

**Amended and Restated Bylaws of  
Uptown Partnership, Incorporated dba The Uptown Community Parking District  
Amended on April 13, 2015**

**ARTICLE I  
Mission Statement**

The Uptown Community Parking District's mission is to improve availability and supply of parking for residents and businesses, by re-investing its portion of parking meter funds with fiscal responsibility. The district will also consider traffic circulation, transit effectiveness, biking, and pedestrian mobility in its neighborhoods and develop creative collaborations to support a vibrant local economy.

**ARTICLE II  
Recitals and Definitions**

Section 1. Name of Corporation. The name of this Corporation shall be the Uptown Partnership, Incorporated, doing business as (dba) the Uptown Community Parking District and shall be referred to as the "Corporation."

Section 2. Corporation Is Not for Profit. This Corporation has been formed pursuant to the California Nonprofit Public Benefit Corporation Law as a public benefit corporation. The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

Section 3. Specific Purpose.

- (a) The purposes for which this Corporation is formed is to research, plan, design, disseminate, develop, construct, and maintain public programs, buildings, works, monuments, and improvements for the purpose of enhancing and revitalizing the public, commercial, and residential areas of the Uptown area of San Diego.
- (b) The Corporation shall coordinate, manage, and resolve parking and traffic issues within the Uptown Parking District, thus enhancing the quality of life in the neighborhoods that make up the District, as defined by the City of San Diego under Council Policy 100- 18. Those neighborhoods include, in alphabetical order: Bankers Hill, Five Points/International Restaurant Row, Hillcrest, and Mission Hills.
- (c) The Corporation will work collaboratively with the business and residential communities within the district, and with governmental and/or quasi-governmental entities and agencies. In no event shall the Corporation engage in activities which are not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code.
- (d) All activities shall be nonpartisan and nonsectarian, and activities shall be nondiscriminatory against any person by reason of race, color, national origin, religion, age, sex, sexual orientation, marital status, genetic characteristics, or physical or mental disability.

**Amended and Restated Bylaws of  
Uptown Partnership, Incorporated dba The Uptown Community Parking District  
Amended on April 13, 2015**

**ARTICLE III  
Principal Office**

Section 1. Principal Office. The principal office for the Corporation shall be in the City of San Diego, County of San Diego, State of California as may from time to time be designated by the Board of Directors.

**ARTICLE IV  
Membership**

Section 1. Members. The Corporation shall not have any members within the meaning of Section 5056 of the California Corporations Code.

Section 2. Associate Members. The Corporation shall have no associate members.

**ARTICLE V  
Board of Directors**

Section 1. Powers. Subject to the provisions and limitations of the California Nonprofit Public Benefit Corporation Law, the business and affairs of the Corporation shall be vested in and exercised by the Corporation's Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, committee, or entity provided that notwithstanding any such delegation and activities and affairs of the Corporation shall continue to be managed and all Corporate powers shall continue to be exercised under the ultimate direction of the Board.

Section 2. Number of Directors. The Corporation shall have 14 Directors.

Section 3. Apportionment of Directors

- (a) Directors shall be elected from the neighborhoods composing the District.
- (b) The number of Directors apportioned to a neighborhood shall be approximately equal to the revenue generated from that neighborhood through the City of San Diego's Parking Meter Revenue Sharing program as defined in City Council Policy 100-18.
- (c) Regardless of parking meter revenue generation, no neighborhood shall be allotted more than 50% of the directorships.
- (d) Regardless of parking meter revenue generation, each neighborhood shall have at least one directorship.
- (e) Traffic and parking issues have a major impact on businesses within the district, residents are also affected. Therefore, directorship shall be apportioned among both businesses and residents generally in the district.
- (f) Directorships shall be apportioned as follows:

**Amended and Restated Bylaws of  
Uptown Partnership, Incorporated dba The Uptown Community Parking District  
Amended on April 13, 2015**

- (i) The Bankers Hill neighborhood shall have five (5) directors with three (3) coming from the business community and two (2) from the residential community.
- (ii) The Five Points/International Restaurant Row neighborhood shall have one (1) director, who shall come from the business community.
- (iii) The Hillcrest neighborhood shall have seven (7) directors with five (5) coming from the business community and two (2) from the residential community.
- (iv) The Mission Hills neighborhood shall have one (1) director, who shall come from the business community.

