

RESOLUTION NUMBER R-277186

ADOPTED ON JANUARY 9, 1991

WHEREAS, San Diego Festivals, Inc., ("Corporation") was formed in October, 1988, with the City as sole shareholder (Articles of Incorporation filed with the Secretary of State October 11, 1988) for the purposes of promoting the artistic and cultural goals and enriching the quality of life of The City of San Diego by producing artistic, musical, educational, cultural or other similar festivals or programs in and for the community of San Diego and its visitors; and

WHEREAS, the Corporation operates under Bylaws adopted by the City Council, acting as sole member of the Corporation, a copy of which is on file in the City Clerk's office as Document No. RR-271997<sup>-2</sup>; and

WHEREAS, the composition of the Board of Directors of the Corporation is specified in the Corporation's Bylaws; and

WHEREAS, the City Council desires to amend the Bylaws to change the composition of the Board of Directors of the Corporation to delete the position of City Attorney for The City of San Diego, and except as to planning and executing actions pertaining to the U.S. Conference of Mayors to be held in San Diego in June 1991, the position of Mayor of The City of San Diego from membership of the Board; and

WHEREAS, the City Council desires to add three (3) members to the Board of Directors, as follows:

- 1) One member of the City Council as determined by vote of

the City Council; and


2) Chair of the Commission for Arts and Culture for The City of San Diego, and

3) Chair of the Arts Festival Community Advisory Committee for San Diego Festivals, Inc., the Chair to be appointed by the Board of Directors of the Corporation; and

WHEREAS, changing the composition of the Corporation's Board of Directors necessitates changes in the quorum requirements set forth in Section 3.12 of the Bylaws; NOW THEREFORE,

BE IT RESOLVED, by the Council of The City of San Diego acting as sole member of San Diego Festivals, Inc., that the Bylaws of San Diego Festivals, Inc. be amended to change the composition of the Board of Directors and the quorum requirements as reflected in Document No. RR-277186 attached hereto and by this reference incorporated herein.

APPROVED: JOHN W. WITT, City Attorney

By   
Cristie C. McGuire  
Deputy City Attorney

CCM:jrl  
12/07/90  
01/15/91  
02/14/91 (REV. 1)  
Or.Dept:Mayor  
R-91-884  
Form=r-t

**FIRST AMENDMENT TO BYLAWS  
OF SAN DIEGO FESTIVALS, INC.**

Pursuant to Section 6.04 of the Bylaws of San Diego Festivals, Inc., Sections 3.02 and 3.12 are hereby amended to read as follows:

Section 3.02 Number and Qualifications of Directors.

Pursuant to the Articles of Incorporation, the authorized number of directors is specified to be not less than four (4) nor more than nine (9).

Except as provided elsewhere in this section, the number of directors is hereby fixed at five (5) consisting of the elected or appointed individuals holding the following offices or positions:

- (a) One (1) member of the City Council, as determined by vote of the City Council
- (b) City Manager of The City of San Diego
- (c) City Auditor and Comptroller of The City of San Diego
- (d) Chair of the Commission for Arts and Culture of The City of San Diego
- (e) Chair of the Arts Festival Community Advisory Committee of San Diego Festivals, Inc.; Chair to be appointed by the Board of Directors of the Corporation.

For purposes of planning and taking actions pertaining to the U.S. Conference of Mayors to be held in San Diego in June 1991, the Mayor of The City of San Diego shall also be a voting member of the board of directors.

DOCUMENT NO. RR-277186  
FILED JAN 09 1991  
OFFICE OF THE CITY CLERK  
SAN DIEGO, CALIFORNIA

In the event the member (The City of San Diego through its City Council) determines to increase the number of members of the board, the member shall elect the additional members.

Section 3.12 Quorum.

A majority of the number of directors holding office shall be necessary to constitute a quorum for the transaction of all business except to adjourn, as hereinafter provided. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors.

A majority of the number of directors holding office shall be three (3) as long as the directors are fixed at five (5), and shall be four (4) as long as the directors are fixed at six (6) for purposes of planning and taking actions pertaining to the U.S. Conference of Mayors to be held in San Diego in June 1991.

CCM:jrl  
12/07/90  
01/15/91  
02/12/91  
264

**CERTIFICATE OF ADOPTION OF  
FIRST AMENDMENT TO BYLAWS**

I certify that I am the elected and acting Secretary of San Diego Festivals, Inc., a California corporation, and that the attached constitutes the first amendment to the Bylaws of the corporation, comprising two (2) pages as adopted by Resolution No. \_\_\_\_\_, by the member of the corporation on \_\_\_\_\_.

IN WITNESS WHEREOF, I have signed my name and affixed the seal of the corporation to the certificate.

\_\_\_\_\_  
Secretary

R-277186

**CORRECTED COPY**

JAN 09 1991

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 checked="" type="checkbox"/>	<input type="checkbox"/>	<input 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 *Blonde R. Barnes* Deputy.

Office of the City Clerk, San Diego, California

Resolution Number *R-277186* Adopted *JAN 09 1991*