



BYLAWS

Of Gaslamp Quarter Association

(Adopted as of July 31, 1999)
(Amended September 24, 2008)
(Amended April 24, 2013)
(Amended March 27, 2017)
(Amended August 8, 2021)

ARTICLE I

Name, Purposes and Offices

Section 1.1 NAME. The name of this corporation, which is a California nonprofit mutual benefit corporation, is "Gaslamp Quarter Association" (the corporation).

Section 1.2 PURPOSES. The Corporation shall have the purposes set forth in its Articles of Incorporation, including but not limited to:

- a. Promoting and improving the business, economic and social environment of the Gaslamp Quarter National Historic District.
- b. Preserving and enhancing the existing sense of community within the Gaslamp Quarter.
- c. Promoting the Gaslamp Quarter as an integral part of the growing tourist and convention industry of the City of San Diego.
- d. The implementation and monitoring of fundraising to assure the continuation of the Gaslamp Quarter Association.
- e. Promoting, preserving, and enhancing the physical environment of the Gaslamp Quarter.

Section 1.3 PRINCIPAL OFFICE. The principal office for the transaction of the business of the corporation shall be within the Gaslamp Quarter in the City of San Diego, County of San Diego, and State of California. The Board of Directors is hereby granted full power and authority to change the said principal office from one location to another within the Gaslamp Quarter.

Section 1.4. OTHER OFFICES. Branch or subordinate offices may at any time be established by the Board of Directors at any place or places where the Corporation is qualified to do business.

ARTICLE II

Membership

Section 2.1. GENERAL CLASS OF MEMBERSHIP AND QUALIFICATIONS. Members shall be persons either owning or affiliated with a business and or property in the Gaslamp Quarter which possess a current San Diego business tax certificate, and which pay the Gaslamp Quarter Business Improvement District assessment (business improvement fee) or persons residing in the Gaslamp Quarter who support the purposes set forth in Section 1.2 hereof and who pay the membership fee established by the Board of Directors for such persons.

Section 2.2. ASSOCIATE CLASS OF MEMBERSHIP AND QUALIFICATIONS. The members shall own or be affiliated with a place of business that is located near the Gaslamp Quarter or that derives financial benefit from the activities in the Gaslamp Quarter. The associate members shall pay the membership fee established by the Board of Directors for such person or business. Associate members shall be approved by the Board of Directors. Associate members shall have all the rights afforded to general members.

Section 2.3. ADDITIONAL CLASSES OF MEMBERSHIP. The Board of Directors may from time to time establish another class or classes of members with right to vote for the election of Directors, on a disposition of substantially all of the assets of the Corporation, on a merger, on a dissolution or on changes to the Corporation's Articles of Incorporation or Bylaws, effective upon the vote of the members as set forth in this Section 2.3.

Section 2.4 PROPERTY RIGHTS. No members shall have any right or interest in any of the property or assets of this Corporation.

Section 2.5 NON-LIABILITY. Subject to compliance with the provisions of section 3.21 of these Bylaws, no member shall be personally liable for the debts, liabilities, or obligations of this Corporation. The Corporation will always maintain appropriate Directors and Officers insurance.

Section 2.6 PLACE OF MEETING. The annual meeting of members shall be held either at the principal office of the Corporation or at any other place within the City of San Diego, which may be designated by the Board of Directors pursuant to the authority hereinafter granted to the Board, or by the written consent of all members entitled to vote, given either before or after the meeting and filed with the Secretary of the Corporation.

Section 2.7 ANNUAL ORGANIZATIONAL MEMBERSHIP MEETING. The annual meeting of members of the Corporation shall be in June for the specific purpose of orienting the general membership on the accomplishments of the Gaslamp Quarter Association for the year.

Section 2.8 SPECIAL MEMBERSHIP MEETINGS. Special meetings may be held for any lawful purpose or purposes whatsoever, and may be called at any time the Chairperson, the Executive Director or at least thirty (30) percent of the Board of Directors.

