



**Downtown Glendale Association  
Board of Directors Annual Meeting  
Tuesday, November 17<sup>th</sup>, 2020 - 10:00 a.m.  
100 N. Brand Blvd., 6<sup>th</sup> Floor Conference Room  
Glendale, CA 92013**

**Zoom Call, Video Conference Call**

**For information related to access to this call, please call the Greater  
Downtown Glendale office at (818) 476-0121**

**Special Meeting of the Board held under the Governors COVID  
Executive Order Relating to Meetings Under the Brown Act**

TEMPORARY MODIFICATIONS TO THE BROWN ACT DUE TO COVID-19:

*Based on current COVID-19 directives and mandates, Governor Newsom has modified and suspended some of The Brown Act requirements temporarily. For a list of the items that Governor Newsom has modified or suspended, please see attached.*

**AGENDA**

- 1. Introductions – President Rick Lemmo**
- 2. Approval of September 22<sup>nd</sup>, 2020 Board Minutes** *Action Item*
- 3. Announcements, public comment**
- 4. City Update on current projects:**
  - a. Annual report process
  - b. Annual report to City Council – January
  - c. Update on Al Fresco program and status of timeline
  - d. Status on grant for COVID related work
  - e. Status on trash receptacles (30) that were supposed to be installed in last fiscal year
  - f. Project review work in having presentations on new developments and projects
  - g. City economic impact on budget from COVID

**Rick Lemmo, President • Joseph Stitick, Vice President  
Helen McDonagh, Treasurer • Raul Porto, Secretary  
Jennifer Hiramoto • Steve Sayers • Randy Stevenson**

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**100 N. Brand Boulevard • Suite 508 • Glendale, CA 91203  
818.476.0121 • Info@DowntownGlendale.com  
www.DowntownGlendale.com • Facebook & Twitter: DWTNGlendale • #DWTNGlendale**

**5. Report from Nominations Committee:**

- a. Board members from Downtown CBD up for re-nomination, 2 year terms:  
**Helen McDonagh, Raul Porto, Jennifer Hiramoto, Randy Stevenson**
- b. Appointment of Board members for 2020-22 *Action Item*
- c. Election of Officers for 2020:
  - 1. President; *Action Item*
  - 2. Vice President; *Action Item*
  - 3. Secretary; *Action Item*
  - 4. Treasurer *Action Item*

**(Executive Committee)**

- a. YTD Rough Budget review for FY 20
- b. Executive Committee to come up with preliminary budget (90%) for FY 21
- c. Selection as Rick Lemmo as Government Relations Chair *Action Item*

**(DISI Committee) – Helen McDonogh**

- a. Holiday decorations, Fall Display, Toy Soldiers
- b. PR and Social Media report – response to video promotion for Downtown
- c. Website update, mobile application
- d. Holiday decorations and costs

**SOBO Committee – Randy Stevenson**

- a. Report from DMS – Nick L
- b. New Tables/Chairs/Umbrellas *Action Item*
- c. Other

**6. Other**

**7. Next Board meeting**

**8. Adjournment**

**BROWN ACT: Government Code 54950 (The Brown Act) requires that a brief description of each item to be transacted or discussed be posted at least 72 hours prior to a regular meeting. The Corporation posts all Board and Committee agendas at the meeting room door as well as the DGA office door. Action may not be taken on items not identified as such and posted on the agenda. Meeting facilities may be accessible to persons with disabilities. If you require special assistance to participate in the meeting, notify Ryan Huffman at 818 476-0120 x 420 at least 48 hours prior to the meeting**

## ARTICLE VII

### NOMINATIONS FOR THE BOARD OF DIRECTORS

#### Section 1: Certain Definitions.

Board Members under these bylaws shall mean:

- a. **“Business Tenant Director”** shall mean a holder of a valid and fully paid City Zoning Use Certificate relating to an address located in the District (as defined by the Community Benefit District (CBD) resolution of formation adopted by the Glendale City Council in July 2018;
- b. **“Community at Large Director”** shall mean a District resident, community member, or a business tenant located within the CBD boundaries or an individual whom the Board believes will further the public benefit purposes of the corporation;
- c. **“District”** shall mean the Downtown Glendale Community Benefit District in the City of Glendale California, formed pursuant to the City of Glendale Community Benefit District ordinance.(Glendale Municipal Code #5771);
- d. **“Annual Election Meeting”** shall mean the Annual meeting of the Board at which Directors are to be elected. The Board seeks to complete the nomination process within the last three months of each calendar year. (October through December);
- e. **“Property Owner”** shall mean the owner of any property, or their designee, whether commercial, institutional, civic, ecumenical, public or residential, located in District who is not delinquent by more than 3 months from the annual date the CBD assessment was due to the County, for such property.
- f. **“Property Owner Director”** means any Director nominated by an assessed property owner and subsequently elected to serve as a Director by the Board. Any Property Owner Director shall be entitled to designate one Director, in accordance with Article VII, Section 3, for the Board to consider electing them as a Director.
- g. **“Non-Director Liaisons”**. In addition to the voting Directors, the Glendale City Manager may appoint up to two (2) employee liaisons from the City to attend and participate in regular Board meetings. Non-Director liaisons are not members of the Board, do not have voting rights and will not be counted toward a quorum and voting requirements.

## **Section 2: Qualification**

- a. Members of the Corporation shall be eligible for nomination to the Board of Directors based upon active participation with the Corporation including its committees, task forces or otherwise for a period of not less than one (1) year, and support for the policies, goals of the Corporation. Qualifications shall also include meeting the provisions of Section 1 (a, b, e, f and g) of this Article.

## **Section 3: Nominations.**

- a. At least forty-five (45) days before each Annual Election Meeting, the Board Secretary shall cause a notice to be delivered to each Property Owner or their designated representatives soliciting Board of Director nominations. This first nominations process shall occur in the summer of 2013;
- b. Nominations must be received by the Secretary no later than fourteen (14) days before the Annual Election Meeting. Additional nominations may be submitted and considered by the Board at the Annual Election Meeting.
- c. Directors shall be elected in accordance with Article VIII, Section 1 of these Bylaws.
- d. Any notice required by this Section 2 may be delivered by U.S. mail, e-mail, fax or personal delivery.

**Section 4: Additional Representatives.** Each Director may appoint additional representatives who shall have the right to participate in Board discussions in an advisory and non-voting capacity. Once Property Owner Directors have been nominated and appointed, according to these bylaws, the sitting Property Owner Directors may appoint any Community or Business Tenant Directors representatives as voting members of the Board, based upon the procedures as outlined in Article VIII, Section 1 of these bylaws.

## **ARTICLE VIII DIRECTORS**

### **Section 1: Number and Qualifications and Terms.**

- a. *Authorized Number.* The authorized number of Directors of the corporation shall not be less than five (5) and more than thirteen (13). The exact number of Directors shall be fixed from time to time, within the limits specified in this Article VIII, Section 1, by the Board of Directors.

b. *Director Board Composition:*

(1) Any Property Owner shall be entitled to nominate one (1) nominee, in accordance with Article VIII, Section 1, for the Board to consider electing as a Director at the annual Election Meeting.

(2) Of the authorized number of Directors, a minimum of eighty-five per cent (85%) shall be Property Owners within the District. *However, at all times, there shall be a minimum one business tenant, who does not own property in the district, who shall be a voting member of the Board.*

(3) All remaining Directors shall be referred to as "Community Directors". Community Directors may be Business Tenants, or Community at Large Representatives, *provided* that at all times from and after the date the District is established at least one (1) Community Director should be a non-property owning Business Tenant.

- c. *Term.* The term of office of each Director of the Corporation shall be two (2) years and until his or her successor has been elected and qualified. The Directors may be elected at any meeting of the Board. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until a successor has been elected and qualified. A Director may succeed himself or herself in office.
- d. *No Limit on Term.* There shall be no limit to how many terms any individual may serve on the Board.

**Section 2: Annual Election Meeting and Powers.** The nominated Directors shall be elected by majority vote of the currently seated Board members, based upon the provisions stated in Article VIII, Section 1 at the Annual Election meeting of the Board. Subject to the provisions of the Code, the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board. The Board may delegate the management of the day-to-day operation of the business of the Corporation to a management company, committee (however composed), or other person, *provided* that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.