

Bylaws of

FROGTOWN ASSOCIATION OF BUSINESSES

a California Nonprofit Mutual Benefit Corporation

Article 1: Location of Offices

The name of this corporation is Frogtown Association of Businesses. It is a California nonprofit mutual benefit corporation with principal offices at 2041 Blake Avenue, Los Angeles, CA 90039. The Directors may change the principal office from one location to another, and this section shall be amended accordingly. The Board of Directors may at any time establish branch offices, either within or outside the State of California, in order to advance the proper purposes of the Corporation.

Article 2: Purpose

This corporation is a nonprofit mutual benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Mutual Benefit Corporation Law for lawful purposes. The specific purpose of this corporation is to improve the Elysian Valley Los Angeles neighborhood and to foster connections amongst the community's businesses. The purpose of the organization, moreover, is to empower the business community by providing access to meaningful professional connections and business development services that encourage economic opportunities in the neighborhood. Lastly, and to engage in any other lawful activities permitted under the California Nonprofit Mutual Benefit Corporation Law. The recital of these purposes as contained in this paragraph is intended to be exclusive of any and all other purposes.

Article 3: Membership

Section 3.1. *Member Classes*

This corporation shall have four classes of members:

1. Voting
2. Non-voting
3. Honorary
4. Non-profit

Section 3.2. *Member Eligibility*

Members shall be eligible for membership on approval of the membership application, as drafted and approved and which may be revised from time to time by the Board by the Board and on timely payment of such dues and fees as the Board may fix from time to time, in addition to the following requirements:

1. Members must be dedicated to the purposes of the corporation; AND
2. Members must possess a valid business license in good standing with a designated address located in the Elysian Valley; OR
3. Members have been approved by the Board.

Section 3.3. *Membership Rights*

Membership Rights. All Voting Members shall have the right to vote, as set forth in these bylaws, on the election of directors. In addition, those members shall have all rights afforded members under the California Nonprofit Mutual Benefit Corporation Law. If the corporation is dissolved, those members shall receive a prorata distribution of all assets, exclusive of those held in charitable trust, remaining after payment or provision for payment of the obligations and debts of the corporation and provision for any other payment required under applicable law.

Section 3.4. *Non-Voting, Honorary, and Non-Profit Members*

Nonvoting, Honorary, and Non-Profit Members. This corporation may refer to persons of classes or other persons or entities associated with it as "members," even though those persons or entities are not voting members as set forth in Section 3.3 of these bylaws, but no such reference shall constitute anyone as a member within the meaning of Corporations Code §5056 unless that person or entity shall have qualified for a voting membership under Section 3 of these bylaws. References in these bylaws to "members" shall mean members as defined in Corporations Code §5056; i.e., the members of the class(es) set forth in Section 3.1 of these bylaws. By amendment of its articles of incorporation or of these bylaws, the corporation may grant some or all of the rights of a member of any class to any person or entity that does not have the right to vote on the matters specified in Section 3 of these bylaws, but no such person or entity shall be a member within the meaning of Corporations Code §5056.

Section 3.5. *Dues, Fees, and Assessments*

Dues, Fees, and Assessments. Each member must pay, within the time and on the conditions set by the Board, the dues, fees, and assessments in amounts to be fixed from time to time by the Board. The dues, fees, and assessments shall be equal for all members of each class, but the Board may, in its discretion, set different dues, fees, and assessments for each class.

Section 3.6. *Members in Good Standing*

Good Standing. Members who have paid the required dues, fees, and assessments in accordance with these bylaws and who are not suspended shall be members in good standing.

Section 3.7. *Termination of Membership*

Termination of Membership. A membership shall terminate on occurrence of any of the following events:

- (1) Resignation of the member;
- (2) Expiration of the period of membership, unless the membership is renewed on the renewal terms fixed by the Board;
- (3) The member's failure to pay dues, fees, or assessments as set by the Board within 60 days after they are due and payable;
- (4) Any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
- (5) Termination of membership under Section 3.9 of these bylaws based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

Section 3.8. *Suspension Of Membership*

Suspension of Membership. A member may be suspended, under Section 3.8 of these bylaws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a

determination, that the member has failed in a material and serious degree to observe the corporation's rules of conduct, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests. A person whose membership is suspended shall not be a member during the period of suspension.

