

**BYLAWS OF THE
DOWNTOWN PARKING MANAGEMENT GROUP
*Adopted March 21, 2024***

**ARTICLE 1
ORGANIZATION & OFFICES**

SECTION 1. ORGANIZATION IDENTITY

The organization is identified as the Downtown Parking Management Group (DPMG). It was established to act as an advisory board to execute Council Policy 100-18 and make recommendations on mobility programs and initiatives. All activities of this organization shall be conducted in its official name.

SECTION 2. PRINCIPAL OFFICE

DPMG does not have a principal office but meets regularly at City-owned meeting facilities based on availability.

SECTION 3. INQUIRIES & RECORDS

Inquires regarding DPMG's agendas, minutes and packets can be found on the DPMG portal that is linked on the City of San Diego's [website](#) and updated by DPMG Chairs. Requests for records that are not displayed or additions to future DPMG meeting agendas can be requested by contacting the DPMG Chair or Vice Chair.

**ARTICLE 2
PURPOSES & JURISDICTION**

SECTION 1. PURPOSES

The primary objective and purpose of DPMG is to make recommendations to the Mayor and City Council, via the Sustainability & Mobility Department, on policies, budgets and issues related to the City's Downtown Community Parking District (DCPD) and ensure that these policies are consistent with laws and ordinances that support self-sufficiency in the management and operation of such services to the various communities in Downtown San Diego.

SECTION 2. BOUNDARIES

The DCPD's boundaries are contiguous with Downtown as defined by the City of San Diego and includes the following neighborhoods as established in Council Policy 100-18:

- A. Columbia
- B. Core
- C. Cortez
- D. East Village
- E. Gaslamp
- F. Horton Plaza
- G. Little Italy
- H. Marina

SECTION 3. LIABILITY

DPMG shall have no legal responsibilities and is formed to give advice and recommendations. It cannot compel the Mayor and/or Council to act on its recommendations or feedback.

SECTION 4. COMMUNICATION & PUBLIC STATEMENTS

The elected Chair of DPMG is the sole spokesperson for the Board and shall represent the Board in presenting, defending or commenting to any body, concerning the approved recommendations of the Board. The Chair may designate an alternate as required. No other member of the Board may represent themselves as speaking as an official representative of the Board.

**ARTICLE 3
NOMINATIONS & MEMBERSHIP**

SECTION 1. MEMBERS & NUMBER

The DMPG Advisory Board shall have ten (10) members. Members appointed to the Board shall be deemed as Directors. The Advisory Board consists of members from the following organizations or bodies:

- A. Assessment Districts
 - 1. City Center Business District
 - 2. Downtown San Diego Partnership (Clean & Safe)
 - 3. East Village Association
 - 4. Gaslamp Quarter Association
 - 5. Little Italy Association of San Diego

- B. Community Planning Group for Downtown
 - 1. Downtown Community Planning Council (DCPC)

- C. Community Residents Groups (3 Representatives)

- D. San Diego Padres (1 Representative)

SECTION 2. QUALIFICATIONS

Members appointed by organizations, as outlined in Article 3, Section 1, Subsection A, B, and D, must be in good standing with their organization and the request for consideration must be submitted for DPMGs consideration on formal letterhead of said organization. Residential Owner or Residential Tenant, as outlined in Article 3, Section 1, Subsection C, must have resided in Downtown for a minimum of 3 years prior to nomination, and currently reside in Downtown. Members must retain eligibility during the entire term of service.

SECTION 3. NOMINATIONS

- A. Not less than forty-five (45) days before the end of the fiscal year (June 30), member organizations or bodies, as outlined in Article 3, Section 1, must submit change of appointees, if applicable. At the June meeting, the Directors can evaluate, and seat new members based on the capacity outlined in Article 3, Section 1.

- B. Members shall be nominated for appointment as follows:

1. Each City Council authorized assessment district including Business Improvement Districts (BID), Maintenance Assessment Districts (MAD), and Property and Business Improvement Districts (PBID) in Downtown shall appoint one member to represent their organization on DPMG. Reference Article 3, Section 1 for recognized organizations and bodies.
2. The City Council recognized Community Planning Group for Downtown shall appoint one member. Reference Article 3, Section 1 for recognized organizations and bodies.
3. The Community Resident Groups shall solicit and appoint one resident (resident owner or residential tenant). Reference Article 3, Section 1 for recognized organizations and bodies.
4. The San Diego Padres organization shall appoint one member.

SECTION 4. TERMS

Members shall serve until a successor is duly appointed.

SECTION 5. BOARD ATTENDANCE

Directors are required to attend Board meetings. Missed attendance due to excused or unexcused absences will be governed by Section 16 of this Article.

SECTION 6. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Director shall be filled by the Board.

