

## **Bylaw Committee Minutes**

### **September 13, 2021**

**Committee Members: JP-Jimmy Parker, MC-Michael Caldwell, MH-Markalan Hamilton**  
**Staff: AG- Alex Gutierrez**

#### **Call Meeting to Order 2:30 pm**

- JP-Started with a scheduling future Bylaw meeting in coordination with other committee members.
- JP- Started by reviewing the current bylaws.
- MC- Stated that the bylaws have a structure that we should simplify for members to understand.
- JP- Stated that they would be recommending to the Board that the committee be restated on an annual basis to review the committee. The goal will simplify language, become familiar with the BID Bylaws, and better describe the community.
- MC- Stated that he is part of another committee, and the bylaws are simplified for the members.
- JP- Explained that there are other examples of bylaws that the committee can review, such as examples on the internet regarding the topics that the committee will review.
- JP- Asked if there is an employee handbook and would like to see it to ensure that anti-harassment, conflict-of-interest, and inclusivity are part of the employee handbook.
- AG- DSDP staff is currently going through training. I will send all the requested information from this meeting to the Board.
- MA- Can the rest of the Board have the bylaws sent to them to get familiar with what we will be discussing with them?
- AG- Yes, the bylaws will be sent to the Board to review before the committee's proposed additions and changes. Your review of the bylaws and suggestions will be part of the Board's agenda.
- JP- Is there anything that the committee members would like to discuss regarding anti-harassment, conflict-of-interest, and inclusivity before moving to the board structure?
  - MH- Said No
  - MC- Said NO
  
- JP- Stated that currently, the bylaws have too many board positions, which should be reviewed during the following bylaw review to create a better structure.
- AG- Alex informed the committee that the BID has been under the DSDP bylaws for many years. But that moving forward, the BID will function under the bylaws the Board approves.
- JP- Stated that having a board member that works for the same organization as the BID Director makes the Director an employee of a board member, which can be a conflict of interest.
- JP-A BID Director needs to speak freely to the BID Board without fear of ramifications from an employer. This is the number one thing under whistle-blower law.
- JP- Let's review the Board structure; what do you all think about that?
- MH- Can we review other BID bylaws?

- JP- We can, but how about reviewing them as we continue to review the bylaws in the next six months?
- MH- Yes, that would be good to do. But we can research other bylaws to see what we are saying regarding these topics.
- JP- Everything we recommend should not oppose another language in the bylaws.
- MH- Once we give our recommendations, what would be the process to adopt the bylaws?
- JP- We will be an action item during the next Board meeting to discuss our recommendations to the Board, and the Board will vote.
- MH- The Board will review our recommendations and give feedback and/or suggestions back to us?
- JP- Yes, that will be part of our discussion during the meeting. We are open to all suggestions from the Board when we review this.
- JP- We should look at how we get more people involved on the Board by modifying the Board seat structure. Bylaws state that we have a maximum of 20 and a minimum of 3 seats. We should have more board members join to ensure we are inclusionary, and the district's makeup is represented.
  - MH- agreed
  - MC – agreed
- MC- We should keep the current board structure but make the remaining board seats up to 20 at-large seat seats.
  - JP- Agreed
  - MH- Agreed
- JP- Will look at the Board seat to review the appropriate language that will work for this Board.
- MH- How do we proceed with the current three items we have to review: anti-harassment, conflict-of-interest, and board inclusivity?
- JP- That is our homework, but please do not share until a day before to read. We do not want someone to review all three items because they saw one committee member have good material regarding one of the topics.

**Adjourn 3:10 pm**

