

1 BYLAWS
2 OF
3 THE APPLE VALLEY VILLAGE
4 PROPERTY AND BUSINESS IMPROVEMENT DISTRICT ASSOCIATION

5
6 A California Nonprofit Mutual Benefit Corporation
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11 ARTICLE I
12 NAME

13
14 Section 1. NAME. The name of this corporation shall be The Apple Valley Village Property
15 and Business Improvement District Association.
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17 ARTICLE II
18 OFFICES

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20 Section 1. PRINCIPAL OFFICE. The principal office for the transaction of the business of the
21 Corporation shall be at such place within the Town of Apple Valley, California as the Board of
22 Directors from time to time shall designate.
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24 ARTICLE III
25 PURPOSES AND LIMITATIONS

26
27 Section 1. GENERAL PURPOSE. This corporation is a nonprofit mutual benefit corporation
28 organized under the California Nonprofit Mutual Benefit Corporation Law. In general, the purpose
29 of this corporation is to engage in any lawful act or activity for which a corporation may be
30 organized under such law.
31

32 Section 2. SPECIFIC PURPOSE. The primary purpose of this corporation is to recognize and
33 fulfill the unique and varied economic interests and needs of Apple Valley Village property
34 owners to accomplish the following specific purposes:
35

- 36 • In concert with the Town of Apple Valley, to provide management oversight, directives and
37 setting of priorities for supplemental services and improvements for Apple Valley Village,
38 including a phased streetscape beautification project within the Apple Valley Village Property
39 and Business Improvement District (“PBID”), areas of recognition such as entry treatments,
40 seasonal banners and general enhancements and supplemental public safety services.
41

42 Also including, but not limited to the following purposes:
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- 44 • To actively seek matching grants and funds from the Town of Apple Valley and, where
45 possible, any other agency, entity and funding source.
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- 1 • To encourage and sustain new development, revitalization, economic growth, and
2 improvement of Apple Valley Village
- 3
- 4 • To formulate and advance remedies for conditions not considered beneficial to customers,
5 business owners and property owners in Apple Valley Village.
- 6
- 7 • To effectively develop, market and represent Apple Valley Village as a diverse business
8 community.
- 9
- 10 • When applicable, to receive, administer and disburse funds in connection with any of the
11 activities related to the above stated purposes.
- 12
- 13 • To work with governmental entities, civic bodies, community organizations, trade and
14 commerce groups, and local community improvement associations in connection with any
15 activities related to the above specific purposes, or in any enterprise deemed beneficial to
16 Apple Valley Village.
- 17

18 Section 3. LIMITATIONS.

19
20 A. This corporation shall not participate in or intervene in (including the publishing and
21 distribution of statements) any political campaign on behalf of any candidate for public office.

22
23 B. This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it
24 does not contemplate the distribution of gains, profits, or dividends to the members thereof or to
25 any private shareholder, or individual, as defined in appropriate sections of the Internal Revenue
26 Code.

27
28 C. Notwithstanding any of the above statements of purposes and powers, this corporation shall
29 not, except to an insubstantial degree, engage in any activities or exercise any powers that are not
30 in furtherance of the specific purposes of this corporation.

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33 D. Upon the winding up and dissolution of this corporation, after paying or adequately providing
34 for the debts and obligations of the corporation and complying with Streets and Highways Code
35 36600 et seq (Property and Business Improvement District Law of 1994), the remaining assets of
36 this corporation may be distributed to a nonprofit fund, foundation, or corporation within the
37 Town of Apple Valley, which is organized and operated exclusively for nonprofit purposes and
38 which has established its tax exempt status under appropriate sections of the Internal Revenue
39 Code (and which is qualified for exemption from taxation under appropriate sections of the
40 California Revenue and Taxation Code).

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ARTICLE IV

1 MEMBERSHIP

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3 Section 1. GROUPS, RIGHTS, QUALIFICATIONS. There shall be two categories of
4 membership in the corporation; regular and associate membership.

