



**POLICIES & PROCEDURES OF THE
SAN PEDRO ARTS, CULTURE AND ENTERTAINMENT DISTRICT
ADVISORY BOARD**

ARTICLE I – Name, Mission, Principal Office & Boundaries

Section 1: Name & Definitions

The name of this organization shall be the “**San Pedro Arts, Culture and Entertainment District**,” a sub-committee of the Pacific Corridor Redevelopment Area Citizens Advisory Committee (CAC). The San Pedro Arts, Culture and Entertainment District (“ACE District”) may also be referred to as the SPACE District, ACE District or the Downtown San Pedro Arts District. The organizers of the ACE District shall be known as the SPACE Collaborative.

Section 2: Mission

The ACE District is a designated area in downtown San Pedro, California dedicated to sustain and promote the cultural and economic vitality of the community. The purpose of the ACE District is to increase public awareness of ongoing creative activity, build partnerships, improve access and infrastructure, stimulate local commerce and promote sustainability in all sectors of the arts, culture and entertainment in a focused area of downtown San Pedro.

Section 3: Principal Office

The principal office of the association is located at 390 West 7th Street, San Pedro, CA 90731. This address may be changed by a majority vote of the Advisory Board.

Section 4: Boundaries

The boundaries of the ACE District shall be in San Pedro:

To the West: - both sides of Pacific Avenue, from 4th to 10th Streets,

To the South: - both sides of 8th Street from Pacific Avenue to the Los Angeles Main Channel,

To the East: - the main channel from 4th to 8th Streets

To the North: - South side of 4th Street, from the main channel to Pacific Avenue.

These boundaries may not be altered except by amendment of this policy document.

Section 5: Authority

The ACE District Advisory Board “Advisory Board” shall guide the ACE District as outlined by The San Pedro Arts, Culture and Entertainment District Plan Final Report of April 2008 (the “Plan”).

Section 6: Administrative and Fiscal Year.

The administrative and fiscal years of the ACE District shall be from July 1 through June 30.

ARTICLE II - MEMBERSHIP

Section 1: Eligibility

Any eligible individual or organization that supports the mission of the ACE District is welcome to become a member.

Members shall be drawn from within the ACE District boundaries, without regard to race, religion, color, age, sex, sexual orientation or creed. Those individuals or organizations that fall into several categories (below) shall select one as its/his/her primary classification.

Voting membership eligibility shall be limited to the following classifications:

- a. *Artists* – Practitioners of the visual, literary, and/or performing arts who have demonstrated professional ability through exhibition, publication, and/or performance.

- b. *Arts Related Business* - Any business or venue, located within the ACE District, whose primary business function is the display, sale or representation of art: including, but not limited to, art galleries, booking agents, production companies and performance venues.
- c. *Cultural Venues and Organizations* – Any venue or organization whose primary purpose is to provide and promote cultural offerings **to the public** within or to the ACE District.
- d. *Entertainment Organizations* – Any venue that provides forms of performance entertainment.
- e. *Restaurants and Bars* – The operator of any food service establishment or legally licensed bar **with a physical presence in the District** shall be considered a “restaurateur” for the purpose of this Policy document.
- f. *Stakeholder Organizations* – The elected or appointed representatives of the stakeholder organizations as defined in Article V of these Policies.
- g. *Associate Membership* - A non-voting membership eligibility in the ACE District shall be extended to students, merchants and other interested parties, not defined in the above classifications. Associate members may participate in all ACE District events and programs, but will not be eligible to vote as an ACE District voting member; however, may serve on ACE District sub-committees.

Section 2: Application for General Membership

To become an ACE district member is a three-step process. Any eligible individual or representative of an organization must:

- a. Attend no less than three (3) Advisory Board meetings within the past 12 months.
- b. Submit a membership application form accompanied by annual membership dues, if applicable.
- c. Receive an affirmative vote of the majority of the ACE District Advisory Board at the next meeting. All applications received no less than three (3) days before the next monthly board meeting will be considered for membership.
- d. Once an eligible individual or representative of an organization is voted to be eligible for membership he/she remains eligible for membership as long as his/her status of classification from Section 1 a. - g. does not change.

Section 3: Dues

The Advisory Board shall set dues and schedules for membership.

Section 4: Benefits

The Advisory Board shall develop a membership program as funds and resources allow.

ARTICLE III – ADVISORY BOARD

Section 1: Authority.

The governance of the ACE District shall be vested in the ACE District Advisory Board, (“Advisory Board) which shall be composed of no fewer than eleven (11) and no more than nineteen (19) members.