Section 3.9. *Termination Or Suspension Of Membership*

Procedure. If grounds appear to exist for suspending or terminating a member under Sections 3.7 or 3.8 of these bylaws, the following procedure shall be followed:

- (1) The Board shall give the member at least 15 days' prior notice of the proposed suspension or termination and the reasons for the proposed suspension or termination. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the corporation's records.
- (2) The member shall be given an opportunity to be heard, either orally or in writing, at least 5 days before the effective date of the proposed suspension or termination. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the suspension or termination should occur.
- (3) The Board, committee, or person shall decide whether the member should be suspended, expelled, or sanctioned in any way. The decision of the Board, committee, or person shall be final.
- (4) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice, must be commenced within 1 year after the date of the expulsion, suspension, or termination.

Section 3.10. *Transfer of Memberships*

Transfer of Memberships. A membership may be transferred to a prospective member meeting the qualifications set forth in Section 3.2 of these bylaws; provided, however, that no member may transfer a membership or any right arising from it for value. The Board may by resolution impose transfer fees or other conditions on the transferring party as it deems fit, provided that those fees and conditions are the same for similarly situated members. Under Section 3.9 of these bylaws, all rights of membership cease on the member's death, suspension, termination, or dissolution.

Section 3.11. *Meetings Held As Specified By Board*

Annual Meeting. A general meeting of members shall be held at least annually at such time and place, and on such notice, if any, as the Board may determine. Unless elected by written ballot, directors shall be elected at this meeting. Any other proper business may be transacted at this meeting.

Section 3.12. *Location of Meetings*

Location of Meetings. Meetings of the members shall be held at any place within or outside California designated by the Board or by the written consent of all members entitled to vote at the meeting, given before or after the meeting. In the absence of any such designation, members' meetings shall be held at the corporation's principal office. The Board may authorize members who are not present in person to participate by electronic transmission or electronic video communication.

Section 3.13. *Authority for Electronic Meetings*

Authority for Electronic Meetings. If authorized by the Board in its sole discretion, and subject to the requirements of consent in Corporations Code §20(b) and guidelines and procedures the Board may adopt, members not physically present in person (or, if proxies are allowed, by proxy) at a meeting of members may, by electronic transmission by and to the corporation or by electronic video screen communication,

participate in a meeting of members, be deemed present in person (or, if proxies are allowed, by proxy), and vote at a meeting of members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by and to the corporation or by electronic video screen communication, subject to the requirements of these bylaws.

Section 3.14. *Requirements for Electronic Meetings*

Requirements for Electronic Meetings. A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the corporation or by electronic video screen communication (1) if the corporation implements reasonable measures to provide members in person (or, if proxies are allowed, by proxy) a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2) if any member votes or takes other action at the meeting by means of electronic transmission to the corporation or electronic video screen communication, a record of that vote or action is maintained by the corporation. Any request by a corporation to a member pursuant to Corporations Code §20(b) for consent to conduct a meeting of members by electronic transmission by and to the corporation shall include a notice that absent consent of the member pursuant to Corporations Code §20(b), the meeting shall be held at a physical location in accordance with Section 3.12 of these bylaws.

Article 4: **Directors**

Section 4.1. *Powers*

Subject to limitations of the Articles and these Bylaws and of pertinent restrictions of the California Corporations Code, all the activities and affairs of the corporation will be exercised by or under the direction of the Board of Directors (the “Board”). Without prejudice to these general powers, but subject to the same limitations, it is hereby expressly declared that the Board will have the following powers in addition to the other powers enumerated in these Bylaws:

- (a) To select and remove all the officers, agents and employees of the corporation, prescribe duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation, and in their discretion require from them security for faithful service.
- (b) To make disbursements from the funds and properties of the corporation as are required to fulfill the purposes of this corporation as are more fully set out in the Articles of Incorporation and generally to conduct, manage, and control the activities and affairs of the corporation and to make rules and regulations not inconsistent with law, with the Articles of Incorporation, or with these Bylaws, as they may deem best.
- (c) To adopt, make, and use a corporate seal and to alter the form of the seal from time to time as they may deem best.
- (d) To borrow money and incur indebtedness on the corporation’s behalf for the purposes of the corporation and to execute and deliver, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities.
- (e) To the extent permitted by the exempt status of the organization, to carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may legally engage.

