

**BYLAWS
OF THE
CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY**

(adopted by the CEDA Board of Directors, July 14, 2006)

(amended by the CEDA Board of Directors, June 22, 2007)

ARTICLE I

DEFINITIONS

The definitions of terms used in these Bylaws shall be the same as those contained in the Joint Powers Agreement creating the California Enterprise Development Authority (hereinafter called the "Agreement," unless otherwise expressly provided).

ARTICLE II

OFFICES

The Authority's principal office for the transaction of business is located at 550 Bercut Drive, Suite G, Sacramento, California 95814.

ARTICLE III

LIMITATION ON AUTHORITY

The Authority's exercise of its power under the Agreement and these Bylaws shall be restricted to the extent required under Section 6509 of the Act. The City of Eureka is hereby designated pursuant to Section 6509 of the Act. This designation may be changed by a majority vote of the Board of Directors.

ARTICLE IV

MEETINGS OF THE VOTING MEMBERS

1. Regular Meetings
 - (a) Time Held

The Voting Members shall hold at least one meeting per year. The regular annual meeting of the Voting Members (the "Annual Meeting") should, if practicable, be scheduled at least one year prior to such meeting. Unless otherwise changed by a majority vote of the Voting Members at a regular meeting, the Annual Meeting shall be held at 9:00 a.m. on the First Thursday in June of each year. Should such day fall upon a legal holiday, the Annual Meeting shall be held on the next following business day.

(b) Business To Be Transacted

At each Annual Meeting, the Voting Members shall review, modify if necessary, and adopt the annual program plan or work plan of the Authority for the following Fiscal Year. Such program plan or work plan shall be submitted to the Voting Members by the Executive Director of the Authority no later than thirty (30) days prior to the Annual Meeting.

At any meetings, the Voting Members may transact any other business within their powers, and receive reports of the operations and affairs of the Authority.

(c) Notice

Written notice of each regular meeting of the Voting Members shall be delivered to each Voting Member at least seven (7) days in advance of the meeting. The notice shall specify:

- (i) The place, date and hour of the meeting.
- (ii) Those matters which are intended to be presented for action by the Voting Members.
- (iii) The general nature of any proposal for action by the Voting Members concerning a change in the Voting Members of the Authority or any other matter substantially affecting the rights and obligations of the Authority and its Members.

2. Special Meetings

A special meeting of the Voting Members may be called at any time by written notice of any Voting Member to the Board of Directors and the Voting Members, subject to the requirements for 24-hour written notice to the Voting Members and to requesting representatives of the media provided in Section 54956 of the Government Code. The notice of a special meeting shall specify the time and place of the meeting and the business to be transacted. No other business shall be considered at the meeting. A Voting Member may waive notice as provided in Section 54956 of the Government Code. Notice of the calling of any special meeting shall be posted as provided in said Section.

3. Place Of Meeting

Each regular or special meeting of the Voting Members shall be held at a place within the State of California designated by the Board of Directors, or if no such designation is made, as designated by the Executive Director.

4. Adjourned Meetings

The Voting Members may adjourn any regular or special meeting to a time and place specified in the order of adjournment, whether or not a quorum has been established. If a quorum is not established, no business other than adjournment may be transacted.

A copy of the order for adjournment shall be posted as required by Section 54955 of the Government Code. No other notice of an adjourned meeting shall be necessary, unless the adjournment is for a period of thirty (30) days or more, in which case notice of the adjourned meeting shall be given in the same manner as notice of the original meeting.

5. Ralph M. Brown Act

Notwithstanding anything herein to the contrary, all meetings of the Voting Members shall be held in strict compliance with the Ralph M. Brown Act (Government Code Section 54950 *et seq.*), as amended and then in effect.

ARTICLE V

MEETINGS OF THE BOARD OF DIRECTORS

1. Regular Meetings

(a) Time Held

The Board of Directors shall hold at least one meeting per year. The regular annual meeting of the Board of Directors (the “Board of Directors Annual Meeting”) should, if practicable, be scheduled at least one year prior to such meeting. Unless otherwise changed by a majority vote of the Board of Directors at a regular meeting, the Board of Directors Annual Meeting shall be held at 2:00 p.m. on the First Thursday in June of each year. Should such day fall upon a legal holiday, the Board of Directors Annual Meeting shall be held on the next following business day.

