FIRST AMENDMENT TO THE

BYLAWS OF
DOWNTOWN CHICO PBID, INC.

A California Nonprofit Mutual Benefit Corporation

I. Purpose of Amendment

This document amends the Bylaws of Downtown Chico PBID, Inc., a California nonprofit mutual benefit corporation, adopted on February 12, 2025 ("Bylaws").

II. Specific Amendments

a. ARTICLE 4 is hereby deleted in its entirety and substituted in lieu thereof is the following:

ARTICLE 4 MEMBERS AND PBID RATEPAYERS

Section 1 **No Corporate Members.**

This Corporation shall have no members within the meaning of the California Nonprofit Corporation Law, pursuant to Corporations Code section 7310. As used elsewhere in these Bylaws, the term "member" shall refer to a Director unless the context expressly provides otherwise.

Section 2 **PBID Ratepayers.**

The Downtown Chico Property-Based Improvement District consists of properties located within the boundaries of the Boundary Map established pursuant to the Management District Plan. The owners of those assessed properties are referred to in these Bylaws as "PBID Ratepayers".

PBID Ratepayers are not members of Downtown Chico PBID, Inc. solely by reason of owning assessed property within the District.

Downtown Chico PBID, Inc. serves as the owners' association responsible for administering the PBID pursuant to the Management District Plan and the Corporation's agreement with the City of Chico.

PBID Ratepayers shall participate in the governance of the District as provided in the Management District Plan and these Bylaws, including participation in the election of Directors as provided in Article 5.

b. ARTICLE 5, Section 2a. is hereby deleted and substituted in lieu thereof is the following:

ARTICLE 5 DIRECTORS

Section 2 **Number.**

a. No less than three-fourths (3/4) of the seats on the Board of Directors shall at all times be filled by Property Owner Directors (as defined below). No PBID Ratepayer, whether directly or through one or more authorized representatives, may have more than one representative serving as a

Property Owner Director at the same time, regardless of the number of assessed properties owned by that PBID Ratepayer.

c. ARTICLE 5, Section 4b. is hereby deleted and substituted in lieu thereof is the following:

ARTICLE 5 DIRECTORS

Section 4 **Term.**

b. Election. The election of Directors shall take place at the Annual Meeting of the Corporation. The next election shall be at the 2026 Annual Meeting.

Not less than forty-five (45) days before the date established for the Annual Meeting, the President shall appoint at least two (2) Directors to serve with the President as the Nominating Committee. The Nominating Committee shall solicit nominees for consideration for election as Directors and shall develop a slate of nominees consistent with the qualifications and Board composition requirements set forth in these Bylaws.

The slate of nominees shall be presented at the Annual Meeting and shall be voted upon by the PBID Ratepayers in accordance with Section 7, "PBID Governance", of the Management District Plan.

The Board of Directors may adopt reasonable procedures governing the nomination and election process, provided those procedures are consistent with the Management District Plan and these Bylaws.

III. Effectiveness

This First Amendment to the Bylaws was duly adopted by the affirmative vote of a majority of the Board of Directors at a meeting at which a quorum was present on 10/14/26, 2026, in accordance with Article 11 of the Bylaws.

CERTIFICATE OF SECRETARY

I, the undersigned, the duly elected Secretary of DOWNTOWN CHICO PBID, INC., a California nonprofit mutual benefit corporation, do hereby certify that the foregoing First Amendment to the Bylaws was duly adopted by the Board of Directors on 10/14, 2026, and remains in full force and effect.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 14th day of October, 2026.

Dated: 10/14/26

CHRIS DANIELS, Secretary