(g) For the purposes of reapportioning directors among the four communities, the Corporation shall review revenue (i) every five years, or (ii) when the Board determines significant changes to the parking revenue in any of the neighborhoods. The Board shall modify directorship allocations according to the revenue review but shall comply with Sections 3(c) and 3(d) of this Article. Additionally, no Director, in order to reapportion directorships, shall be forced from the Board until his/her term has expired.

Section 4. Term. Elections shall be conducted not before August 30<sup>th</sup> nor after the November board meeting, with the outgoing board approving nominations from community organizations at the November board meeting. New directors shall be seated for the December board meeting. Directors shall hold office for a term of three years.

Section 5. Vacancies. A vacancy on the Board of Directors shall occur upon any of the following: (a) the death of a Director; (b) the resignation of a Director; (c) automatically when a Director no longer meets the requirements of Article V Section 1– Eligibility, and Section 2 – Representation; or (d) when a Director is removed as prescribed in Section 14 of this Article. The election of a Director to fill the vacancy shall comply with Article V – Election of Directors. Should a Director be duly removed under Section 14 of this Article be re-elected to fill the vacancy created by said removal, the Board shall have the authority to reject the re-election of said Director. Those elected to fill vacancies shall complete the term of the Director who created the vacancy.

Section 6. Regular Directors’ Meetings. Regular meetings of the Board of Directors shall be held at a time and place as may be authorized by the Board of Directors. Regular meetings shall be held in a publicly accessible venue within the boundaries of the Uptown Community Parking District.

Section 7. Public Notice of Meetings. At least 72 hours before a regular meeting of the Board of Directors, notice in accordance with the Ralph M. Brown Act shall be given and an agenda posted in a location within the District that is freely accessible to the public. The agenda shall include: (a) the date, time, and place for the regular meeting; (b) a clear and accurate description of each agenda item. Descriptions may be brief – 20 words or less – unless the subject is complex; (c) the intended action at the meeting, i.e., “Information Item,” “Action Item,” etc; (d) how a request for accessible accommodations for disabled persons may be made.

**Amended and Restated Bylaws of  
Uptown Partnership, Incorporated dba The Uptown Community Parking District  
Amended on April 13, 2015**

Section 8. Quorum. A majority of the authorized number of Directors present shall constitute a quorum for the transaction of business. No business shall be conducted without a quorum except as noted in Section 9.

Section 9. Loss of Quorum. The Directors present at a duly called or duly held meeting at which a quorum was initially present may continue to transact business until adjournment, even when the withdrawal of Directors leaves less than a quorum.

Section 10. Special Directors' Meetings. Special meetings of the Board of Directors may be called at any time by (a) the President or (b) a majority of the Directors. Notice for said meeting shall comply with the Ralph M. Brown Act.

Section 11. Recordings of Directors Meetings. The Corporation is not required to record regular or special meetings of the Directors, either aurally or visually, but if recordings are made, they are subject to public request to inspect without charge. A cost recovery fee may be charged for copies of recordings.

Section 12. Voting. 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.

Sections 13. Absentee & Proxy Voting. There shall be no absentee and/or voting by proxy by Directors.

Section 14. Removal of Directors. The Board of Directors shall have the power and authority to remove Directors by two-thirds (2/3) vote, for cause if he or she: (a) is adjudicated to be within the purview of Section 7221 (relating to mental competency, conviction of a felony, or conduct affecting a charitable trust), or (b) is adjudicated to have breached a duty under any law or ordinance such as, but not limited to, Sections 5230-5239 of the California Corporations Code dealing with standards of conduct for a director, or (c) fails to attend either four (4) meetings in any 12-month period or three (3) consecutive meetings of the Board of Directors, unless excused for good cause, which meetings have been duly noticed in accordance with these Bylaws. Additionally, a Director shall be automatically removed from office upon determination by a majority of the Board of Directors that said Director no longer meets the requirements as defined in Article V Section 1– Eligibility, and Section 2 – Representation. If a Director is removed, notice shall be sent to said Director by first class certified mail.

Section 15. Service on Neighborhood Parking Committees. As outlined in Article VII Section 1, Directors shall serve on the Neighborhood Parking Committee that represents the neighborhood from which they were elected.

Section 16. Compensation of Directors. No compensation or salary shall be paid to any Director

**Amended and Restated Bylaws of  
Uptown Partnership, Incorporated dba The Uptown Community Parking District  
Amended on April 13, 2015**

of the Corporation. However, Directors may be reimbursed for any expenses relating to the performance of their duties on behalf of the Corporation with the approval of the Board of Directors in open session.

