

**SAN YSIDRO
REDEVELOPMENT
PROJECT AREA COMMITTEE**

BYLAWS

Approved by the
San Ysidro PAC
On October 27, 2009

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ARTICLE I -THE COMMITTEE

Section 1. Name of Committee

The name of the committee shall be the “San Ysidro Redevelopment Project Area Committee” (hereinafter referred to as the “PAC”).

Section 2. Purpose

These San Ysidro PAC Bylaws (“Bylaws”) must conform to and be consistent with that certain “Amended and Restated Procedure For Formation And Election Of A Project Area Committee For The San Ysidro Redevelopment Project Area” (“Amended PAC Procedure”) adopted effective April 29, 2009 by the City Council of the City of San Diego (“City Council”) by Resolution No. 304794 (“Amended PAC Procedure Resolution”) and all State of California and City of San Diego laws. The City Council previously adopted the original “Procedure For Formation And Election Of A Project Area Committee For The San Ysidro Redevelopment Project Area” effective January 13, 2009 by Resolution No. 304593 (“Original PAC Procedure”). The Amended PAC Procedure superseded and replaced in its entirety the Original PAC Procedure. Therefore, the Amended PAC Procedure and the Amended PAC Procedure Resolution govern the PAC.

The PAC shall provide a means for private citizen advice to the City Council and the Redevelopment Agency of the City of San Diego (“Agency”) on policy matters which deal with the planning and provision of businesses, residential facilities or replacement housing for those to be displaced by project activities in the San Ysidro Redevelopment Project (“Project Area”) in the City of San Diego. In order to accomplish this purpose, the PAC shall:

(1) Gather information and serve as a communication link between the Agency and the Project Area owners, residents, business owners and community organizations; keep residents, business owners and community organizations informed of the various elements included or to be included in the Redevelopment Plan for the Project Area; and transmit the concerns and recommendation of the residents, business owners and community organizations to the Agency.

(2) Participate in the Project Area decision-making process by reviewing and evaluating Project Area activities and making advisory recommendations as necessary and appropriate.

(3) Consult with the Agency on policy matters that affect the residents, businesses or organizations of the Project Area.

(4) Consult with and advise the Agency on policy matters which deal with the planning and provision of residential facilities or replacement housing related to the Project Area.

(5) To the extent required by the California Community Redevelopment Law (Health and Safety Code Section 33000 *et seq.*) (“CRL”), receive any proposed Redevelopment Plan amendment for the Project Area. In such event, to the extent permitted by the CRL, the PAC may then choose whether to prepare and submit to the City Council a report and recommendation on any such proposed Redevelopment Plan amendment.

Section 3. Membership

A. Composition

The PAC shall consist of members in the numbers and categories as established by the Amended PAC Procedure Resolution.

Following the period of time required by the CRL for the PAC to exist, the PAC can only be extended on an annual basis pursuant to a City Council Resolution that authorizes a one-year extension. Subject to each annual extension of the PAC by the City Council, all terms of any elected PAC member following the initial three (3) year term shall expire twenty-four (24) months following such member’s election date.

B. Qualifications

(1) Only those persons who meet the qualifications set forth in the Amended PAC Procedure Resolution shall be eligible to be members of the PAC and only during the time they shall qualify. Any PAC member who is not or is no longer included in the category from which he or she was elected shall resign or be subject to removal from the PAC as provided in Section 5 of Article I of these Bylaws. Nothing in this subsection B or in these Bylaws shall prevent a person who is included in two or more such categories from being eligible to be elected and to serve on this PAC, provided that he or she is and remains included in the category from which he or she was elected.

(2) Community organizations nominating persons for membership on the PAC shall use diligence to nominate persons who can be reasonably expected to remain a member of their organization board or committee for the specified PAC term.

(3) Persons nominated by an organization shall be expected to commit to remain a member of that organization board or committee for the specified PAC term.

