board from time to time as the Board may require.

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ARTICLE VIII
OFFICERS

Section 1. ELECTION AND APPOINTMENT. The officers of the corporation shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer and a Member at Large, all of which shall be elected by the Board of Directors at its organization meeting.

Section 2. SUBORDINATE OFFICERS. The Board of Directors may appoint such other officers as the business of the corporation may require, each of whom shall hold office for such period, have such authority and perform such duties as are provided in these Bylaws or as the Board of Directors may from time to time determine.

Section 3. REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by two-thirds of the present and voting directors, at any meeting of the Board, and any subordinate officer appointed pursuant to the foregoing Section 2 may be removed, either with or without cause, by any officer upon whom such power of removal may be conferred by the Board of Directors.

Any officer may resign at any time by giving written notice to the Board of Directors or to the Chairperson, or to the Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled by a majority vote of the Board of Directors.

Section 5. CHAIRPERSON. The Chairperson shall preside at all meetings of the members and of the Board of Directors. He or she shall sign and execute, on behalf of the corporation and as its Chairperson, all bonds, deeds, contracts, and other written instruments, not in these Bylaws otherwise expressly provided for, which shall have been first duly authorized or approved by the Board of Directors. In the absence or other disability of the Treasurer, the Chairperson shall perform all the duties pertaining to the office of Treasurer. The Chairperson shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors or by these Bylaws.

Section 6. VICE CHAIRPERSON. The Vice Chairperson shall perform the duties of the Chairperson in the latter's absence or disability. In the event of the death, resignation or permanent disability of the Chairperson, the Vice Chairperson shall succeed to the office of the Chairperson and hold such office for the remaining term of such deceased, removed, or disabled Chairperson. In the event of doubt or dispute, the Board of Directors shall have the power to determine by majority vote whether or not the Chairperson is permanently disabled from the performance of his or her duties. The Vice Chairperson shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors or by these Bylaws.

Section 7. TREASURER. The Treasurer shall keep and maintain adequate and correct books and records of accounts of the properties and business transactions of the corporation, shall

1 aid and assist the Secretary and Chairperson of the corporation, shall be responsible for the annual
2 report of the corporation, if any, and shall have such other powers and perform such other duties
3 as may be prescribed from time to time by the Board of Directors or by these Bylaws.
4

5 Section 8. SECRETARY. The Secretary shall execute such contracts and other documents on
6 behalf of the corporation as may be authorized or directed by the Board of Directors from time to
7 time. He or she shall prepare and keep at the principal office or such other place as the Board of
8 Directors may order books of minutes of all meetings of the members and of the Board of
9 Directors. He or she shall keep a record of the names and addresses of all persons admitted as
10 members and the date of such admission, and the names of all persons whose memberships are
11 terminated and the date of such termination. The Secretary shall have such other powers and
12 perform such other duties as may be prescribed from time to time by the Board of Directors or by
13 these Bylaws. The Secretary may delegate one or more of his or her duties to such person or
14 persons as he or she may select, subject to approval by the Board of Directors.
15

16 Section 9. MEMBER AT LARGE. The Member at Large shall execute such contracts and other
17 documents on behalf of the corporation as may be authorized or directed by the Board of Directors
18 from time to time. He or she shall maintain order at regular and special Board meetings. The
19 Member at Large shall have such other powers and perform such other duties as may be prescribed
20 from time to time by the Board of Directors or by these Bylaws.
21
22

23 ARTICLE IX 24 MISCELLANEOUS 25

26 Section 1. CONTRACTS, BONDS AND NEGOTIABLE INSTRUMENTS. Except as may be
27 otherwise expressly provided in these Bylaws, no bond, mortgage, deed or other written
28 instrument usually under seal, made by any person or persons on behalf of the corporation or in its
29 name, shall be binding upon it unless the same, in each instance, shall have been made under
30 authority of the Board of Directors or shall have been made pursuant to power especially
31 delegated by the Board.
32