SECTION 7. REMOVAL AND RESIGNATION

Any Director may be removed, with cause, by the Board, at any time. Any Director may resign at any time by giving written notice to the Chair or Vice Chair. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 8. COMPENSATION

No Director or Chair shall receive individual compensation or salary for their service on the Board of Directors. Assessment District members shall not be considered conflicted if they support funding and programs for their respective organizations since the purpose of such funding and programs is not to benefit individual members, but rather their respective communities.

SECTION 9. GIFTS

Directors may accept, on behalf of DPMG, any contribution, gift, bequest, or devise for charitable or public purposes.

**ARTICLE 4
DUTIES**

SECTION 1. DUTIES

The Advisory Board shall:

- A. Analyze transportation decision making in a holistic way to help the City ensure that people parking, driving, walking, cycling, using mobility devices, taking transit, or using

other transportation modes will have safe, easy-to-use choices to move around downtown up to and including ingress and egress to the San Diego International Airport.

- B. Recommend for approval an annual budget for DCPD that will work to ensure that demand and supply of parking are balanced, and that the development of the Downtown transportation network meets the Downtown Community Plan, Comprehensive Parking Plan, Mobility Plan, Sustainable Community and Climate Action Plan goals.
- C. Advise the Mayor and Council on policies and issues relating to the development, maintenance, and ADA accessibility of:
 - 1. Parking.
 - 2. Bicycle networks such as bicycle lanes and protected bikeways.
 - 3. Pedestrian networks such as sidewalks and street crossings and pedestrian plazas.
 - 4. Implementation of public and private mobility devices including, but not limited to electric bikes, scooters, mopeds, pedicabs; and determining how such devices will be used and parked on the streets in and around DCPD.
 - 5. Access points for public transit such as the trolley, bus rapid transit, and bus lines, and other public right-of-way improvements.
 - 6. Advise the City on parking conversions to maximize on street parking in Downtown.
 - 7. Ensuring that parking areas are well lit, safe, and secure to ensure the parking public has a positive parking experience in Downtown.
 - 8. Ensuring that new modes of street sharing functions (woonerfs, use of bollards and temporary street closures) positively impact the transportation functions in Downtown.
- D. Receive reports about, and monitor progress of various DPMG initiatives.
- E. Provide an annual report to the Mayor and City Council detailing the activities and recommendations of the Board.
- F. Provide input for long-range planning and goals in all areas of responsibility.
- G. Provide other related duties as directed by the Mayor or City Council.
- H. Make recommendations on the wording and amendments to Council Policy 100-18, which regulates the use of parking meter revenues in Downtown San Diego, or other ordinances or muni codes that effect parking and mobility in Downtown.

ARTICLE 5 CHAIR & VICE CHAIR

SECTION 1. QUALIFICATION, NOMINATION, AND TERM OF OFFICE

Each July the Board shall nominate and elect a Chairperson and Vice Chairperson from among its members to serve a two (2) year term. Any member of the Board may serve as a Chair.

To maintain historic knowledge and ease of transition in leadership, the Chairs' seats will be nominated in staggered manner in the following schedule:

Chair: Odd Years (i.e., 2023, 2025, 2027, etc.)

Vice Chair: Even Years (i.e., 2024, 2026, 2028, etc.)

The Chairs shall serve their terms in full or until he/she/they resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

SECTION 2. DUTIES OF CHAIR

The Chair shall, subject to the control of the Board, supervise and control the affairs of DPMG and the activities of the Vice Chair and Board. He/She/They shall perform all duties incident to his or her office and such other duties as may be required by law or by these Bylaws, or which may be prescribed from time to time by the Board. The Chair shall draft the Board agendas, with feedback from the Vice Chair and Directors, assemble the packet and post in compliance with the Ralph M. Brown Act. The Chair shall preside over all meetings of the Board. If applicable, the Chair shall preside over all meetings of the delegates.

SECTION 7. DUTIES OF VICE CHAIR

In the absence of the Chair, or in the event of his or her inability or refusal to act, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair. The Vice Chair shall have other powers and perform such other duties as may be prescribed by law or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Chair shall be filled by the Board. In the event of a vacancy in either seat, such vacancy may be filled temporarily by a member of the Board by majority vote of the Directors.

SECTION 4. REMOVAL AND RESIGNATION

Any Chair may be removed, with cause, by the Board, at any time. Any Chair may resign at any time by giving written notice to the Board. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

ARTICLE 6 MEETINGS, COMPLIANCE & NOTIFICATION

SECTION 1. PLACE OF MEETINGS

Meetings shall be held at the location selected at the previous meeting, unless otherwise provided by the Chair or Vice Chair. Any meeting, regular or special, must be in person. Teleconference options are available, but Directors participating via teleconferencing do not count towards quorum or are able to vote.

SECTION 2. REGULAR MEETINGS

Regular meetings of Directors shall be held on the second Thursday of each month at 11:30 a.m., unless such day falls on or immediately after a legal holiday, in which event the regular meeting shall be held at the same hour and place on the following Thursday/third Thursday of the month. The Board has the authority to alter the time and place of the monthly meetings upon majority vote provided notification of such change is made publicly and posted on the City of San Diego's website.