Section 17. Chief Operating Officer. The Chief Operating Officer of the Corporation, if one is retained, shall be an ex-officio member of the Board of Directors without voting rights.

**ARTICLE VI  
Election of Directors**

Section 1. Eligibility. Those who may serve as directors shall be:

- (a) Business owners or their agents operating within the boundaries of the District AND that either: pay the City of San Diego business tax, or are exempt from paying the City of San Diego business tax; or that pay the City of San Diego rental tax; or
- (b) Authorized representatives of business owners, and who are employed/retained at businesses operating within the boundaries of the District AND that either: pay the City of San Diego business tax, or are exempt from paying the City of San Diego business tax; or that pay the City of San Diego rental tax. Any such representative duly elected to the District's Board of Directors shall immediately forfeit his/her directorship:
  - i. Upon revocation of authorization by the business owner, or
  - ii. Upon severance/termination of the relationship between the business and said representative, or
  - iii. Upon transfer out of the neighborhood in which said representative was elected.
- (c) At the request of a particular Neighborhood Committee, the full Board may consider modifications to eligibility criteria, for candidates for that particular neighborhood's business community seat(s).

Section 2. Representation. (a) Business owners or their agents shall only seek election from and represent the neighborhood in which their business is located. (b) Residents shall only seek election from and represent the neighborhood in which they reside.

Section 3. Election Through Community Organizations. Election of Directors shall be through organizations and groups existing within the District's four neighborhoods as may be determined from time to time by the Corporation's Board of Directors in consultation with community and business groups and the City of San Diego. Specifically, community organizations shall be: (a) An IRS-recognized 501(c)(3) or 501(c)(6) organization, or (b) An organization acceptable to the City of San Diego and the Corporation. The election by community organizations of Directors to the Uptown Community Parking District shall:

**Amended and Restated Bylaws of  
Uptown Partnership, Incorporated dba The Uptown Community Parking District  
Amended on April 13, 2015**

- (c) Follow the community organization's prescribed procedures, except that voting shall be by written, secret ballot, and there shall be no absentee, proxy, cumulative, or weighted voting.
- (d) Be open to all eligible business owners, their agents, or residents.
- (e) Clearly explain to business people or residents how the nomination and election process shall work.
- (f) Comply with all open meeting laws of the State of California and ordinances of the City of San Diego.
- (g) In the event of nomination/elections at a public meeting(s), all nominations shall be made from the floor during said meeting(s).
- (h) In the event of a mail ballot, nominations shall be made in writing, giving candidates the opportunity to write a 300-word maximum candidate statement/biography. Candidate statements, ballots, and voting instructions will then be mailed. At a designated time and place, returned ballots will be opened and counted in a public venue, duly noticed.
- (i) In the case of a mid-term vacancy, the Board of the said community organization shall appoint a representative from their neighborhood to complete the term, or in the event that no community organization exists, the Uptown Community Parking District Board may appoint a replacement, until such time that vacancy is filled by community election.

Section 4. Election Through Community-wide Election. Should no neighborhood organization be found to meet the requirements of Section 3 (a) or (b) of this Article, then the Corporation or its designee may conduct a community-wide election. This election may be either through a public meeting or mail-ballot format. The Community-wide election of Directors to the Uptown Community Parking District shall:

- (a) Be open to all eligible business owners, their agents, or residents.
- (b) Clearly explain to business people or residents how the nomination and election process shall work.
- (c) Comply with all open meeting laws of the State of California and ordinances of the City of San Diego.
- (d) In the event of nomination/elections at a public meeting(s), all nominations shall be made from the floor during said meeting(s).
- (e) In the event of a mail ballot, nominations shall be made in writing, giving candidates the opportunity to write a 300-word maximum candidate statement/biography. Candidate statements, ballots, and voting instructions will then be mailed. At a designated time and place, returned ballots will be opened and counted in a public venue, duly noticed.
- (f) Whichever election method is chosen, all voting shall be by written, secret ballot. There shall be no absentee, proxy, cumulative, or weighted voting.

**Amended and Restated Bylaws of  
Uptown Partnership, Incorporated dba The Uptown Community Parking District  
Amended on April 13, 2015**

Section 5. Ties. In the event of a tie, where the number of candidates receiving the same number of votes exceeds the number of available seats, there shall be a lottery among the tied candidates to determine the winner.

Section 6. Cost of elections. No matter which election method is used, the cost of the election shall be borne by the community organization, or the respective neighborhood. If allowed by contract, each neighborhood may cover the cost of the election from the revenue derived from and separately accounted for as that neighborhood's share of the overall District allocation of parking meter revenues.

