

BYLAWS OF OCEAN BEACH TOWN COUNCIL, INC.

A California Corporation

(Adopted July 8, 2009)

ARTICLE I: NAME

The name of this organization is the Ocean Beach Town Council, Inc. (A California Corporation). Ocean Beach Town Council, Inc., is designated a 501(c)(4) tax exempt, nonprofit organization. Ocean Beach Town Council, Inc., is also known by the acronym OBTC.

ARTICLE II: OBJECTS AND PURPOSES

The objects and purposes of this organization are to express the will, to represent the welfare, and to sustain the spirit of the community of Ocean Beach by:

- A. Providing a forum for the discussion of community issues;
- B. Communicating the views and needs of the community to appropriate agencies;
- C. Taking appropriate action on community issues;
- D. Promoting the general betterment and beautification of Ocean Beach and the welfare of its residents;
- E. Fostering cooperative efforts among all community organizations and residents for their mutual benefit.

ARTICLE III: MEMBERSHIP

SECTION 1: DEFINITION OF OCEAN BEACH

As used in this document, "Ocean Beach" encompasses addresses in the 92107 Postal ZIP Code.

SECTION 2: ELIGIBILITY

A. Any individual over sixteen (16) years of age or any firm, corporation, association, or partnership living, or working, or owning property, or operating a business in Ocean Beach may become a Residential Member by completing a membership application and by paying the appropriate dues. Residential Members have full voting rights and those over eighteen (18) years of age are eligible to be on the Board of Directors.

B. Any individual over sixteen (16) years of age or any firm, corporation, association, or partnership not living, and not working, and not owning property, and not operating a business in Ocean Beach may become a Supporting Member by completing a membership application and by paying the appropriate dues. Supporting Members do not have voting rights and are not eligible to be on the Board of Directors.

C. Elected officials representing the city or county of San Diego and their appointed representatives shall be considered Honorary Members. Honorary Members are not required to pay dues and are non-voting.

D. Classes of membership and dues for each class shall be prescribed by the Board of Directors in the Standing Rules of this organization.

SECTION 3: SUSPENSION

A. After thirty (30) days notice and an opportunity to address the Board on the issue of their suspension, a Residential Member or Supporting Member may be suspended by two-thirds vote of the filled Board of Directors, rounded up to the next whole number of Board of Directors, for any of the following:

1. when such member shall, by works, action or fraud act to the detriment of this organization or when such member's conduct reflects unfavorably upon this organization; the length of suspension may be indefinite and will be determined by the Board of Directors.

2. when such member, without the authority of the Board of Directors uses the name or influence of this organization for any personal advantage; the length of suspension may be indefinite and will be determined by the Board of Directors.

B. Membership of a Residential Member or Supporting Member shall be suspended automatically when renewal membership dues are delinquent by more than sixty (60) days. Reinstatement to the original membership renewal date shall occur only upon payment of dues. When renewal membership dues are delinquent by more than one hundred twenty (120) days, the member shall be dropped from the Membership List.

ARTICLE IV: BOARD OF DIRECTORS

SECTION 1: COMPOSITION

The Board of Directors shall consist of fifteen (15) members elected by vote of the Residential Members of Ocean Beach Town Council. Each member of the Board of Directors shall be a Residential Member of Ocean Beach Town Council in good standing and at least 18 years of age at the time of election or appointment. Seated Board Members are exempted from the Residential Member requirement.

SECTION 2: POWERS AND DUTIES

The Board of Directors shall conduct the affairs of this organization in compliance with the applicable laws of the United States of America, the applicable laws of the State of California, the Articles of Incorporation, Bylaws, and Standing Rules of this organization. The powers of this organization shall be vested in and exercised by the Board of Directors by a majority of a quorum thereof, unless otherwise expressly provided in these Bylaws. The Board of Directors shall have the following powers and duties in addition to those now or hereafter conferred by law:

- A. To conduct, manage, and control the affairs and business of this organization, and to make such rules and regulations and adopt such policies thereto as it may deem consistent with the Bylaws and purposes of this organization.
- B. To select and remove all Officers, agents and employees of this organization and to prescribe their respective duties.
- C. To develop and produce educational, social and cultural events for the benefit of the members of this organization and the Ocean Beach community.
- D. To approve the annual reports of this organization.
- E. To fill any and all vacancies occurring in any of the offices of the Board of Directors.
- F. To adopt, amend or repeal these Bylaws once every four (4) years.
- G. To oversee the operation of all committees of this organization, and to receive and consider reports and recommendations from the committees or from any agent or employee of this organization.
- H. To control, manage and administer all funds, property and bank accounts of the Ocean Beach Town Council, its committees, subcommittees and any entities operating under its auspices, and to protect these funds, property and bank accounts from fraud and abuse.
- I. To reimburse expenses to members when such expenses are for the advancement of the interests and purposes of this organization and are authorized in advance by the Board.

SECTION 3: VOTING

- A. Quorum for transaction of business by the Board shall consist of one half (1/2) of the filled Board of Directors seats plus one (1), rounded up to the next whole number of Board of Directors.
- B. Questions and motions shall be decided by a majority vote of the Board members present, unless otherwise specified herein as requiring more than a majority vote. Robert's Rules of Order shall apply to all cases not specifically identified in these Bylaws.
- C. Each member of the Board of Directors shall have one (1) vote.
- D. Members shall cast votes *viva voce* (by voice) or by show of hands. No secret ballot shall be used to decide a question before the Board unless otherwise specified herein.
- E. Members must be present to cast a vote. Members may not vote by mail or proxy.
- F. The President or acting presiding officer may cast a vote when said vote would affect the results to decide an issue.

SECTION 4: ELECTION

- A. The term of office for each elected Director is two (2) years. The terms of office shall be staggered so that the terms of office of one half (1/2) of the Board shall terminate each year. Terms begin following adjournment of the September Open Meeting.
- B. The election of Directors shall be managed by the Election Committee according to the following schedule:

1. At the May Board Meeting, (1) the Secretary shall report which Director's terms end in the current year, and (2) the President shall appoint at least two members to the Election Committee. No candidate for election or reelection shall serve on the Election Committee.
2. At the June Board Meeting, the Election Committee shall present the schedule for the election process, which will be ratified by the Board.
3. At the September Board Meeting, the Election Committee shall report the results of the election, which will be certified by the Board. The Secretary shall enter the results into the minutes. Thereafter, newly elected Board members shall be notified and the results shall be announced to the membership and the community at large.
4. At the September Open Meeting, the Election Committee shall arrange that the oath of office be administered by a member of the San Diego Police Department, or other government official, to all members of the Board of Directors for the following year. The Oath shall be administered to newly elected or reelected Directors, previously elected Directors and previously appointed Directors.

SECTION 5: RESIGNATION

A. Voluntary resignation for any reason may be submitted in writing or via E-mail to any other Board Member and shall be effective as of the date of receipt of such notice or any later date specified therein. The acceptance of such resignation by the Board shall not be necessary to make it effective.

B. Involuntary resignation, or removal, of a Board Member may be brought about by two-thirds vote of the filled Board of Directors seats, rounded up to the next whole number of Board of Directors, after thirty (30) days from the date of a written notice given by the President or other Board Member, and an opportunity to address the Board on the issue or issues, for any of the following:

1. when such Board Member shall, by works, action or fraud act to the detriment of this organization or when such member's conduct reflects unfavorably upon this organization.
2. when such Board Member, without the authority of the Board of Directors, uses the name or influence of this organization for any personal advantage.
3. when such Board Member fails to attend more than four (4) regularly scheduled Board Meetings or Open Meetings in any six month period.
4. when such Board Member is found to have misrepresented the facts with respect to the requirements for Board membership and was in fact not qualified to be a Board Member at the time of election or appointment.

SECTION 6: VACANCIES

A. A vacancy may occur by death, resignation, removal, or disqualification.

B. The Board shall have the power and duty to fill any vacancy occurring on the Board, by a majority vote of the remaining Directors. All Directors so appointed shall serve out the unfinished term of the vacating Director they replace.

ARTICLE V: OFFICERS

SECTION 1: OFFICERS

The officers of this organization shall be President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer, all of whom shall be members of the Board of Directors. No member shall hold more than one office at a time.