Section 2: Responsibilities

It is the responsibility of the Advisory Board to:

- a. set agency policy and program direction within the framework of the mission statement;
- b. review program planning and progress;
- c. implement fiscal management and fiscal control;
- d. review and adopt personnel policies; and to,
- e. oversee all Advisory Board activities, including election of members.

Section 3: Duties

To retain his/her position on the Advisory Board, members are required to:

- a. Be current with annual dues, if applicable.

- b. Have no more than three (3) unexcused absences from regularly scheduled meetings during the fiscal year. Failure to attend sufficient meetings may require that member to vacate their seat on the Advisory Board. Advisory Board members should also attend all emergency and special meetings and the general membership annual meeting.
- c. Serve on a sub-committee of the Advisory Board within the fiscal year.

Section 4: Composition

The Advisory Board members shall be composed of five (5) appointed members as follows:

- One (1) representative from the San Pedro Chamber of Commerce,
 - One (1) representative from the Historic Downtown San Pedro Business Improvement District;
 - One (1) representative from the Community Redevelopment Agency, Los Angeles (CRA/LA);
 - One (1) representative from the Central San Pedro Neighborhood Council;
 - One (1) representative from the Angels Gate Cultural Center
- and
- Six (6) to **fourteen (14)** at-large ACE District members, provided **that a minimum of 50% of at-large members** are working artists or arts professionals and at least two (2) restaurateurs are included in the at-large positions.

Section 5: Term

At-Large Advisory Board Members

At-Large Advisory Board members shall serve a term of two (2) years provided that such term shall be staggered so that one half of the Advisory Board members be elected at each special annual meeting of the Advisory Board. The term shall begin at the first regular meeting of the fiscal year. Advisory Board members may hold office for two (2) consecutive terms after which he or she may not seek re-election to the Board for one year. **Should a vacancy occur, the Chairperson shall nominate an interim at-large Board member to complete the vacated term, said interim member to be confirmed by a simple majority vote of the ACE Board members.**

Appointed Advisory Board Members

Appointed Advisory Board members serve at the discretion of the body represented by that appointee and shall serve for a term of two (2) years provided that they remain the selected representative of their respective organization. **Each representative's letter of appointment from his/her respective organization must be presented to the Board at the meeting prior to the beginning of the term of appointment, and the appointment must be affirmed by a majority of the ACE Board. Representatives may be reappointed to an indefinite number of two-year terms at the discretion of their respective organizations, providing that they present a current letter of appointment for each term under the time frame stipulated above.**

Section 6: Meeting Place and Procedures.

Meetings of the Advisory Board shall be held at any place accessible to the public and within the ACE District. **All meetings shall be properly noticed according to the ACE Policies and Procedures and the Brown Act.**

Section 7: Advisory Board Regular Meetings.

There shall be regularly calendared meetings of the Advisory Board, at least ten (10) per calendar year, to take place at such time and place as the Advisory Board determines. Such monthly meetings shall be open to the general public and to ACE District members who may attend as observers. Presentations at Advisory Board meetings may be made with prior approval of the Chairperson.

Section 8: Special Advisory Board Meetings.

Special meetings of the Advisory Board for any purpose may be called at any time by the Chair or by any three (3) Advisory Board members. Notice of the time and place of any special meetings of the Advisory Board shall be given to each Advisory Board member **with seventy-two (72) hours** notice delivered by email and confirmed by telephone.

Section 9: Resignation.

Any Advisory Board member may resign, effective immediately or at a later time specified by the Advisory Board member, by a written notice to the Chair. If the resignation is effective at a future time, a successor may be selected in advance to fill the vacancy when the resignation becomes effective. (See **Article III, Section 5, Term**)

Section 10: Vacancies

Persons to fill term vacancies to the At-Large positions on the Ace District Advisory Board, or among the officers, shall be nominated by the Chairperson and confirmed by a majority vote of the Advisory Board. Persons to fill term vacancies of the stakeholder organization representatives listed in Section 1 of this Article shall be **appointed** according to the policies, procedures and corresponding terms of the respective stakeholder organization.

Section 11: Fees and Compensation.

Advisory Board members and members of committees shall serve without compensation for their services. This shall not preclude any Advisory Board member from providing goods or services to the ACE District in any other capacity and receiving compensation for those goods or services.

ARTICLE V – ADVISORY BOARD ELECTION

Section 1: Eligibility

To be eligible for election, appointment or re-election or reappointment to the Advisory Board, one must:

- a. Be current with annual dues, if applicable.
- b. Have attended no less than three (3) Advisory Board meeting within the previous fiscal year.
- c. Have served on a sub-committee of the Advisory Board within the previous fiscal year.

