

BY LAWS
OF
THE PASADENA CENTER OPERATING COMPANY

ARTICLE I

NAME

Section 1. NAME. The name of this corporation is the Pasadena Center Operating Company.

ARTICLE II

PRINCIPAL OFFICE

Section 2.1 PRINCIPAL OFFICE. The principal office for the transaction of the activities and affairs of the Corporation is hereby fixed and located at 300 East Green Street, Pasadena, California. The City Council is hereby granted full power and authority to change said principal office from one location to another in the County of Los Angeles. Any such change shall be noted by the Secretary opposite this section, but shall not be considered an amendment of the Bylaws. This Section may be amended to state the new location.

Section 2.2 The directors may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE III

PURPOSES

Section 3.1 The specific and primary purpose for which this corporation is formed is to return economic and civic value to the City of Pasadena by managing ~~a civic auditorium and conference center~~, the Pasadena Civic Auditorium, the Pasadena Convention Center, the Pasadena Convention and Visitor's Bureau and the Pasadena Ice Skating Center.

Section 3.2 This corporation is organized exclusively to exercise an essential governmental function, within the meaning of 26 U.S.C. Section 115 of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law and for charitable purposes within the meaning of 26 U.S.C. Section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law and operated solely for the benefit of and in connection with the city of Pasadena.

Section 3.3 The corporation serves as the Owners' Association for the Pasadena Tourism Business Improvement District (PTBID) as defined in Streets and Highways Code Section 36612 under the PTBID established by Resolution by the Pasadena City Council.

Article IV

MEMBERS

Section 4.1 Classification of Members. There shall be but one class of Members of the Corporation, and the rights, powers and privileges of all Members shall be equal.

Section 4.2 Qualification of Members; Termination of Membership. The persons who are Directors of this Corporation from time to time shall be the only Members of the Corporation, and upon ceasing to be a Director of this Corporation, such person shall also cease to be a Member.

Residency Requirements. All Members except the City Manager or his/her authorized representative, the commercial real property interest member, the Tournament of Roses representative and the hotel representatives as set forth in paragraph 5.4 shall be residents of the City of Pasadena.

Section 4.3 Meetings.

A. Regular Meetings. The Corporation shall provide for its regular meetings provided that it shall hold at least one regular meeting in each year. The dates upon which, and the hour and place at which, any regular meeting shall be held shall be fixed by resolution.

B. Ralph M. Brown Act. All meetings of the Corporation, including without

limitation, regular, adjourned regular and special meetings, shall be called, noticed, held and conducted in accordance with the provisions of the Ralph M. Brown Act (commencing with Section 54950 of the Government Code of the State of California).

Section 4.4 Quorum. ~~The presence in person of a majority of the Members of the Corporation shall constitute a quorum for the transaction of business at any meeting of Mem~~A quorum for the transaction of business at any meeting of Members shall be a majority of the Members of the Corporation who have been appointed by the City Council, and the City Manager or his/her designee, who have been sworn in by the City Clerk.

Every act or decision done, or made 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 of Directors unless a greater number is required by law or by the Articles of Incorporation. Each member shall have one vote on each matter duly before the board for action, and votes may not be cast by proxy or by representative.

Section 4.5 Voting. The voting rights of the Members of this Corporation shall be equal.0

Section 4.6 Property Rights. The Members of this Corporation shall have no property rights in the assets of this Corporation, upon dissolution or otherwise.

ARTICLE V

DIRECTORS

Section 5.1 General Powers. Subject to limitation of the Articles of Incorporation, of Pasadena Municipal Code Chapter 2.165, and of all applicable federal, state and local laws and regulations, all powers of the Corporation 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 of the corporation.

Section 5.2 Specific Powers. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following specific powers.

Section 5.2.1 To select and remove all the other officers, agents, and employees of the Corporation; prescribe such powers and duties for them as may not be inconsistent with law, or the Articles of Incorporation, or the Bylaws, fix their compensation and require from them security for faithful service.

