

RESOLUTION NO. 2017-001

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE ANAHEIM
TRANSPORTATION NETWORK APPROVING AMENDMENTS TO BYLAWS**

WHEREAS, the California Corporations Code requires each corporation upon its establishment to adopt Bylaws setting forth the governance of the corporation, and pursuant to California law, the Anaheim Transportation Network ("ATN") did adopt and file with the California Secretary of State its original Bylaws; and

WHEREAS, California law permits the amendment of corporate Bylaws in the manner set forth in the corporation's governing documents; and

WHEREAS, the original Bylaws for ATN provide that said Bylaws may be amended by a majority vote of the Board of Directors and a vote or written assent of more than fifty percent (50%) of all Voting Members present at an annual meeting; and

WHEREAS, on October 26, 2016, a majority of the Board of Directors of ATN approved amendments to the Bylaws of ATN; and

WHEREAS, on December 5, 2016, more than 50% of the ATN membership present at the general membership meeting approved by vote or written assent amendments to the Bylaws of ATN; and

WHEREAS, now the Board of Directors by this Resolution are reporting the results of the results of the election by ATN members in favor of aforementioned amendments to the Bylaws and declaring that said Bylaws are now deemed amended in accordance with ATN governing documents.

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE ANAHEIM TRANSPORTATION NETWORK DOES HEREBY FIND, RESOLVE, DETERMINE AND ORDER AS FOLLOWS:

Section 1. On October 26, 2016, the Board of Directors of ATN approved the proposed amendments to the Bylaws.

Section 2. On December 5, 2016, certain proposed amendments to the Anaheim Transportation Network ("ATN") Bylaws, to read in its entirety as set forth in Attachment "A" of this Resolution, were put to all members of the ATN, and said amendments were approved by vote or written assent by eight (8) ATN members present and disapproved by zero (0), with none of the members present casting a vote of abstention. Since one-hundred percent (100%) of all ATN members present at the annual meeting approved the amendments by vote or written assent, which exceeds the required fifty percent (50%) to amend the ATN Bylaws, the proposed amendments are deemed approved by the ATN membership.

Section 3. The Board of Directors of ATN hereby finds and declares that all prerequisites for amendments to the ATN Bylaws have been met, in accordance with State law and ATN governing documents, and does authorize and order that the Executive Director of ATN shall certify as to such amendment and take all steps necessary to update ATN governing documents and other acts necessary to comply with the order set forth in this Resolution.

ATTACHMENT "A"

RESTATED BYLAWS
OF
ANAHEIM TRANSPORTATION NETWORK

Amended December 5, 2017

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ARTICLE I**DEFINITIONS**

ACBC: The Anaheim Canyon Business Center of the City of Anaheim, as described in the attached plan designated "Exhibit D".

ARA: The Anaheim Resort Area of the City of Anaheim, as described in the attached plan designated "Exhibit A."

Articles: The Articles of Incorporation of the Anaheim Transportation Network on file in the Office of the Secretary of State.

ATN: The California non-profit corporation known as the Anaheim Transportation Network.

Board: The Board of Directors of ATN.

Commercial Office: Any property that is used for, or dedicated to, administrative work for private companies.

Event Center: Any facility whereby attendees visit or gather for a specific occasion or planned event. These include but are not limited to sports facilities, convention centers, theme parks, and theaters.

Employee: Any individual meeting described in California Labor Code section 3551, as may be amended from time to time.

Employer: Any business entity located in downtown Anaheim (as described in the attached plan designated as "Exhibit C") or in the ARA, ACBC or PT area and which has on its payroll one or more Employees.

Institutional Use: Hospitals, places of worship, educational, and government facilities.

Lodging Establishment: Any facility that provides temporary sleeping accommodations such as a hotel, motel, motor inn, apartment hotel, resort, and fractional ownership properties that are available for rental.

Manufacturing Facility: Any facility that manufactures, produces, builds, constructs, assembles, or fabricates products.

PT: The Platinum Triangle area of the City of Anaheim, as described in the attached plan designated "Exhibit B."

Restaurant: Any property where food and/or beverage is served, provided or sold to customers.

Retail Facility: Any property engaged in the sale or distribution of goods and services.

