

ARTICLE IV

MEMBERSHIP

This corporation shall be considered as having no members within the meaning of the California Nonprofit Corporation Law. Any action which, by virtue of the California Nonprofit Corporation Law, would otherwise require approval by a majority of all members or approval by the members shall require only approval of the directors. All rights which otherwise vest in the members shall vest in the directors. Nothing in this Section IV shall be construed as limiting the right of the corporation to refer to persons associated with it as "members" even though such persons are not members, and no reference to "members" shall constitute anyone a member, within the meaning of Section 5056 of the California Nonprofit Corporation Law. The corporation may form committees and auxiliaries which include individual non-voting "members" to assist in the implementation of the objects and purposes of the Corporation.

ARTICLE V

DIRECTORS

(a) General Corporate Powers. Subject to the limitations of the Articles of Incorporation, of these Bylaws, of the General Nonprofit Corporation Law of the State of California, and/or the Corporations Code of State of California, the business affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

(b) Specific Powers. Without prejudice to the above-described General Powers, and subject to the same limitations, the directors shall have the power to:

1. conduct meetings and control the affairs and business and establish policy for the corporation and to make rules for the guidance of the officers and management of the affairs of the corporation;
2. conduct and manage the business and affairs of the corporation and exercise all such powers and all such things as may be exercised or done by this corporation;
3. authorize any officer or officers, agent or agents of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation;

(c) (1) Number of Board Members/Directors. The authorized number of directors shall be sixteen (16) until changed by amendment of the Articles of Incorporation or by a bylaw duly adopted by the Board of Directors amending this subparagraph.

(2) Ex-Officio Board Members. The current City Manager of the City of San Jose, the Executive Director of the Redevelopment Agency of the City of San Jose, two members of the City Council of the City of San Jose, and one representative of the Mayor of the City of San Jose appointed by the Mayor of the City of San Jose, shall sit in attendance at Board of Director's Meetings as ex-officio members and shall not be entitled to vote.

(d) Eligibility Requirements. Of the sixteen (16) voting members of the Board, one (1) Board Member must be a current member of the Downtown Association of San Jose and two (2) Board Members must be representatives from the neighborhoods adjacent to the Arena or the Ice Centre. The remaining thirteen (13) Board Members must be members of the public at large who subscribe to the general purposes and objectives of the corporation. Each of these Board Members shall be appointed by the Mayor of the City of San Jose.

(e) Appointment and Term of Office of Board Members/Directors. Subject to limitations provided in the Articles of Incorporation the terms of the Board Members shall be as follows:

1. The two (2) City Council Board Members shall serve one-year terms and shall serve as a non-voting, ex-officio, liaison with the City of San Jose.
2. The City Manager or his/her representative shall serve for a term concurrent with his/her term as City Manager, and shall serve as a non-voting, ex-officio, liaison with the City of San Jose.
3. The Executive Director of the Redevelopment Agency of the City of San Jose or his/her representative shall serve for a term concurrent with his/her term as Executive Director, and shall serve as a non-voting, ex-officio, liaison with the Redevelopment Agency of the City of San Jose.
4. Each Board Member appointed thereafter shall be appointed by the Mayor of the City of San Jose and shall serve for a term of four (4) years from and after the expiration date of the former incumbent's term. Any appointment to fill an unexpired term shall be for the remainder of such unexpired term.
5. Each voting Board Member appointed by the Mayor may serve a total of two consecutive four-year terms. At the completion of any voting Board member's second consecutive four year term, their current eligibility on the Board will be deemed expired. Any voting Board member completing an unexpired term or an initial term of less than four years is eligible for appointment to two additional four-year terms.