Section 5.2.2 To conduct, manage, and control the affairs and business of the Corporation, and to make such rules and regulations therefore not inconsistent with the law, the Articles of Incorporation, or the Bylaws, as they may deem best.

Section 5.2.3 To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered

therefore, in the name of the Corporation, promissory notes, bonds, debentures, deeds of trust, mortgages, hypothecations, or other evidences of debt and securities therefore.

Section 5.2.4 To appoint an Executive Committee and other committees, and to delegate to the Executive Committee any of the power and authority of the Board of Directors in the management of the business and affairs of the Corporation, except the power to adopt, amend or repeal Bylaws.

Section 5.3 Number of Directors. The authorized number of Directors shall be ~~fourteen (14)~~ fifteen (15).

Section 5.4 Appointment and Term of Office.

Section 5.4.1 The Mayor shall nominate eight (8) directors from persons recommended by the other seven (7) City Councilmembers. Such nominations shall include a member of the City Council. The major hotels in Pasadena may nominate one (1) representative per hotel for a total of not more than four (4) directors. A major hotel is defined herein as a property of over 250 rooms. The City Manager, or his or her authorized representative, at the election of the City Manager by written notice to the City Clerk, is appointed a member. The City Council finds and declares that because the purposes and objectives of the Pasadena Center can

succeed only with the cooperation and active support of the surrounding commercial property owners, the Mayor may nominate a member who has an economic interest in commercial real property situated within the proposed Midtown/Civic Auditorium sub-district to represent and further the interests of persons with such an economic interest. An economic interest in real property is defined under Title 2, California Code of Regulations, section 18703.2. As defined therein, a member has an economic interest in commercial real property within the proposed Midtown/Civic Auditorium sub-district within the Central District Specific Plan framework of the City where the member has a direct or indirect interest worth two thousand dollars (\$2,000) or more in fair market value that is zoned or used for commercial purposes and which is located in the said sub-district, which sub-district is depicted on maps on file in the Planning Department. Said member's economic interest shall not have a reasonably foreseeable material financial effect on other economic interests held by the member other than the economic interest the member was appointed to represent. Said member shall not participate in any decisions that will financially affect the member's economic interest in a manner that is substantially different from others with the economic interest he is appointed to represent. The Tournament of Roses Association may

nominate one member. All nominations except the City Manager or his or her designee shall be approved by the City Council.

Section 5.4.2 Directors, except hotel representatives, shall be appointed for a term of three years, and directors, except for the City Manager or his/her appointed representative, shall serve no more than two consecutive terms. The City Manager and City Council representative are exempt from the two-term limit; they can serve as long as they hold their respective City position. A term of less than one year shall not be considered a full term. Terms expire on June 30 of the applicable years. A director shall continue in office for the term for which he/she was appointed or until his/her successor is appointed. No director, except for the City Manager or his/her appointed representative, and the City Council representative who has served two consecutive terms shall be eligible for reappointment to the Board prior to the passage of a two-year interval.

Section 5.4.3 Each hotel member will serve two years on a rotating basis. Starting in 2001 fiscal year, there shall be four hotel Members serving at one time and the rotation of said Members shall be established by the Board of Directors. The cycle established by the Board of Directors will continue and any new major hotel will be brought into the rotation.

Section 5.4.4 All nominations are subject to ratification by the City

Council.

Section 5.4.5 If a Member is required to live in the City and ceases to reside in the City prior to the expiration of a term, the Member may complete the term only upon approval by the City Council pursuant to Section 2.165.030.

Section 5.4.6 Any Member of the Board may be removed by the City Council for cause as specified in the Corporations Code or Articles of Incorporation, or Bylaws or the rules and policies of the Corporation. Any Member of the Board may be removed by the City Council if he/she is required to live in the City and -ceases to reside in the City or has three (3) consecutive unexcused absences.