ARTICLE II **OFFICE**

2. **Principal Office:** The Principal Office for the transaction of the business of the ATN shall be located at 1354 South Anaheim Boulevard, Anaheim, California, or any location subsequently approved by the Board of Directors.

ARTICLE III **MEMBERS****3. Membership**

3.a **Voting Members:** Every Lodging Establishment, Retail Facility, Commercial Office, Institutional Use, Manufacturing Facility, Restaurant, and Event Center having a fixed place of business in the ATN service area shall be eligible for membership as a Voting Member. All Voting Members who are mandated to participate in ATN by any act of any governmental agency, including the City of Anaheim, may be referred to as a Mandatory Voting Member. Each Voting Member shall be entitled to one (1) vote. A Voting Member may authorize a representative to participate in all ATN general elections on its behalf. The Executive Director may promulgate rules for determining what documentation shall be required to substantiate a person's right to participate as a representative.

3.b **Ex-Officio Members.** Any government agency interested in the activities of the ATN and having some regulatory, funding, or other public-sector function directly related to services provided by ATN, as determined by the Executive Director, shall be eligible for membership as an Ex-Official Member. Ex-officio Members shall not be required to pay any dues or investments, except for the City of Anaheim, and shall not have voting privileges.

3.c **Associate Members.** Persons, firms, businesses, organizations, and other entities not eligible as Voting Members or Ex-Officio Members, shall be eligible to be Associate Members of the ATN. Associate Members may participate in ATN programs and activities, but shall not be entitled to vote. The Board may make membership as an Associate Member conditional upon the payment of a membership fee to be determined by the Board of Directors.

3.1 Termination or Suspension of Membership

3.1.a **Termination of Voting Members.** Membership in the ATN shall automatically terminate when such voting Member both ceases to maintain a place of business within the ARA, ACBC or the PT area of the City of Anaheim and ceases to receive services from ATN. Nothing in this section shall relieve any Member from its obligation to pay dues owed while a Member. A former Member whose membership is automatically terminated pursuant to this subsection shall be eligible to be an Associate.

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- 3.1.b **Suspension of Voting Members.** Membership as a Voting Member in the ATN shall be automatically suspended when such Voting Member is in default in the payment of dues or assessments for a period of three months. All voting rights and other applicable membership privileges shall be suspended until all past due balances and accounts are brought into good financial standing with the ATN.
- 3.1.c **Termination of Ex-Officio and Associate Members.** Any Ex-Officio Member or Associate Member may voluntarily withdraw from membership or Associate status by mailing or delivering written notice to the Chairman of the Board of the ATN. The effective date of termination shall be the tenth day following receipt of notice, unless a later date is stated in the notice.
- 3.1.d Termination of membership, whether voluntary or otherwise, shall not affect any Member's or Associate's obligations to the ATN which accrued before the effective date of termination, and nothing in this Section 3.2 shall limit the ability or rights of the ATN to initiate proceedings to collect unpaid sums.
- 3.2 ATN Membership shall not be transferrable.

ARTICLE IV**DUES**

4. **Dues and Other Charges.** Voting Members and Associate Members shall be severally liable for the payment of such dues, along with fees, charges, assessments, or penalties, as may from time to time be fixed and levied by the Board pursuant to the provisions of these Bylaws. Responsibility for payment of same shall be legal obligations and, in case of delinquency, shall be enforceable by legal action authorized by the Board.
- 4.1 **Annual Dues.** Annual Membership dues rates may be adjusted annually by affirmative vote of two-thirds vote of the ATN Board of Directors. The Membership Rate Structure include the following categories:
- 4.1.a **Lodging Establishments.** Annual dues rates for Lodging Establishments shall be calculated on a per-room basis.
- 4.1.b **Retail Facility.** Annual dues rates for Retail Facilities shall be calculated on a per square foot basis.
- 4.1.c **Event Centers.** Annual dues rates for Event Centers shall be calculated on a per-million visitors per venue basis. In addition, Event Centers shall be assessed a per-employee fee approved by the Board of Directors.
- 4.1.d **Commercial Office:** Annual dues rates for Commercial Offices shall be calculated on a per square foot basis.

