

BYLAWS OF THE PACIFIC BEACH TOWN COUNCIL, INC.

ARTICLE I

The name of this association is Pacific Beach Town Council, Inc. incorporated in the State of California and referred to in these bylaws as the PBTC.

ARTICLE II

PURPOSE

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 may join the PBTC. To vote, however, the person must be eighteen (18) years of age, or a firm, corporation, partnership, or estate, who lives, owns property, or operates a business in Pacific Beach. A person 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 (“BOD”) and recorded in the Standing Rules. Members in good standing as of the October 4, 2011 amendment of the Bylaws limiting membership to Pacific Beach shall not lose their voting membership solely because of this change.

ARTICLE IV

DUES AND DEBT

- A. Amount of Dues – The amount of the annual dues for each membership class shall be set by the BOD. 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 BOD. No monies shall be used for direct aid to any person or group, with the exception of specific Pacific Beach projects endorsed by the BOD.
- C. Debts – No member, officer or committee shall have the authority to raise funds in the name of the PBTC unless authorized by the BOD. No member, officer, or committee shall be empowered to commit the PBTC to any indebtedness without the approval of the BOD.
- D. Memberships shall be non-assessable – A member of the PBTC shall not be liable for the debts, obligations or liabilities of the PBTC solely because of his or her membership.

ARTICLE V

GENERAL MEMBERSHIP MEETINGS

- A. Time and Place – There shall be a general membership meeting (hereafter “general meeting”) monthly, unless otherwise authorized by the BOD.
- B. Quorum – A quorum to conduct business at a general meeting shall be 5% of members in good standing as of the day of the general meeting, one of whom shall be an officer and three of whom shall be BOD members. The quorum to conduct business at a general meeting to consider a significant impact (Article V, D., 7.) on the community shall be 10% of members in good standing as of the day of the general meeting, one of whom shall be an officer and three of whom shall be BOD members. The quorum to conduct business at a general meeting to consider the acquisition or divestment of real estate and/or capital improvements shall be 67% of members in good standing as of the day of the general meeting, one of whom shall be an officer and three of whom shall be BOD members.
- C. Annual Meeting – The general meeting in the month of February shall be the annual meeting, at which time the year end financial report and a BOD activity plan for the coming year shall be given.
- D. Voting Rights -

BYLAWS OF THE PACIFIC BEACH TOWN COUNCIL, INC.

1. Each voting membership, regardless of class of membership, shall be entitled to one vote on any issue to come before a PBTC meeting.
 2. No single person shall cast a vote more than once in any given issue, no matter how many classes of memberships that person is associated with.
 3. Any membership held by a business or community organization shall designate a representative to cast their vote at a PBTC meeting.
 4. New members may not vote until thirty (30) calendar days after membership dues are received.
 5. No proxy voting is allowed.
 6. The membership shall have the authority to advise the BOD regarding any matter which, according to another section of these bylaws, requires action by the Board of Directors.
 7. Any motion in a general meeting ruled by the presiding officer to have a significant impact on the community and requires an opportunity for general membership input, the presiding officer shall hold an immediate vote of BOD members present at the general meeting to determine whether the following special procedures shall be activated for that motion. If a majority of the BOD members present at the general membership meeting vote affirmatively, the motion shall be placed on the agenda of the next scheduled general meeting to allow for written notice to be sent to the entire membership that the issue shall be discussed at that subsequent general meeting and a vote shall take place at that subsequent general meeting. Only members current as of the date the motion was first made may vote. If the presiding officer does not make the determination of significant impact, a majority of the BOD members present may do so, triggering the special procedures.
- E. Special Meetings – Written notice, stating place, day, hour and purpose of any special meeting shall be delivered to each member not less than seven (7) calendar days and not more than thirty (30) calendar days prior to such meeting. The same voting rules apply in a special general meeting as in general meeting.

