



**Downtown Glendale Association
Board of Directors Meeting
Friday, September 13th, 2019 10:30 a.m.
100 N. Brand Blvd., 6th Floor Conference Room
Glendale, CA 92013**

(Most Board members will call in for this one action item)

AGENDA

1. Introductions – President Rick Lemmo
2. Announcements, public comment
3. Proposal to amend bylaws prior to Annual meeting, see attached in track changes:
Action Item
4. Other
5. Next Board meeting:

BROWN ACT: Government Code 54950 (The Brown Act) requires that a brief description of each item to be transacted or discussed be posted at least 72 hours prior to a regular meeting. The Corporation posts all Board and Committee agendas at the meeting room door as well as the DGA office door. Action may not be taken on items not identified as such and posted on the agenda. Meeting facilities may be accessible to persons with disabilities. If you require special assistance to participate in the meeting, notify Jacqueline Benthem at 818 476-0120 x 420 at least 48 hours prior to the meeting

Rick Lemmo, President • Joseph Stitick, Vice President
Helen McDonagh, Treasurer • Raul Porto, Secretary
Jennifer Hiramoto • Steve Sayers • Nicole Dedic • Randy Stevenson

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BYLAWS OF THE DOWNTOWN GLENDALE ASSOCIATION
Proposed Revisions as of September 2019

A California Nonprofit Public Benefit Corporation

**ARTICLE I
NAME**

The name of this corporation is Downtown Glendale Association.

**ARTICLE II
PRINCIPAL OFFICE**

- a. Principal Office of the Corporation**
 The Board of Directors will fix the location of the principal executive office of the corporation at any place within the City of Glendale in the State of California.
- b. Other Offices of the Corporation**
 The Board may at any time establish branch or subordinate offices at any place or places where this corporation is qualified to conduct its activities.

**ARTICLE III
PURPOSES**

The purpose of this corporation is to support the efforts of the government of the City of Glendale through the operation of the Greater Downtown Glendale Community Benefit District (CBD) to revitalize the community through beautification of public areas, promotion of public safety, organization of educational and cultural events, and stimulation of community improvement.

**ARTICLE IV
CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the singular includes the plural, the plural includes the singular, and the term “person” includes both a legal entity and a natural person. For the purposes of these bylaws the Downtown Glendale Association shall be referred to as the “DGA” or the “Corporation”.

ARTICLE V DEDICATION OF ASSETS

This corporation's assets are irrevocably dedicated to charitable and public purposes. No part of the net earnings, properties, or assets of the corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or to any director or officer of the corporation. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its exempt status under Internal Revenue Code Section 501(c)(3).

ARTICLE VI MEMBERS

The Corporation shall have no members, as that term is defined in Section 5056 of the California Corporations Code ("**Code**"). Unless otherwise provided herein or in the Code, any action which would otherwise require approval by the members shall require only approval of the Board. All rights which would otherwise vest in the members shall vest in the Board. Nothing in these Bylaws shall be construed as limiting the right of the Corporation to refer to persons associated with it, who participate in any activities of the Corporation, as "members" even though such persons are not members as defined in Section 5056 of the Code. Such persons shall be deemed to be associated persons with respect to the Corporation as that term is defined in Section 5332 of the Code, and no such reference shall constitute anyone a member of the Corporation.

ARTICLE VII NOMINATIONS FOR THE BOARD OF DIRECTORS

Section 1: Certain Definitions.

Board Members under these bylaws shall mean:

- a. "**Business Tenant Director**" shall mean a holder of a valid and fully paid City Zoning Use Certificate relating to an address located in the District (as defined by the Community Benefit District (CBD) resolution of formation adopted by the Glendale City Council ~~in July 2018~~ ~~on July 31st, 2012~~);
- b. "**Community at Large Director**" shall mean a District resident, community member, or a business tenant located within the CBD boundaries or an individual whom the Board believes will further the public benefit purposes of the corporation;

- c. **“District”** shall mean the Downtown Glendale Community Benefit District in the City of Glendale California, formed pursuant to the City of Glendale Community Benefit District ordinance.(Glendale Municipal Code #5771);
- d. **“Annual Election Meeting”** shall mean the Annual meeting of the Board at which Directors are to be elected. The Board seeks to complete the nomination process within the last three months of each calendar year. (October through December);
- e. **“Property Owner”** shall mean the owner of any property, or their designee, whether commercial, institutional, civic, ecumenical, public or residential, located in District who is not delinquent by more than 3 months from the annual date the CBD assessment was due to the County, for such property.
- f. **“Property Owner Director”** means any Director nominated by an assessed property owner and subsequently elected to serve as a Director by the Board. Any Property Owner Director shall be entitled to designate one Director, in accordance with Article VII, Section 3, for the Board to consider electing them as a Director.
- g. **“Non-Director Liaisons”**. In addition to the voting Directors, the Glendale City Manager may appoint up to two (2) employee liaisons from the City to attend and participate in regular Board meetings. Non-Director liaisons are not members of the Board, do not have voting rights and will not be counted toward a quorum and voting requirements.