Section 4.2. *Number of Directors*

The authorized number of Directors of the corporation will be not less than 7 and not more than 10, with the exact number to be determined from time to time by the Directors until changed by an amendment of the Articles of Incorporation or by an amendment to these Bylaws. The number may be changed by the vote or written assent of a majority of the directors then in office.

Section 4.3. *Selection and Tenure of Office*

From time to time, new Directors may be elected at each annual meeting of the Directors. Each Director will serve for a period of 1 years and until a successor has been elected and qualified. If any annual meeting is not held, or the Directors are not elected at that meeting, the Directors may be elected at any special meeting of Directors held for that purpose.

Section 4.4. *Qualifications*

Each Director must believe without reservation in the purposes of the organization, must have been a Voting Member for at least one year prior to becoming a Director, must have attended and fully participated in at least one (1) official event of the corporation per year, and must attend at least seventy-five percent (75%) of the organization's Board meetings per year.

Section 4.5. *Interested Persons as Directors*

No more than 49 percent of the persons serving on the Board may be "interested persons." An interested person is (1) any person compensated by the corporation for services rendered to it within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (2) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of such person. However, any violation of this paragraph shall not affect the validity or enforceability of transactions entered into by the corporation.

Section 4.6. *Vacancies*

Any Director may resign effective on giving written notice to the Chair of the Board, the President, or the Secretary of the Board, unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is to take effect at some future time, a successor may be selected before that time, to take office when the resignation becomes effective. Except on notice to the California Attorney General, no director may resign if the corporation would be left without a duly elected director or directors.

Vacancies in the Board will be filled in the same manner as the Director or Directors whose office is vacant was selected, provided that vacancies to be filled by election by Directors may be filled by a majority of the remaining Directors, although less than a quorum, or by a sole remaining Director. Each Director so elected will hold office until the expiration of the term of the replaced Director and until a successor has been named and qualified.

A vacancy or vacancies in the Board will be deemed to exist in case of the death, resignation, or removal of any Director, or if the authorized number of Directors is increased.

The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have

breached any duty arising under the California Nonprofit Mutual Benefit Corporation Law.

No reduction of the authorized number of Directors will have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 4.7. *Removal of Directors*

A Director may be removed from office if any of the following has been found to have occurred:

- (a) The Director misses 25% or more Board meetings in a calendar year without cause.
- (b) The Director fails to attend and fully participate in at least one (1) official event of the corporation per year.
- (c) The Director becomes physically incapacitated or his or her inability to serve is established in the minds of a majority of the Board.
- (d) The Director is found to have engaged in activities that are directly contrary to the interests of the corporation.
- (e) The Director is found to be engaged in the misrepresentation of the corporation and its policies to outside third parties, either willfully, or on a repeated basis.
- (f) A majority of Directors who meet the qualifications set forth in Section 4.4 determine that the Director has not continued to meet these qualifications.
- (g) Subject of the terms of the Frogtown Association of Businesses Conflict of Interest Policy.

Before any removal occurs, the Director will be advised of the allegation and the basis for the allegation, and will be given an opportunity to present to the Board any contrary evidence, or explanation he or she may have. Removal must be by a majority vote of all the Directors.

Section 4.8. *Place of Meetings*

Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, special or adjourned) of the Board of Directors of the corporation may be held at any place within or without the State of California that has been designated for that purpose by resolution of the Board of Directors or by the written consent of all the members of the Board. Or, if not so designated, at the principal office of the corporation.

Section 4.9. *Regular Meetings*

Regular meetings of the Board will be held without call or notice on March 1, June 1, September 1, and December 1 of each year, at a time to be determined by the Board of Directors, at the offices of the corporation unless otherwise modified by the Board; provided, however, should this day fall on a Saturday, Sunday, or holiday observed by the corporation, then the meeting will be held at the same time on the next day thereafter ensuing that is a full business day.

Section 4.10. *Special Meetings*

Special meetings of the Board of Directors may be called at any time by order of the Chair of the Board, of the of the President, of any Vice President, of the Secretary, or of two or more of the Directors.

Section 4.11. *Notice of Special Meetings*

Special meetings of the Board will be held on 4 days notice by first class mail or a 48-hour notice given

personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. Any notice will be addressed or delivered to each Director or at the Director's address as it is shown on the records of the corporation or as may have been given to the corporation by the Director for the purpose of notice or, if the address is not shown on the records or is not readily ascertainable, then at the place at which the meetings of the Directors are regularly held.