ARTICLE VI

BOARD OF DIRECTORS

- A. Authority and Composition – The BOD shall consist of twelve members elected from the membership of the PBTC and the four elected officers of

BYLAWS OF THE PACIFIC BEACH TOWN COUNCIL, INC.

the PBTC (President, Vice-President, Secretary and Treasurer) (all referred to collectively as "BOD members"). "Directors" refers specifically to the twelve (12) elected members of the BOD, exclusive of the four officers. The affairs of the PBTC shall be managed by the BOD in compliance with the Articles of Incorporation, these Bylaws, the Standing Rules of the PBTC, and Robert's Rules of Order, Newly Revised. The BOD shall govern and direct the activities of the PBTC and shall retain all such authority not delegated to a PBTC officer.

- B. Eligibility – All nominees and appointees must have been members of the PBTC for at least ninety (90) calendar 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 years except when filling a vacancy. The Directors are not subject to any term limits. 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, 2 of these Bylaws.
- E. Compensation – The BOD shall receive no direct or indirect compensation, monetary or in-kind, for its directorial services performed in the conduct of the business of the PBTC. This shall not preclude reimbursable expenses as defined in Article VI, Section M.
- F. Vacancies – A vacancy may occur by death, resignation, or disciplinary action. 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 BOD meetings or three (3) consecutive regular general membership meetings; or five (5) regular membership meetings; or five (5) regular BOD meetings in a calendar year. The BOD shall have the power and duty to fill any vacancy occurring on the BOD, by the majority of the remaining members of the BOD. All Directors so appointed or elected shall serve out the unfinished term of the vacating Director who they replace.
- G. Regular Meetings – The BOD shall meet regularly, once each calendar month, unless determined by the BOD at the meeting immediately prior, at such times and places as shall be designated by the BOD at the first regular BOD meeting in January. Such designation of time and place shall be entered and become part of the Standing Rules of the PBTC, and upon such entry, notice need not be given of regular meetings of the BOD.
- H. Special Meetings – Special BOD meetings may be called from time to time by the President or nine (9) BOD members, and must be called upon by way

BYLAWS OF THE PACIFIC BEACH TOWN COUNCIL, INC.

of written request within seven (7) calendar day's notice of such meetings. The notice shall be in writing and delivered to each BOD member, setting forth the time, place and date of the meeting, the names of the BOD members calling the meeting and the purpose of the meeting. Notice may be waived by any BOD member.

- I. Quorum – A quorum for the transaction of business by the BOD shall be nine (9) voting members, at least two of whom shall be an officer.
- J. Voting – Each of the BOD members, except the presiding officer, shall have one vote. There shall be no proxy voting, straw voting, or cumulative voting. Only votes made in person at a BOD or general membership meeting shall be valid on any matter. The presiding officer may vote only in the cases in which their vote affects the results, or in the case of a written ballot.
- K. Disciplinary Action – The BOD shall have the power and duty to discipline, by a majority vote, any member of the BOD or any PBTC member for good cause. The Governance Committee shall review the matter and make a recommendation on disciplinary action, if any, to the BOD.
- L. Power to Employ Help – The BOD may employ staff and determine compensation. Such employees need not be selected from the membership of the PBTC and shall have only the power and duties specifically conferred upon them by the BOD.
- M. Power to Reimburse Expenses – The BOD may approve payment of expenses to members only when such expenses are authorized in advance by the BOD for the advancement of the interests and purposes of the PBTC.
- N. Authority to Modify Standing Rules – The BOD shall have the authority to adopt and modify Standing Rules of the PBTC by a majority vote at a duly convened meeting of the BOD. The modified Standing Rules shall be presented to the general membership at the subsequent general meeting for membership comment and the modified Standing Rules become effective at the end of the following BOD meeting.
- O. Conflicts of Interest – All BOD members must execute a financial disclosure form and disclose any potential and actual conflicts of interest to the BOD no later than the January BOD meeting each year, and if any conflict of interest arises at any time. BOD members shall excuse themselves from any action where actual conflict of interest arises.