5
6 (a) CATEGORY I (Regular Membership). Regular membership is open to owners of real
7 property located within the Apple Valley Village Property and Business Improvement District.

8
9 Rights of regular members are as follows:

- 10
11 1. May serve on the Board of Directors;
12 2. Committee participation, including chair;
13 3. Attendance at all corporation functions; and,
14 4. Voting on all issues brought before the corporation membership.

15
16 (b) CATEGORY II (Associate Membership). Open to all others not eligible for regular
17 membership.

18
19 Rights of associate members are as follows:

- 20
21 1. Committee participation, excluding chair; and
22 2. Attendance at all corporation functions.

23
24 Section 2. ADMISSION.

25
26 (a) CATEGORY I (Regular Membership). All Regular Members are automatically entitled to
27 one (1) membership in this corporation. No person, persons or entity shall have more than
28 one (1) membership in the corporation, regardless of the number of properties which such
29 person, persons or entity may own within the District. Regular members shall not be
30 required to apply for membership or pay dues to be a member of the corporation.

31
32 (b) CATEGORY II (Associate Membership). Any person not otherwise entitled to Regular
33 Membership, may apply for membership in this corporation by executing and filing with
34 the Secretary of this corporation such form of application for membership and making
35 payment of dues, both as shall be provided and prescribed from time to time by the Board
36 of Directors. Upon approval by the Board of Directors of the application for membership
37 executed and filed by such applicant, such applicant shall be admitted to Associate
38 membership in this corporation and shall have limited rights, powers and duties in this
39 corporation.

40
41 Section 3. DUES. The Board of Directors shall, in its discretion, set, from time to time, an
42 initial membership fee and/or annual dues for each new Associate member payable upon
43 admission to membership in the corporation and each year thereafter. Dues shall be assessed
44 against Associate members in such manner and in such amounts as may from time to time be
45 prescribed by the Board of Directors. Regular members shall not be required to pay any
46 membership dues.

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

3
4 Section 5. MEMBERSHIP BOOK. The corporation shall keep a membership book
5 containing the name and address of each member. Such book shall be kept at the corporation's
6 principal office and shall be available for inspection by any director or member of the corporation
7 during regular business hours.

8
9 The record of names and addresses of the members of this corporation shall constitute the
10 membership list of this corporation and shall not be used, in whole or in part, by any person for
11 any purpose not reasonably related to a member's interest as a member.

12
13 Section 6. NON-LIABILITY OF MEMBERS. A member of this corporation is not, as such,
14 personally liable for the debts, liabilities, or obligations of the corporation.

15
16 Section 7. TRANSFERABILITY OF MEMBERSHIP. Regular memberships shall run with
17 the land and automatically transfer to any new property owner at the same location. A regular
18 member's membership shall terminate upon the sale or transfer of ownership of all properties
19 within the District. Associate memberships may not be transferred or assigned.

20
21 Section 8. SUSPENSION, EXPULSION AND TERMINATION. Any Regular member shall
22 have their membership suspended for the failure to pay their District assessment when due. Such
23 suspension shall continue until such delinquent assessment is paid.

24
25 Any Associate member may have their membership expelled, suspended or terminated for just and
26 proven cause including but not limited to: (i) failure to abide by the provisions of the Articles of
27 Incorporation or of these Bylaws; (ii) upon a determination by the Board of Directors that the
28 Associate member has engaged in conduct materially and seriously prejudicial to the interests or
29 purposes of this corporation; or (iii) if an Associate member fails to pay their renewal dues on or
30 before their due date, including any grace period, their membership may be automatically
31 terminated without notice. Expulsion or suspension may be made by the Board of Directors upon a
32 complaint made for cause by any Associate member or upon its own motion and upon 15 days
33 prior written notice stating the reason for the expulsion or suspension. The membership of any
34 Associate member so expelled may be terminated.