Section 2: Qualification

- a. Members of the Corporation shall be eligible for nomination to the Board of Directors based upon active participation with the Corporation including its committees, task forces or otherwise for a period of not less than one (1) year, and support for the policies, goals of the Corporation. ~~The Interim Board of Directors shall be appointed in August 2012. The first eligibility standards for permanent Board membership, based upon Article VII, Section 1 (e), are estimated to become effective in June 2013. Qualifications shall also include meeting the provisions of Section 1 (a, b, e, f and g) of this Article.~~

Section 3: Nominations.

- a. At least forty five (45) days before each Annual Election Meeting, the Board Secretary shall cause a notice to be delivered to each Property Owner or their designated representatives soliciting Board of Director nominations. This first nominations process shall occur in the summer of 2013;

- b. Nominations must be received by the Secretary no later than fourteen (14) days before the Annual Election Meeting. Additional nominations may be submitted and considered by the Board at the Annual Election Meeting.
- c. Directors shall be elected in accordance with Article VIII, Section 1 of these Bylaws.
- d. Any notice required by this Section 2 may be delivered by U.S. mail, e-mail, fax or personal delivery.

Section 4: Additional Representatives. Each Director may appoint additional representatives who shall have the right to participate in Board discussions in an advisory and non-voting capacity. Once Property Owner Directors have been nominated and appointed, according to these bylaws, the sitting Property Owner Directors may appoint any Community or Business Tenant Directors representatives as voting members of the Board, based upon the procedures as outlined in Article VIII, Section 1 of these bylaws.

ARTICLE VIII DIRECTORS

Section 1: Number and Qualifications and Terms.

- a. *Authorized Number.* The authorized number of Directors of the corporation shall not be less than five (5) and more than thirteen (13). The exact number of Directors shall be fixed from time to time, within the limits specified in this Article VIII, Section 1, by the Board of Directors.
- b. *Director Board Composition:*—
 - (1) Any Property Owner shall be entitled to nominate one (1) nominee, in accordance with Article VIII, Section 1, for the Board to consider electing as a Director at the annual Election Meeting.
 - (2) Of the authorized number of Directors, a minimum of eighty-five per cent (85%) shall be Property Owners within the District. *However, at all times, there shall be a minimum one business tenant, who does not own property in the district, who shall be a voting member of the Board.*
 - (3) All remaining Directors shall be referred to as “Community Directors”. Community Directors may be Business Tenants, or Community at Large Representatives, *provided* that at all times from and after the date the District is established at least one (1) Community Director should be a non-property owning Business Tenant.
- c. *Term.* The term of office of each Director of the Corporation shall be two (2) years and until his or her successor has been elected and qualified.

The Directors may be elected at any meeting of the Board. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until a successor has been elected and qualified. A Director may succeed himself or herself in office.

~~d. — *Staggering of First Year Terms:*— The first nomination of Directors shall take place in the summer of 2013, after it has been confirmed that the Property owners of the CBD had met the requirements for appointment to the Board as per Article VII, Sections 1 and 2. During the first nomination process of Board members, 50% plus one, (or an approximation of that amount) of the incoming Directors shall be assigned two year terms and 49% of the Directors, (or an approximation of that amount), shall be elected for one year terms. In 2014 and succeeding years, Directors shall all be nominated for two year terms.~~

e. *No Limit on Term.* There shall be no limit to how many terms any individual may serve on the Board.

Section 2: Annual Election Meeting and Powers. The nominated Directors shall be elected by majority vote of the currently seated Board members, based upon the provisions stated in Article VIII, Section 1 at the Annual Election meeting of the Board. Subject to the provisions of the Code, the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the day-to-day operation of the business of the Corporation to a management company, committee (however composed), or other person, *provided* that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

Section 3: Compensation. Directors shall serve as volunteers without compensation and will not be reimbursed for attending any Board meetings or Committees except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the exercise of their powers as specified in Section 2 of this Article; in each case only after adoption of a written Board policy concerning this provision. Directors may not be compensated for rendering services to the Corporation in any capacity other than Director unless it is for reimbursement of direct expenses relating to Board business and is reasonable and is allowable under the provisions of Section 4 of this Article.

Section 4: Restriction Regarding Interested Directors. Notwithstanding any other provision of these Bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, “interested persons” means either:

a. Any person currently being compensated by the Corporation for services rendered it within the previous twelve (12) months, whether as a