Section 2.9. VOTING. Each voting member in good standing is entitled to one vote on each matter submitted to a vote of the members. Voting shall be voice vote unless the chairperson of the meeting at which such vote takes place directs such voting to be ballot. No single vote shall be split into fractional votes. Cumulative voting for the election of Directors or otherwise shall not be authorized.

Section 2.10. CONDUCT OF MEETING. Meetings of members shall be presided over by the Chairperson of the Corporation. Should the Chairperson be absent, then the Vice-Chairperson, and in the absence of both of them, the Secretary of the Corporation shall act as the Chairperson of the meeting. All meetings of members shall be conducted in accordance with Robert's Rules of Order except as otherwise provided in these Bylaws.

Section 2.11. NOTICE OF ALL MEMBERSHIP MEETINGS. Notice of all membership meetings shall be given to the Board of Directors at least ten (10) days prior to the date of the meeting by , email, posted on website and posted in a location where the public can view notice.

ARTICLE III

Board of Directors

Section 3.1. POWERS. Subject to the limitations of the Articles of Incorporation, of the bylaws, and of the General Nonprofit Corporation Law of the State of California and subject to the duties of Directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors. Without limiting the foregoing, the Board of Directors shall have the power to levy dues and assessments, to select and remove all officers or agents to enter into contracts and other commitments on behalf of the Corporation, and to appoint and delegate responsibilities and authority to committees, officers and agents.

Section 3.2 NUMBERS OF DIRECTORS. The authorized number of Directors shall consist of no less than eleven (11) and no more than nineteen (19), as determined by resolution of the Board of Directors, until changed by amendment of Articles of Incorporation or by a bylaw amending this section duly adopted by the Board of Directors. -Changed from min 15 max 21

Section 3.3 COMPOSITION OF BOARD OF DIRECTORS. The Board of Directors shall be comprised of persons satisfying the qualifications set forth in Section 2.1. and 2.2. The Board of Directors shall attempt to include on the Board of Directors two (2) property owners, two (2) residents, two (2) associate members, five (5) restaurant, bar or hotel owners and/or their representatives, five (4) retail merchants and/or their representatives, and five (4) businesses offering professional service. If there are fewer than nineteen (19) () directors, the board shall attempt allocate seats in equal proportions to the categories in the preceding sentence. The Board of Directors may alter the representation of the membership on the Board of Directors for a particular year by a special vote for that year.

Section 3.4 TERM OF OFFICE. All Directors shall be elected at the June meeting and thereafter shall serve for a term of two (2) years with expiration dates during alternate years to provide continuity.

Section 3.5 ELECTION AND TERM OF OFFICE. A nominee for the Board of Directors must actively serve on a committee for the Corporation for at least six months before being eligible to serve on the Board of Directors. The Directors shall be elected to the term as provided for in Section 3.4 of these Bylaws annually at each June meeting of the Corporation. All Directors shall hold office until (i) their respective successors are elected, (ii) they cease to be the owner, or operator or representative of a business within the Gaslamp Quarter and do not renew their membership as an associate member, (iii) they cease to reside in the Gaslamp Quarter, (iv) they fail to pay their membership or associate membership dues or (v) are removed or resign in accordance with the provisions of these Bylaws.

Section 3.7 RESIGNATION. Any Director may resign at any time by giving written notice to the Chairperson. Such resignation to take effect upon receipt of such notice or upon any date specified therein and shall not be contingent upon acceptance.

Section 3.8 VACANCIES. Vacancies in the Board of Directors, except for those created by the members' removal of a Director, may be filled by a vote of the majority of the remaining Directors then in office, and each Director so elected shall hold office until his successor is elected. A vacancy or vacancies shall be deemed to exist in the case of the death, resignation, or removal of any Director, or in case of the failure at any time to elect the full number of authorized Directors. If any Director tenders his resignation to the Board of Directors, then the Board shall have the power to elect a successor to take office at such time as the resignation shall become effective. No reduction in the number of Directors shall have the effect of removing the Director prior to the expiration of his term of office. All nominees to fill a vacancy on the Board shall agree in writing, prior to nomination, to serve on the Board if elected.