35
36 (a) Any Associate member subject to suspension, expulsion, or termination, with the
37 exception of automatic termination for the non-payment of dues, shall have the right to be heard
38 by the Board of Directors at a meeting duly called for that purpose not less than five days before
39 the effective date of the suspension, expulsion or termination. The Board of Directors shall specify
40 in the notice whether the presentation must be oral or written. If the charges set forth in the notice
41 are determined by the Board to be true, then the Board shall have the power to suspend or expel
42 the Associate member or to cancel the membership or to impose such other penalties as the Board
43 may from time to time determine.

44
45 (b) In the event any Associate member fails to respond to the written notice specifying the
46 charges against said Associate member, the Board of Directors shall proceed with the hearing,
47 make its determinations, and impose such penalties as it deems proper as herein provided.

1
2 (c) No Associate membership shall be terminated except upon the affirmative vote of a
3 majority of the members of the Board of Directors
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5 (d) All notices under this section may be sent by first class or registered mail to the last
6 address of the subject Associate member shown on the Corporation's records or may be given by
7 any other method reasonably calculated to provide actual notice.
8

9 Section 9. SUSPENSION, TERMINATION OF MEMBER RIGHTS. Any member whose
10 membership is suspended or terminated either pursuant to Section 8 of this Article or by virtue of
11 no longer qualifying for a membership category, shall automatically have their respective
12 membership rights suspended until such suspension is lifted by the Board of Directors or
13 terminated as the case may be.
14

15 Section 10. RESIGNATION. Any Associate member may resign from membership in the
16 corporation at any time and, thus terminating their respective member classification rights.
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18 ARTICLE V 19 MEETINGS 20

21 Section 1. PLACE OF MEETINGS. Meetings of the members shall be held at any place
22 within or outside the Town of Apple Valley, California designated by the Board of Directors. In
23 the absence of any such designation, members' meetings shall be held at the principal office of the
24 corporation.
25

26 Section 2. ANNUAL AND OTHER REGULAR MEETINGS . There shall be an annual
27 meeting of the corporation members. At each Annual Meeting, directors shall be announced and
28 any other proper business may be transacted. Notice of such meeting shall be mailed to the last
29 recorded address of each member at least thirty (30) days before the time set for the Annual
30 Meeting.
31

32 Regular meetings shall be held as designated by the Board of Directors. Such time and location of
33 regular meetings shall be scheduled, to the greatest extent possible, for the benefit and
34 convenience of the corporation's membership at large, so as to encourage attendance and active
35 participation by the corporation's members. Periodic rotation of meeting times and dates may be
36 necessary in order to accomplish this. Notice of the time and place of regular meetings shall be in
37 accordance with Section 4 herein.
38

39 Section 3. SPECIAL MEETING. A special meeting of the members, for the purpose of taking
40 any action permitted under the California Nonprofit Corporation Law and the Articles of
41 Incorporation of the corporation, may be called at any time by the Board of Directors upon a
42 majority vote, by the Chairperson, or upon written request by regular members holding, in the
43 aggregate, not less than 10% of the total voting power of all regular members.
44

45 If a special meeting is called by any person or persons other than the Board of Directors, such
46 person or persons shall deliver to the Secretary of the corporation, a written demand that notice of
47 such meeting be given to the members of the corporation, specifying in such demand the general

1 nature of the business proposed to be transacted thereat. Such demand shall be delivered
2 personally or sent by registered mail. Upon receiving such demand, the Secretary shall, in
3 accordance with the provisions of Section 4 and 5 of this Article V, cause notice to be promptly
4 given to the members entitled to vote that a special meeting will be held at the date and time
5 requested by the person or persons calling the meeting, which date must be not less than 35 nor
6 more than 90 days after the receipt of such demand. If such notice is not given within 20 days
7 after receipt of the demand, the person or persons calling the meeting may cause the notice to be
8 given.

9
10 Every notice of a special meeting of the members shall specify the general nature of the business
11 to be transacted, and no other business may be transacted at such meeting. Nothing contained in
12 this Section 3 shall be construed as limiting, fixing or affecting the date and time when a meeting
13 of the members called by action of the Board of Directors may be held.

14
15 Section 4. NOTICE OF MEETINGS. Notice of all Board meetings shall, at minimum, be
16 given as prescribed by the “Brown Act” provisions of California State Law.