Section 5.5 Vacancies. Any vacancy on the Board of Directors caused by death or resignation of any Director, or in any other manner, shall be filled by appointment by the City Council of the City of Pasadena for the unexpired term. The person appointed to fill such vacancy shall be recommended either by the Pasadena Center Operating Company Board of Directors, or by the represented hotel, or by the City in order that the representation provided for in Section 5.4 of these Bylaws shall remain constant. If the City Council of the City of Pasadena accepts the resignation of a Director tendered to take effect at a future time, the said Council shall have the power to appoint a successor to take office when the resignation is to become effective.

Section 5.6 Meetings.

Section 5.6.1 Regular Meetings. The corporation shall provide for its regular meetings, provided that it shall hold at least one regular meeting in each year. The dates upon which, and the hour and place at which any regular meeting shall be held, shall be fixed by resolution.

Section 5.6.2 Ralph M. Brown Act. All meetings of the Corporation, including without limitation, regular, adjourned regular and special meetings, shall be called, noticed, held and conducted in accordance with the provisions of the Ralph M. Brown Act (commencing with Section 54950 of the Government Code of the State of California).

Section 5.6.3 Attendance. It is each Director's responsibility to notify the Secretary of his or her inability to attend any regularly scheduled meeting. By action of the City Council, any Director who fails in this responsibility shall be removed from office subsequent to the third such occurrence. In the event a Member has three (3) consecutive unexcused absences from meetings of the Board, the City Council may declare the office of such Member vacant. The staff to the Board shall advise the Administrative Assistant to the Mayor of any Member with three (3) unexcused absences. The President of the Board may excuse absences.

ARTICLE VI

OFFICERS

Section 6.1 Officers. The officers of the Corporation shall be a President, who may also be referred to as Chair, Vice President, who may also be referred to as Vice Chair, Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed by the Board of Directors. One person may hold two or more offices, except that the offices of President and Secretary and Secretary and Treasurer cannot be held by one person.

Section 6.2 Election. The officers shall be chosen annually by the Board of Directors and serve at the pleasure of the Board and each shall hold his/her office until he/she shall resign, be removed, or otherwise disqualified to serve, or his/her successor shall be elected and qualified.

Section 6.3 Removal and Resignation. Any officer may resign, or may be removed with or without cause by the Board of Directors at any time. Vacancies caused by death, resignation or removal of any officer may be filled by appointment by the Board of Directors or by the President until such appointment by the Board of Directors.

Section 6.4 Resignation of Officers. Any officer may resign at any time by giving written notice to the corporation which notice shall be transmitted to the Pasadena City Council. The resignation shall take effect as of the date the notice is received or at

any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

Section 6.5 Vacancies in Office. A vacancy of a director occurring because of death, resignation, removal disqualification, or any other cause shall be filled by the Pasadena City Council in the manner prescribed in Section ~~2-17.060~~ 2.165.030 of the Pasadena Municipal Code.

ARTICLE VII

RESPONSIBILITIES OF OFFICERS

Section 7.1 President. The President, who may also be referred to as the Chair, shall preside at all meetings of Members and meetings of the Board of Directors and shall have such other duties as may be prescribed for him by the Board of Directors or the Bylaws.

Section 7.2 Vice President. In the absence or disability of the President, the Vice Presidents in order of their rank as fixed by the Board of Directors or, if not ranked, the Vice President, who may also be referred to as the Vice Chair, designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws.

Section 7.3 Secretary.

Section 7.3.1 Book of Minutes. The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, and of standing committees of the Board. The minutes of the meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and if special, how authorized, the notice given, the names of those present at board and standing committee meetings. The secretary shall keep or cause to be kept, at the principal office, a copy of the articles of incorporation and bylaws, as amended to date.

Section 7.3.2 Notices, Seal, and Other Duties. The secretary shall give, or cause to be given, notice of all meetings of the board and of committees of the board required by these bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

Section 7.4 Treasurer.