Section 3.9. PLACE OF MEETING. All meetings of the Board of Directors may be held at any place within the Gaslamp Quarter or near the Gaslamp Quarter including the location of a business owned by an associate member, which has been designated from time to time by the Board of Directors. In the absence of such designation, meetings shall be held at the principal office of the corporation.

Section 3.10 ANNUAL MEETING FOR ELECTIONS. Immediately following the June meeting of members, the count of written ballots for the election of Directors or any special meetings of the members at which Directors shall have been elected, if any, and not less frequently than annually, the Directors shall hold a retreat for the purpose of organizing the Board, the election of officers and the transaction of such business as may come before the meeting. Pending such organization meeting, all officers of the Corporation shall hold over, except any officer required by law or these Bylaws to be a Director and who does not qualify as a Director. A Director elected at such meeting of members, if any, shall forthwith become a member of the Board of Directors for purposes of such organization. In the event such a retreat shall not be held immediately following such meeting of members, it shall thereafter be held prior to the next members meeting or after a special meeting.

Section 3.11 NOTICE OF ORGANIZATION MEETINGS. Notice of organization meetings shall be given at least ten (10) days prior to the date of the organizational meeting to all persons eligible to serve on the Board of Directors.

Section 3.12 OTHER REGULAR MEETINGS. Regular meetings of the Board of Directors shall be held monthly. At any time, the board of directors may vote to change, postpone or cancel the date and time of any monthly meeting.

Section 3.13 SPECIAL MEETINGS. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Chairman or by any two (2) Directors.

Section 3.14 NOTICE OF MEETINGS. Notice of the time and place of each meeting of the Board of Directors not fixed by an express provision of the Bylaws shall be given to each Director not less than forty-eight (48) hours before the date of the meeting if given personally or by telephone or facsimile transmission and not less than four (4) days before the date of the meeting if given by first-class mail. Public notice of meetings shall be given in accordance with the Ralph M. Brown Act as follows:

a. Notice of regular meetings shall be posted in a publicly accessible location and on the corporation's website, if any, not less than seventy-two hours in advance of the

meeting. The notice shall contain the date, time and location of the meeting, and the general nature of the business to be transacted.

b. Notice of special meetings shall be posted in a publicly accessible location and on the corporation's website, if any, not less than twenty-four hours in advance of the meeting. The notice shall contain the date, time and location of the meeting, and the general nature of the business to be transacted.

c. The public notice provisions herein shall be subject to any amendments to the Ralph M. Brown Act.

Section 3.15 CONSENT OF MEETINGS. If public notice has been properly made, the transactions of the Board of Directors at any meeting however called and noticed or wherever held, shall be as valid as though done at a meeting duly held after call and notice if a quorum be present and if either before or after the meeting each Director not present signs a written waiver of notice, or a consent to the holding of such meeting or approval of the minutes thereof, or who attends the meeting without protesting prior thereto or at its commencement the lack of notice to such Director. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 3.16 OPEN PUBLIC MEETINGS. All meetings of the Board shall be open to the public to the extent required by law. However, nothing contained in these Bylaws shall be construed to prevent the Corporation from holding executive sessions.

Section 3.17 QUORUM. 51% of the current Board membership shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinafter provided. Every act or decision done or made by a majority of the Directors present shall be regarded as the act of the Board of Directors unless a greater number be required by law, by these Bylaws, or by the Articles of Incorporation.

Section 3.18 ADJOURNMENT. A majority of the Directors present, whether or not a quorum is present, may adjourn any Director's meeting to meet again at another time or place. In the event a meeting of the Board of Directors is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time or place shall be made five days prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 3.19 INDEMNITY FOR LITIGATION. The Corporation shall have and hereby agrees to exercise the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director, officer, employee or other agent of the Corporation, to the full extent allowed under the provision of section 7237 of the California Nonprofit Corporation Law relating to the power of a corporation to indemnify any such person. The amount of such indemnity shall be so much as the court determines and finds to be reasonable.