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- 4.1.e Institutional Use: Annual dues rates for Institutional Uses shall be calculated on a per square foot basis.
 - 4.1.f Manufacturing Facility: Annual dues rates for Manufacturing Facilities shall be calculated on a per square foot basis.
 - 4.1.g Restaurant: Annual dues rates for Restaurants shall be calculated on per square foot basis.
 - 4.1.h **Associates.** Annual dues rates for Associate members shall be as approved by the Board of Directors.
 - 4.1.i **Multiple Properties in Same Category.** Owners with identical ownership structure and with more than one business in a certain category may become members as a single corporate entity with a single vote. Annual membership investments would be calculated using aggregate rooms, employees, or attendance figures. Owners wishing to maintain separate memberships, each with a separate vote, may do so by making the appropriate membership investment for each business.
 - 4.1.j **Multiple Properties in Different Categories.** Owners with identical ownership structure and with more than one business in separate categories (i.e. one Lodging Establishment and one Retail Facility), may become members as a single corporate entity with a single vote. Annual membership investments would be calculated using the percentage of total rooms, employees, or attendance figures; each percentage calculated using the unit for that category. The maximum annual investment rate shall be the higher category rate. Owners wishing to maintain separate memberships, each with a separate vote, may do so by making the appropriate membership investment for each business.

ARTICLE V BOARD OF DIRECTORS

- 5. Powers of Board. The business of the ATN shall be administered by its Board of Directors. In addition to the powers and duties of the Board as set forth in the Articles or elsewhere in these Bylaws, and subject to the limitations of the Articles, the Bylaws, and of the California Corporations Code as to actions to be authorized or approved by the Members, the Board shall have power and authority to exercise all corporate powers and to control the business and affairs of the ATN. Without prejudice to such general powers but subject to the same limitations, the Board is vested with and shall have the following power; to wit:
 - 5.a To select, appoint and remove all officers, agents and employees of the ATN, to prescribe such powers and duties for them as may be consistent

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- with law, with the Articles, and these Bylaws, and to fix the compensation of the Executive Director;
- 5.b To conduct, manage and control the affairs and business of the ATN and to make and enforce such rules and regulations therefor, consistent with law, the Articles and these Bylaws, as the Board may deem necessary or advisable.
 - 5.c To fix, determine and name from time to time, if necessary or advisable, the nonprofit corporation, city or public agency which is then or there organized or operated for purposes similar to the purposes of the ATN, to which the assets of the ATN may be distributed upon liquidation or dissolution according to the Articles. The assets so distributed shall be those remaining after satisfaction of all just debts and obligations of the ATN and after distribution of all property held or acquired by the ATN under the terms of a specific trust or trusts;
 - 5.d To adopt and use a corporate seal;
 - 5.e By resolution, to create one or more standing committees consisting of two or more Directors, to serve at the pleasure of the Board or the Chairman;
 - 5.f To suspend, by affirmative vote of 2/3 of the total number of Directors, the operation of all or any of these Bylaws, in extraordinary circumstances (such as a vacancy in the office of Executive Director for an extended period) making execution or implementation of the Bylaw or Bylaws infeasible; provided, however, the Board shall not have the power to remove any Director nor to appoint additional Directors nor to delay or omit an Annual Meeting of the Members nor to grant to themselves any power not expressly or impliedly granted to them by these Bylaws.
- 5.1 Number and Qualification of Directors. The Board shall consist of an odd number, not smaller than nine (9) nor greater than fifteen (15), of Directors, who shall serve for two-year, staggered terms. No less than one month before the annual meeting when the Directors are elected, the Board shall determine, by resolution, how many vacant seats will be open for the filling of the position of Director.
- 5.1.a Any Event Center located within The Platinum Triangle or The Anaheim Resort Area of the City of Anaheim and hosts more than 1 million visitors annually shall be granted a seat on the Board.
 - 5.1.b Any person who is the appointed representative of a Voting Member in good standing shall be eligible for nomination to the position of Director.