17
18 Section 5. MANNER OF GIVING NOTICE. Notice of all member meetings shall, at
19 minimum, be given as prescribed by the “Brown Act” provisions of California State Law.

20
21 Section 6. VOTING. All member voting shall be conducted by mailed ballot in
22 accordance with these bylaws.

23
24 Section 7. CONDUCT OF MEETINGS. Meetings of members shall be presided over
25 by the Chairperson of the corporation or, in his or her absence, by the Vice Chairperson of the
26 corporation, or in the absence of both of the preceding persons by a chairperson chosen by a
27 majority of the Board members present. The Secretary of the corporation shall act as Secretary of
28 all meetings of members, provided that, in his or her absence, the presiding officer shall appoint
29 another person to act as Secretary of the meeting.

30
31 Meetings shall be governed by Robert’s Rules of Order, as such rules may be revised from time to
32 time, insofar as such rules are not inconsistent with or conflict with these Bylaws, with the
33 Articles of Incorporation of this corporation, or with any provision of law.

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36 ARTICLE VI
37 DIRECTORS
38

39 Section 1. POWERS. Subject to the provisions of the California Nonprofit Corporation
40 Law and any limitations in the Articles of Incorporation or these Bylaws, the activities and affairs
41 of the corporation shall be conducted and all corporate powers shall be exercised by or under the
42 direction of the Board of Directors, including, but not limited to, authorizing purchases and
43 awarding service contracts. Each director shall have one vote as to each matter before the Board of
44 Directors. Board Directors must be present to vote on an issue on the agenda. There shall be no
45 more than one Board member serving at the same time as owners of the same property or
46 properties.

1 Amendment to reduce board from 11 to 9 on November 18, 2009.

2 Section 2. NUMBER OF DIRECTORS. Except as noted below upon startup of this
3 corporation or as may be changed later by a vote of the Board, the number of directors, of the
4 corporation shall be eleven (11). The Board of Directors shall consist of the Chairperson, the
5 Vice-Chairperson, the Secretary, the Treasurer, and seven (7) members at large. The number of
6 directors may be changed by an amendment to this section 2 of Article VI of these Bylaws.

7
8 The startup Board of Directors of this corporation shall be the eleven (11) undersigned member
9 volunteer Interim Board and shall serve until such time as the first election of a full Board can be
10 conducted in accordance with these Bylaws.

11
12 Section 3. QUALIFICATIONS, TERMS. The Board of Directors shall consist of
13 regular members who shall be elected in accordance with Section 4, Article VI, herein. Each
14 Board member so elected shall hold office for a three (3) year term, except as herein otherwise
15 provided, and may serve for two consecutive terms, if re-elected. Upon the conclusion of serving
16 two consecutive terms on the Board, such member may again be elected to the Board following a
17 one (1) year absence from the Board.

18
19 Section 4. ELECTION. The annual election of regular members to the Board of Directors
20 shall be conducted as follows:

21
22 (a) The Board shall, at least sixty (60) days prior to the Annual Meeting, appoint a Nominating
23 Committee consisting of three (3) regular members of the corporation, any of whom may also be
24 Board Members.

25
26 (b) The Nominating Committee shall submit to the Board a list of recommended nominees willing
27 to serve for the number of Board seats open for election. Such list shall be furnished to Board in
28 time to be included in the notice and ballot to members for the Annual Meeting in accordance with
29 Section 2, Article V of these Bylaws

30
31 (c) Ballots with the names of the nominees shall be distributed to regular members at least 30 days
32 prior to the Annual Meeting with space for write in candidates, if any. Ballots shall be due at least
33 72 hours prior to the Annual Meeting and tabulated with the election results announced by the
34 presiding officer at the Annual Meeting.

35
36 (d) The first election of the full Board of Directors shall be conducted in accordance with these
37 Bylaws by December 31, 2008.

