

RESOLUTION NO. R- 252379

OCT 27 1980

Adopted on

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF SAN DIEGO ADOPTING AMENDMENTS TO THE BYLAWS OF THE SAN DIEGO DATA PROCESSING CORPORATION, INC.

WHEREAS, San Diego Data Processing Corporation, Inc. has determined, based on the advice of legal counsel, that certain sections of the bylaws of San Diego Data Processing Corporation, Inc., should be amended to conform to the changes made in the California Nonprofit Corporation Law;

NOW, THEREFORE, BE IT RESOLVED, that Article II, Section 2, subsection 1 be amended in its entirety to read as follows:

Subsection 1. Notice of Meetings. Written notice of each annual or special meeting shall be given to the member either personally or by mail or other means of written communication, charges pre-paid, addressed to such member at its address as it shall appear on the books of the corporation or given by him to the corporation for the purpose of notice. All such notices shall be sent to the member not fewer than ten (10) nor more than ninety (90) days before each meeting; shall specify the place, day and hour of such meeting; and shall also state the general matter of the business or proposal to be considered or acted upon at such meeting. Such notice shall also be given to the City Manager and the City Council of the City of San Diego. Such notice shall comply with section 5511 of the California Nonprofit Public Benefit Corporation Law.

RESOLVED, that Article III, Sections 3 be amended in its entirety to read as follows:

Section 3. Elections, Terms of Office and Vacancies.

Subsection 1. Election and Term of Office. Directors shall serve for a term of three years.

However, of the Directors first elected by the membership at the first annual meeting after the formation of the corporation, three shall be elected for a three-year term, three for a two-year term and three for a one-year term.

Thereafter, election of a portion of the Directors shall occur annually by the member at the annual meeting of members. The member shall adopt a nomination and election procedure that will comply with section 5520 of the California Nonprofit Public Benefit Corporation Law.

Subsection 2. Vacancies. 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.

RESOLVED, that Article IV, Section 1 be amended by deleting the period at the end of the last sentence and adding: "provided, however, that neither the Secretary nor the Treasurer may serve concurrently as the President."

RESOLVED, that Article V be amended in its entirety to read as follows:

ARTICLE V

BOARD COMMITTEES

Section 1. Board Committees. The Board may appoint one or more committees, each consisting of two or more Board members, and delegate to such committees any of the authority of the Board except with respect to:

(a) approval of any action for which the California Nonprofit Public Benefit Corporation Law also

requires approval of the members or approval of a majority of all members;

(b) filling vacancies in any Board committee;

(c) fixing compensation of the Board members;

(d) amending or repealing bylaws or adopting new bylaws;

(e) amending or repealing any resolution of the Board which by its express terms is not amendable or repealable;

(f) appointing other committees of the Board or the members thereof;

(g) approving any self-dealing transaction with respect to any assets held in charitable trust.

Section 2. Meetings and Action of Board Committees. Meetings and actions of Board committees shall be governed by, held and taken in accordance with the provisions of Article III of these bylaws, concerning meetings of the Board, with such changes in the context of those provisions as are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board. Notice of special meetings of Board committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. The Board may adopt rules for the government of any Board committee not inconsistent with the provisions of these bylaws.

Section 3. Executive Committee. The Board of Directors may establish an Executive Committee. If such Executive Committee is formed, the primary function will be to coordinate the activities of the Board of Directors; provided, however, that all members of the Executive Committee shall be members of the Board of Directors.

RESOLVED, that Article VI be amended in its entirety to read as follows:

ARTICLE VI.

OTHER COMMITTEES

Section 1. Other Committees. The president, subject to the limitations imposed by the Board, or the Board itself may create other committees to serve the Board which do not have the powers of the Board.

Section 2. Creation and Combination of Committees. The creation of committees is discretionary with the Board. If the Board determines that any one or more committees should not exist, it shall assign the functions of such committee to a new or existing committee or to the Board acting as a committee of the whole.

Section 3. Appointment and Tenure. The president, with the approval of the Board, shall appoint members to serve on committees. One of the members appointed shall be designated chairman. At the discretion of the Board, the chairmen of standing committees may be ex-officio members of the Board without the right to vote. Each member of a committee shall continue as such until the next annual election of officers and until his successor is appointed, unless the member shall sooner resign or be removed from the committee.

Section 4. Meetings and Notice. Meetings of a committee may be called by the president, the chairman of the committee or a majority of the committee's voting members. Each committee shall meet as often as is necessary to perform its duties. Notice of a meeting of a committee may be given at any time and in any manner reasonably designed to inform the committee members of the time and place of the meeting.

Section 5. Quorum. A majority of the voting members of a committee shall constitute a quorum for the transaction of business at any meeting of the committee. Each committee may keep minutes of its proceedings and shall report periodically to the Board.

Section 6. Manner of Acting. A committee may take action by majority vote.

Section 7. Resignation and Removal. Any member of a committee may resign at any time by giving writ-

ten notice to the chairman of the committee or to the vice president. Such resignation, which may or may not be made contingent upon formal acceptance, shall take effect upon the date of receipt or at any later time specified in the notice. The president may, with prior approval of the Board, remove any member of a committee.

Section 8. Vacancies. A vacancy in any committee or any increase in the membership thereof shall be filled for the unexpired portion of the term by the president with approval of the Board.

APPROVED: JOHN W. WITT, City Attorney

By Stuart H. Swett
Stuart H. Swett
Chief Deputy City Attorney

10/15/80
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Or.Dept.: Data Processing

OCT 27 1980

Passed and adopted by the Council of The City of San Diego on _____
by the following vote:

Councilmen	Yeas	Nays	Not Present	Ineligible
Bill Mitchell	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Bill Cleator	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Bill Lowery	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Leon L. Williams	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Fred Schnaubelt	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Mike Gotch	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Larry Stirling	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Lucy Killea	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Mayor Pete Wilson	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AUTHENTICATED BY:

PETE WILSON

Mayor of The City of San Diego, California.

CHARLES G. ABDELNOUR

City Clerk of The City of San Diego, California.

(Seal)

By Marjorie L. Ponceiro, Deputy.

Office of the City Clerk, San Diego, California

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