Section 7. Nomination by City Council Office. A neighborhood without an IRS or City of San Diego recognized organization may forgo an election with the approval of the Corporation's Board of Directors. In this case the Board of Directors may request the City Council member representing that neighborhood, with his/her consent, to nominate one or more members of that neighborhood to the Corporation's Board. Nominees shall meet eligibility and representation requirements as outlined in Sections 1 and 2 of this Article. Upon nomination the Board of Directors may elect the nominee to serve as a Director.

**ARTICLE VII  
Officers**

Section 1. Officers. The officers of this Corporation shall be the President, Vice-President, Secretary, and Treasurer. All officers must be Directors of the Corporation. No officer shall serve more than three consecutive years in the same office.

Section 2. Election. Officers shall be elected by the Board of Directors in December. Officers' terms begin immediately upon election and the length of term shall be until the next annual election of officers.

Section 3. Vacancies. A vacancy in any office may be filled by a majority vote of the Board of Directors. Each officer so elected shall hold office until the next annual election of officers.

Section 4. President. Subject to the control of the Board of Directors, the President shall have general supervision, direction, and control of the business and affairs of the Corporation. The President shall preside at all meetings of the Directors, set agendas, and shall have the powers and duties as may be prescribed from time to time by the Board of Directors. The President shall act as the official representative of the Corporation and is authorized to communicate positions taken by the Corporation. No one else may represent the views of the Corporation without express authorization by the Board.

Section 5. Vice President. In the absence or disability of the President, the Vice-President shall perform all duties of the President and, in so acting, shall have all the powers of the President.

**Amended and Restated Bylaws of  
Uptown Partnership, Incorporated dba The Uptown Community Parking District  
Amended on April 13, 2015**

The Vice-President shall have such other powers and perform such others duties as may be prescribed from time to time by the Board of Directors.

Section 6. Secretary. The Secretary shall keep or cause to keep a full and complete record of the proceedings of the Board of Directors; shall keep the seal of the Corporation, shall affix the same to such papers and instruments as may be required in the regular course of business; shall make service of such notices as may be necessary or proper; and shall supervise the keeping of the minute books in the principal office of the Corporation, which shall include these Bylaws. Meeting minutes and agendas, and financial information provided by the Treasurer shall be reproduced by the Secretary or such staff as directed by the Secretary, and distributed to the Board of Directors at least 72 hours prior to each meeting. Agendas will be reproduced and distributed as required under Article IV Section 7. The Secretary shall cause to retain, for whichever period is greater, all Corporation records for a period of seven (7) years, or for a period as determined by statute or contract.

Section 7. Treasurer. The Treasurer shall be responsible for general supervision of the financial affairs of the Corporation, shall make financial reports to the Board of Directors at the Board's monthly meetings, and shall create, or shall have created, an annual budget for presentation, revision, and adoption by the Board of Directors. The Treasurer shall comply with the requirements outlined in the Bylaws, Section VIII – Accounting & Budgeting. The Treasurer shall be an ex officio member of the Audit Committee, and shall also perform such other duties as may be prescribed from time to time by the Board of Directors

Section 8. Compensation of Officers. No compensation or salary shall be paid to any officer of the Corporation. However, officers may be reimbursed for any expenses relating to the performance of their duties on behalf of the Corporation with the approval of the Board of Directors in open session.

**ARTICLE VIII  
Committees**

Section 1. Neighborhood Parking Committees. To ensure broad participation, the Corporation, working collaboratively with existing community and business organizations, shall create parking committees in each of the four communities. Each committee shall be open to all interested business people and residents within that neighborhood. The purpose is to generate ideas for the Corporation's Directors, advise Directors on setting priorities, as well as offer input to Directors on ideas generated by the Corporation's staff, if any. Directors shall serve on the Parking Committee for the neighborhood they represent. Minutes shall be kept of each meeting and shall be filed with the corporate records. Recommendations from the committees shall be non-binding on the Directors. No Committee shall bind the Corporation in a contract or agreement, or expend Corporate funds, unless authorized to do so by the Board of Directors.



**Amended and Restated Bylaws of  
Uptown Partnership, Incorporated dba The Uptown Community Parking District  
Amended on April 13, 2015**

Section 2. Special Committees. The Board of Directors may, by resolution adopted by a majority of the Directors, designate one or more special committees, each consisting of two or more Directors, to serve at the pleasure of the Board of Directors. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law, any special committee, to the extent provided by resolution of the Board of Directors, may have all the authority of the Board of Directors.