38
39 (e) At the first election of Board members, the initial terms of those elected shall be determined by
40 the drawing of straws for three - one year terms, three - two year terms, and five - three year terms,
41 so as to stagger the termination of the eleven (11) Board Members' terms over a three year period
42 to provide for subsequent Board elections each and every year thereafter.

43
44 (f) Notwithstanding the foregoing provisions of this Section 4, all directors shall hold office until
45 their respective successors are elected and qualified.

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

4
5 A vacancy or vacancies in the Board of Directors shall be deemed to exist in case of the pending
6 term expiration, death, resignation or removal of any director; the declaration of a vacancy of the
7 office of a director who has been declared of unsound mind by a final order of court, who has been
8 convicted of a felony or, in the case of a corporation holding assets in a charitable trust, who has
9 been found by a final order or judgment of any court to have breached a duty under Section 7238
10 of the California Nonprofit Corporation Law.

11
12 No reduction of the authorized number of directors shall have the effect of removing any director
13 prior to the expiration of his or her term of office.

14
15 Section 6. RESIGNATIONS AND REMOVAL. Any director may resign at any time upon
16 giving written notice to the Chairperson or the Board of Directors.

17
18 Any director is subject to removal from the Board of Directors, upon good cause, by a vote of a
19 majority of the present and voting directors. Good cause includes, without limitation, three
20 consecutive unexcused absences from Board meetings.

21
22 Section 7. PLACE OF MEETING. Meetings of the Board of Directors shall be held at
23 any place within the Town of Apple Valley which has been designated from time to time by
24 resolution of the Board or by written consent of all members of the Board. In the absence of such
25 designation, Annual Meetings shall be held at the principal office of the corporation. Special
26 meetings of the Board may be held at either a place so designated or at the principal office.

27
28 Section 8. ORGANIZATION MEETING. Immediately following each Annual Meeting
29 of members, the Board of Directors shall hold a regular meeting for the purpose of organization,
30 election of officers and the transaction of other business.

31
32 Section 9. SPECIAL MEETINGS. Special meetings of the Board of Directors for any
33 purpose or purposes may be called at any time by the Chairperson, by the Vice Chairperson, by
34 the Secretary or by any three directors. Public notice of any such meetings shall be given in
35 accordance with Section 4, Article 5, herein.

36
37 Section 10. NOTICE. Written notice of the time and place of special meetings shall be
38 delivered personally to the directors or sent to each director by first class mail or other form of
39 written or electronic communication, charges prepaid, addressed to the director at the director's
40 address as it is shown upon the records of the corporation, or if it is not so shown upon such
41 records or is not readily ascertainable, at the place in which the meetings of the directors are
42 regularly held. In case such notice is mailed, it shall be deposited in the United States mail at least
43 four (4) days prior to the time of the holding of the meeting. In case such notice is personally or
44 electronically delivered it shall be so delivered at least 48 hours prior to the time of the holding of
45 the meeting. Such mailing or delivery as above provided shall be due, legal and personal notice to
46 such directors.

1 Section 11. NOTICE OF ADJOURNMENT. Notice of the time and place of holding an
2 adjourned meeting need not be given to absent directors unless the meeting is adjourned for more
3 than 24 hours.
4

5 Section 12. ENTRY OF NOTICE. Whenever any director has been absent from any
6 special meeting of the Board of Directors, an entry in the minutes to the effect that notice has been
7 duly given shall be Prima Facie evidence that due notice of such special meeting was given to
8 such director as required by law and by the Bylaws of the corporation.
9

10 Section 13. WAIVER OF NOTICE. The transactions of any meeting of the Board of
11 Directors, however called and noticed or wherever held, shall be as valid as though had at a
12 meeting duly held after regular call and notice, if a quorum be present, and if, either before or after
13 the meeting, each of the directors not present signs a written waiver of notice or a consent to
14 holding such meeting or an approval of the minutes thereof. All such waivers, consents or
15 approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
16