SECTION 2: POWERS AND DUTIES

A. The President shall have the following duties:

1. The President shall act as presiding and executive officer of this organization, and shall chair all meetings of the membership, the Board of Directors and the Executive Committee.
2. The President shall make the following appointments from the Board, subject to the approval of the Board:
 - a. Parliamentarian to provide clarification of parliamentary procedure when required at meetings of this organization and to maintain the list of Standing Rules. The Parliamentarian shall distribute updated Standing Rules whenever there is a change to the information therein.
 - b. Ocean Beach Mainstreet Association (OBMA) Liaison to attend OBMA meetings, to further cooperation between OBMA and this organization, and to report to the Board on the activities of and relations with OBMA.
 - c. Ocean Beach Planning Board (OBPB) Liaison to attend OBPB meetings, to further cooperation between OBPB and this organization, and to report to the Board on the activities of and relations with OBPB.
3. The President shall serve as an ex-officio member of all committees.
4. The President shall prepare the agenda for all meetings of the membership, the Board and the Executive Committee, and shall make said agendas, however complete at the time, available to the membership and Board at least 48 hours before said meetings.
5. The President shall have such other duties as may be conferred by vote of the Board of Directors.

B. The Vice President shall have the following duties:

1. The Vice President shall chair all meetings of the membership, the Board of Directors and the Executive Committee in the absence of the President.

2. The Vice President shall have such other duties as may be conferred by vote of the Board of Directors.

C. The Recording Secretary shall have the following duties:

1. The Recording Secretary shall keep the minutes at all meetings of this organization and shall transcribe and distribute said minutes to Board Members for review prior to presentation for approval at the next regularly scheduled meeting.

2. The Recording Secretary shall keep the up to date Contact Roster for the Board of Directors and shall distribute updates to the Contact Roster whenever there is a change to the information therein.

3. The Recording Secretary shall keep the Term of Office Log. At the May Board Meeting the Recording Secretary shall report which Board Members terms are expiring in the current year.

4. The Recording Secretary shall keep a record of attendance by members of the Board of Directors at all regularly scheduled meetings of the organization, and shall notify any Board member who has missed four (4) regularly scheduled Board Meetings or Open Meetings in any six month period.

5. The Recording Secretary shall collect and organize the archives of this organization, including but not limited to minutes of Closed, Special and Open meetings, and records of events and activities.

6. The Recording Secretary shall chair all meetings of the membership, the Board of Directors and the Executive Committee in the absence of the President and the Vice President and the Treasurer.

D. The Corresponding Secretary shall have the following duties:

1. The Corresponding Secretary shall conduct all correspondence of this organization and shall report on said correspondence to the Board. The Corresponding Secretary shall review prior to distribution any correspondence prepared in the normal conduct of business of this organization by any committee member or agent appointed by the Board, to insure consistency of style and content.

2. The Corresponding Secretary shall maintain the Membership List, shall provide postal and electronic addresses for all communications like the newsletter, and shall notify members at least a month before their membership expires. Periodically the Corresponding Secretary shall provide the Board with a list of members who have been suspended for failure to pay renewal membership dues, prior to dropping these suspended members from the Membership List. The Corresponding Secretary shall provide subsets of the Membership List based on expressed interests to committee chairs for inclusion in the various activities of this organization.

3. The Corresponding Secretary shall keep the minutes at all meetings of this organization when the Recording Secretary is absent or serving as Chair.

E. The Treasurer shall have the following duties:

1. The Treasurer shall serve as custodian of all funds of the Ocean Beach Town Council, its committees, and subcommittees and arrange for distribution of the same to fulfill any and all obligations of this organization authorized by the Board of Directors.
2. The Treasurer shall keep the financial records of this organization, arranged by fiscal year from October 1 to September 30 of the following year, and make said financial records available for audit annually at the end of the fiscal year.
3. The Treasurer shall prepare an annual budget or other financial report when requested by the President or other Board Member.
4. The Treasurer shall prepare a report on the status of all funds and accounts of this organization to present at each regularly scheduled Board Meeting and Open Meeting.
5. The Treasurer shall prepare all financial Federal, State and local forms as required by law.
6. The Treasurer shall chair all meetings of the membership, the Board of Directors and the Executive Committee in the absence of the President and the Vice President.

