

PACIFIC BEACH TOWN COUNCIL

Bylaws

- ARTICLE I NAME: The name of this Association is Pacific Beach Town Council, Inc., incorporated in the State of California, hereinafter referred to as the "Association."
- ARTICLE II PURPOSE: The purposes of this Association are to provide for the discussion of community issues; to communicate the views of the community to the appropriate governmental agencies; and to take action on community issues, specifically but not limited to:
- A. The general betterment and beautification of the community of Pacific Beach, and the promotion of the welfare of the residents of the community;
 - B. The fostering of the cooperative efforts among the business people and residents of the community for the mutual benefit;
 - C. The continued preservation and enhancement of Mission Bay Park and our coastal and natural resources.
- ARTICLE III MEMBERSHIP:
- A. Qualifications--Any person over sixteen (16) years of age, firm, corporation, partnership, or estate, who lives, works, owns property, operates a business or has an interest in Pacific Beach may become a member by paying dues, unless previously suspended for other than non-payment of dues. Classes of membership and dues shall be prescribed by the Board of Directors and recorded in the Standing Rules.
 - B. Suspension--Suspension from membership shall only be by a majority action of the Board of Directors, after due notice and opportunity for the member to be heard upon the question of suspension. A hearing shall not be necessary if the cause of the suspension is strictly for non-payment of dues.
 - C. Causes for Suspension--A member may be suspended for one or more of the following reasons:
 - 1) Any member who shall become in arrears three (3) months for dues, after having received three(3) notices in writing and a phone call from the Administrative Assistant, will have their membership terminated until renewal payment is received;
 - 2) Any member who shall, by his actions, appear to be acting to the detriment of the Association, or whose conduct reflects unfavorably upon the Association;
 - 3) Any member who, without authority, uses the name or influence of the Association for any personal advantage.
 - D. Reinstatement--Any suspended member may be reinstated by a majority vote of the Board of Directors unless the cause of the suspension is strictly for non-payment of dues.

ARTICLE IV DUES/DEBT LIMIT:

- A. Amount of Dues--The amount of the annual dues for each membership class shall be set by the Board of Directors. Dues shall be payable on the anniversary of the membership.
- B. Uses of Dues and Other Income--All monies received shall be used for administrative expenses and such appropriate expenditures as are approved by the Board of Directors. No monies shall be used for direct aid to any person or group, with the exception of specific Pacific Beach projects endorsed by the Board.
- C. Debts--No member, officer or committee shall have the authority to raise funds in the name of this Association unless authorized by the Board of Directors. No member, officer, or committee shall be empowered to commit this Association to any indebtedness without the approval of the Board of Directors.
- D. Memberships shall be Non-assessable - A member of the Association shall not be liable for the debts, obligations or liabilities of the Association solely because of his/her membership.

ARTICLE V MEMBERSHIP MEETINGS;

- A. Time and Place--There shall be a general membership meeting monthly, unless otherwise authorized by the Board of Directors.
- B. Quorum--A quorum for a membership meeting shall be fifteen (15) members, two (2) of whom shall be officers.
- C. Annual Meeting--The general membership meeting in the month of February shall be the annual meeting, at which time the year end financial report and a Board activity plan for the coming year shall be given.
- D. Voting Rights
 - 1) Each current paid-up membership, regardless of type of membership, shall be entitled to one vote on any issue to come before the meeting.
 - 2) New members may not vote until one month after joining.
 - 3) No proxy voting is allowed.
 - 4) A membership meeting shall have the authority to decide any matter which, according to another section of these bylaws, requires action by the Board of Directors.
 - 5) Any motion made in a general meeting that is deemed a controversial issue may be tabled to allow for a mail-in ballot to include the entire membership. The President will recommend a mail-in ballot vote for the topic with approval by majority of board members present at the general meeting
- E. Special Meetings--Written notice, stating place, day, hour and purpose of any special meeting shall be delivered personally, or mailed to each member not less than seven (7), nor more than thirty (30) days prior to such meeting.

ARTICLE VI BOARD OF DIRECTORS:

- A. Authority/Composition--The Board of Directors (hereinafter referred to as the Board) shall consist of twelve (12) members elected from the membership of this Association, the four (4) elected officers of the Pacific Beach Town Council

(President, Vice-President, Secretary and Treasurer), and the Immediate Past President. The affairs of the Association shall be managed by the Board in compliance with the Articles of incorporation, these bylaws, and the Standing Rules of this Association.