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- 5.2.c The Directors shall be elected by plurality vote of the Members present at the annual meeting, for alternating terms of two years each. In odd-number years up to eight (8) Directors shall be elected. In even-number years, up to seven (7) Directors shall be elected. Election of Directors shall be by secret, written ballot. All Directors shall hold office until the first regular or special meeting after their respective successors are elected.
- 5.2.d No more than 2 persons or twenty percent (20%) of the Board of Directors, whichever is less, shall consist of representatives of Voting Members who have the same ownership structure or the majority of whose ownership is owned or controlled by the same entity. In the event more than the maximum number of representatives of Voting Members as discussed in this Section is elected, the representative(s) with the most votes shall become Director(s).
- 5.2 Nomination. The Chair of the Board shall conduct an open call for nominations at the annual meeting. The ATN Board members and ATN members at large may recruit candidates for election to the Board. Self-nominations are acceptable. No person shall be nominated who does not consent to such nomination.
- 5.3 Removal of Directors by Recall. At any special meeting of the Members of which notice has been properly given as provided in these Bylaws, the entire Board or any individual Director may be removed from office as hereinafter set forth, provided that the notice of the meeting shall specify the action proposed and that such notice has also been given to the entire Board and to any individual Director whose removal is to be considered at the special meeting. The entire Board or any individual Director may be removed from office, for cause, by a majority of the required quorum; provided, however, that if the ATN has fewer than fifty (50) Members, then such removal must be approved by an affirmative vote of a majority of all Members entitled to vote. In the event that any or all Directors are so removed, new Directors may be elected at the same meeting.
- 5.4 Vacancies. Vacancies on the Board shall be filled for the remainder of their terms by nomination and appointment to the Board at the next regular Board meeting following such vacancies; provided, however, that if a vacancy occurs less than one month, but more than ten days, before a scheduled regular meeting of the Members, the election to fill that vacancy shall be held at that regular meeting. A person appointed Director to fill a vacancy as provided in this Section shall hold office for the unexpired term of his or her predecessor or until his or her removal or resignation as provided in these Bylaws.
- 5.4.a A vacancy or vacancies shall be deemed to exist on the Board in case of the death, resignation or removal of any Director, or upon the voluntary or automatic termination of the membership of the Member whom a Director represents. A Member whose appointed representative has resigned, been removed, or died may not appoint another representative to fill the vacant position, although the Member is eligible to submit a representative in nomination for that vacant position. If the Members shall increase the

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- authorized number of Directors but shall fail to elect the additional Directors as provided for at the meeting at which such increase is authorized, or at an adjournment thereof, or in case the Members fail at any time to elect the full number of the authorized Directors, a vacancy or vacancies shall be deemed to exist.
- 5.4.b At any annual or special meeting at which an increase in the number of Directors is authorized, the Members may elect the additional Directors at the meeting.
- 5.4.c If any Director is absent without excuse from three consecutive, noticed regular or special meetings of the Board, or any combination thereof, the office held by such person shall be deemed vacant and shall be filled in the manner provided in these Bylaws.
- 5.5 Meetings of the Board. All meetings of the Board shall be held at the Principal Office of the ATN or at any other location within the City of Anaheim designated by resolution or unanimous, written consent of the Board. Regular and special Board meetings shall be open to all Members, Ex-Officio Members and Associates; however, no Member, Ex-Officio Member or Associate who is not an officer or Director shall participate in any deliberation or discussion unless expressly authorized by a majority vote of the Directors present and voting. The Board may, upon the vote of a majority of the Directors present and voting, adjourn a Board meeting and reconvene in executive session exclusive of all Members who are not Directors, and exclusive of all Associate Members and Ex-Officio Members, and vote upon personnel matters, litigation in which the ATN is involved or is likely to become involved or may decide to become involved, and other, similar matters requiring confidentiality. The general nature of any and all business to be considered in executive session shall be announced in open session. Notwithstanding the above, all meetings shall be conducted in accordance with the Ralph M. Brown Act (California Government Code § 54950, et seq., hereafter "the Brown Act"), including all meetings held in executive session.
- 5.6.a Regular Meetings. The Board shall meet twice yearly in May and in November in conjunction with the Membership meetings. At its first regular or special meeting following the election of Board members at the Annual Meeting, the Board shall elect officers for the upcoming year. Each Ex-officio Member shall have the right to have a representative present at each regular and special meeting of the Board and to participate in such meetings in the same manner as the Directors, except that such representatives shall not be entitled to vote.
- 5.6.b Notice of Regular Meetings. The Secretary shall cause notice of the time and place of any regular meeting to be given in accordance with the Brown Act.
- 5.6.c Special Meetings - Notices. Special meetings of the Board for any purpose may be called at any time by the Chair of the Board or by any two (2) Directors other than the Chair. Written notice of the time and place of a special meeting and the nature of any special business to be considered thereat shall be posted in a

prominent place at the Principal Office and shall be either delivered personally to Directors or sent to each Director in accordance with the Brown Act.