SECTION 3: ELECTION

The Officers shall be chosen annually by secret ballot of the Board of Directors and shall be elected at the October Board Meeting. A majority vote of those present is required for election to an office.

SECTION 4: VACANCIES

A. A vacancy may occur by death, resignation, removal, or disqualification.

B. The Board shall have the power and duty to fill a vacancy occurring for any officer by a majority vote of the remaining Directors. All Officers so appointed shall serve out the unfinished term of the vacating officer they replace.

ARTICLE VI: MEETINGS

SECTION 1: MEETINGS

Meetings of the Ocean Beach Town Council shall be held regularly in order to plan and carry out the objects and purposes of the organization. Open meetings are open to the membership of the organization and the general public and are intended to maximize public input, information sharing and collaboration with public offices, organizations and leaders. Closed Board of Directors meetings are closed to the public and intended to facilitate the operations and maintenance of the organization.

SECTION 2: OPEN MEETINGS

Open meetings of the Ocean Beach Town Council shall be held monthly at a public location that is open and available to the membership of the organization in addition to the general public. To the maximum extent possible, these meetings will be held in a location accessible to persons of disability. Notice of these meetings and draft agenda information shall be made available to the membership and the general public 48 hours prior to the meeting.

SECTION 3: CLOSED MEETINGS

A. Board of Directors Meetings shall be held regularly at such times and places determined by the Board in order to facilitate the regular business of the organization. Notice of these meetings and a draft agenda shall be made available to the Board of Directors 48 hours prior to the meeting.

B. Special Meetings may be held as necessary in order to accomplish emergent business of the organization. Special Meetings may be initiated by either the President or by a 2/3 vote of the Board. Notice of a Special Meeting shall be written or by voice and must confirm delivery of such notice to all members of the Board identifying the time, date and location of the meeting in addition to a draft agenda.

C. Although discouraged, electronic mail or telephone decision making may be utilized by the Board when holding a Special Meeting is not feasible or when the Board might need to form a position in an expeditious or emergent manner. Upon unsuccessfully gathering the Board to resolve an issue by either regular or special meeting, the President may present an issue to the Board via electronic mail or by voice (telephone). Positions will be resolved by a 2/3 vote of the Board in this manner. Proof of delivery notice to each Board member shall be provided for review at the first available meeting of the Board following a vote in this manner.

ARTICLE VII: COMMITTEES

SECTION 1: GENERAL

A. Committees of the Ocean Beach Town Council shall be formed to carry out the primary purposes of the organization and to maintain the functions necessary to sustain this organization. Committees shall limit their business to the purpose identified in this document or the purpose identified at their inception. Committees shall conduct their business in a manner consistent with the Articles of Incorporation, these Bylaws and the Standing Rules of this organization. Committees shall take no final action or issue any official correspondence with local government agencies or officials without approval of the Board of Directors.

B. Committees fall into three categories: Standing Committees, Special Committees, and Ad Hoc Committees. Standing Committees are formed to carry out long term, on going functions of the organization and will generally require an annual budget. Standing Committees focus special attention and emphasis on encouraging interest in membership in this organization throughout the community. Special Committees are formed to carry out regular, periodic functions of the organization that do not require a constant presence to serve the organization. Ad Hoc Committees are formed to accomplish specific functions of this organization that have a short

duration. Special Committees and Ad Hoc Committees shall be disbanded upon completion of their specific tasks, and may or may not have budgets.

C. Committee Chairs of all Committees shall be members in good standing of the organization. Unless otherwise specified herein, Committee Chairs shall be nominated by members of the Board of Directors and confirmed by a majority vote of the Board. The term of each Standing Committee Chair shall be renewed annually during the election of officers of the Board of Directors. Committee Chairs will be responsible for the primary functions of their Committees as stated in this document or as defined at the creation of the Committee if it is an Ad Hoc Committee. Committee Chairs shall report to the Board of Directors on all matters concerning their Committees. In addition to these regular updates, the Chair shall be responsible for oversight of the actions of the Committee including public activities and financial expenditures.

