

BYLAWS OF  
**West Carson Enhanced Infrastructure Financing District  
Public Finance Authority**

ARTICLE I — NAME AND PURPOSE

*Section 1 — Name:* The name of the governing body for the West Carson Enhanced Infrastructure Financing District (District) shall be the West Carson Enhanced Infrastructure Financing District Public Financing Authority (Authority). The District is a legally constituted local governmental entity separate and distinct from the County of Los Angeles (County), subject to the Ralph M. Brown Act (open meeting laws), as well as the California Public Records Act and Political Reform Act of 1974. The District was established for the sole purpose of financing public facilities or other projects as authorized by Chapter 2.99 of the California Government Code.

*Section 2 — Purpose:* The District is organized exclusively for implementing the West Carson TOD Enhanced Infrastructure Financing Plan (Plan) prepared and adopted pursuant to Sections 53398.59 – 53398.74 of the Government Code.

ARTICLE II — MEMBERSHIP

*Section 1 — Membership:* The Authority shall consist of a Board of Directors (collectively, the "Authority Board" or individually, "Directors") comprised of three members of the County of Los Angeles ("County") Board of Supervisors and two members of the public as chosen by the County Board of Supervisors.

*Section 2 — Alternates:* County Supervisors appointed to the Authority Board may designate, in writing submitted to the Chair of the Authority Board, a Deputy or other official in that Supervisor's District Office to act for him or her and represent him or her at all meetings of the Authority Board.

*Section 3 — Authority Board Role and Compensation:* The Authority Board is responsible for overall policy and direction of the District and delegates responsibility of day-to-day operations to staff. Directors shall receive no compensation for their service on the Authority Board, but may receive reimbursement for actual and necessary expenses incurred in the performance of their official duties pursuant to Section 53398.51.1(c) of the Government Code.

*Section 4 — Vacancies:* When a vacancy on the Board exists, the Chair of the Authority Board shall notify the Chair of the County Board of Supervisors and request that a replacement be approved by the Board of Supervisors to fill the vacancy.

*Section 5 — Resignation, termination, and absences:* Resignation from the Board must be in writing and received by the Secretary. A Director shall be terminated from the Board due to excessive absences, defined as more than two unexcused absences from Board meetings in a year. A Director may be removed for other reasons by a three-fourth vote

of the remaining Directors.

### ARTICLE III - MEETINGS

*Section 1 — Meetings and notice:* The Authority Board shall meet at least annually, at an agreed upon time and place, for the purpose of adopting an annual report on or before June 30 of each year after holding a public hearing.

*Section 2 — Quorum:* A majority of the total membership of the Authority Board constitutes a quorum for the transaction of business. No act of the Authority Board shall be valid or binding unless a majority of all the Directors are present. The abstention or refusal of a Director who is nonetheless present for discussion and voting on an item shall not affect the presence of a quorum.

*Section 3 — Special meetings:* Special meetings of the Authority Board shall be called upon the written request of the Chair, or two-fifths of the Authority Board. Notices of special meetings shall be sent out by the Secretary to each Director at least two weeks in advance.

*Section 4 — Robert's Rules:* The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Authority Board meetings in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any applicable federal, State and local laws, including but not limited to, the Ralph M. Brown Act. Failure to follow the parliamentary rules of procedures as prescribed in *Robert's Rules of Order Newly Revised* shall not invalidate any action taken by the Authority Board.

*Section 5 — Public Participation:* Members of the public may address the Authority Board on a particular agenda item or during public comment by submitting a written request to Authority Board staff. A person requesting to address the Authority Board will be allowed a total of two (2) minutes per item. The Chair may, in his or her sole discretion, subject to action by a majority of the Authority Board, choose to limit or expand public testimony as necessary to ensure the Authority Board's ability to conduct its business in a reasonably efficient manner.

### ARTICLE IV - OFFICERS

*Section 1 — Officers and Duties:* There shall be three Officers of the Authority Board, consisting of a Chair, Vice-Chair, and Secretary. Their duties are as follows:

- *The Chair* shall convene regularly scheduled Authority Board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: Vice-Chair, Secretary.
- *The Vice-Chair* shall chair committees on special subjects as designated by the Authority Board.

- *The Secretary* shall be responsible for keeping records of Authority Board actions, including overseeing the taking of minutes at all Authority Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Director, and assuring that Authority records are maintained.

*Section 2 — Terms:* All Officers shall serve two-year terms, but are eligible for re-appointment for up to six consecutive terms.

*Section 3 — Board Officer Elections:* During the annual meeting, the Authority Board shall elect Officers to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the Authority Board, called in accordance with the provisions of these bylaws.

*Section 4 — Election procedures:* Officers shall be elected by a majority of Directors present at a meeting of the Authority Board, provided there is a quorum present. Officers so elected shall begin serving a term beginning on the first day of the next fiscal year.

*Section 5 — Vacancies:* When a vacancy in an Officer position occurs, the Chair of the Authority Board shall call an election to fill the vacancy at the next meeting of the Authority Board, provided there is a quorum present. An officer so elected shall serve for the remainder of the term of the Officer who vacated the position.

*Section 6 – Endorsements:* Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing and any assignment or endorsement thereof approved by the Authority Board to be executed or entered into between the Authority Board and any other person, when signed by an Officer, shall be valid and binding on the Authority Board in the absence of actual knowledge on the part of the other person that the signing officers had no authority to execute the same. Any such instruments may be signed by any other person or persons and in such manner as from time to time shall be determined by resolution of the Authority Board, and, unless so authorized by the Authority Board, no officer, agent or employee shall have any power or authority to bind the Authority Board or the District by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

## ARTICLE V — COMMITTEES

*Section 1 — Committee formation:* The Board may create committees as needed to carry out the purposes of the Authority. The Chair appoints all committee chairs.

*Section 2 — Committee Duties:* Committees may not act on behalf of the Authority Board, but rather must submit any findings or recommendations in writing to the Authority Board. Upon submission, the conclusions of a committee may be considered for action by the Authority Board. To the extent possible, the Authority Board shall designate avenues for public participation in committee meetings.

## ARTICLE VI — DIRECTOR AND STAFF

*Section 1 — Executive Director:* The Executive Director is hired by the Authority Board.

*Section 2 — Executive Director Responsibilities:* Under the direction of the Authority Board, the Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director will attend all Board meetings, report on the progress of the organization, answer questions of the Directors and carry out the duties described in the job description. The Authority Board can designate other duties as necessary.

## ARTICLE VII — AMENDMENTS

*Section 1 — Amendments:* Any provision of these bylaws may be amended when necessary by majority vote of the Authority Board. Amendments may be proposed by any Director and must be submitted in writing to the Secretary to be sent out with regular Board announcements and notice must be provided to all Directors at least 3 days prior to any action item being placed on the agenda.

## CERTIFICATION

These bylaws were approved at a meeting of the Board by a majority vote on \_\_\_\_\_, 2020

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date