Section 4.12. *Quorum*

Except as otherwise provided in these Bylaws, a majority of the authorized number of Directors will constitute a quorum except when a vacancy or vacancies prevents this majority, whereupon a majority of the Directors in office will constitute a quorum, provided such majority will constitute either one third of the authorized number of Directors or at least two Directors, whichever is larger, or unless the authorized number of Directors is only one. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Except as the Articles of Incorporation, these Bylaws and the California Nonprofit Mutual Benefit Corporation Law may provide, the act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present will be the act of the Board of Directors. A meeting at which a quorum is initially present may continue to transact business, despite the withdrawal of some directors from that meeting, if any action taken or decision made is approved by at least a majority of the required quorum for that meeting.

Section 4.13. *Participation in Meetings by Conference Telephone*

Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communications, or other communications equipment, so long as all members participating in the meeting can communicate with all of the other members concurrently, each member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection, to a specific action to be taken, and the corporation adopts and implements some means of verifying that the person communicating by telephone, electronic video screen, or other communications equipment is a director entitled to participate in the Board meeting, and that all statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director.

Section 4.14. *Waiver of Notice*

Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice. All waivers, consents, and approvals will be filed with the corporate records or made a part of the minutes of the meetings.

Section 4.15. *Section 4.15. Adjournment*

A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors' meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be fixed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place will be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 4.16. *Action Without Meeting*

Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board individually or collectively consents in writing to the action. The consent or consents will have the same effect as a unanimous vote of the Board and will be filed with the minutes of proceedings of the Board.

Any Directors or other authorized person who has given a written consent may revoke it by a writing received by the secretary of the corporation before written consents of the number of votes required to authorize the proposed action have been filed with the secretary.

Section 4.17. *Official Board Committees*

Committees of the Board may be appointed by resolution passed by a majority of the whole Board. Committees will be composed of two or more members of the Board, and will have the powers of the Board as may be expressly delegated to it by resolution of the Board of Directors, except with respect to:

- (a) The approval of any action for which the California Nonprofit Mutual Benefit Corporation Law also requires members' approval (must be approved by the Board as a whole);
- (b) The filling of vacancies on the Board or on any committee;
- (c) The fixing of compensation of the Directors for serving on the Board or on any committee;
- (d) The amendment or repeal of Bylaws or the adoption of new Bylaws;
- (e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;
- (f) The appointment of other committees of the Board or the members thereof;
- (g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or
- (h) The approval of any self-dealing transaction, as these transactions are defined in Corporations Code section 7233.

Any committee may be designated an Executive Committee or by another name as the Board will specify. The Board will have the power to prescribe the manner in which proceedings of any committee will be conducted. In the absence of any prescription, the committee will have the power to prescribe the manner in which its proceedings will be conducted. Unless the Board or committee will otherwise provide, the regular and special meetings and other actions of any committee will be governed by the provision of this Article applicable to meetings and actions of the Board. Minutes will be kept of each meeting of each committee.

Section 4.18. *Fees and Compensation*

Directors (as such) will not receive compensation for their services as Directors. Directors may receive a reasonable allowance for personal services actually rendered pursuant to resolution passed by a majority vote at a regular or special meeting of the members; reimbursement for expenses as may be fixed or determined by the Board.

Section 4.19. *Director Voting*

Each Director will have one vote on each matter presented to the Board of Directors for action. No Director may vote by proxy.

Section 4.20. *Contracts with Directors*

No Director of this corporation nor any other corporation, firm, association, or other entity in which one or more of this corporation's Directors are directors or have a material financial interest, will be interested, directly or indirectly, in any contract or transaction with this corporation unless (1) the material facts regarding

that director's financial interest in such contract or transaction or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and noted in the minutes, or are known to all members of the Board prior to the Board's consideration of such contract or transaction; (2) such contract or transaction is authorized in good faith by a majority of the Board by a vote sufficient for that purpose without counting the votes of the interested Directors; (3) before authorizing or approving the transaction, the Board considers and in good faith decides after reasonable investigation that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and (4) the corporation for its own benefit enters into the transaction, which is fair and reasonable to the corporation at the time the transaction is entered into. All definitions, terms, policies, and procedures subject to this Section 4.19 shall be constructed, reviewed, and approved by the Directors and documented in a separate Conflict of Interest Policy document.

