RESOLUTION No.

215713

Adopted on APR 7 1976

BE IT RESOLVED, by the Council of The City of San Diego as follows:

That this City Council, acting on behalf of The City of San Diego, sole member of the Centre City Development Corporation, Inc., a California nonprofit corporation, does hereby adopt and approve the following amendment to the bylaws of said corporation by amending Article III, Sections 2 and 3 of said bylaws to read as follows:

Section 2. Number and Qualification of Directors

The authorized number of directors shall be seven, all of whom shall be elected by the member.

Section 3. Term of Office. Directors shall serve for a term of four years. However, three of the Directors first elected by the membership at the first annual meeting after the formation of the corporation shall be elected for a term of two years only. Thereafter, election of a portion of the directors shall occur biennially so that the terms of three directors will not expire at the same time as the other four directors. Directors shall, however, hold office until their successors are elected. A director may be removed by a two-thirds vote of the governing body of the membership. A removed director's successor may be elected immediately. Vacancies caused by death, resignation or removal shall be filled by the membership. In the event that the membership does not act to fill a vacancy within thirty (30) days, vacancies may be filled by a majority of the remaining directors even though the number remaining is less than a quorum. Directors elected to fill vacancies shall serve the remainder of their predecessor's term.

APPROVED: JOHN W. WITT, City Attorney

C. M. Fitzpatrick

Senior Chief Deputy

CMF:v1:612.2 Rev. 3/31/76 Or.Dept.: Mayor

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