(b) Business To Be Transacted

At each Board of Directors Annual Meeting, the Board of Directors shall review, modify if necessary, and adopt the annual operating budget of the Authority, approve the audit of the Authority’s finances and review the annual work plan or program plan and, in each alternating fiscal year, shall elect officers.

At any meetings, the Board of Directors may transact any other business within its powers, and receive reports of the operations and affairs of the Authority.

(c) Notice

Written notice of each regular meeting of the Board of Directors shall be delivered to each director at least seven (7) days in advance of the meeting. The notice shall specify:

(i) The place, date and hour of the meeting.

(ii) Those matters which are intended to be presented for action by the Board of Directors.

- (iii) The general nature of any proposal for action by the Board of Directors concerning a change in the Bylaws of the Authority, a change in the membership of the Authority, or any other matter substantially affecting the rights and obligations of the Authority or its Members.

2. Special Meetings

A special meeting of the Board of Directors may be called at any time by the Chairman of the Board of Directors, or by a majority of the directors on the Board of Directors subject to the requirements for 24-hour written notice to the directors and/or alternate directors and to requesting representatives of the media provided in Section 54956 of the Government Code. The notice of a special meeting shall specify the time and place of the meeting and the business to be transacted. No other business shall be considered at the meeting. A member of the Board of Directors may waive notice as provided in Section 54956 of the Government Code. Notice of the calling of any special meeting shall be posted as provided in said Section.

3. Place Of Meeting

Each regular or special meeting of the Board of Directors shall be held at a place within the State of California designated by the Board of Directors, or if no such designation is made, as designated by the Chairman of the Board of Directors.

4. Adjourned Meetings

The Board of Directors may adjourn any regular or special meeting to a time and place specified in the order of adjournment, whether or not a quorum has been established. If a quorum is not established, no business other than adjournment may be transacted.

A copy of the order for adjournment shall be posted as required by Section 54955 of the Government Code. No other notice of an adjourned meeting shall be necessary, unless the adjournment is for a period of thirty (30) days or more, in which case notice of the adjourned meeting shall be given in the same manner as notice of the original meeting.

5. Ralph M. Brown Act

Notwithstanding anything herein to the contrary, all meetings of the Board of Directors shall be held in strict compliance with the Ralph M. Brown Act (Government Code Section 54950 *et seq.*), as amended and then in effect.

ARTICLE VI

BOARD OF DIRECTORS AND OFFICERS

1. Board of Directors

The Agreement designates the Executive Committee of the Board of Directors of the California Association for Local Economic Development and the President of the California Association for Local Economic Development as the initial Board of Directors of the Authority.

2. Officers

The Agreement designates the President of the California Association for Local Economic Development as Chairman of the Authority. The Board of Directors of the Authority will appoint a Vice Chair, Secretary, and Treasurer from among its members. The Board may by resolution appoint assistant officers to act in place of the officers of the Authority.

3. Duties of the Chairman

The Chairman shall preside at and conduct all meetings of the Board of Directors and the Voting Members, although the Chairman will have no vote at any meeting of the Voting Members. The Chairman shall sign all contracts unless a Resolution of the Board provides otherwise.

4. Duties of the Vice Chairman

In the absence of the Chairman, the Vice Chairman shall perform all duties assigned to the Chairman by the Agreement and these Bylaws or by the Voting Members or the Board of Directors.

5. Duties of the Secretary

The Secretary shall countersign all contracts on behalf of the Authority and shall perform such other duties as may be imposed by the Board.

6. Duties of the Treasurer

The Treasurer shall serve as the treasurer, auditor, and controller of the Authority.

7. Terms of Office

The terms of office of the Chairman and Vice Chairman shall coincide with the terms of office of the President of the California Association for Local Economic Development (“CALED”) and the Chairman of the Board of Directors of CALED, respectively.