Section 3.20 STANDARD OF CONDUCT. Pursuant to section 7232 of the California Nonprofit Corporation Law, a Director shall perform duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner such Director believes to be in the best interest of the Corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a Director, a Director shall be entitled to rely on information, opinion, reports or statement, including financial statements or other financial data, in each case prepared or presented by:

a. One or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented.

b. Counsel, independent accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence; or

c. A committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director believes to merit confidence. Provided, that in any such case, the Director acts in good faith, after reasonable inquiry when the need thereof is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

ARTICLE IV

Officers

Section 4.1. OFFICERS. The officers of this Corporation shall be the Chairperson, First Vice-Chairperson, Second Vice-Chairperson, Secretary, Treasurer, and such other officers as the Board of Directors may appoint. No two offices may be held by the same person.

Section 4.2. ELECTIONS. The officers shall be elected by the Board of Directors within thirty (30) days of the June election.

Section 4.3. SUBORDINATE OFFICERS. The Board of Directors may appoint and may empower the Chairperson to appoint such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 4.4. REMOVAL AND RESIGNATION. Any officer may be removed, either with or without cause, by the Board of Directors at any regular or special meeting thereof, or except in the case of an officer chosen by the Board of Directors, by any officer upon whom such power of removal may be conferred by the Board of Directors.

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

Section 4.5. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled by electing a successor at the next regular meeting or special meeting and such successor shall hold office for the remaining term.

Section 4.6. ADVISORY BOARD. The Board of Directors may appoint an advisory board consisting of past active members of the Corporation. The board membership shall be honorary. The members are not required to attend any meetings of the Corporation but are invited to attend all meetings and will be consulted by the Board on an at will basis for advice relating to issues that previous Boards have reviewed and that have relevance to the issues currently being reviewed by the Board.

Section 4.7. CHAIRPERSON. Subject to the control of the Board of Directors, the Chairperson shall have general supervision, direction and control of the business and affairs of the Corporation. The Chairperson shall preside at all meetings of the Directors, shall serve

as an ex-officio member of all committees, shall annually prepare a report on the Corporation's activities and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The Chairperson shall have the power to sign checks as provided in section 7.4 of these Bylaws.

Section 4.8. VICE-CHAIRPERSON. In the absence or temporary disability of the Chairperson, the Vice Chairperson shall perform all of the duties of the Chairperson and in so acting shall have all of the powers of the Chairperson. The Vice-Chairperson shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The Vice-Chairperson has the power to sign checks as provided in section 7.4 of these Bylaws.

Section 4.9. SECRETARY. The secretary shall oversee, not necessarily record, a full record of the proceedings of the Board of Directors, shall keep the seal of the Corporation and affix it to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of records of the Corporation, shall deliver the annual statement required by section 7.6 to the Directors, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The Secretary has the power to sign checks as provided in section 7.4 of these Bylaws.

Section 4.10. TREASURER. The Treasurer shall receive and safely keep all funds of the Corporation and shall oversee the depositing of them within such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors and as provided in section 7.4 of these Bylaws, shall render to the Chairperson and Directors, whenever they request it, an account of all the transactions as Treasurer, and of the financial condition of the Corporation, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors. The Treasurer has the power to sign checks as provided in section 7.4 of these Bylaws.

ARTICLE V

Section 5.1. REPRESENTATION BEFORE PUBLIC BODIES. Any appearance on behalf of the Corporation before the City Council, or any other public body shall be made by the Chairperson. In the Chairperson's absence the Vice Chairperson, or a person specifically designated by the Board, may make such representations.

ARTICLE VI

Section 6.1. APPOINTMENT OF COMMITTEES. The Board of Directors, by resolution adopted by a majority of Directors then in office, may appoint an Executive Committee and such other committees and chairpersons of such other committees as the Board from time to time deems necessary or appropriate to conduct the business and further the objectives of this Corporation. The Chairperson shall be an ex officio member of all committees.

Section 6.2. QUALIFICATIONS FOR COMMITTEE MEMBERS. The chairperson of any committee must be appointed by the Board of Directors but that person does not need to be a member of the Board of Directors. The committee members must meet the qualifications of the members in sections 2.1 and 2.2.