SECTION 2: STANDING COMMITTEES

A. Executive Committee

The Executive Committee has responsibility for administrative functions related to elections, record keeping, insurance, applications for permits and grants, financial and tax forms, membership and oversight of all events and relations between this organization and governmental officials and agencies, and between this organization and other community organizations. Two members of this Committee shall co-sign contracts, reports, permits and other obligations of this organization as necessary. The Executive Committee has responsibility for overseeing of all other Committees, for addressing legal issues, and for protecting the general reputation of the organization. The Executive Committee has responsibility for strategic planning to formulate goals and to guide the organization in accordance with all stated purposes. Members of the Executive Committee are the elected officers of the Ocean Beach Town Council. The Chair of this Committee is the President of the organization.

B. Community Events Committee

The Community Events Committee shall plan activities and events to engage and benefit the community and to develop a sense of neighborhood and civic pride. This Committee shall coordinate and manage activities and events sponsored by this organization, and shall plan and coordinate member participation in community events sponsored by other organizations. Members of this Committee shall be chosen by the Community Events Committee Chair. Ocean Beach Tree Committee is a permanent subcommittee of the Community Events Committee. Additional subcommittees may be formed as needed to support additional events. Chairs of these subcommittees shall be members in good standing of this organization.

1. The Ocean Beach Tree Committee shall organize a holiday festival to promote the community spirit of Ocean Beach.
2. The Chairperson of the Tree Committee shall be a member of the Ocean Beach Town Council and shall be approved by the Board of Directors. Each year the Tree Committee shall recommend a successor Chairperson for approval by the Board of Directors. The Tree Committee shall adopt reasonable procedures to ensure that due consideration is given both to prior experience with the Tree Committee and to the views of all members of the Tree Committee. An explanation of the selection process used by the Tree Committee shall be provided to the Board of Directors no later than the time the recommendation is made.

3. All expenses shall be subject to reasonable accounting controls set by the Board of Directors so that the Board of Directors can ensure that all expenses are within the scope and purpose of the holiday festival and the scope and purpose of the Ocean Beach Town Council.

4. The Tree Committee shall submit budgets and financial reports on as frequent a basis as the Board of Directors deems necessary.

5. The holiday festival may generate income in excess of operational expenses. Excess funds over reasonable reserves shall be devoted to organizations and activities benefiting the Ocean Beach community. The Tree Committee shall advise the Board of Directors of the extent of and need for reserves. The Board of Directors shall review the reserves and may reject reserves that are (i) unreasonable or (ii) inconsistent with the scope and purpose of the Ocean Beach Town Council. The Tree Committee shall, collectively and in accordance with procedures designed to allow the consideration of all points of view of Ocean Beach, advise the Board of Directors in writing of the proposed disposition of the excess funds. The Board of Directors shall review the proposed disposition of the excess funds before any funds are disbursed and may reject any proposed disposition that is (i) unreasonable or (ii) inconsistent with the scope and purpose of the Ocean Beach Town Council.

6. Funds generated by the Tree Committee shall be kept separate and distinct from the general funds of the Ocean Beach Town Council.

C. Public Relations Committee

The Public Relations Committee is responsible for the promotion of Ocean Beach Town Council through multiple communication mediums. The primary functions of this committee will be to draft and distribute press releases, to coordinate with local news and media personnel at the various events sponsored by this organization, to prepare and distribute a monthly newsletter, and to maintain and update the Ocean Beach Town Council website. This committee will be responsible for polling of the membership on any questions of interest to the community for the purpose of facilitating a public opinion for release to local agencies, governments or media. A member of this Committee shall serve as liaison with the media. Members of this committee shall be chosen by the Public Relations Committee Chair.

D. Community Enhancement Committee

The Community Enhancement Committee shall plan activities that promote physical improvements and overall attractiveness of the community. This Committee is responsible for community beautification activities including, but not limited to, maintenance of the community bulletin board, maintenance and improvement of the entryway to Ocean Beach and the Welcome To OB sign, organization of beach and town clean up activities, organization of landscaping projects, and improvements in and around Ocean Beach. Members of this Committee shall be chosen by the Community Enhancement Committee Chair.