Section 2: Nomination and Election of Advisory Board Members.

At least sixty (60) days prior to the annual general membership meeting, the Chairperson shall ask for nominations from the current Advisory Board members and all other eligible ACE District members. Each nomination must be seconded **by an eligible ACE District member**. Advisory Board members shall be elected by the majority vote of all eligible ACE District members present at the annual general membership meeting.

The Chairperson shall also notify each appointed Advisory Board member to present reaffirmation by his or her respective appointing organization at least **thirty (30) days** prior to the annual general membership meeting.

Section 3: Schedule

Election of the Board and Officers will take **place at the regularly scheduled meeting just prior to the beginning of the new fiscal year** with installation of the Officers taking place at the first meeting of the new fiscal year. The meeting just prior to the first meeting of the new fiscal year shall be considered the annual general membership meeting.

ARTICLE VI - OFFICERS

Section 1: Determination

The Advisory Board shall present a list of nominees for the officers of the ACE District for the coming year. These positions are Chair, Vice-Chair, Secretary and, if such a position exists,

Treasurer. To be eligible to serve, all officers must be members of the Advisory Board and have served for a minimum of one year.

The slate of nominees shall be published with the announcement of the annual meeting agenda. All nominees shall be voted on by a written ballot election, and each ballot shall have the voter's name legibly written on it. The results will be determined by a simple majority vote of the Advisory Board members present at the meeting; absentee ballots and proxies will not be allowed. Ballots will be counted publicly at the time of the meeting by one eligible ACE District member, one representative of the CRA, and one representative of the San Pedro Chamber of Commerce.

OR - ALL NOMINEES SHALL BE VOTED ON BY A SHOW OF HANDS OF ADVISORY BOARD MEMBERS PRESENT AT THE MEETING. RESULTS SHALL BE DETERMINED BY A SIMPLE MAJORITY.

If a tie vote occurs for any office, subsequent votes will be taken immediately until the tie is broken.

Section 2: Term

Officers shall be elected for a one (1) year term with eligibility for re-election for a maximum of two (2) terms, and after one (1) term absence then may serve another two terms per position. **Newly-elected officers shall assume their roles at the next regularly-scheduled meeting, which should be the first meeting of the new fiscal year.**

Section 3: Duties

The officers of the Organization shall be a Chairperson, a Vice-Chairperson, a Secretary, and, optionally, a Treasurer. The officers of the Organization constitute the Executive Committee, which is a Standing Committee.

- a. Chairperson – The Chairperson shall be the principal officer of the Organization and shall provide information and recommendations to the Advisory Board regarding the supervision and coordination of the business and affairs of the organization. The Chairperson shall preside at all meetings of the Advisory Board. He/she shall also appoint the Chairs of all committees and shall have the power to remove any chair or member from any committee with the approval of the majority of the Advisory Board. The Chairperson shall sign official documents as required by law or by the Advisory Board and shall serve as the Chair of the Executive Committee. Finally, he/she shall, whenever it may be necessary, prescribe the duties of officers of this organization whose duties are not otherwise defined herein.
- b. Vice Chairperson – The Vice Chairperson shall assume all duties of the Chairperson in the temporary absence of the Chairperson. In the event the Chairperson is unable to complete his/her term of office, the Vice Chairperson shall succeed to the office of Chairperson until the next election of officers. The Vice Chairperson shall also perform such other duties and possess such other powers as shall be prescribed and conferred by the Advisory Board or by the Chairperson.
- c. Secretary – The Secretary shall serve as parliamentarian of the Advisory Board and shall ensure that meetings are conducted in accordance with Robert's Rules of Order. The Secretary shall ensure that minutes of all meetings are maintained and shall ensure proper notice of all meetings and Advisory Board actions in compliance with law and these policies and procedures described herein. The Secretary shall be responsible for advising the Advisory Board on compliance with these policies and procedures. Finally, he/she shall sign official documents as required by law or by the Advisory Board. The Secretary is an officer position, not a paid position, and day-to-day clerical services may be carried out by others.

- d. Treasurer. The Treasurer shall ensure that the organization's books of accounts are maintained consistent with Generally Accepted Accounting Practices. He/She shall deliver a report at each meeting of the Advisory Board. The Treasurer shall ensure performance of proper federal, state, and any other required reporting. He/She shall ensure compliance with the Advisory Board approved annual operating budget, and shall serve as Chair of the Finance Committee. Finally, he/she shall sign official documents as required by law or by the Advisory Board.