C. Project Area Boundaries

The Project Area boundaries are those that have been selected as the boundaries of the San Ysidro Redevelopment Project in the San Ysidro Redevelopment Plan, as may be amended

from time to time. If the Project Area boundaries are amended, then the PAC shall be reconstituted by procedures established by the City Council to reflect such circumstances.

Section 4. Termination of Membership

Membership in the PAC shall terminate, subject to the procedures described in Section 5 of Article I, in the event that:

- (1) The member shall not be, or shall no longer be, qualified in the category to which he or she was elected as established by the Amended PAC Procedure Resolution; or
- (2) The member shall have been absent from the number of PAC meetings specified in these Bylaws; or
- (3) The member has engaged in conduct inconsistent with and counterproductive to the purposes and responsibilities of the PAC or his or her membership thereon.

Section 5. Removal of Members

A member may be removed by a vote of at least two-thirds (2/3) of the then sitting members of the PAC qualified and eligible to vote if, after a public hearing, it is found and determined that any one of the grounds for termination specified in Section 4 of Article I exists.

Section 6. Resignation

Any PAC member may resign at any time by giving written notice to the Chairperson. Any such resignation will take effect upon receipt or upon any date specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 7. Filling of Vacancies

Except for the San Ysidro Community Planning Group, should there be an insufficient number of candidates elected to any category of the PAC or if a vacancy should occur as to any category of the PAC after formation of the PAC, each such seat shall remain vacant until a qualified candidate is selected by a vote of the then sitting members of the PAC pursuant to the CRL and any other applicable law and in accordance with objective standards, the Amended PAC Procedure and these Bylaws. Said new members so selected shall meet the qualifications as set forth in Article I, Section 3.B herein. Subject to the CRL and any other applicable law, objective standards, the Amended PAC Procedure and these Bylaws, the PAC selection shall be made pursuant to such process as the PAC shall deem appropriate and may be made without the mailing or publication of notices required in the Amended PAC Procedure concerning the original establishment of the PAC.

All vacancies must be filled from the same category in which the vacancy occurred. A “qualified candidate” shall be one who meets all eligibility requirements for PAC membership set forth in Section 701 of the Amended PAC Procedure and who has submitted a completed

PAC Application in substantially the form attached thereto as Exhibit 2 (the introductory paragraph of the PAC Application shall be modified to reflect that the candidate interest is for appointment rather than election to the PAC). If there are multiple qualified candidates for any vacant seat, then the qualified candidate who receives the highest number of votes among the then sitting members of the PAC shall be selected to fill the vacancy.

Subject to each annual extension of the PAC by the City Council, the term of any candidate selected as a member of the PAC pursuant to this Section 7 shall expire as follows: (1) for any candidate filling a vacancy existing at formation of the PAC, at the conclusion of the first three year term of the PAC; and (2) for any candidate filling a vacancy existing after formation of the PAC, at the conclusion of the term of the PAC member whose seat was filled.

The existence of vacancies shall not prevent formation of the PAC nor shall it prevent the PAC from carrying out its duties as required by the CRL. Until such time as any vacant seats on the PAC have been filled, a majority of the occupied seats on the PAC shall constitute a quorum in accordance with Article III, Section 6 of these Bylaws.

Section 8. Approval of PAC Membership by City Council

The membership of the San Ysidro PAC was ratified (approved) by the City Council by Resolution No. 304793 on April 29, 2009.

ARTICLE II -OFFICERS

Section 1. Officers

The officers of the PAC shall consist of a Chairperson, a Vice Chairperson and a Secretary and shall be elected in the manner set forth in this Article II.

Section 2. Chairperson

The Chairperson shall preside at all meetings of the PAC and shall submit such agendas, recommendations and information at such meetings that are reasonable and proper for the conduct of the business affairs and policies of the PAC. The Chairperson shall prepare an annual report on the PAC's activities and shall file the same with the Agency after it has been approved by the PAC membership.