Section 7.4.1 Books of Account. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The treasurer

shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The treasurer shall keep, or cause to be kept, at the principal office, a copy of the books of account. The Treasurer shall on an annual basis recommend to the Board the selection of an independent accountant to audit the books and records of the corporation.

Section 7.4.2 Deposit and Disbursement of Money and Valuables. The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate, shall disburse the corporation's funds as the board may order, shall render to the president, and the board, when requested, an account of all transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties that the board or the bylaws may prescribe.

Section 7.4.3 Bond. If required by the board, the treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the treasurer on his or her death, resignation, retirement, or removal from

office. Said bond shall be paid for by the Center.

ARTICLE VIII

CITY OF PASADENA

Section 8.1 Notice of Meetings. Notice of all meetings of the Board of Directors shall be given to the City in writing and in the same manner as notices are given to the Directors of this Corporation. Notices shall be directed to the City Manager, City Hall, Pasadena, California. Failure to give such notice shall not, in any way, invalidate any action taken by the Board of Directors at any such meeting. Notice to the public shall be given as prescribed under the Ralph M. Brown Act (Government Code Section 54950 et. seq.).

Section 8.2 Participation of the City and Other Interested Parties. Officers of the City of Pasadena shall have the right to attend meetings of the Corporations Board of Directors and make recommendations to the Board. Other interested parties, including but not limited to hotel managers, are encouraged to attend meetings of the Corporation's Board of Directors and make recommendations to the Board.

ARTICLE IX

MISCELLANEOUS

Section 9.1 Execution of Documents. The Board of Directors 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 and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or other person shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 9.2 Inspection of Bylaws. The Corporation shall keep in its principal office, the original or a copy of these Bylaws, as amended or otherwise altered to date and certified by the Secretary, which shall be open to inspection by the Members at all reasonable times during officer hours.

Section 9.3 Annual Report. The annual report referred to in Section 3006 of the Corporation Code of California is expressly dispensed with. The Board shall cause an annual report to be sent to the Pasadena City Council no later than October 31st of each year. The report shall contain the attendance records of the Members.

Section 9.4 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California General Non-profit Corporation Law shall govern the construction of these Bylaws.

Section 9.5 Disclosure Requirements. Members of the Board shall be required to file annual statements of economic interest pursuant to the City's Conflict of Interest Code.

ARTICLE X

INDEMNIFICATION

Section 10.1 Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporation Code.

Section 10.2 Approval of Indemnity. On written request to the board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the board shall authorize indemnification.

Section 10.3 Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by person seeking indemnification under these bylaws in defending any proceeding covered by these Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is

entitled to be indemnified by the corporation for those expenses.

ARTICLE XI

INSURANCE

Section 11.0 The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE XII

COMMITTEES

Section 12.0 The Board may appoint by resolution such standing ~~and~~ special ~~and ad-hoc~~ committees as it deems necessary.

ARTICLE XIII

CONFLICT OF INTEREST

Section 13.1 Members of the board shall abide by provisions of the City of Pasadena Conflict of Interest Code adopted by the Pasadena City Council.

Section 13.2 The board shall adopt by resolution a policy on ticket distribution and other benefits, which shall provide, among other policies deemed prudent by the board, that individual Members who convert tickets or other City or corporate assets or benefits for personal profit shall be in violation of the rules and policies of the corporation.

ARTICLE XIV

AMENDMENTS

Section 14.1 Powers of Members. New Bylaws may be adopted or these Bylaws may be amended or repealed by the affirmative vote of seveight (8) Members entitled to exercise a majority of the voting power of the Corporation, at a meeting of Members duly called for the purpose. A meeting of the Members duly called for the purpose of amending the Bylaws shall provide the proposed amendment in writing in advance of the meeting. These Bylaws and any amendments thereto shall be effective only upon approval thereof by resolution of the City Council of the City of Pasadena.

