

(R-90-2170)

RESOLUTION NUMBER R- 275940

ADOPTED ON JUN 19 1990

WHEREAS, the Southeast Economic Development Corporation, Inc., has determined that a change in the titles of certain officers of the Corporation would be desirable and would contribute to the effectiveness of the Corporation; and

WHEREAS, the Council of The City of San Diego which is the sole member of the Corporation has concurred in this determination; NOW, THEREFORE,

BE IT RESOLVED, by the Council of The City of San Diego, that Article IV, **Officers**, be amended in its entirety to read as follows:

ARTICLE IV

OFFICERS

Section 1. **Officers.** The Officers of the Corporation shall be the Elected Officers and the Appointed Officers, as hereinafter prescribed:

Subsection 1. **Elected Officers.** The "Elected Officers" of the Corporation are as follows: (i) Chairman of the Board and Chief Executive Officer ("Chairman"); (ii) Vice Chairman; (iii) Secretary; (iv) Treasurer; and (v) President and Chief Operating Officer ("President"). Neither the Secretary nor the Treasurer may serve concurrently as the Chairman. Nothing contained herein shall

prohibit the Board of Directors from combining one or more of the various offices.

Subsection 2. Appointed Officers. The Corporation may also have, at the discretion of the Board of Directors, one or more additional Vice Chairmen, one or more assistant Secretaries, one or more assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 ("Appointed Officers"). Nothing contained herein shall prohibit the Board of Directors from combining one or more of the various offices. Any number of offices may be held by the same person.

Section 2. Election of Elected Officers. The Elected Officers of the Corporation shall be chosen annually by the Board of Directors and each shall hold office until he/she shall resign or shall be removed or otherwise be disqualified to serve, or his successor shall be elected and qualified.

Section 3. Appointment of Appointed Officers. The Chairman and the President, jointly, may appoint, subject to Board approval or ratification, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as the appointing authorities may designate. Appointment of Vice President for key staff positions of the

Corporation shall be at the sole discretion of the President.

Section 4. Removal of Officers. Any Elected Officer may be removed, with or without cause, by a two-thirds majority vote of the Directors at the time in office, at any regular or special meeting of the Board, or, except in case of an officer chosen by the Board of Directors, by an officer upon whom such power of removal may be conferred by the Board of Directors; and any Appointed Officer may be removed, with or without cause, by the appointing authorities (subject, in each case, to the rights, if any, of any Officer under any contract of employment).

Section 5. Resignation. Any Officer may resign at any time by giving written notice to the Board of Directors or to the Chairman or to the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filed in the manner prescribed in the Bylaws for regular elections or appointments to such office.

Section 7. **Eligibility.** No person shall be eligible for the office of Chairman, Vice Chairman, Secretary or Treasurer unless that person is a director.

Section 8. **Chairman of the Board and Chief Executive Officer.** The Chairman shall be the chief executive officer of the Corporation and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and officers of the Corporation. He shall preside at all meetings of the Board of Directors. He shall be an ex-officio member of all the standing committees and shall have the general powers and duties of management usually vested in the office of Chairman of the Board and shall have such other powers and duties as may be prescribed by the Board of Directors and the Bylaws.

Section 9. **Vice Chairman.** In the absence or disability of the Chairman, the Vice Chairmen in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice Chairman designated by the Board of Directors, shall perform all of the duties of the Chairman, and when so acting shall have all of the powers of and be subject to all of the restrictions upon the Chairman. The Vice Chairmen shall have such other powers and perform such other duties as from time to time may be prescribed for them respectively by the Board of Directors and the Bylaws.

Section 10. **Secretary.** The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or such other place as the Board of Directors may order of all meetings of directors and the member, with the time and place of holding, whether regular or special, and if special, how authorized, the notice given thereof, the names of those present at directors' meetings and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal office of the Corporation, a register showing the names of all Directors and their respective addresses.

The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the Bylaws or by law to be given, and he/she shall keep the seal of the Corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

Section 11. **Treasurer.** The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts and disbursements. The books of account shall at all times be available for inspection by the member, by the City Manager of The City of San Diego or his designee and by any member of the Council of The City of San Diego.

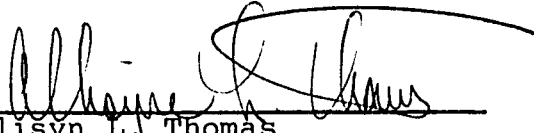
The Treasurer shall deposit or cause to be deposited all monies and other valuables in the name and to the credit of the Corporation with such depositaries as may be designated by the Board of Directors. He/she shall disburse the sums of the Corporation as may be ordered by the Board of Directors, shall render to the Chairman and Directors, whenever they request it, an account of all of his/her transactions as Treasurer and the financial condition of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

Section 12. President and Chief Operating Officer.
The President shall be the chief operating officer of the Corporation. The President shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the day-to-day business and management of the Corporation. He/she shall have the general powers and duties of management usually vested in the office of general manager of a Corporation and shall have such other powers and duties as may be prescribed by the Board of Directors or these Bylaws. The President shall, joint with the Chairman, have the power to appoint the Appointed Officers in accordance with Section 3, subject to approval or ratification by the Board of Directors. The President alone shall have the power to appoint Vice Presidents

for key staff positions. He/she shall be responsible for the staffing of the Corporation and for such other day-to-day management decisions as are necessary or appropriate in the effective management of the Corporation.

APPROVED: JOHN W. WITT, City Attorney

By


Allisyn L. Thomas
Deputy City Attorney

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Or.Dept:SEDC
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JUN 19 1990

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

Council Members	Yeas	Nays	Not Present	Ineligible
Abbe Wolfsheimer	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Ron Roberts	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
John Hartley	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
H. Wes Pratt	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Linda Bernhardt	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
J. Bruce Henderson	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Judy McCarty	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Bob Filner	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Mayor Maureen O'Connor	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AUTHENTICATED BY:

MAUREEN O'CONNOR
Mayor of The City of San Diego, California.

(Seal)

CHARLES G. ABDELNOUR
City Clerk of The City of San Diego, California.

By *Maydell G. Antecum*, Deputy.

Office of the City Clerk, San Diego, California

Resolution *R-275940* JUN 19 1990
 Number Adopted.....

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SAN DIEGO, CA