- 5.6.d Director's Representative. If a Director cannot attend any regular or special meeting of the Board or general membership, they may appoint one regular representative to serve as their proxy. The Director must make this appointment in writing. The Director's representative shall exercise all voting authority granted to the Director.
- 5.7 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If none of the Directors is present, the Executive Director may adjourn any meeting to another time and place. If a Board meeting is adjourned for more than twenty-four (24) hours, notice of any adjournment to another time, or another time and place, shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of adjournment.
- 5.8 Waiver of Notice. The transaction of any business at any meeting of the Board, however called and noticed to the Directors, shall be as valid as though transacted at a meeting duly held after regular call and notice, if a quorum be present, and each Director who attends does so without protesting either prior thereto or at its commencement, the lack of notice to such Director, and if, either before or after the meeting, each of the Directors not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents and approvals shall be filed with the records of ATN or made a part of the minutes of the meeting.
- 5.9 Quorum. A majority of the number of Directors authorized by these Bylaws and appointed by the Directors or elected by the Members (even though one or more of the appointed Director positions may be vacant) shall be necessary to constitute a quorum for the transaction of business, except to adjourn as hereinbefore provided. Every act or decision made or done by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board.
- 5.10 Compensation and Expenses. The Executive Director shall receive such compensation as may be mutually agreed between the Executive Director and the Board. On or before May 1 of every year, and prior to the end of the ATN's fiscal year, the Board, or any ad hoc committee nominated by the Board, shall meet to discuss the Executive Director's compensation. No Director, and no officer other than the Executive Director, shall receive any compensation for services performed in the conduct of the ATN's business; provided, however, that the Board may cause a Member to be reimbursed for expenses incurred in carrying on the business of the ATN.
- 5.11 Indemnification of Directors, Officers and Employees. To the maximum extent permitted by and in accordance with the requirements and procedures of Section 5238 of the California Corporations Code or any successor state, as interpreted by the courts from time to time, the ATN shall reimburse, indemnify and hold harmless each present and future Director, officer, employee or other "agent" of the ATN (as such term is defined in said Section 5238 or any successor state) and each person who, at the

request of the ATN, acts as Director officer employee or agent of another foreign or domestic corporation, partnership, joint venture or other enterprise (hereinafter in this Section referred to as the "ATN representative"), from and against all loss, cost, liability and expense which may be imposed upon or reasonably incurred by such ATN representative, including reasonable settlement payments, in connection with any claim, action, suit or proceeding, or threat thereof, made or instituted, in which such ATN representative may be involved or be made a party to by reason of being or having been an ATN representative or by reason of any action alleged to have been taken or omitted by such ATN representative in such capacity. The right of indemnification provided in this Section shall inure to each ATN representative regardless of whether the claim asserted is based on matters which arose in whole or in part prior to the adoption of this Section, and in the event of the death of the ATN representative, shall extend to the legal representatives of such person. The right of indemnification provided in this Section shall not be exclusive of any other rights to which any person, or any other individual, may be entitled as a matter of law, under any agreement or otherwise.

- 5.12 Records. The Board shall cause to be kept a complete record of all its acts and corporate affairs and shall present a statement thereof to the Members at regular meetings of Members or at any special meeting where such statement is requested in writing by twenty-five percent (25%) of the Members entitled to vote at such meeting, at least two days prior to the meeting.

