

**BYLAWS OF THE
EL CAJON BOULEVARD
BUSINESS IMPROVEMENT ASSOCIATION**

ARTICLE I

Purposes

Section 1. Purposes The purposes for which this corporation is formed are those set forth in the Articles of Incorporation. All activities shall be nonpartisan, nonsectarian, nondiscriminatory against any person by reason of race, creed, color, sex or national origin.

ARTICLE II

Offices

Section 1. Principal Offices. The principal office for the transaction of business of this corporation is hereby fixed and located in the County of San Diego at such place as may from time to time be designated by the Board of Directors.

ARTICLE III

Membership

Section 1. Voting Membership The members of this corporation shall be those persons (including corporations and other associations) paying annual business license fees to the business improvement district. All such members shall have the right to vote on all matters requiring a vote of the members of the corporation; under law, the Articles of Incorporation or these Bylaws.

Section 2. Associate Membership Associate membership may be established by the Board of Directors upon such terms and conditions as it deems in the best interest of the district. District members shall not have the right to vote on any matters. Reference to "members" and "membership" in these Bylaws shall mean members as set forth in Article III, Section 1.

Section 3. Annual Dues Each member must pay, within the time and on the conditions set by the Board of Directors, the annual dues and assessments in amounts to be fixed from time to time by the Board.

Section 4. Termination of Membership

A.. The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:

1. The voluntary resignation of a member with notice as prescribed below;
2. The death of a member;

3. The dissolution of a corporate member;
 4. The nonpayment of dues or assessments, subject to the limitations hereinafter set forth; or
 5. Expulsion of a member based on the good faith determination by the Board of Directors, or a committee or person authorized by the Board of Directors to make such a determination, that the member has failed in a material and serious manner to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation, subject to the limitations hereinafter set forth.
- B. The membership of any member shall automatically terminate on such member's written request for such termination delivered to the President or Secretary of the corporation personally, or deposited in the United States first-class mail, postage prepaid.
- C. The membership of any member who is subject to expulsion or who fails to pay his or her dues or assessments when due and within sixty (60) days thereafter shall automatically terminate at the end of sixty (60) day period, provided such member was given both fifteen (15) days' prior written notice of the termination stating the reasons therefore and a timely opportunity to be heard on the matter of the termination. The notice shall be given personally to such member or sent by certified mail to the last address of such member as shown on the records of the corporation. The opportunity to be heard may, at the election of such member, be oral or in writing and shall occur not less than five (5) days before the effective date of the termination. The hearing shall be conducted at the principal office of the corporation or by a committee composed of five (5) or more members of the Board of Directors, as designated by the President. The hearing shall be presided over by the President of the corporation, who shall perform the following duties:
1. Read the charges against the subject member;
 2. Require that the charges be verified by the testimony of the person or persons making them;
 3. Hear any other witnesses against the subject member;
 4. Allow the subject member to cross-examine each witness following the testimony of that witness;
 5. Allow the subject member to make a statement in his or her own behalf;
 6. Allow the subject member to call witnesses in his or her own behalf; and

7. Allow the members of the committee conducting the hearing to question the witnesses after they have been questioned by the subject member.

The committee conducting the hearing shall conduct the hearing in good faith and in a fair and reasonable manner. The committee shall have the exclusive power and authority to decide that the proposed termination not take place.

- D. All the rights of a member in the corporation shall cease on the termination of such member's membership. Termination shall not relieve the member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees. The corporation shall retain the right to enforce any such obligation or obtain damages for its breach.

ARTICLE IV

Meetings of Members

Section 1. Annual Meetings Annual meetings of the corporation shall be held on the second Thursday of January of each year at San Diego, California, as may be designated by the Board of Directors in a notice of such meeting given. The election of directors shall take place at the annual meeting in accordance with Article V Section 4

Section 2. Monthly Meetings Monthly meetings of the members of this corporation shall be held on the second Thursday of each month in San Diego, California, or as may be designated by the Board in a notice of such meeting place.

Section 3. Special Meetings Special Meetings of the members of this corporation may be called at any time by the President, or by five percent (5%) of the membership. The object of such meetings shall be stated in the notice of such meeting, and no business shall be transacted other than stated in the notice of such meeting.

Section 4. Quorum Five percent (5%) of the members in good standing shall constitute a quorum for the transaction of business at any meeting of the members. Members must be present or give their proxies to another member; however, no member may carry more than one proxy at any meeting.

Section 5. Voting There shall be no cumulative voting. Members may vote by written proxy. A majority of the members present in person or by written proxy at a meeting at which a quorum is present shall be sufficient to decide the matter unless a vote of a larger proportion of the membership is required by law or these Bylaws.

Members entitled to vote shall have the right to vote either in person or by a written proxy executed by such person and filed with the Secretary of the corporation, provided that said proxy is dated and signed. Proxies shall remain in effect for thirty (30) days or until revoked. No member may carry more than one proxy to any meeting.

Section 6. Notice of Meetings Written notice of all members' meetings—annual, monthly, or special—at which members are required or permitted to take action, shall be given personally or by first-class or certified mail not less than ten (10) nor more than ninety (90) days before the date of the meeting, to each member. The notice shall