17 Amendment to reduce quorum from six (6) to five (5) members on August 18, 2010.

18 Section 14. QUORUM. The majority of the authorized number of directors necessary to
19 constitute a quorum for the transaction of business, except to adjourn as hereinafter provided shall
20 be six (6). Every act or decision done or made by a majority of the directors present at a meeting
21 duly held at which a quorum is present shall be regarded as the act of the Board of Directors,
22 unless a greater number be required by law or by the Articles of Incorporation or by these Bylaws.
23 Exceptions to this shall occur whenever vacant seats on the Board temporarily reduce the total
24 number of directors at which time a quorum shall consist of a majority of the filled seats of the
25 Board of Directors.
26

27 Section 15. ADJOURNMENT. A majority of the directors present, whether or not a quorum
28 is present, may adjourn any directors' meeting to meet again at a stated day and hour.
29

30 Section 16. COMPENSATION. Board members shall not receive compensation for their
31 services as officers of the corporation. The Board, may, authorize reimbursement of expenses
32 incurred by Board members in performance of their duties.
33

34 Section 17. INSURANCE. The corporation shall provide and pay for Directors and Officers
35 Liability Insurance for Board members at all times.
36
37

38 ARTICLE VII 39 COMMITTEES 40

41 Section 1. COMMITTEES OF DIRECTORS. The Board of Directors may, by resolution
42 adopted by a majority of the number of directors then in office, designate one or more committees
43 to serve at the pleasure of the Board. The Board may designate one or more directors as alternate
44 members of any committee, who may replace any absent member at any meeting of the
45 committee. Members and alternate members of committees shall be designated by the vote of a
46 majority of the number of directors then in office. Only regular members shall serve as chair of
47 any committee.

1
2 Section 2. MEETINGS AND ACTION OF COMMITTEES. Meetings and action of
3 committees shall be governed by, and held and taken in accordance with the provisions of Article
4 VI of these Bylaws relating to meetings and actions of the Board of Directors, with such changes
5 therein as are necessary to substitute the committee and its members for the Board of Directors
6 and its members, except that (i) the time of meetings of committees may be determined either by
7 resolution of the Board of Directors or by resolution of the committee; (ii) special meetings of
8 committees may also be called by resolution of the Board of Directors; and (iii) notice of special
9 meetings of committees shall also be given to all alternate members, who shall have the right to
10 attend all meetings of the committee. The Board of Directors may adopt rules for the government
11 of any committee not inconsistent with the provisions of these Bylaws. All actions of committees
12 shall be considered advisory only to the Board of Directors.

13
14 Section 3: EXECUTIVE COMMITTEE The Board of Directors may, by a majority
15 vote of directors, designate an Executive Committee (which shall consist of the four (4) officers of
16 the corporation) and delegate to such Committee the powers and authority of the Board in the
17 management of the Executive Director role, Board-staff relations, and decisions on behalf of the
18 Board of Directors in the interest of the Board and the corporate mission, except with respect to:
19 a) The approval of any action which, under law or provision of these Bylaws, requires the
20 approval of the members of a majority of all the members.
21 b) The filling of vacancies on the Board or on any committee which has the authority of
22 the Board.
23 c) The amendment or repeal of Bylaws or the adoption of new Bylaws.
24 d) The amendment or repeal or any resolution of the Board which by its express terms can
25 not be amended or repealed.

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

30 31 ARTICLE VIII 32 OFFICERS

33
34 Section 1. ELECTION AND APPOINTMENT. The officers of the corporation shall be a
35 Chairperson, a Vice Chairperson, a Secretary and a Treasurer which shall be elected by the Board
36 of Directors at its organization meeting.

37
38 Section 2. SUBORDINATE OFFICERS. The Board of Directors may appoint such other
39 officers as the business of the corporation may require, each of whom shall hold office for such
40 period, have such authority and perform such duties as are provided in these Bylaws or as the
41 Board of Directors may from time to time determine.

42
43 Section 3. REMOVAL AND RESIGNATION. Any officer may be removed, either with or
44 without cause, by two-thirds of the present and voting directors, at any meeting of the Board, and
45 any subordinate officer appointed pursuant to the foregoing Section 2 may be removed, either with
46 or without cause, by any officer upon whom such power of removal may be conferred by the
47 Board of Directors.