Section 3. Vice Chairperson

The Vice Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson. In the event of the death, resignation or removal of the Chairperson, the Vice Chairperson shall assume the Chairperson's duties until such time as the PAC shall elect a new Chairperson.

Section 4. Secretary

The Secretary shall keep the records of the PAC, shall act as secretary of the meetings of the PAC, shall record all votes, and shall keep a record of the meetings in a journal of proceedings.

Section 5. Additional Duties

The officers of the PAC shall perform such other duties and functions as may from time to time be required by the PAC, these Bylaws or other rules and regulations, or which duties and functions are incidental to the office held by such officers.

Section 6. Election

The Chairperson, Vice Chairperson and Secretary shall be elected by the PAC at its initial meeting and at each annual meeting, from among the members of the PAC. So long as the PAC is in effect, such officers of the PAC shall hold office for one (1) year or until their successors are elected and qualified. Such officers shall not be prohibited from succeeding themselves.

Section 7. Vacancies

Subject to each annual extension of the PAC by the City Council, should the offices of the Chairperson, Vice Chairperson or Secretary become vacant, the PAC shall elect a successor from among the PAC members at the next regular or special meeting, and such office shall be held for the unexpired term of said office.

ARTICLE III –MEETINGS

Section 1. Annual Meetings

So long as the PAC is in effect, annual meetings shall be held at a location to be announced on the fourth Tuesday of the month of each year unless otherwise designated. At the annual meeting, officers shall be elected; reports of the affairs of the PAC shall be considered; and any other business may be transacted which is within the purposes of the PAC. Noticing of the annual meeting shall include mailing to all known local neighborhood associations and all members on the regular PAC meeting agenda mailing list, placing notices in local newspapers and newsletters and posting notice in at least two public locations within the Project Area.

Section 2. Regular Meetings

PAC meetings will be held at least quarterly, unless a special meeting is necessary and such meetings shall be in accordance with Article III, Section 3 of these Bylaws. Any item to be considered must be publicly noticed at least 72 hours prior to the meeting.

Section 3. Special Meetings

Special meetings may be held at the request of the Chairperson, or by request of the majority of the membership of the PAC, for the purpose of transacting any business designated in the request, after notification of all members of the PAC by written notice personally delivered, by e-mail transmittal, and/or by mail at least 72 hours before the time specified in the notice for a special meeting. Such written notice may be dispensed with as to any member who at or prior to the time the meeting convenes files with the Secretary of the PAC a written waiver of notice, and as to any member who is actually present at the time the meeting convenes. Any e-mail transmittal of the written notice shall include a request that each recipient immediately send an e-mail reply to the sender to confirm the timely receipt of the written notice. Additionally, the Agency staff or Chairperson shall be responsible for the posting of said notice publicly in two (2) places at least 72 hours prior to the time specified in the notice for the meeting. At such special meeting, no business other than that designated in the request shall be considered. Special meetings should be held at the regular meeting time, if possible.

Section 4. Adjourned Meetings

Any meeting of the PAC may be adjourned to an adjourned meeting without the need for notice requirements of a special meeting providing the adjournment indicates the date, time and place of the adjourned meeting. Agency staff or the Chairperson of the adjourned meeting shall notify PAC members absent from the meeting at which the adjournment decision is made.

Section 5. All Meetings to Be Open and Public

All meetings of the PAC are subject to the Ralph M. Brown Act. These meetings shall be open and public to the extent required by law. All persons shall be permitted to attend any such meetings, except as otherwise provided by law. Nothing contained in these Bylaws shall be construed to prevent the PAC from holding closed sessions during a meeting concerning any matter permitted by law to be considered in closed session provided the PAC complies with the conditions and procedures provided by law for closed sessions.