This Section does not apply to a transaction that is part of an educational or charitable program of this corporation if it (1) is approved or authorized by the corporation in good faith and without unjustified favoritism and (2) results in a benefit to one or more Directors or their families because they are in the class of persons intended to be benefited by the educational or charitable program of this corporation.

Article 5: *Officers*

Section 5.1. *Officers*

The officers of the corporation will be a Chair of the Board or a President or both, a Secretary, and a Chief Financial Officer. The corporation may also have, at the discretion of the Board of Directors, one or more Vice Presidents, one or more Assistant Secretaries and such other officers as may be appointed in accordance with the provisions of Section 5.3 of this Article. One person may hold two or more offices, except that neither the Secretary nor the Chief Financial Officer may serve concurrently as the President or the Chair of the Board. Officers need not be Directors.

Section 5.2. *Election*

The officers of the corporation, except those officers as may be appointed in accordance with the provisions of Section 5.3 or Section 5.5 of this Article, will be chosen annually by, and will serve at the pleasure of, the Board of Directors, subject to the rights, if any, of an officer under any contract of employment. Each officer will hold his or her office until he or she resigns, is removed, or becomes otherwise disqualified to serve, or until his or her successor is elected and qualified.

Section 5.3. *Subordinate Officers*

The Board of Directors may appoint, and may empower the President to appoint, other officers as the business of the corporation may require, each of whom will hold office for the period, have the authority, and perform those duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 5.4. *Removal and Resignation*

Subject to the rights, if any, of any officer under an employment contract, any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board, or except in case of an officer chosen by the Board of Directors, by any officer on whom the power of removal may be conferred by the Board of Directors.

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

Section 5.5. *Vacancies*

A vacancy in any office because of death, resignation, removal, disqualification, or any other cause will be filled in the manner prescribed in the Bylaws for regular election or appointment to that office, provided that the vacancies will be filled as they occur and not on an annual basis.

Section 5.6. *Inability to Act*

In the case of absence or inability to act of any officer of the corporation and of any person authorized by these Bylaws to act in his or her place, the Board of Directors may from time to time delegate the powers or duties of the officer to any other officer, or any director or other person whom the Board may select.

Section 5.7. *Chair of the Board*

The Chair of the Board, if there will be such an Officer, will, if present, preside at all meetings of the Board of Directors, and exercise and perform those other powers and duties as may be from time to time assigned to him or her by the Board of Directors or prescribed by the Bylaws. If the corporation does not have a President, then the Chair will also have the powers otherwise given to the President.

Section 5.8. *President*

Subject to that supervisory powers, if any, as may be given by the Board of Directors to the Chair of the Board, if there be such an Officer, the President will be the Chief Executive Officer of the corporation and will, subject to the control of the Board of Directors, have general supervision, direction and control of the activities and Officers of the corporation. In the absence of the Chair of the Board, or if there is none, the President will preside at all meetings of the Board of Directors. The President will be ex-officio a member of all the standing committees, including the Executive Committee, if any, and will have the general powers and duties of management usually vested in the office of a President of a corporation, and will have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

Section 5.9. *Secretary*

The Secretary will keep, or cause to be kept, a book of minutes at the principal office or other place as the Board of Directors may order, of all meetings of the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting given, the names of those present at the Board and committees' meetings, and the proceedings of the meetings. The Secretary will keep, or cause to be kept, at the principal office in the State of California and the original and a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary will give, or cause to be given, notice of all meetings of the Board and any committees of the Board required by these Bylaws or by law to be given, will keep the seal of the corporation in safe custody, and will have other powers and perform other duties as prescribed by the Board.

Section 5.10. *Treasurer and Chief Financial Officer*

The Treasurer will be the Chief Financial Officer of the corporation and will keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account will at all reasonable times be open to inspection by any Director.

The Treasurer will deposit all monies and other valuables in the name and to the credit of the corporation with depositories designated by the Board of Directors. The Treasurer will disburse the funds of the corporation as may be ordered by the Board of Directors, will render to the President and the Directors, whenever they request it, an account of all of his or her transactions and of the financial condition of the corporation, and will have other powers and perform other duties as may be prescribed by the Board of Directors.