Section 6.3. POWERS AND AUTHORITY OF COMMITTEES. The Board of Directors may delegate to the Executive Committee or any other committee composed entirely of directors and having the authority of the Board, any of the powers and authority of the

Board of Directors in the management of the business affairs of the Corporation, except the following:

- a. The approval of any action for which the Nonprofit Corporation Law also requires the approval of members of a Corporation.
- b. The filling of vacancies on the Board or in any committee which has the authority of the Board.
- c. The approval or repeal of Bylaws or the adoption of new Bylaws.
- d. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.
- e. The appointment of the committees of the Board or the members thereof.
- f. The expenditure of corporate funds to support a nominee for any Board of Directors position.

In the absence of specific and written delegation by the Board, no committee shall have power or authority to take any action other than investigating a particular matter and reporting to the Board for consideration of the matter by the Board.

ARTICLE VII

Section 7.1. FISCAL YEAR. The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June of the following year.

Section 7.2. INSPECTION OF CORPORATE RECORDS. The books of account and minutes of the proceedings of members of Directors, and of any Executive Committee or other committees of the Directors, shall be open to inspection at any reasonable time upon the written demand of any member. Such inspection may be made in person or by an agent or attorney, and shall include the right to make photocopies and extracts.

Section 7.3. REPRESENTATION OF SHARES OF OTHER CORPORATIONS. The Chairperson or any Vice-Chairperson or the Secretary of the Corporation are authorized to vote, i.e. present 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 herein granted to said officers may be exercised by such officers in person or by other persons authorized to do so by proxy duly executed by such officers.

Section 7.4. CHECKS, DRAFTS, ETC. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation and any and all securities owned by or held by the Corporation requiring signature for transfer shall be signed or endorsed by any two (2) of the following: Chairperson, Vice-Chairperson, Secretary, Treasurer, or the Executive Director.

Section 7.5. EXECUTION OF CONTRACTS. The Board of Directors, except as in the Bylaws otherwise provided, may authorize any officer, or officers, agent, or agents, to enter into a contract or execute any instrument in the name of and on behalf of the Corporation and such authority may be general or confirmed to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render its liable for any purpose or in any amount. Provided that pursuant to section 7214 of the Nonprofit Corporation Law, any such contract or instrument between the Corporation and

any third person, when signed by the Chairperson or any Vice-Chairperson and the Secretary or Treasurer of the Corporation, shall be valid and binding upon the Corporation in the absence of actual knowledge on the part of the said third person that the signing officers had no authority to execute the same.

Section 7.6. ANNUAL STATEMENT OF CERTAIN TRANSACTIONS AND INDEMNIFICATIONS. Pursuant to section 8322 of California Nonprofit Corporation Law, the Board of Directors shall cause an annual statement of certain transactions and indemnifications to be sent to the Directors no later than one hundred and twenty (120) days after the close of the fiscal year. If the Corporation issues an annual report, this requirement shall be satisfied by including the required information, as set forth below, in said annual report. Such annual statement shall describe:

a. The amount and circumstances of any indemnification or advances aggregating more than Ten Thousand (\$10,000) Dollars paid during the fiscal year of the Corporation to any officer or the Director of the Corporation; provided, that no such report need to be made in the case of indemnification approved by the members; and

b. Any "covered transaction" (defined below) during the previous fiscal year of the Corporation involving (i) more than Fifty Thousand (\$50,000) Dollars or, (ii) which was one of the number of "covered transactions" in which the same "interested person" (defined below) has a direct or indirect material financial interest, and which transactions in the aggregate involve more than Fifty Thousand (\$50,000) Dollars. The statement shall describe the names of any "interested persons" involved in such covered transactions, including such "interested persons" relationship to the transactions, and where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which the interested person is only a partner, only the interest of the partnership need be stated. For the purposes of this section, a "covered transaction" is a transaction in which the Corporation, or its parent or subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:

c. Any Director or officer of the Corporation, of its parent or subsidiary; or

d. Any holder of more than ten percent (10%) of the voting power of the Corporation, or of its parent or subsidiary.