ARTICLE VII

OFFICERS

- A. Officers – The elected officers of the PBTC shall be: President, Vice-President, Secretary and Treasurer (hereinafter generally “Officer”)
- 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 years and shall have previously served as a BOD member or Officer for at least one year. The Secretary and Treasurer must have been a member in good standing for at least ninety (90) calendar days, but need not have been a BOD member.
- C. Term of Office –
1. Each Officer shall serve a term of one year, commencing on January 1 for the year elected, and continuing until his or her successor is elected and takes office.
 2. Neither the President nor the Vice-President may serve more than two consecutive full terms in any one office, unless the election fails to produce a successor. In that event, the term of the President or Vice-President is extended for one year.

Should a President or Vice-President be unwilling to serve another term, a replacement is made per Article VII, Section F.
 3. Neither the Treasurer nor the Secretary is subject to any term limits.
- D. Nominations and Elections – Nominations and elections are conducted in accordance with the procedure outlined in Article VIII, Section B, 2 of these Bylaws.
- E. Duties –
1. The President shall:
 - a. Be the chief executive officer and spokesperson for the official positions of the PBTC;
 - b. Preside at all BOD and general membership meetings of the PBTC;
 - c. Appoint a Parliamentarian and a Legal Advisor to the PBTC pursuant to Article VIII, Section D;

BYLAWS OF THE PACIFIC BEACH TOWN COUNCIL, INC.

- d. Be an ex-officio member of all standing and special committees except the Nominating Committee, Elections Committee and Financial Review Committee;
 - e. Nominate chairs of all standing and special committees, pursuant to Article VIII, Sections B and C;
 - f. Appoint Liaisons pursuant to Article VIII, Section E.
2. The Vice-President shall:
- a. Assist the President in the duties of the office of the President;
 - b. In the event of the absence or inability of the President to serve in that office, become Acting President of the PBTC with all the duties and responsibilities as though duly elected President.
3. The Secretary shall:
- a. Keep a record of the proceedings of the BOD, general membership meetings and special meetings, and maintain the records of the PBTC, including a roster of BOD members;
 - b. Review and prepare correspondence of the PBTC;
 - c. Be an ex-officio member of the Communications Committee.
4. The Treasurer shall:
- a. Be custodian of all funds belonging to the PBTC;
 - b. Pay all bills by check for budgeted and non-budgeted items upon authorization of the BOD;
 - c. Oversee the preparation and submission of tax filings;
 - d. Review and ensure renewal of insurance policies annually;
 - e. Prepare an annual financial report of the PBTC to present to the general membership at the Annual Meeting;
 - f. Assist in the annual audit of PBTC finances.
5. Each Officer shall:
- a. Abide by these Bylaws, Standing Rules of the PBTC, and Robert's Rules of Order Newly Revised;

BYLAWS OF THE PACIFIC BEACH TOWN COUNCIL, INC.

- b. Prepare periodic reports as requested by the BOD;
 - c. Deliver to his or her successor all official records, material and information pertaining to the office within fifteen (15) calendar days after resignation or completion of term, with the exception of the Secretary and the Treasurer who shall deliver official records within thirty (30) calendar days after the close of the fiscal year;
 - d. Sit as a member of an ad hoc Human Resources Committee to oversee employee matters.
- F. Vacancies – In the event of a vacancy by death, resignation, or discipline of an officer, the BOD 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 Honorary Mayor shall be selected as described in the Standing Rules.
- B. Standing Committees - BOD members may volunteer to be members of Standing Committees, subject to approval by a majority vote of the BOD. Chairpersons of Standing Committees may be nominated by the President, the members of the committee, or BOD members, and approved by a majority vote of the BOD.
- 1. Financial Review and Audit Committee – The Financial Review and Audit Committee shall do the following:
 - a. In January, the books and records from the previous year relating to all finances shall be reviewed at the close of each calendar year by a committee of three (3) BOD members nominated by the President and subject to ratification by a majority vote of BOD members. A report shall be read at the February BOD meeting certifying the audit. 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.
 - b. In November, conduct a review of annual revenue and expenditures and prepare an annual budget for the next fiscal year to be approved at the December BOD meeting.

BYLAWS OF THE PACIFIC BEACH TOWN COUNCIL, INC.

