

Minutes of the Meeting  
**Board of Directors**  
**San Jose Downtown Association**

September 14, 2012

A board only meeting of the Board of Directors of the San Jose Downtown Association, a non-profit California corporation, was held at Germania Hall, 261 N 2nd St, San Jose, CA.

The following directors were present: Gomez, Cassetta, Neale, Pulcrano, Skaggs, Gagliardi, Wong, Cord, Rademann, Hattley, Mather, Brady, Carr, Hamilton, O'Connor, Bangs, Kolstad, Springall, Pangiinan, Cottle, Borkenhagen, Saso and Roney.

The following directors were absent from the meeting: Bernstein, Ryan, Cabrera, Tortora, Hamilton, Rajakumar, and Friedman.

Also present were SJDA staff: Scott Knies, Rick Jensen, Paula Saidy, Ami Nomura, Blage Zelalich, Jenna Tenorio, Helen Hayashi and Ellen Lee.

Wong called the meeting to order at 8:17 a.m. and thanked Germania Hall and Neale for providing the meeting site and hosting the continental breakfast. Monalisa DiAngelo of Germania Hall welcomed the board and briefly described the history of the hall and her catering operation.

Minutes of the August 10 meeting of the Board were unanimously approved.

President's Report

- President Wong reported that there are 13 board candidates on the ballot for the Annual Meeting. Eight of the candidates are new recruits and five incumbents. Pulcrano petitioned four more candidates that he felt should be included in the ballot:
  - o Ryan Summers - Good Karma
  - o Ryan Sebastian - Treatbot
  - o Sherry Vail - US Salon
  - o Steven Le - Little Chef Counter
- Petitions for the candidates did not meet the 30-day deadline before the Annual Meeting so these four candidates will be brought forward in the usual process for consideration to the board. Since the board is not at maximum, these candidates could be appointed to open seats as soon as next month.
- Wong reminded members to attend the Association's Annual Meeting next month on October 12 at Bella Mia.

New Business

- Bylaws revisions: Tore Saso, chair of the Board Organizational Committee, introduced the Bylaws revisions on page 6 of the Board packet as distributed in advance to members. He described the committee's process since April. After lengthy discussion, the Board unanimously approved revisions to the San Jose Downtown Association's bylaws as recommended, with the following amendments:
  - Amendment 1 - Sections 3.2, 3.3 and 5.1 - References to "Basic Retail" remain as they are (due to the phrase's symbolic importance/meaning).
  - Amendment 3 - Section 6.5 - Nomination - The required number of signatures to nominate a director by petition remains at 10.
  - Section 2.1(a) is: "To encourage, stimulate and improve the business

conditions in downtown San Jose for retailers, restaurants, entertainment establishments, service businesses, property owners and professionals, and to promote retail and other commercial activities in that area. ("property owners" substituted for "commercial landlords")

- Members requested a more formal discussion at the next board-only meeting about board membership and representation.
- Minimum wage opposition: Knies reported that Measure D proponents are organized and out in force and those against the minimum wage hike are behind in education efforts and face an uphill battle to defeat the measure.

#### Executive Director's Report

- ZERO1 Biennial is tonight.
- Members talked about upcoming events:
  - o "Elvis Has Left the Building" at Tabard Theatre
  - o SVSX throughout downtown - party invitation from Pulcrano
  - o The return of 2010 Best Musical Tony-Award winning and Bay Area premiere of "Memphis.

The meeting was adjourned at 9:36 a.m.