Section 3. Audit Committee. With the approval of the Board of Directors, the President shall annually appoint an Audit Committee composed of at least two members of the Board of Directors. Additionally, the Treasurer shall be a member of the Audit Committee serving in a non-voting, ex officio capacity only. Said committee shall monitor the work of the Treasurer, make quarterly reports to the Board of Directors, and oversee the annual audit.

Section 4. Community Joint Committees and Boards. The Board of Directors may, by resolution adopted by a majority of the Directors, make appointments to any Community Joint Committees and Boards. Appointments shall be for a one-year period and may be revoked at anytime by a majority vote of the Board of Directors. The Board of Directors may, by resolution adopted by a majority of the Directors (a) ratify the action of a joint committee or board, (b) adopt a different position on the matter, or (c) take no action as the Directors deems necessary to advance the purpose of the Corporation. In no case shall an action taken by a Community Joint Committee or Board be deemed the position of the Corporation unless such action is duly ratified by the Corporation's Board of Directors.

**ARTICLE IX  
Accounting & Budgeting**

Section 1. Revenue from the City of San Diego. Should the Corporation contract with the City of San Diego to oversee the Uptown Community Parking District as defined in City Council Policy 100-18, the Corporation shall act in an advisory capacity to the City, with the City retaining full control over parking meter revenue, as outlined in the contract.

Section 2. Revenue Allocation. For accounting purposes, revenue allocated by the City to the District in accordance with City Council Policy 100-18 shall be apportioned among the communities based on the actual parking meter revenue generated in each neighborhood. Such apportionment shall be based on information provided by the City of San Diego. Said revenue shall be separately accounted for by the Corporation as that neighborhood's share of the overall District funding from parking meter revenues. The revenue itself shall stay with and under the control of the City of San Diego.

Section 3. Dedicated Accounts. Dedicated bookkeeping accounts shall be created and maintained by the Corporation to track each neighborhood's apportioned share of the District funding. The Treasurer, as part of the monthly financial report, shall give an accounting for each neighborhood.

**Amended and Restated Bylaws of  
Uptown Partnership, Incorporated dba The Uptown Community Parking District  
Amended on April 13, 2015**

Section 4. Use of Revenue. It shall be the policy of the Board that money apportioned to one neighborhood shall not be budgeted or otherwise obligated to the benefit of another neighborhood without first being authorized by two-thirds (2/3) of the Directors from the funding neighborhood. Such authorization shall come only during a properly noticed regular meeting of the Board of Directors and shall be made in open session. It shall further be the policy of the Board that only after receiving at least two-thirds (2/3) approval from the Directors representing the neighborhood where the funds are generated shall the full Board of Directors take action on the reallocation. Upon approval by a majority of the full Board, the reallocation shall be forwarded to the City of San Diego for action as part of its annual budget approval process.

Section 5. Disputed Revenue. If there is a dispute deemed reasonable by the City of San Diego between neighborhoods over which neighborhood is to receive credit for revenue from specific parking meters, said revenue shall be separately accounted for and may only be budgeted or otherwise allocated with the approval of two-thirds (2/3) of the directors from each of the disputing communities, and with the approval of a majority of the Board of Directors. The allocation shall then be forwarded to the City of San Diego for action as part of its annual budget approval process. The Treasurer, as part of the monthly financial report, shall give an accounting of all disputed revenues.

Section 6. Additional Revenues. Should revenues be generated other than through the City of San Diego's sharing of parking meter revenue or associated program income, such revenues shall be controlled and monitored as outlined in Sections 3 through 5 above, except that the Board of Directors shall have complete control of these revenues without reference to the City of San Diego.

Section 7. Annual Budget Package. All projects for each fiscal year will be placed in a single budget package and shall be voted on in its entirety by the Board of Directors. Projects using parking meter revenue through the City of San Diego shall be forwarded to the City for review during its annual budget approval process, as required by contract. After adoption, it shall require a two-thirds (2/3) vote of seated Directors to amend the budget.

Section 8. Fees. Should the City of San Diego impose any fees on the Corporation, such fees will be apportioned to the communities in the same proportions as determined in Section 2 of this Article.