E. Community Relations Committee

The Community Relations Committee is responsible for fostering cooperation between Ocean Beach Town Council and other community organizations to develop partnerships and joint ventures, and to keep abreast of activities and events in which members of this organization can participate. The Community Relations Committee will work to give this organization a presence

at other organization meetings. Members of this Committee shall be chosen by the Community Relations Committee Chair.

F. Membership Committee

The Membership Committee is responsible for coordinating efforts to advance membership whenever possible, working actively to solicit members from other organizations and individuals throughout the community. Members of this Committee shall be chosen by the Membership Committee Chair.

SECTION 3: SPECIAL COMMITTEES

Special Committees will be identified and confirmed by a majority vote of the Board of Directors. Each Special Committee shall select a Chair from its members.

A. Audit Committee

The Audit Committee shall be convened annually at the first Board Meeting of a new fiscal year to review all financial records of this organization from the previous fiscal year. Within three months the Audit Committee shall present the results of this review to the Board in an Audit Report. Following approval of the Audit Report, the Audit Committee shall be disbanded. Members of this Committee shall be members of the Board of Directors.

B. Election Committee

The Election Committee shall be convened annually to manage the election of members of the Board of Directors in accordance with the election process specified elsewhere in this document. Following the meeting at which the new Board takes the oath of office, the Election Committee shall be disbanded. Members of this Committee shall be members of the Board of Directors who are not candidates for reelection.

C. Bylaws Committee

The Bylaws Committee shall be convened to consider modifications to the Bylaws in accordance with the amendment process specified elsewhere in this document. This Committee shall present Board members with recommendations for changes to the Bylaws. Following the adoption of the modified Bylaws, the Bylaws Committee shall be disbanded. Members of this Committee shall be members of the Board of Directors.

D. Rules Committee

The Rules Committee shall be convened at the request of a simple majority of the Board to consider proposed additions to the Standing Rules. The Rules Committee should report a recommended course of action with respect to the proposed new rules to the Board. Following the vote on its report, the Rules Committee will be disbanded. Members of this Committee shall be members of the Board of Directors.

E. Awards Committee

The Awards Committee shall be convened annually to manage the search for a Citizen of the Year and to arrange the Annual Ocean Beach Town Council Awards Dinner. Recommendation for Citizen of the Year shall be reported to the Board for approval. The winner of the title shall be announced at the Annual Awards Dinner which should be held as soon as practicable following Board elections. Additional awards may be presented at the Annual Awards Dinner, as proposed by this Committee and approved by the Board. The Awards Committee will coordinate the appearance of Ocean Beach Citizen of the Year in the Holiday Parade. Following the Holiday Parade, the Awards Committee will be disbanded.

SECTION 4: AD HOC COMMITTEES

Ad Hoc Committees shall be identified by the Board of Directors and confirmed by a majority vote of the Board. Included in the motion to form an Ad Hoc Committee will be the specific task and a deadline for completion of the task. All Ad Hoc Committees will be reconfirmed if their specific task and deadline are not met.

ARTICLE VIII: OPERATIONS

SECTION 1: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any Standing Rules of the organization.

SECTION 2: PROCESS TO MODIFY THESE BYLAWS

Adoption of these Bylaws requires a three-fourths vote of the filled Board of Directors seats, rounded up to the next whole number of Board of Directors. Four years after adoption, these Bylaws may be amended by the Board of Directors at a regularly scheduled Board Meeting or at a Special Meeting, after every proposed amendment has been submitted in writing at least 10 days before the meeting.

SECTION 3: STANDING RULES

Standing Rules may be adopted by two-thirds vote of the filled Board of Directors seats, rounded up to the next whole number of Board of Directors, at any regularly scheduled meeting or at a Special Meeting. Standing Rules define and clarify operational procedures for the organization, its committees, agents and employees. Proposed Standing Rules must be reviewed and recommended by a majority vote of the Rules Committee, and must be submitted in writing to Board members at least 10 days before the meeting.