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Section 14.2 Powers of Directors. Subject to the right of the Members as provided in this Article to adopt, amend or repeal bylaws, any Bylaws other than a Bylaw or amendment thereof changing authorized number of Directors may be adopted, amended or repealed by the Board of Directors.

ARTICLE XV

OWNERS' ASSOCIATION

Section 15.1 The corporation when it functions as the Owner's Association under the Management District Plan adopted by the Pasadena City Council on April 16, 2018 to administer the Pasadena Tourism Business Improvement District is a private entity and neither its members nor staff shall be considered public officials for any purpose. The Owners' Association is subject to the Ralph M. Brown Act (Government Code Section 54950 et seq.) and the California Public Records Act (Government Code Section 6250 et seq.).

Section 15.2 The corporation as Owners' Association shall present an annual

report at the end of each year of operation to the City Council pursuant to Streets and Highways Code Section 36650.

BY LAWS
OF
THE PASADENA CENTER OPERATING COMPANY

ARTICLE I

NAME

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ARTICLE II

PRINCIPAL OFFICE

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PURPOSES

Section 3.1 The specific and primary purpose for which this corporation is formed is to return economic and civic value to the City of Pasadena by managing the Pasadena Civic Auditorium, the Pasadena Convention Center, the Pasadena Convention and Visitor's Bureau and the Pasadena Ice Skating Center.

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Section 3.3 The corporation serves as the Owners' Association for the Pasadena Tourism Business Improvement District (PTBID) as defined in Streets and Highways Code Section 36612 under the PTBID established by Resolution by the Pasadena City Council.

Article IV

MEMBERS

Section 4.1 Classification of Members. There shall be but one class of Members of the Corporation, and the rights, powers and privileges of all Members shall be equal.

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Residency Requirements. All Members except the City Manager or his/her authorized representative, the commercial real property interest member, the Tournament of Roses representative and the hotel representatives as set forth in paragraph 5.4 shall be residents of the City of Pasadena.

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and conducted in accordance with the provisions of the Ralph M. Brown Act (commencing with Section 54950 of the Government Code of the State of California).

Section 4.4 Quorum. A quorum for the transaction of business at any meeting of Members shall be a majority of the Members of the Corporation who have been appointed by the City Council, and the City Manager or his/her designee, who have been sworn in by the City Clerk.

Every act or decision done, or made 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 of Directors unless a greater number is required by law or by the Articles of Incorporation. Each member shall have one vote on each matter duly before the board for action, and votes may not be cast by proxy or by representative.

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Section 5.2.1 To select and remove all the other officers, agents, and employees of the Corporation; prescribe such powers and duties for them as may not be inconsistent with law, or the Articles of Incorporation, or the Bylaws, fix their compensation and require from them security for faithful service.

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Section 5.2.3 To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered therefore, in the name of the Corporation, promissory notes, bonds, debentures, deeds of trust, mortgages, hypothecations, or other evidences of debt and securities therefore.

Section 5.2.4 To appoint an Executive Committee and other

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OFFICERS

Section 6.1 Officers. The officers of the Corporation shall be a President, who may also be referred to as Chair, Vice President, who may also be referred to as Vice Chair, Secretary, and a Treasurer. The Corporation may also have, at the discretion of

the Board of Directors, one or more additional Vice Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed by the Board of Directors. One person may hold two or more offices, except that the offices of President and Secretary and Secretary and Treasurer cannot be held by one person.

Section 6.2 Election. The officers shall be chosen annually by the Board of Directors and serve at the pleasure of the Board and each shall hold his/her office until he/she shall resign, be removed, or otherwise disqualified to serve, or his/her successor shall be elected and qualified.

Section 6.3 Removal and Resignation. Any officer may resign, or may be removed with or without cause by the Board of Directors at any time. Vacancies caused by death, resignation or removal of any officer may be filled by appointment by the Board of Directors or by the President until such appointment by the Board of Directors.