8. Removal and Vacancies

The Board of Directors may remove an officer at anytime. A vacancy in any office, because of death, resignation, removal, disqualification, or any other cause, shall be filled by election of the Board of Directors.

9. Resignation of Officers

Other than with respect to the Chairman and the Vice Chairman or in the absence of a contrary written agreement, any officer may resign at any time by giving written notice to the Chairman. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

ARTICLE VII

COMMITTEES

1. Establishment of Committees

The Board of Directors may appoint any additional committees and determine the committees' structure, charge, size and membership. Committees may be established to consider any matter within the jurisdiction of the body establishing such committee. Each committee shall operate according to the policies adopted by the body establishing such committee and shall submit their reports and recommendations to the body establishing such committee. Committees shall meet on the call of their respective chairpersons, each of whom shall be a member of the Board of Directors and a member of such committee.

Each Committee shall meet on the call of its chairperson, at such times and places as are designated by the chairperson. Written notice of the time and place of a Committee meeting, and of the business to be transacted, shall be delivered to each member of the Committee and to requesting representatives of the media at least twenty-four (24) hours in advance as required by Section 54966 of the Government Code, and subject to the other provisions of that Section. No other business shall be considered at the meeting. A majority of the members of a Committee shall constitute a quorum for the transaction of business. All actions of the Committee shall require the affirmative votes of a majority of the members present at a meeting duly held at which a quorum is present. All Committee meetings shall be duly noticed and held in accordance with the requirements of the Ralph M. Brown Act (Government Code 54950 *et seq.*), as amended and then in effect.

ARTICLE VIII

MISCELLANEOUS

1. Execution of Contracts

The Board of Directors may authorize any officer, staff member, or agent of the Authority to execute any contract in the name of and on behalf of the Authority, and such

authorization may be general or specific in nature. Unless so authorized, no officers, staff member or agent shall have any power to bind the Authority by contract.

2. Rules of Procedure for Meetings

All meetings of the Voting Members, Board of Directors and Committees or bodies of the Authority shall be conducted in accordance with the most recent edition of *Robert's Rules Of Order*, provided that in the event of a conflict, such rules shall be superseded by the Agreement, these bylaws, and California law.

ARTICLE IX

FINANCES

1. Fiscal Year

The Fiscal Year of the Authority shall be from July 1 to June 30.

2. Budget

At least thirty (30) days prior to the Board of Directors Annual Meeting in each Fiscal Year, the Executive Director shall submit to the Board of Directors a proposed general budget for the next Fiscal Year of the Authority. The proposed general budget shall include annual membership fee and assessment schedules, if any, and a summary of revenue and expenditures, actual or projected, for the preceding, current, and next Fiscal Years. The Executive Director shall manage all expenditures, subject to control of the Board of Directors. The Board of Directors shall have power to transfer funds within the total detailed budget to meet unanticipated needs or changed situations.

ARTICLE X

AMENDMENTS

These Bylaws may be amended at any time by a majority vote of the Board of Directors. Following adoption of amendments, the Executive Director shall prepare and distribute a revision of the Bylaws to all Voting Members of the Authority and members of the Board.

ARTICLE XI

EFFECTIVE DATE

These Bylaws shall go into effect immediately upon adoption by majority vote of the Board of Directors.

ARTICLE XII

ASSOCIATE MEMBERSHIP

1. Any Local Agency within the State of California may, with the approval of the Board of Directors, become an Associate Member of the Authority by (i) executing and delivering to the Authority an Associate Membership Agreement substantially in the form attached hereto as Exhibit A and hereby made a part hereof and (ii) the filing by such Local Agency of a certified copy of the resolution of the Legislative Body of such Local Agency approving the Associate Membership Agreement and the execution and delivery thereof.

2. An Associate Member shall be entitled to participate in all programs and other undertakings of the Authority, including, without limitation, any undertakings to finance a Project and any other financing programs provided by law.