2. Nominating Committee and Elections Committee -
 - a. At a regular meeting of the BOD, the BOD shall appoint a Nominating Committee of five (5) members, three (3) from the BOD (none to be incumbents of upcoming election) and two (2) from the general membership. The Committee shall elect its own chairperson.
 - b. The Committee shall locate and screen potential nominees for open Director and Officer positions. The Committee shall solicit information from prospective nominees for the purpose of creating a potential slate of candidates for election.
 - c. The Nominating Committee shall submit a recommended slate at the October general membership meeting, along with a written biography of each nominee, and a written agreement from each nominee to serve. 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.
 - d. In the event of a no contest, a motion may be made to accept the slate of nominees and declare them elected.
 - e. For any position for which there is a contest, a secret mail in ballot is required.
 - f. The ballot shall contain the names of each nominee with a brief biography. In the case of election of Directors, the 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.
 - g. If a secret ballot mail vote is required, the President shall appoint an Elections Committee (none to be members from the Nominating Committee), to be ratified by the BOD, who shall tally the votes and announce the results of the election at the November general membership meeting.
3. Rose Creek Cottage Committee – The committee shall maintain oversight of Rose Creek Cottage and provide a monthly report to the BOD. The duties of the committee include but are not limited to oversight of facility maintenance, facility manager, vendors, utilities and fundraising activities. The committee shall also maintain a relationship with the United States Navy.
4. Governance Committee – The committee shall review and ensure compliance with standards, ethics, rules and policies; ensure efficient administration of responsibilities and duties of members and BOD

BYLAWS OF THE PACIFIC BEACH TOWN COUNCIL, INC.

members, employees, volunteers; review and implement process and procedures of the PBTC; investigate and recommend any disciplinary action to the BOD; receive and review complaints involving any member of the PBTC.

- C. Special Committees – Members of Special Committees, as appropriate, shall be nominated by the President and ratified by a majority vote of BOD members. Chairpersons of Special Committees may be nominated by the President, the members of the committee, or BOD members, and approved by a majority vote of the BOD. A list of the Special Committees shall be contained in the Standing Rules to be updated as needed by the BOD.
- D. Special Appointments – The President may appoint, subject to ratification by a majority vote of BOD members, the following appointments:
1. Legal Advisor – The Legal Advisor shall provide advice to the BOD on matters including, but not limited to, General Non-Profit Corporation Law of the State of California, and Section 501(c)(3) of the Internal Revenue Code.
 2. Parliamentarian – The Parliamentarian shall serve as an advisor on parliamentary procedure at all official meetings of the PBTC. Such advice shall be in accordance with these Bylaws, the Standing Rules of the PBTC, and Robert’s Rules of Order, Newly Revised.
- E. Liaisons – The President, subject to ratification of a majority vote of BOD members, shall nominate from the general membership of the PBTC liaisons to represent the interests of the PBTC to other community organizations, including but not limited to:
1. City of San Diego Mission Bay Park Committee;
 2. Pacific Beach Community Advisory Committee;
 3. Pacific Beach Planning Group;
 4. Pacific Beach Business Improvement District (“Discover PB”).
- Liaisons shall report monthly to the BOD, as directed by the BOD.
- F. Committee Chairpersons – Except as otherwise provided in these Bylaws, all committee chairpersons must be a member of the BOD.
- G. Removal – Any committee chairperson, appointments or liaison can be removed from their position with a 2/3 vote by the BOD at any time.

ARTICLE IX

NONDISCRIMINATION

Nothing contained in these Bylaws shall operate against eligibility in the PBTC 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 PBTC in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and the Standing Rules of the PBTC.

ARTICLE XI

DISSOLUTION

In the event of the dissolution of the PBTC, 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, in compliance with the PBTC Articles of Incorporation.

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 BOD, provided that the amendments shall be supplied to each BOD member 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 BOD at the preceding meeting of the BOD.

Amended February 1996, March 1998, January 1999, December 2007, August 5, 2009, October 4, 2011, November 2, 2011.