33 Section 2. FISCAL YEAR. The fiscal year of the corporation shall commence on July 1 and
34 conclude on June 30.
35

36 Section 3. RECORDS AND REPORTS. Any member may (a) inspect and copy the records
37 of members' names, addresses and voting rights during the usual business hours of the corporation
38 upon written demand, stating the purpose for which inspection rights are requested, delivered five
39 business days prior to the proposed date of inspection; and (b) obtain from the Secretary of the
40 corporation, upon written demand stating the purpose for the demand and tendering the charges, if
41 any, as set by the Board of Directors for the list, a list of the names, addresses and voting rights of
42 members entitled to vote for the election of directors as of the most recent record date for which
43 such a list has been compiled or as of a record date specified by the member which record date is
44 subsequent to the date of demand. Such list shall be made available by the corporation on or
45 before ten business days after the demand is received or after the record date specified in the
46 demand, whichever is later.
47

1 Any inspections made under this section may be made by the member, his or her agent or his or
2 her attorney and includes copying and the making of extracts.

3
4 Section 4. DEPOSIT OF FUNDS. All funds of the corporation shall be deposited to the credit
5 of the corporation in such banks, trust companies or other depositories as the Board of Directors
6 may select.

7
8
9 ARTICLE X
10 AMENDMENTS
11

12 Section 1. POWERS OF DIRECTORS. These Bylaws may be amended by a vote of two-
13 thirds (2/3) of the Board of Directors at any regular meeting, provided that any intent to amend the
14 Bylaws shall be posted on the agenda and presented at the meeting preceding the meeting at which
15 the amendments are to be voted upon.

16
17 Section 2. RECORD OF AMENDMENTS. Whenever an amendment or new Bylaw is adopted
18 it shall be inserted in the original Bylaws in the appropriate place. If any Bylaw is repealed, the
19 fact of repeal and the date of the meeting at which the repeal was enacted or the date the written
20 consent was effective shall be stated in the original Bylaws.

1 CERTIFICATE

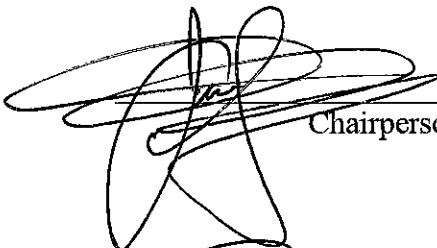
2 We, the undersigned, do hereby certify:

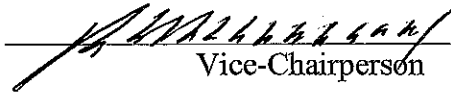
3
4 1. That we are the duly elected and acting Board of Directors of Oxnard Downtown
5 Management District, Inc., a California nonprofit mutual benefit corporation; and
6

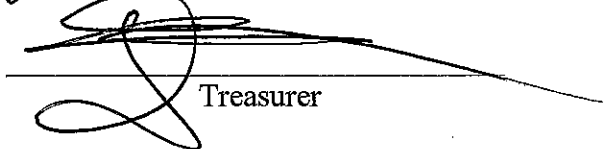
7 2. That the foregoing Bylaws constitute the Bylaws of said corporation as duly adopted on
8 January 28, 2002, by the consent of all of the acting directors of said corporation.
9

10 3. That the foregoing Bylaws constitute the current By-laws as amended in fiscal year
11 2017-18.
12

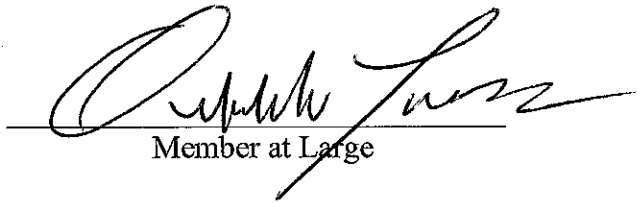
13
14 IN WITNESS WHEREOF, we have hereunto subscribed our names this.
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22 _____
23 Chairperson

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27 _____
28 Vice-Chairperson

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32 Treasurer

33 
34 _____
35 Secretary

36 
37 _____
38 Member at Large