For the purpose of this section, any person described in either subparagraph (i) or (ii) above is an "interested person."

Section 7.7. CORPORATE LOANS, GUARANTEES AND ADVANCES. The Corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer, except as is expressly allowed under Nonprofit Corporations Code section 7235.

Section 7.8. ANNUAL AUDIT. The corporate fiscal records shall be audited each year in accordance with the BID requirements in May. Said audit shall be coordinated by the Treasurer.

ARTICLE VIII

EFFECTIVE DATE AND AMENDMENTS

Section 8.1. EFFECTIVE DATE. These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption unless the Board of Directors of the Corporation in adopting them provide that they are to become effective at a later date.

Section 8.2. AMENDMENTS. These Bylaws may be amended or repealed and new bylaws adopted by the vote of the majority of the members of the Board of Directors then in office upon proper notice unless the action would materially and adversely affect the rights of members as to voting, dissolution, redemption, or transfer.

Notwithstanding the foregoing, in the event that there are two or more classes of voting members, Bylaws may be adopted, amended or repealed in accordance with this section 8.2; provided, that such adoption, amendment or repeal also requires approval by the members of a particular class if such action would (i) materially and adversely affect the rights, privileges, preferences, restrictions or conditions of that class as to voting, dissolution, redemption, or transfer in a manner different than such action affects another class; (ii) materially and adversely affect such class as to voting, dissolution, redemption or transfer by changing the rights, privileges, preferences, restrictions or conditions of another class; (iii) increase or decrease the number of memberships authorized for such class; (iv) increase the number of memberships authorized by another class; (v) effect an exchange, reclassification or cancellation of all or a part of the memberships or such class; or (vi) authorize a new class of memberships.

ARTICLE IX

POLICIES

Section 9.1. NON-DISCRIMINATION. In all of its dealings, neither the Corporation nor its directors, officers, and duly authorized agents shall discriminate against any individual or group for reasons of race, color, creed, sex, age, culture, national origin, marital status, sexual orientation, mental or physical handicap, or any category protected by state or federal law.

Section 9.2. DIVERSITY AND INCLUSION. The Corporation shall follow the goals and action items set forth in the Diversity and Inclusion Policy attached hereto as Exhibit A, as amended from time to time, and incorporated into these bylaws by reference, with respect to all hiring, management, and workplace practices as set forth therein.

Section 9.3. ANTI-HARASSMENT. The Corporation shall follow the principles, policies, and procedures set forth in the Anti-Harassment Policy attached hereto as Exhibit B, as amended from time to time, and incorporated into these bylaws by reference, at all times and in any instance where a director, officer, employee, or other covered person reports suspected activity which may violate the law or the Anti-Harassment Policy.

Section 9.4. CONFLICT OF INTEREST TRANSACTIONS. In any instance where the Corporation proposes to enter into a conflict-of-interest transaction, including self-dealing transactions as defined under Section 5233 of the California Nonprofit Corporation Law, the Corporation shall follow the procedures and rules set out in the Corporation's Conflict of Interest Policy attached hereto as Exhibit C, as amended from time to time and incorporated into these bylaws by reference.

Section 9.5. ANNUAL TRAINING. The Corporation shall provide no less than two (2) Anti-Harassment and Inclusivity training sessions each year for all officers, directors, employees, and executive board members to help ensure the principles, policies, and procedures set forth in the Anti-Harassment and Diversity and Inclusion policies are understood and implemented at all levels. Training will be conducted by the National Center for Conflict Resolution or such other accredited training service provider as the Corporation deems appropriate.

Certificate of Secretary

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of the Gaslamp Quarter Association, Inc.
2. That the foregoing Bylaws constitute the Bylaws of the said corporation as adopted as of July 31, 1999, amended September 24, 2008, and amended April 24, 2013, and amended March 27, 2017 and amended August 8, 2021 by the vote of the members and directors of the Corporation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the said Corporation this _____ day of August 25, 2021 at San Diego, California.

Howard Greenberg, Secretary