- B. Eligibility--All nominees and appointees must have been members of the Town Council for at least ninety (90) days prior to the election/appointment date and must retain their membership throughout their terms of office.
- C. Term of Office--The term of new Directors will commence January 1, following election. Directors shall be elected for a term of two (2) years except when filling a vacancy. No elected Director shall serve as Director for more than 2 (two) consecutive terms or maximum board director service of five (5) consecutive years. Director terms shall be staggered so that at least one-half of the Directors shall be elected each year.
- D. Nominations and Elections--Nominations and elections are conducted in accordance with the procedure outlined in Article VIII, Section B, 6) of these bylaws.
- E. Compensation--The Directors of the Pacific Beach Town Council shall receive no monetary compensation for their directorial services performed in the conduct of the business of the Town Council. This shall not preclude reimbursable expenses as defined in Article VI, Section M.
- F. Vacancies--A vacancy may occur by death, resignation, or suspension. A Director shall be deemed to have resigned as Director by his or her failure to attend, without good cause communicated to the Board three (3) consecutive regular Board meetings or regular general membership meeting; or five (5) of any twelve (12) consecutive regular Board meetings or regular general membership meetings. The Board shall have the power and duty to fill any vacancy occurring on the Board, by the majority of the remaining members of the Board. All Directors so appointed or elected shall serve out the unfinished term of the vacating Directors whom they replace.
- G. Regular Meetings--The Board shall meet regularly, once each calendar month, unless determined by the Board at the meeting immediately prior, at such times and places as shall be designated by the Board at the first regular meeting in January. Such designation of time and place shall be entered and become part of the Standing Rules of this Association, and upon such entry, notice need not be given of regular meetings of the Board.
- H. Special Meetings--Special meetings may be called from time to time by the President or nine (9) board members, and must be called upon by way of written request with seven (7) days notice of such meetings. The notice shall be in writing and delivered to each Director, setting forth the time, place and date of the meeting, the names of the Directors calling the meeting and the purpose of the meeting. The notice may be waived by any Director.
- I. Quorum--A quorum for the transaction of business by the Board shall be nine (9) voting members, at least two (2) of whom shall be officers.
- J. Voting--Each of the officers, except the presiding officer, and each of the Directors, shall have one vote. There shall be no proxy voting or cumulative voting, nor shall there be any telephonic votes taken. The presiding officer may vote only in the case of a tie, or a written ballot.

- K. Suspension of Members--The Board shall have the power and duty to suspend, by a majority of a vote, any member of the Board, or any member, for good and sufficient cause.
- L. Power to Employ Help--The Board may employ a staff and shall determine their salaries. Such employees need not be selected for the membership of the Association and shall have only the power and duties specifically conferred upon them by the Board.
- M. Power to Reimburse Expenses--The Board may approve payment of expenses to members only when such expenses are authorized in advance by the Board for the advancement of the interests and purposes of this Association.

ARTICLE VII OFFICERS:

- A. The elected officers of the Pacific Beach Town Council shall be: President, Vice-President, Secretary and Treasurer.
- B. Eligibility--To be eligible for the office of President and Vice-President, a candidate shall have been a member in good standing for at least two (2) years and shall have previously served as Director or Officer for at least one (1) year. The Secretary and Treasurer must have been a member in good standing for at least ninety (90) days, but need not have been a Director.
- C. Terms
 - 1) Each officer shall serve a term of one (1) year, commencing on January 1 for the year elected, and continuing until his or her successor is elected and takes office.
 - 2) No elected officer, except the Secretary and Treasurer, may serve more than two (2) consecutive terms in any one office, unless held over by reason of failure to elect a successor.
- D. Nominations and Elections--Nominations and elections are conducted in accordance with the procedure outlined in Article VIII, Section B, 6) of these bylaws.
- E. Duties
 - 1) The President shall:
 - a. Be the Chief Executive Officer and official spokesperson for the Pacific Beach Town Council;
 - b. Preside at all Board and membership meetings of the Pacific Beach Town Council;
 - c. Appoint a Parliamentarian and a Legal Advisor;
 - d. Appoint chairmen and members of Standing and Special Committees and Liaisons, except Nominating and Elections Committees, as deemed necessary. All appointments shall be reported to the Board;
 - e. Recommend chairmen and members of Nominating and Elections Committees and Liaison, as deemed necessary. These appointments shall be approved by the Board;
 - f. Be an ex-officio member of all standing and special committees except the Nominating and Financial Review Committees;
 - g. As immediate Past President, automatically become a Director, who shall be considered as elected to the Board and serve until the next outgoing President shall so act.
 - 2) The Vice-President shall:
 - Assist the President in the duties of the office of President, and in the event of the absence or inability of the President to serve in that office,