SECTION 3. SPECIAL MEETINGS

Special meetings of the Directors may be called by both Chairs or 50% or more of seated Directors, and such meetings shall be held at the place, within the City of San Diego, designated by the person or persons calling the meeting.

SECTION 4. COMMITTEES

The Chair may from time-to-time establish subcommittees and task forces to collect and analyze information, draft documents, or report on items of importance to the Board. A committee with a limited focus and time frame shall be a task force. A standing committee will have written guidelines, designated membership, and defined powers. The Chair is an ex officio member of every committee. No committee will have more than half the number of appointees to the Board. Members of committees shall be nominated by members of the Board and confirmed by majority vote of members present at a meeting of the Board. All Committees shall be open to the public and shall be advisory to the full Board. Committees must record and post minutes in a timely fashion. All the rules for the Board above are applicable to Committees.

SECTION 6. AGENDAS

The agendas for regular Board meetings shall consist of:

- A. Call to order & Roll call
- B. Approval of minutes
- C. Non Agenda Public comment. Opportunity for members of the public to address the board on items NOT on the agenda. Any such items may not be addressed by the Board other than a referral to appropriate staff or to a future agenda. The Chair may allow comment on agenda items following any non-agenda comment or at the Chair's discretion, may allow the public to comment immediately after an agenda item is announced. All comments are subject to any time limit stated by the Chair.
- D. Chairperson's report
- E. Information items
- F. Action items. All action items must be marked in accordance with the Ralph M. Brown Act.
- G. Old/deferred Business, which may be agendized at a future meeting.
- H. Board member comments/announcements
- I. Proposed agenda items for future meetings
- J. Adjournment

SECTION 5. NOTICE OF MEETINGS

Regular meetings of the Board may be held with appropriate notice consistent with the Ralph M. Brown Act. Special meetings of the Board shall be held upon seventy-two (72) hours' notices delivered personally or via email or facsimile. If sent by mail or facsimile, the notice shall be deemed to be delivered on its deposit in the mail or on its delivery to the Director. Such notices shall be addressed to each Director at his or her address as shown on the Board roster.

Notice of the time and place of holding an adjourned meeting needs to be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than forty-eight (48) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meetings to Directors absent from the original meeting if the adjourned meeting is held more than forty-eight (48) hours from the time of the original meeting.

SECTION 6. CONTENTS OF NOTICE

Notice of meetings not herein dispensed with shall specify the place, day and hour of the meeting and posted on the City of San Diego's [website](#) and the meeting location. The purpose of any Board meeting shall be specified in the notice.

SECTION 7. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS

The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided that either before or after the meeting each Director not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

SECTION 8. QUORUM FOR MEETINGS

A quorum shall consist of a majority of current and active the Board members. Except as otherwise provided in these Bylaws or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair, Vice Chair or Managing Administrator shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law or Bylaws.

SECTION 9. MAJORITY ACTION AS BOARD ACTION

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 is the act of the Board. The positions and opinions of the Board shall not be established or determined by any organization other than DPMG nor by any individual member of the Board other than one authorized to do so by DPMG.

SECTION 10. CONDUCT OF MEETINGS

Meetings of the Board shall be presided over by the Chair or Vice Chair or in the absence of each of these persons, by a meeting facilitator chosen by a majority of the Directors present at the meeting.

Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws or with provisions of law.

SECTION 11. ACTION BY TWO THIRDS WRITTEN CONSENT WITHOUT MEETING

Any action required or permitted to be taken by the Board under any provision of law may be taken without a meeting, if two thirds of the members of the full Board shall individually or collectively consent in writing to such action. Each Director shall be notified of the need for written consent without a meeting via email, facsimile, or phone call. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the simple majority vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by two-thirds written consent of the Board of Directors without a meeting and that the Bylaws authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

**ARTICLE 7
RECORDS, REPORTS AND SEAL**

SECTION 1. MAINTENANCE OF RECORDS

DPMG shall keep:

- A) Minutes of all meetings of Directors, and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof.

- B) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership.

SECTION 2. DIRECTORS' INSPECTION RIGHTS

Every Director shall have the absolute right at any reasonable time to inspect and copy all records and documents of every kind.

SECTION 3. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

**ARTICLE 8
FISCAL YEAR**

SECTION 1. FISCAL YEAR OF DPMG

The fiscal year of DPMG shall begin on July 1 and end on June 30th in each year.

**ARTICLE 9
AMENDMENT OF BYLAWS**

SECTION 1. AMENDMENT

Subject to any provision of law applicable to the amendment of Bylaws, these Bylaws, or any of them, may be altered, amended, or repealed and new Bylaws by approval of the majority action of the sitting Board of Directors.

CERTIFICATE OF CHAIR

This is to certify that the foregoing is a true and correct copy of the Bylaws of DPMG and that such Bylaws were duly adopted by the Board on the date set forth below.

Dated: March 21, 2024

Reviewed & approved by: Paul Robinson, Chair