ARTICLE VI OFFICERS

- 6.1 Officers. The officers of the ATN shall consist of a Chair, Vice-Chair, Secretary, and Treasurer, all of whom shall be elected by the Board at its first regular meeting following the annual meeting of Members and shall serve for one year, and an Executive Director who shall serve at the pleasure of the Board.
- 6.2 The Chair of the Board shall preside at all meetings of the Board and of the Members. In the absence of the Chair, the Vice-Chair shall preside. In the absence of both the Chair and the Vice-Chair, the Executive Director shall preside.
- 6.3 The Vice-Chair shall perform all the duties of the Chair in the absence or disability of the Chair and, when so acting, shall have all the powers of, and be subject to, all the restrictions upon the office of Chair. The Vice-Chair shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or the Bylaws.
- 6.4 The Secretary shall keep, or cause to be kept, a book of Minutes at the Principal Office or such other place as the Board may order, of all meetings of Directors and Members, with the time and place of the holding of same, whether regular or special and, if special, how authorized, the notice thereof given, the names of those present or represented at Members' meetings, and the proceedings thereof.
- 6.4.a The Secretary shall keep, or cause to be kept, at the Principal Office, a membership register showing the following: (1) the names and addresses of all

members of the Board; (2) the name and address of each Voting and Non-voting Member and each Associate; (3) the property to which each membership relates; (4) the number of Sites or Premises owned by each Member; (5) the number of votes represented by each Member; (6) the number and date of membership certificates issued, if any; and (7) the termination of the membership of any Member or of the Associate status of any Associate, together with the date on which said membership or Associate status ceased and the number and date of cancellation of membership certificates, if any.

- 6.4.b A Member may do either or both of the following, if for a purpose related to such Member's interest in the ATN:
- 6.4.b.1 Inspect and copy the record of all the Members' names, addresses and voting rights, during regular business hours, upon five (5) business days' prior written demand to the ATN; such demand shall state the purpose for which the inspection rights are requested; or
 - 6.4.b.2 Obtain from the Secretary, upon written demand and tender of a reasonable charge, a list of the names, addresses and voting rights of those Members entitled to vote for the election of Directors, as of the most recent record date for which it has been compiled or as of a date specified by the Member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available on or before the later of ten (10) business days after the demand is received or after the date specified therein as the date as of which the list is to be compiled.
- 6.4.c Without consent of the Board, no membership list or part thereof may be used by any person for any purpose not reasonably related to a Member's interest in the ATN. Without limiting the generality of the foregoing, without the consent of the Board, no membership list or part thereof may be used in any of the following ways:
- 6.4.c.1 To solicit money or property unless such money or property will be used solely to solicit the vote of the Members in an election to be held by the ATN or to support an activity of the ATN;
 - 6.4.c.2 For any purpose which the user does not reasonably and in good faith believe will benefit the ATN;
 - 6.4.c.3 For any commercial purpose or purpose in competition with the ATN;
 - 6.4.c.4 Sold to or purchased by any person.
- 6.4.d The Secretary shall give, or cause to be given, notice of all meetings of the Members and of the Board required by the Bylaws or by law to be given, and shall keep the seal of the ATN in safe custody, and shall have such other powers

and perform such other duties as may be prescribed by the Board or by these Bylaws.

- 6.5 The Treasurer shall cause to be kept and maintained adequate and correct account of all the properties and business transactions of the ATN. The Treasurer shall verify that books of account shall be open to inspection by any Director or by any Member at all reasonable times.
- 6.6 The Treasurer shall authorize expenditures as required by the Board from such depository institutions as may be designated by the Board. The Treasurer shall render requests of the Chair and Directors to carry out stated aims and objectives of the organization to ensure that financial checks and balances exist to account for the monetary condition of the ATN. The Treasurer shall direct accurate and complete presentation of financial documentation, at a reasonable level of detail, to provide a clear audit trail for all transactions. Treasurer shall have such other powers and perform such other duties as may be prescribed by the Board and/or these Bylaws.

ARTICLE VII MEETINGS OF MEMBERS

- 7.1 Regular and Special Meetings of Members.
- 7.1.a Location of Meetings. All meetings of Members shall be held at the Principal Office of ATN, or at such other location within the City of Anaheim, as the Board in its discretion may select.
- 7.1.b Regular Meetings. The Members shall meet twice yearly, in May and November, at a time and place to be fixed from time to time by the Board. The November meeting each year shall be the Annual Meeting, at which election of Directors shall take place, together with other business. A majority of the voting Members shall constitute a quorum for the transaction of business at any meeting of the Members.
- 7.1.c Presiding Officer. The presiding officer at meetings of the Members shall be the Chair or, in the absence of the Chair, the Vice-Chair or, in the absence of both the Chair and the Vice-Chair, the Executive Director.
- 7.1.d Notice of Regular Meetings. The Secretary shall cause notice of regular meetings of Members to be posted at the Principal Office of the ATN and to be given by United States Mail to all Voting and Non-voting Members at least ten (10) calendar days prior to the date fixed by the Board for the meeting. Failure of any Member, Ex-officio Member or Associate to receive actual notice of any regular meeting shall not affect the validity or binding effect of any action taken at the meeting. In addition, all notice requirements of the Brown Act shall be met.
- 7.1.e Special Meetings. The Members of the ATN may hold special meetings for any purpose at the call of the Chair of the Board. Additionally, the Chair shall call a special meeting upon a vote by a majority of a quorum of the Members of the