- become Acting President of the Association with all the rights, privileges and powers as though duly elected President.
- 3) The Secretary shall:
 - Keep a record of the proceedings of Board, general and special meetings, and maintain the records of the Association, including a roster of Directors.
 - 4) The Treasurer shall:
 - a. Be custodian of all funds belonging to the Pacific Beach Town Council;
 - b. Pay all bills by check for budgeted items upon authorization of the President or Board. All checks shall be signed by one (1) of the four (4) named officers: Treasurer, President, Vice-President or Secretary.
 - 5) Each officer shall:
 - a. Perform the duties prescribed by these bylaws, Rules of Procedure of the Board, and by the parliamentary authority, when applicable;
 - b. Prepare periodic reports as dictated by the Board and a year-end written report;
 - c. Deliver to his successor all official records and material pertaining to the office within fifteen (15) days after resignation or completion of term, with the exception of the Secretary and the Treasurer who shall deliver official records within thirty (30) days after the close of the fiscal year.
- F. Vacancies--in the event of a vacancy by death, resignation, or suspension of an officer, the Board shall fill such vacancy to serve out the unfinished term of said office.

ARTICLE VIII COMMITTEES AND APPOINTMENTS:

- A. Non-Appointive Committee
 - 1) Honorary Mayor

The duty of this committee shall be to select a person or persons who have performed outstanding service to the community of Pacific Beach to be Honorary Mayor for a one (1) year term. The Committee shall consist each year of all previous recipients of this honor willing and able to serve. The most recent recipient shall serve as chairman. The committee shall solicit nominations from Pacific Beach community organizations, the current Board and all former Honorary Mayors.
- B. Standing Committees--Members of Standing Committees shall be appointed by the President, concurrent with the term of the President unless terminated by the President.
 - 1) Financial Review Committee--The books and records relating to all finances shall be reviewed at the close of each calendar year by a committee of three (3) appointed by the President, and a report shall be read at the next Board meeting. In the event that the committee wants a further auditing, a Certified Public Accountant shall be employed and a complete report of this audit shall be read at the next meeting.
 - 2) Nominating Committee and Elections Committee--At a regular meeting of the Board, the Board shall appoint a Nominating Committee of five (5) members, three (3) from the Board (none to be incumbents of upcoming election) and two (2) from the general membership. The Committee shall elect its own chairman.

The report of the Nominating Committee shall be returned at a general membership meeting, along with a written biography/resume, and a written agreement from each Officer and Director nominee to serve and to work. Additional nominations from the floor may be made at the

general meeting, provided the persons are present, or their written agreement and biography/resume are presented.

In the event of a no contest, a motion may be entertained to accept the nominees and declare them elected.

For any position for which there is a contest, a mail vote is required. The ballot shall contain the names of each nominee with a brief resume. In the case of election of Directors, the mailed ballot shall specify the number of Directors to be elected, and each member shall have as many votes as there are Directors to be elected, but said votes may not be voted cumulatively.

If a mail vote is required, the President shall appoint an Elections Committee (none to be members from the Nominating Committee), to be ratified by the Board, who shall tally the votes and announce the results of the election at a general membership meeting.

3) Rose Creek Cottage Committee

- C. Special Committees--Special Committees, as appropriate, shall be appointed by the President and reported to the Board.
- D. Special Appointments
 - 1) Legal Advisor--The Legal Advisor shall provide advice to the Board on matters including, but not limited to, General Non-profit Corporation Law of the State of California, and Section 501(c) of the Internal Revenue Code.
 - 2) Parliamentarian--The Parliamentarian shall serve as an advisor on parliamentary procedure at all official meetings of the Pacific Beach Town Council. Such advice shall be in accordance with these bylaws and the adopted parliamentary authority.
- E. Liaisons
- F. Committee Chairmen--Except as otherwise provided in these bylaws, the President shall appoint committee chairmen, who then attend regular meetings of the Board and regular general membership meetings, and who shall provide written reports of committee purpose and activities to the Board.
- G. Any appointed or approved chairman, representative or liaison can be removed from their position with a two-thirds (2/3) vote by the Board at any time.

ARTICLE IX NONDISCRIMINATION:
Nothing contained in these bylaws shall operate against eligibility in this Association on grounds of age, sex, color, religion, race, national origin, or political affiliation. All references in these bylaws to gender shall mean he or she, him or her.

ARTICLE X PARLIAMENTARY AUTHORITY:
The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Association may adopt.

ARTICLE XI DISSOLUTION;
In the event of the dissolution of this Association, all remaining assets shall be disbursed to one or more non-profit organizations at the direction of the general membership at a special meeting called for that purpose.

ARTICLE XII AMENDMENTS;

These bylaws may be amended upon previous notice by the affirmative vote of a majority of the members in good standing, present and voting, at the annual meeting of members or any special meeting of members called as heretofore stated, or may be amended by a resolution adopted by a 2/3 vote of the Board, provided that the amendments shall be supplied to each Director in writing at least one week prior to the meeting at which the vote is taken; or in the alternative, that the amendments shall be proposed by a majority of the Board at the preceding meeting of the Board.

Revised February 1996
March 1998
January 1999
December 2007