Section 5.11. *Salaries*

The salaries of the Officers will be fixed from time to time by the Board of Directors and no Officer will be prevented from receiving this salary because the Officer is also a Director of the corporation.

Article 6: *Other Provisions*

Section 6.1. *Endorsement of Documents; Contracts*

Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing, and any assignment or endorsement thereof, executed or entered into between this corporation and any other person, when signed by any one of the Chair of the Board, the President or any Vice President, and any Secretary, Assistant Secretary, the Treasurer or any Assistant Treasurer of this corporation will be valid and binding on this corporation in the absence of actual knowledge on the part of the other person that the signing Officers had no authority to execute the same.

The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, and except as provided in this Section, no officer, agent or employee will have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 6.2. *Representation of Shares of Other Corporations*

The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent, and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority in this section may be exercised either by any officer in person or by any other person authorized to do so in proxy or power of attorney duly executed by the officer.

Section 6.3. *Construction and Definitions*

Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Mutual Benefit Corporation Law will govern the construction of these Bylaws.

Section 6.4. *Amendments*

These Bylaws may be amended or repealed in whole or in part, and new Bylaws adopted by the Board of

Directors.

Section 6.5. *Record of Amendments*

Whenever an amendment or new Bylaw is adopted, it will be copied in the Book of Minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed will be stated in the Book.

Section 6.6. *Loans to Directors and Officers*

This corporation shall not lend any money or property to or guarantee the obligation of any director or officer without the approval of the California Attorney General, provided, however, that the corporation may advance money to a director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of his or her duties if that director or officer would be entitled to reimbursement for such expenses by the corporation.

Article 7: *Indemnification of Agents of the Corporation*

Section 7.1. *Definitions*

For purposes of this section, “agent” means any person who is or was a Director, Officer, employee, or other agent of this corporation, or is or was serving at the request of this corporation as a Director, Officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, or was a Director, Officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation; “proceeding” means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and “expenses” includes, without limitation, attorney fees and any expenses of establishing a right to indemnification under Section 7.4 or 7.5(c) of this Article.

Section 7.2. *Indemnification in Actions by Third Parties*

This corporation will have the power to indemnify any person who was or is a party, or is threatened to be made a party to any proceeding (other than an action by or in the right of this corporation to procure judgment in its favor, an action brought under Corporations Code section 5233, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) because that person is or was an agent of this corporation, against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of the person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent will not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the person’s conduct was unlawful.

Section 7.3. *Indemnification in Actions by or in the Right of the Corporation*

This corporation will have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of this corporation or brought under Corporations Code section 7142, or an action brought by the Attorney General or a person granted

relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor because that person is or was an agent of this corporation, against expenses actually and reasonably incurred by the person in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interests of this corporation and with the care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification will be made under this Section 7.3:

- (a) In respect of any claim, issue, or matter as to which the person will have been adjudged to be liable to this corporation in the performance of the person's duty to this corporation, unless and only to the extent that the court in which the proceeding is or was pending will determine on application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses which the court will determine;
- (b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or
- (c) Of expenses incurred in defending a threatened or pending action that is settled or otherwise disposed of without court approval, unless it is settled with the approval of the Attorney General.

Section 7.4. *Indemnification Against Expenses*

To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Section 7.2 or 7.3 of this Article in defense of any claim, issue or matter therein, the agent will be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 7.5. *Required Indemnification*

Except as provided in Section 7.4 of this Article, indemnification under this Article will be made by this corporation only if authorized in the specific case, on a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 7.2 or 7.3, by:

- (a) A majority vote of a quorum consisting of Directors who are not parties to the proceeding;
- (b) Approval of the members (Corporations Code section 5034), with the persons to be indemnified not being entitled to vote thereon; or
- (c) The court in which the proceeding is or was pending, on application made by this corporation or the agent, attorney or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

Section 7.6. *Advance of Expenses*

Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount unless it will be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 7.7. *Other Indemnification*

No provision made by the corporation to indemnify its or its subsidiary's Directors or Officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of Directors, an agreement or otherwise, will be valid unless consistent with this Article. Nothing contained in this Article will affect any right to indemnification to which persons other than the Directors and Officers may be entitled by contract or otherwise.