Section 6.4 Resignation of Officers. Any officer may resign at any time by giving written notice to the corporation which notice shall be transmitted to the Pasadena City Council. The resignation shall take effect as of the date the notice is received or at any later time specified in the notice and, unless otherwise specified in the notice, the resignation need not be accepted to be effective.

Section 6.5 Vacancies in Office. A vacancy of a director occurring because of death, resignation, removal disqualification, or any other cause shall be filled by the

Pasadena City Council in the manner prescribed in Section 2.165.030 of the Pasadena Municipal Code.

ARTICLE VII

RESPONSIBILITIES OF OFFICERS

Section 7.1 President. The President, who may also be referred to as the Chair, shall preside at all meetings of Members and meetings of the Board of Directors and shall have such other duties as may be prescribed for him by the Board of Directors or the Bylaws.

Section 7.2 Vice President. In the absence or disability of the President, the Vice Presidents in order of their rank as fixed by the Board of Directors or, if not ranked, the Vice President, who may also be referred to as the Vice Chair, designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice Presidents shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws.

Section 7.3 Secretary.

Section 7.3.1 Book of Minutes. The secretary shall keep or cause to be kept, at the corporation's principal office or such other place as the board may direct, a book of minutes of all meetings, proceedings, and actions of the board, and of standing committees of the Board. The minutes of the

meetings shall include the time and place that the meeting was held, whether the meeting was annual, regular, or special, and if special, how authorized, the notice given, the names of those present at board and standing committee meetings. The secretary shall keep or cause to be kept, at the principal office, a copy of the articles of incorporation and bylaws, as amended to date.

Section 7.3.2 Notices, Seal, and Other Duties. The secretary shall give, or cause to be given, notice of all meetings of the board and of committees of the board required by these bylaws to be given. The secretary shall keep the corporate seal in safe custody and shall have such other powers and perform such other duties as the board or the bylaws may prescribe.

Section 7.4 Treasurer.

Section 7.4.1 Books of Account. The treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and accounts of the corporation's properties and transactions. The treasurer shall send or cause to be given to the directors such financial statements and reports as are required to be given by law, by these bylaws, or by the board. The treasurer shall keep, or cause to be kept, at the principal office, a copy of the books of account. The Treasurer shall on an annual basis

recommend to the Board the selection of an independent accountant to audit the books and records of the corporation.

Section 7.4.2 Deposit and Disbursement of Money and Valuables. The treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the corporation with such depositories as the board may designate, shall disburse the corporation's funds as the board may order, shall render to the president, and the board, when requested, an account of all transactions as treasurer and of the financial condition of the corporation, and shall have such other powers and perform such other duties that the board or the bylaws may prescribe.

Section 7.4.3 Bond. If required by the board, the treasurer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of the office and for restoration to the corporation of all of its books, papers, vouchers, money, and other property of every kind in the possession or under the control of the treasurer on his or her death, resignation, retirement, or removal from office. Said bond shall be paid for by the Center.

ARTICLE VIII

CITY OF PASADENA

Section 8.1 Notice of Meetings. Notice of all meetings of the Board of Directors

shall be given to the City in writing and in the same manner as notices are given to the Directors of this Corporation. Notices shall be directed to the City Manager, City Hall, Pasadena, California. Failure to give such notice shall not, in any way, invalidate any action taken by the Board of Directors at any such meeting. Notice to the public shall be given as prescribed under the Ralph M. Brown Act (Government Code Section 54950 et. seq.).

Section 8.2 Participation of the City and Other Interested Parties. Officers of the City of Pasadena shall have the right to attend meetings of the Corporation's Board of Directors and make recommendations to the Board. Other interested parties, including but not limited to hotel managers, are encouraged to attend meetings of the Corporation's Board of Directors and make recommendations to the Board.