Board, or upon receipt by the Secretary of a written request for a special meeting signed by at least ten percent (10%) of the voting Members, or upon the request of the Executive Director, or the request of any other person or persons entitled to call such a meeting under Section 7510(e) of the California Corporations Code. Upon receipt of such request, the Secretary shall cause notice to be given to the Members entitled to vote within ten (10) days after such request that a meeting will be held at the time fixed by the Chair, which time shall be not less than twenty (20) days nor more than sixty (60) days after the receipt of the request. The Secretary of the Board shall also cause notice of special meetings to be posted at the Principal Office of ATN. The notice shall specify the place, date and time of the meeting and the general nature of the business to be transacted, and that no other business may be transacted. In addition, all notice requirements of the Brown Act must be met. Failure of any Member to receive actual notice of any special meeting shall not affect the validity or binding effect of any action taken at the meeting.

7.2 Certificate of Secretary. A declaration of the mailing or other means of giving notice to Members of any Members' meeting shall be executed by the Secretary and a copy thereof shall be filed in the minute book of the ATN.

7.3 Adjournment for Lack of a Quorum. In the absence of a quorum, any meeting of the Members may be adjourned from time to time by the presiding officer, but no other business shall be transacted.

ARTICLE VIII COMMITTEES

8.1 Ad Hoc Committees. The Chair of the Board shall be authorized to establish any number of ad hoc committees to investigate or discuss any issues related to the ATN and report back to the Board. No standing committees shall be established, except by action of the Board.

ARTICLE IX MISCELLANEOUS

9.1 Record Date. The Board may fix a time, which shall be in the future, not exceeding sixty (60) days nor less than ten (10) days preceding the date of any regular or special meeting of the Members or the mailing of written ballots, as a record date for the determination of the Members, Ex-Officio Members and Associates entitled to notice of any such meeting, or to be sent such written ballots, and in such case only those Members, Ex-Officio Members and Associates of record on the date so fixed shall be entitled to notice of such meeting notwithstanding any change in any membership on the books of the ATN after any record date so fixed.

9.2 Inspection of Corporate Records.

9.2.a The membership register, voting rights, books of account and minutes of meetings of the Members, of the Board, and any committees of the Board or of the Members shall be made available for inspection any copying by any Member, Ex-Officio Member or Associate, at the Principal Office or such other

place within the City of Anaheim as the Board shall prescribe, all as provided in the Corporations Code of the State of California.

- 9.2.b The Board shall establish reasonable rules with respect to notice to be given to the custodian of the records by the Member, Ex-Officio Member or Associate desiring to make the inspection; hours and days of the week when such inspection may be made; and payment of the cost of providing copies of documents requested by a Member, Ex-Officio Member or Associate.
- 9.2.c Every Director shall have the absolute right at any reasonable time to inspect all books, records and documents of the ATN and the physical property owned or controlled by the ATN, all as provided in the Corporations Code of the State of California. Without limiting the generality of the foregoing, the right of inspection by a Director includes the right to make extracts and copies of documents.
- 9.3 Checks and Drafts. All checks, drafts, or other orders for payment of money, or notes or other evidences of indebtedness, issued in the name of or payable to the ATN, shall be signed or endorsed by the Treasurer and such officer or officers and in such manner as, from time to time, shall be determined by resolution of the Board.
- 9.4 Contracts; How Executed. The Board, except as otherwise provided in these Bylaws, may authorize any officer or officers, agent or agents, to enter into any written contract or execute any instrument in the general, or confined to specific, instances; and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the ATN by any contract or engagement or to pledge its credit or to render it liable for any purpose or for any amount.
- 9.5 Annual Report and Other Financial Information. A report consisting of the financial information required by Section 6321 of the Corporations Code shall be distributed within one hundred twenty (120) days after the close of the corporation's fiscal year to all Members, Ex-Officio Members and Associates, regardless of the number of Members, Ex-Officio Members, and Associates or the amount of assets of the ATN.
- 9.5.a This report shall also contain a statement of the place where the names and addresses of the current Members and Associates may be found and any information regarding inside transactions required to be reported by Section 6322 of the Corporations Code or any successor statute hereof.
- 9.5.b In addition to financial statements, the Board shall annually distribute within sixty (60) days prior to the beginning of the fiscal year a statement of the ATN's policies and practices in enforcing its remedies against Members for defaults in the payment of investments and assessments, including the recording and foreclosing of liens against the Member's Site."