3. An Associate Member shall not be entitled to vote on any matter coming before the Voting Members or the Board, except as otherwise specified in the Agreement.

4. Upon approval by the legislative body of a Local Agency as an Associate Member, the Chairman, Vice Chairman, the Executive Director or any other officer or staff member duly authorized by the Board of Directors for such purpose shall execute and deliver the applicable Associate Membership Agreement to the Associate Member, file such executed counterpart of the Associate Membership Agreement in the official records of the Authority and add such Local Agency to Exhibit A of the Agreement as an amendment, effective upon such filing.

[End of Bylaws]

ASSOCIATE MEMBERSHIP AGREEMENT

by and between the

CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY

and the

CITY/COUNTY OF _____, CALIFORNIA

THIS ASSOCIATE MEMBERSHIP AGREEMENT (this “Associate Membership Agreement”), dated as of _____, 2006, by and between CALIFORNIA ENTERPRISE DEVELOPMENT AUTHORITY (the “Authority”) and the CITY/COUNTY OF _____, CALIFORNIA, a municipal corporation/political subdivision, duly organized and existing under the laws of the State of California (the “City/County”);

WITNESSETH:

WHEREAS, the Cities of Selma, Lancaster and Eureka (individually, a “Member” and collectively, the “Members”), have entered into a Joint Powers Agreement, dated as of June 1, 2006 (the “Agreement”), establishing the Authority and prescribing its purposes and powers; and

WHEREAS, the Agreement designates the Executive Committee of the Board of Directors and the President of the California Association for Local Economic Development as the initial Board of Directors of the Authority; and

WHEREAS, the Authority has been formed for the purpose, among others, to assist for profit and nonprofit corporations and other entities to obtain financing for projects and purposes serving the public interest; and

WHEREAS, the Agreement permits any other local agency in the State of California to join the Authority as an associate member (an “Associate Member”); and

WHEREAS, the City/County desires to become an Associate Member of the Authority;

WHEREAS, City Council of the City/Board of Supervisors of the County has adopted a resolution approving the Associate Membership Agreement and the execution and delivery thereof;

WHEREAS, the Board of Directors of the Authority has determined that the City/County should become an Associate Member of the Authority;

NOW, THEREFORE, in consideration of the above premises and of the mutual promises herein contained, the Authority and the City/County do hereby agree as follows:

Section 1. Associate Member Status. The City/County is hereby made an Associate Member of the Authority for all purposes of the Agreement and the Bylaws of the Authority, the provisions of which are hereby incorporated herein by reference. From and after the date of execution and delivery of this Associate Membership Agreement by the City/County and the Authority, the City/County shall be and remain an Associate Member of the Authority.

Section 2. Restrictions and Rights of Associate Members. The City/County shall not have the right, as an Associate Member of the Authority, to vote on any action taken by the Board of Directors or by the Voting Members of the Authority. In addition, no officer, employee or representative of the City/County shall have any right to become an officer or director of the Authority.

Section 3. Effect of Prior Authority Actions. The City/County hereby agrees to be subject to and bound by the A. Agreement and B. Bylaws of the Authority.

Section 4. No Obligations of Associate Members. The debts, liabilities and obligations of the Authority shall not be the debts, liabilities and obligations of the City/County.

Section 5. Execution of the Agreement. Execution of this Associate Membership Agreement and the Agreement shall satisfy the requirements of the Agreement and Article XII of the Bylaws of the Authority for participation by the City/County in all programs and other undertakings of the Authority.

IN WITNESS WHEREOF, the parties hereto have caused this Associate Membership Agreement to be executed and attested by their proper officers thereunto duly authorized, on the day and year first set forth above.

**CALIFORNIA ENTERPRISE
DEVELOPMENT AUTHORITY**

By: _____
Gurbax Sahota, Chair of the
Board of Directors

Attest:

Michelle Stephens, Assistant Secretary

CITY/COUNTY OF _____, CALIFORNIA

By: _____
Name: _____
Title: _____

Attest:

Name: _____,
City Clerk/Clerk of the Board of Supervisors