ARTICLE IX

MISCELLANEOUS

Section 9.1 Execution of Documents. The Board of Directors 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 and such authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or other person shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or to render it liable for any

purpose or to any amount.

Section 9.2 Inspection of Bylaws. The Corporation shall keep in its principal office, the original or a copy of these Bylaws, as amended or otherwise altered to date and certified by the Secretary, which shall be open to inspection by the Members at all reasonable times during officer hours.

Section 9.3 Annual Report. The annual report referred to in Section 3006 of the Corporation Code of California is expressly dispensed with. The Board shall cause an annual report to be sent to the Pasadena City Council no later than October 31st of each year. The report shall contain the attendance records of the Members.

Section 9.4 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in the California General Non-profit Corporation Law shall govern the construction of these Bylaws.

Section 9.5 Disclosure Requirements. Members of the Board shall be required to file annual statements of economic interest pursuant to the City's Conflict of Interest Code.

ARTICLE X

INDEMNIFICATION

Section 10.1 Right of Indemnity. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons

formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that Section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238(a) of the California Corporation Code.

Section 10.2 Approval of Indemnity. On written request to the board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the board shall authorize indemnification.

Section 10.3 Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by person seeking indemnification under these bylaws in defending any proceeding covered by these Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

ARTICLE XI

INSURANCE

Section 11.0 The corporation shall have the right to purchase and maintain

insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.

ARTICLE XII

COMMITTEES

Section 12.0 The Board may appoint by resolution such standing and special committees as it deems necessary.

ARTICLE XIII

CONFLICT OF INTEREST

Section 13.1 Members of the board shall abide by provisions of the City of Pasadena Conflict of Interest Code adopted by the Pasadena City Council.

Section 13.2 The board shall adopt by resolution a policy on ticket distribution and other benefits, which shall provide, among other policies deemed prudent by the board, that individual Members who convert tickets or other City or corporate assets or benefits for personal profit shall be in violation of the rules and policies of the corporation.

ARTICLE XIV

AMENDMENTS

Section 14.1 Powers of Members. New Bylaws may be adopted or these Bylaws may be amended or repealed by the affirmative vote of eight (8) Members entitled to exercise a majority of the voting power of the Corporation, at a meeting of Members duly

called for the purpose. A meeting of the Members duly called for the purpose of amending the Bylaws shall provide the proposed amendment in writing in advance of the meeting. These Bylaws and any amendments thereto shall be effective only upon approval thereof by resolution of the City Council of the City of Pasadena.

Section 14.2 Powers of Directors. Subject to the right of the Members as provided in this Article to adopt, amend or repeal bylaws, any Bylaws other than a Bylaw or amendment thereof changing authorized number of Directors may be adopted, amended or repealed by the Board of Directors.

ARTICLE XV

OWNERS' ASSOCIATION

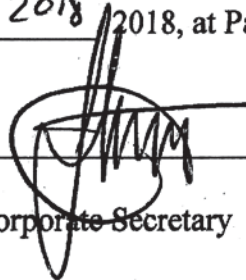
Section 15.1 The corporation when it functions as the Owner's Association under the Management District Plan adopted by the Pasadena City Council on April 16, 2018 to administer the Pasadena Tourism Business Improvement District is a private entity and neither its members nor staff shall be considered public officials for any purpose. The Owners' Association is subject to the Ralph M. Brown Act (Government Code Section 54950 et seq.) and the California Public Records Act (Government Code Section 6250 et seq.).

Section 15.2 The corporation as Owners' Association shall present an annual report at the end of each year of operation to the City Council pursuant to Streets and Highways Code Section 36650.

CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of the Pasadena Center Operating Company, a California nonprofit public benefit corporation, that the above bylaws, consisting of 20 pages, are the bylaws of this corporation as adopted by the board of directors on September 26, 2018, and that they have not been amended or modified since that date.

Executed on 9-27 - 2018 2018, at Pasadena, California.



Corporate Secretary