Section 4: Advisory Board Member Removal or Resignation

Any officer may be removed, with or without cause by a two-thirds majority vote of the Advisory Board, at any regular or special meeting of the Advisory Board. Any officer may resign at any time **by giving written notice to the Chairperson, copied to the organization.**

ARTICLE VII - COMMITTEES

Section 1: Purpose and Authority of Standing and Special Committees

Standing and special committees composed of members of the ACE District shall be established by the Chairperson of the Advisory Board with the approval of the Advisory Board. Special committees shall be formed from time to time for projects to be accomplished within a limited time period.

It shall be the function of committees to study and make recommendations to the Advisory Board at meetings and carry on such activities as may be delegated to them by the Advisory Board. Any Standing and Special Committee shall have the authority to decide matters of interest to their own committee only, and to recommend to the Advisory Board for decision all matters affecting the community or ACE District as a whole.

Section 2: Committee Structure

All committees shall have an Advisory Board member as its chair. Committees may include non-board members, except for the Executive Committee.

Section 3: Standing Committees

Standing Committees shall be determined by majority vote of the Advisory Board.

Section 4: Limitation of Authority.

No action by a member of, or by a standing or special committee, shall be binding upon, or constitute an expression of the policy of, the ACE District until it is approved or ratified by the Advisory Board. Special Committees shall be discharged by the Advisory Board Chair, with approval of the Advisory Board, when their work is complete.

Section 5: Committee Funds

Fund-raising activities planned by the committees must have prior approval of the Advisory Board. Prior to undertaking any project requiring fund-raising, committees shall submit a budget to the Advisory Board for approval. The budget shall outline the funds required and proposed funding sources. Fund balances are treated as assets of the ACE District and are not the property of the individual committees.

The Advisory Board must approve any committee expenditures beyond those that were voted on and approved in the original budget. No committee shall commit the ACE District financially without approval by the Advisory Board.

ARTICLE VIII- FINANCES

Section 1: Funds

The San Pedro Chamber of Commerce shall serve as the ACE District's fiscal receiver. All monies paid to the ACE District shall be placed in a general operating fund except that monies subscribed or contributed for a special purpose shall be placed in a separate account for such purpose.

Section 2: Budget and Disbursements

The Advisory Board shall authorize the preparation of a budget for the coming fiscal year and submit it to the Advisory Board for approval at its regular meeting in May. Upon approval of the budget, the Advisory Board is authorized to make disbursements on accounts and expenses provided for in the budget. Recommendations for expenditures outside the budget shall be subject to Advisory Board's approval. Disbursements shall be by check that shall be signed an Advisory Board member and countersigned by an officer who has been authorized by the Advisory Board.

Section 3: Annual Report

At the end of each fiscal year, the Advisory Board will prepare and present an annual report of income and expenses to the ACE District membership and general public.

Section 4: Vendors

A bidding process, wherever possible, including all available entities providing appropriate products or services, shall decide on suppliers of products and services to the ACE District. Competitive bids are required on all purchases over \$750.00, otherwise the Advisory Board will select the vendor. At no time shall a contract with a vendor be altered without the written approval of the Advisory Board.

ARTICLE IX- RULES OF ORDER & PROVISIONS

1. The proceedings of the Board shall be governed by Roberts Rules of Order except where those rules conflict with any provision of these Policies.
2. Quorum – shall consist of 50% plus one of the Advisory Board Members. Every act or decision made by a majority of the Advisory Board members present at a meeting duly held at which a quorum is present is the act of the Advisory Board. A majority of the Advisory Board members present at a meeting, whether or not constituting a quorum, may adjourn any meeting to another place or time.
3. Every **Advisory Board member** shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the physical properties of the Organization.

ARTICLE X – INDEMNIFICATION CLAUSE

No member, officer or Advisory Board or Committee member of the ACE District shall be personally liable for its debts or other liabilities, and the private property of such individuals shall be **forever and wholly exempt from any debts or liabilities of whatsoever kind and character incurred by this organization.**

ARTICLE XI - AMENDMENTS

The Policies may be amended at any calendared meeting of the Advisory Board by a majority vote of the Advisory Board members present, providing that notice of the meeting includes the proposals for amendments or alterations. Proposed amendments may be presented to the Advisory Board at any regular meeting, but voting on any motion for acceptance or rejection shall not take place earlier than the next scheduled meeting.

Revisions to these Policies **& Procedures** shall be in effect immediately upon their ratification by the ACE District Board and shall replace and supersede all previous Policies **& Procedures**.