

January 2, 1991

REPORT TO THE HONORABLE
MAYOR AND CITY COUNCIL
PROPOSED FIRST AMENDMENT TO BYLAWS OF
SAN DIEGO FESTIVALS, INC.

At its November 19, 1990, meeting, during consideration of Docket Item No. 205, the City Council requested that the City Attorney's office draft necessary legal documents reflecting changes in the composition of the Board of Directors of the San Diego Festivals, Inc. ("Corporation"), a corporation wholly owned by the City. The specific changes in the make-up of the Board were not determined at the November 19th meeting. Instead, working in conjunction with Councilmember Pratt and the Commission for Arts and Culture ("Commission"), the Mayor was asked to develop the proposed changes in the Corporation's Board of Directors and to return to the full Council for approval of those changes.

Therefore, in accordance with the direction of the Mayor, following her consultation with Councilmember Pratt and the Commission, the City Attorney has prepared the necessary legal documents in the form of proposed amendments to the Corporation's Bylaws, to be approved by resolution of the Council (copies of both attached). These documents reflect the proposed changes in the composition of the Corporation's Board of Directors as follows:

The Corporation's current Bylaws specify that the Mayor, the City Attorney, the City Manager and the City Auditor and Comptroller constitute the Board of Directors. The Bylaws as amended would remove the Mayor and the City Attorney from the Board of Directors. The Bylaws would also add two (2) positions: The Chair of the City's Commission for Arts and Culture and the Chair of the Corporation's Arts Festival Advisory Committee.

We note that the legal effect of formally designating the Chair of the Corporation's Advisory Committee as a member of the Board of Directors by approval of these amended Bylaws may constitute the type of "formal action" that triggers operation of the Ralph M. Brown Act under Government Code section 54952.3. In

other words, while the Corporation's Advisory Committee has not up to this time been required to publish notice of its meetings or hold their meetings in public, they may be required to do so once the City Council adopts the attached resolution amending the

Bylaws. The two (2) other current members of the Board of Directors would remain; namely, the City Manager and the City Auditor and Comptroller.

The Bylaws as amended would also declare that the Mayor would stay a voting member of the Board of Directors for a limited purpose and for a limited duration, namely, for purposes of planning and taking action pertaining to the U.S. Conference of Mayors to be held in San Diego in June 1991.

The Bylaws as amended would also clarify quorum requirements necessitated by the change in the Board's composition.

Respectfully submitted,

JOHN W. WITT

City Attorney

CCM:jrl:011(043.1)

Attachments

RC-91-1