Section 7.8. *Forms of Indemnification Not Permitted*

No indemnification or advance will be made under this Article, except as provided in Sections 7.4 or 7.5(c) in any circumstances where it appears:

- (a) That it would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, a resolution of the Directors or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7.9. *Insurance*

The corporation will have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in the capacity as an agent or arising out of the agent's status as an agent whether or not the corporation would have the power to indemnify the agent against the liability under the provisions of this Article.

Section 7.10. *Nonapplicability to Fiduciaries of Employee Benefit Plans*

This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in the person's capacity as such, even though the person may also be an agent of the corporation as defined in Section 7.1 of this Article. The corporation will have power to indemnify the trustee, investment manager or other fiduciary to the extent permitted by Corporations Code section 7140(e).

Article 8: *Receipt, Investment, and Disbursement of Funds*

Section 8.1. *Receipt*

The corporation will receive all monies, other properties, or both monies and properties, transferred to it for the purposes for which the corporation was formed (as shown by the Articles of Incorporation). However, nothing contained herein will require the Board of Directors to accept or receive any money or property of any kind if it will determine in its discretion that receipt of the money or property is contrary to the expressed purposes of the corporation as shown by these Articles.

Section 8.2. *Investment*

The corporation will hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this corporation.

Section 8.3. *Disbursement*

No disbursement of corporation money or property will be made until it is first approved by the President, Treasurer, or the Directors of the corporation. However, the Directors will have the authority to appropriate specific sums to fulfill the objects and purposes for which the corporation was formed and to direct the officers of the corporation from time to time to make disbursements to implement the appropriations.

Section 8.4. Execution of Checks, etc.

All checks, drafts, demands for money and notes of the corporation, and all written contracts of the corporation will be signed by the officer or officers, agent or agents, as the Board of Directors may from time to time by resolution designate.

Article 9: Corporate Records and Reports

Section 9.1. Records

The corporation will maintain adequate and correct accounts, books and records of its business and properties. All these books, records, and accounts will be kept at its principal place of business in the State of California, as fixed by the Board of Directors from time to time.

Section 9.2. Inspection of Books and Records

Every Director will have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the corporation, and also of its subsidiary organizations, if any. The inspection may be made in person or by the director's agent or attorney. The right of inspection includes the right to copy and make extracts of books, records, and documents of every kind.

Section 9.3. Certification and Inspection of Bylaws

The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, will be open to inspection by the Directors of the corporation at all reasonable times during office hours.

Section 9.4. Dissolution

On dissolution of this corporation, the Board of Directors will cause the assets herein to be distributed to another corporation with purposes similar to that identified in the Articles of Incorporation, and Article 2 of these Bylaws.

Certificate of Secretary

I, the undersigned, being the Secretary of Frogtown Association of Businesses, hereby certify that the above Bylaws consisting of 16 pages were adopted as the Bylaws of this corporation pursuant to the unanimous written consent of the Board of directors effective as of July 27, 2018. The Bylaws are, as of the date of this certification, the duly adopted and existing Bylaws of this corporation.

IN WITNESS WHEREOF, I have set my hand this July 27, 2018

Tracy Stone
Tracy Stone (May 16, 2019)

Tracy Stone






20190429 FTAB Bylaws v4

Final Audit Report

2019-05-16

Created:	2019-05-16
By:	Counsel for Creators (office@counselforcreators.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAAIhpOCb6X3Y7mxi02nXCaL_bfURhyLcpw

"20190429 FTAB Bylaws v4" History

-  Document created by Counsel for Creators (office@counselforcreators.com)
2019-05-16 - 10:08:03 PM GMT- IP address: 69.63.83.246
-  Document emailed to Tracy Stone (tstone@tracystonearchitect.com) for signature
2019-05-16 - 10:08:53 PM GMT
-  Document viewed by Tracy Stone (tstone@tracystonearchitect.com)
2019-05-16 - 10:19:16 PM GMT- IP address: 98.152.81.198
-  Document e-signed by Tracy Stone (tstone@tracystonearchitect.com)
Signature Date: 2019-05-16 - 10:20:01 PM GMT - Time Source: server- IP address: 98.152.81.198
-  Signed document emailed to Counsel for Creators (office@counselforcreators.com) and Tracy Stone (tstone@tracystonearchitect.com)
2019-05-16 - 10:20:01 PM GMT