1
2 Any officer may resign at any time by giving written notice to the Board of Directors or to the
3 Chairperson, or to the Secretary of the corporation. Any such resignation shall take effect at the
4 date of the receipt of such notice or at any later time specified therein; and, unless otherwise
5 specified therein, the acceptance of such resignation shall not be necessary to make it effective.
6

7 Section 4. VACANCIES. A vacancy in any office because of death, resignation, removal,
8 disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for
9 regular appointments to such office.
10

11 Section 5. CHAIRPERSON. Subject to the control of the Board of Directors the Chairperson
12 shall be the general manager and chief executive officer of the corporation. The Chairperson shall
13 preside at all meetings of the members and of the Board of Directors. He or she shall sign and
14 execute, on behalf of the corporation and as its Chairperson, all bonds, deeds, contracts, and other
15 written instruments, not in these Bylaws otherwise expressly provided for, which shall have been
16 first duly authorized or approved by the Board of Directors. In the absence or other disability of
17 the Treasurer, the Chairperson shall perform all the duties pertaining to the office of Treasurer.
18 The Chairperson shall have such other powers and perform such other duties as may be prescribed
19 from time to time by the Board of Directors or by these Bylaws.
20

21 Section 6. VICE CHAIRPERSON. The Vice Chairperson shall perform the duties of the
22 Chairperson in the latter's absence or disability. In the event of the death, resignation or permanent
23 disability of the Chairperson, the Vice Chairperson shall succeed to the office of the Chairperson
24 and hold such office for the remaining term of such deceased, removed, or disabled Chairperson.
25 In the event of doubt or dispute, the Board of Directors shall have the power to determine by
26 majority vote whether or not the Chairperson is permanently disabled from the performance of his
27 or her duties. The Vice Chairperson shall have such other powers and perform such other duties as
28 may be prescribed from time to time by the Board of Directors or by these Bylaws.
29

30 Section 7. TREASURER. The Treasurer shall keep and maintain adequate and correct
31 books and records of accounts of the properties and business transactions of the corporation, shall
32 aid and assist the Secretary and Chairperson of the corporation, shall be responsible for the annual
33 report of the corporation, if any, and shall have such other powers and perform such other duties
34 as may be prescribed from time to time by the Board of Directors or by these Bylaws.
35

36 Section 8. SECRETARY. The Secretary shall execute such contracts and other documents on
37 behalf of the corporation as may be authorized or directed by the Board of Directors from time to
38 time. He or she shall prepare and keep at the principal office or such other place as the Board of
39 Directors may order, books of minutes of all meetings of the members and of the Board of
40 Directors. He or she shall keep a record of the names and addresses of all persons admitted as
41 members and the date of such admission, and the names of all persons whose memberships are
42 terminated and the date of such termination. The Secretary shall have such other powers and
43 perform such other duties as may be prescribed from time to time by the Board of Directors or by
44 these Bylaws. The Secretary may delegate one or more of his or her duties to such person or
45 persons as he or she may select, subject to approval by the Board of Directors.
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ARTICLE IX
MISCELLANEOUS

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

Section 2. FISCAL YEAR. The fiscal year of the corporation shall be from July 1 through June 30.

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

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

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

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ARTICLE X
AMENDMENTS

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

Section 2. RECORD OF AMENDMENTS. Whenever an amendment or new Bylaw is adopted it shall be inserted in the original Bylaws in the appropriate place. If any Bylaw is repealed, the fact of repeal and the date of the meeting at which the repeal was enacted or the date the written 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 initial Board of Directors of The Apple Valley Village Property and
5 Business Improvement District Association, 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 June 11, 2008, by the consent of all of the acting directors of said corporation.
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12 IN WITNESS WHEREOF, we have hereunto subscribed our names this 11th day of June, 2008.
13

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17 _____
18 Chairperson

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22 Vice-Chairperson

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25 _____
26 Treasurer

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28 Secretary

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31 Director

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33 Director

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36 Director

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38 Director

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41 Director

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43 Director

Director