Section 6. Quorum

The powers of the PAC shall be vested in the members thereof in office from time to time. A majority of the total number of filled seats of the PAC shall constitute a quorum for the purpose of conducting the PAC's business, exercising its powers and for all other purposes, but less than a majority of the PAC membership may adjourn the meeting from time to time until a quorum is obtained. With a quorum, a majority of legal votes cast excluding blank votes and abstentions shall be required for approval of any question brought before the PAC. Exact accounting of all affirmative, negative and abstaining votes shall be recorded in the minutes. Abstaining votes shall include the name of the member.

Section 7. Absences

If a member shall be absent from the PAC from three (3) consecutive meetings, whether regular or special, or from three (3) meetings within six (6) calendar months consecutively, such absence shall effect the termination of the membership of the absenting member. Termination of a member is subject to the procedures described in Section 5 of Article I. Minutes of PAC meetings shall display the attendance record for PAC meetings of each member for the subject six-month period.

Section 8. Order of Business

The following shall be the order of business at regular meetings of the PAC:

- 1) Roll Call.
- 2) Approval of Agenda.
- 3) Approval of Minutes.
- 4) Chair and Subcommittee Reports.
- 6) Old Business.
(Unconcluded, postponed, or tabled business from the prior meeting).
- 7) New Business.
(Announcements, educational programs, and speakers are introduced).
- 8) Public/Committee Member Comment on Non-agenda Items
- 9) Next Meeting Agenda.
- 10) Adjournment.

The items above need to be detailed on the agenda as required by the Ralph M. Brown Act

Section 9. Minutes

Minutes of the PAC shall be in writing. Copies of the minutes of each PAC meeting shall be made available to each member of the PAC, the Agency, and to any member of the public that requests for copies of the minutes. Approved minutes shall be filed in the official book of minutes of the PAC.

Section 10. Rules of Order

Except as provided in these Bylaws, all business and matters before the PAC shall be transacted in conformance with Robert's Rules of Order (Newly Revised).

Section 11. Meeting Conduct

Notwithstanding any other provision of law, no person shall cause any disruption of PAC meetings, proceedings or debate by loud, offensive, boisterous or tumultuous conduct.

ARTICLE IV - REPRESENTATION BEFORE PUBLIC BODIES

Any official representations on behalf of the PAC before the Agency, the City Council, or any other public body shall be made by the Chairperson, the Vice Chairperson in the Chairperson's absence, or a member of the PAC specifically designated by the PAC.

ARTICLE V –SUBCOMMITTEES

Section 1. Establishment

The PAC shall have the authority to, and may, establish subcommittees as necessary to accomplish the purposes set forth in Section 2 of Article I of these Bylaws. Subcommittees shall contain a majority of members who are elected or appointed members of the PAC.

Section 2. Membership

Each subcommittee shall only be comprised of members of the PAC. Each subcommittee shall be composed of at least two (2), but not more than four (4) members of the PAC. Subcommittee meetings at which there is a possibility of attendance by a quorum of the PAC, as well as any subcommittees which has a continuing subject matter or a regular meeting time, must be noticed and comply with all other requirements of the Ralph M. Brown Act.

Section 3. Appointment of Members

The Chairperson of the PAC with the approval of the PAC shall appoint members to a subcommittee.

Section 4. Officers and Meetings

Subcommittee Chairpersons shall be designated by the Chairperson of the PAC or at the direction of the PAC Chairperson through election by the PAC members appointed to the subcommittee. Each subcommittee shall elect a Vice Chairperson and such other officers as necessary, and shall establish the date, time and place for meetings to conduct the subcommittee's business.

Section 5. Subcommittee Reports

From time to time, the subcommittee shall submit reports to the PAC, which reports summarize the subcommittee's activities, findings and/or recommendations on matters for which the subcommittee was established.

ARTICLE VI –AMENDMENTS

These Bylaws of the PAC may be amended upon the affirmative vote of at least two-thirds (2/3) of the then sitting members of the PAC qualified and eligible to vote at a regular or special meeting, but no such amendment shall be adopted unless at least seven (7) days written notice thereof has previously been given to all members of the PAC. Notice of amendment shall identify the section or sections of these Bylaws proposed to be amended.