Section 9. Project Costs. Project costs shall be borne by the neighborhood in which the project activity occurs. It shall be the policy of the Board that all funded activities relating to neighborhood specific projects including contracts, agreements, and purchases must first have been discussed and endorsed by the relevant Neighborhood Parking Committee as established in Section 1 of Article VII, endorsed by a majority of the Directors from the funding neighborhood, and approved by Board action. In the event of joint projects involving more than one

**Amended and Restated Bylaws of  
Uptown Partnership, Incorporated dba The Uptown Community Parking District  
Amended on April 13, 2015**

neighborhood, said costs will be borne on a proportional basis as determined by two-thirds of the Directors from each participating neighborhood prior to the start of the project.

Section 10. Organizational Costs. All costs of the organization, including but not limited to office space, utilities, insurance, and equipment shall be borne proportionately among the communities based on the apportionment of revenue they receive through the City's sharing of parking meter revenue as determined in Section 2 of this Article.

Section 11. Staffing.

(a) Chief Operating Officer. Should a Chief Operating Officer be hired, the expenses for this position shall be apportioned to the communities in the same proportions as determined in Section 2 of this Article, and included as part of the separate dedicated bookkeeping account for each neighborhood.

(b) Other Staff. Should additional staff be hired, the cost shall be borne by the neighborhood in which the staff member's time is used. Staff shall be required to keep a detailed log of the time they spend on various projects to ensure proper billing to the correct neighborhood. Improper and/or incomplete record keeping shall be grounds for immediate termination. With the approval of the Board of Directors, staff time used for the mutual benefit of all communities may be proportionately allocated to all communities in the same proportions as determined in Section 2 of this Article.

(c) Consultants/Vendors/Other Professionals. Should consultants, vendors, and/or other professionals be retained, the cost shall be borne by the neighborhood in which consultant/vendor/other professionals' time is used. Each consultant/vendor/other professional shall be required to keep a detailed log of the time spent on various projects to ensure proper allocation of costs to the correct neighborhood. Improper and/or incomplete recording keeping shall be grounds for immediate termination of contract. Each and every contract for services shall incorporate language giving the Corporation, at its sole discretion, authority to immediately and without penalty terminate said contract for failure to comply with the Corporation's accounting requirements.

Section 12. Payments. Under no circumstances shall charges of any type be paid without first determining the correct allocation of costs to the appropriate neighborhood.

Section 13. Fiscal Year. For accounting purposes, the Board of Directors shall determine when its fiscal year will begin.

Section 14. Financial Audits. There shall be an annual audit completed by a licensed Certified Public Accountant (CPA) no later than 120 days after the end of the Corporation's fiscal year, and as required by statute and contract.

**Amended and Restated Bylaws of  
Uptown Partnership, Incorporated dba The Uptown Community Parking District  
Amended on April 13, 2015**

**ARTICLE X  
Miscellaneous**

Section 1. Rules and Regulations. The Board of Directors shall have the power to make reasonable rules and regulations consistent with these Bylaws.

Section 2. Amendment. These Bylaws may be amended, or repealed and new Bylaws adopted in accordance with the California Nonprofit Public Benefit Corporation Law by a two-thirds (2/3) majority vote of the total number of Directors as specified in Article IV, Section 2. Vacancies will be counted as voting “against” the proposed changes. Notice of proposed amendments shall be posted on the Corporation’s website, if one exists, and published in any general circulation community newspaper serving the Bankers Hill, Five Points/International Restaurant Row, Hillcrest, and Mission Hills communities. Said notice shall be in a display ad format of at least one-quarter of a page. All notices must be distributed, posted, and published at least 14 days but no more than 30 days prior to the meeting where action will take place on the proposed Bylaw change(s). Such notice shall specifically and clearly state the time, date, and place of the meeting, the proposed amendment(s) and the reason(s) for it (them). It shall also explain to the public how it may communicate to the Board of Directors on the proposed amendment(s).

Section 3. No Personal Interest. No Director shall have any personal, proprietary, or beneficial interest in the property of the Corporation, either during its corporate existence or after the termination thereof by dissolution or otherwise.

Section 4. Dedication of Assets. The properties and assets of this non-for-profit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of Corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any director or officer of this Corporation. On liquidation or dissolution, all remaining property and assets of the Corporation shall be distributed and paid over to an organization dedicated to the charitable purposes which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Section 5. Proceedings. All meetings shall be conducted in accordance with the most recently revised edition of Robert’s Rules of Order. If the Bylaws are in disagreement with Robert’s Rules of Order, the Bylaws shall prevail.

Section 6. Public Meetings. All meetings shall be public as required under the Ralph M. Brown Act except those meetings devoted to confidential matters, such as litigation or personnel, which may be conducted in closed session in accordance with the Ralph M. Brown Act.