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- 9.6 Inspection of Bylaws. The ATN shall keep in its Principal Office the original or a copy of the Bylaws as amended, certified by the Secretary, which shall be open to inspection by all Members, Ex-Officio Members and Associates at all reasonable times.
- 9.7 Singular Includes Plural. Wherever the context of these Bylaws requires same, the singular shall include the plural, and the masculine shall include the feminine.
- 9.8 Conflicts. In the case of any conflict between the Articles and these Bylaws, the Articles shall control; and in the case of any conflict between the Rules and these Bylaws, the Bylaws shall control.

ARTICLE X AMENDMENTS

- 10.1 Powers of Members. The Bylaws may be adopted, amended or replaced only by the vote or written assent of the following:
- 10.1.a A majority vote of the Board of Directors, and
 - 10.1.b A vote of approval by more than fifty percent (50%) of all Voting Members present at an annual meeting; or more than fifty percent (50%) of all Voting Members present at special meeting of the Members if a quorum is established.
 - 10.1.c Notwithstanding the above provisions, the percentage of the total voting power of the ATN necessary to amend a specific clause or provision in the Bylaws shall not be less than the prescribed percentage of affirmative votes required for action to be taken under that clause or provision.
 - 10.1.d Whenever an amendment or new Bylaw is adopted, the amendment or new Bylaw shall take effect immediately upon adoption, unless a later date is stated in the motion or other action adopting the amendment or new Bylaw. Whenever a Bylaw is repealed, the repealed Bylaw shall cease to be effective immediately upon repeal, unless otherwise stated in the motion or other action effecting the repeal.
- 10.2 Record of Amendments. Whenever an amendment or new Bylaw is adopted it shall, together with its effective date, be placed in the book of 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, and the effective date of the repeal, shall be stated in said book.
- 10.3 Biennial Review of Bylaws. At any Annual or Special Meeting of the Members, the Board may present its recommendations for additions, repeals and other amendments to the Bylaws, and the Members shall vote on each proposed addition, repeal and other amendment. Amendments may also be proposed by any Member at any Annual or Special Meeting of the Members and may be adopted at the same Meeting or at an adjourned Regular Meeting, provided adequate notice is provided consistent with the Brown Act.

ARTICLE XI ENFORCEMENT OF RULES

- 11. Rules and Enforcement. The following provisions shall govern the promulgation of the ATN Rules, which may include the establishment of a system of fines and penalties:
 - 11.1 The Board in its discretion shall adopt such rules and regulations for the establishment of finds and penalties as are consistent with applicable law, these Bylaws, and the Articles of Incorporation on file for the ATN. Such fines and penalties shall be binding upon all Members, and shall apply to Members who fail to make payments as required by these Bylaws, or who otherwise violate these Bylaws or ATN rules and regulations.
 - 11.2 No fine or penalty shall be imposed unless and until the Member who is the subject of the fine or penalty has been provided notice of same, and afforded a reasonable opportunity to respond or refute the appropriateness of the fine or penalty.
 - 11.3 Nothing in these Bylaws shall preclude the City from enforcing its laws, rules, or regulations affecting any Member. The ATN shall assist the City in its obligations to fully enforce mitigation measures described in Mitigation Monitoring Program No. 0085 (Clean Air Shuttle Program in ARA and the PT) or any other similar mitigation programs and shall comply with all local, state, and federal statutes, regulations, and ordinances affecting ATN Members.

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