

# **BOARD OF DIRECTORS**

## **ELECTION OF THE BOARD OF DIRECTORS**

BID Membership annually elect the Board of Directors of this organization. Associate BID memberships shall participate in this election process. A term of office shall run from election to two (2) years thereafter. Any general BID and Associate Member in good standing is an eligible candidate for election. The candidate must be the business owner or manager, or a designated employee. The Board of Directors shall consist of up to fifteen (15) but not less than nine (9) directors. The Board of Directors shall include no more than three (3) Associate B.I.D. Members at any time.

Each year, a Nominating Committee of Board Members is charged to call for individuals to submit names of BID Membership and/or Associate Membership, requesting consideration for election as members of the Board of Directors of this corporation. The Nominating Committee will consider these applications and from them, will recommend a slate of candidates to be mailed to the Board of Directors and made public in September of each year. At the September Board of Directors meeting, additional nominations may be made from the floor provided that the nominee so named is a BID Member or Associate Member in good standing as of the preceding June 30<sup>th</sup> and has submitted in writing a statement indicating their interest in serving. The Board of Directors will accept the slate of Candidates, close nominations, and order the preparation of a written ballot. The Board of Directors may appoint an inspector of elections and provide for his/her compensation, if any.

Only those Candidates that are general B.I.D Members or Associate Members in good standing as of the preceding June 30<sup>th</sup> as determined by the City of San Diego shall be eligible to run for the Board and shall be included on the written ballot.

## **MONTHLY BID MEMBERSHIP MEETINGS**

Meetings of the BID membership of this corporation shall be held monthly at a time and place to be determined by the Board of Directors. The object of these meetings shall be regular communications, presentations, receipt of proposals, and/or open forum. These monthly meetings shall be open to General and Associate B.I.D. memberships. Closed executive sessions may be held to consider matters regarding personnel or litigation.

Notice of regular meetings shall be posted not less than seventy-two hours in advance of the meeting in a publicly-accessible location in accordance with the Ralph M. Brown Act. The notice shall include the date, time, and location of the meeting, and the general nature of the items to be discussed. Action may only be taken on noticed agenda items.

## **VOTING**

### **B.I.D. Membership**

All B.I.D. memberships shall have the right to vote on all matters requiring a vote of the B.I.D. members of the corporation under the law, or the Articles of Incorporation, or these bylaws. All associate B.I.D. memberships in good standing shall have the right to vote. There shall be no cumulative voting. Members may not vote by written proxy. A majority of the members present in person shall be sufficient to decide the matter specifically noticed. Written balloting may be permitted in all matters under rules established by the Board of Directors.

## **QUORUM**

The majority of the directors in office at any time shall constitute a quorum for the transaction of business.