

## BYLAWS OF

THE MISSION BEACH TOWN COUNCIL, INC. Revised effective 10/08/08

### ARTICLE I. NAME

The name of this organization is "The Mission Beach Town Council Inc.", a California corporation. All activities of this corporation shall be performed in the name of The Mission Beach Town Council, Inc. (or hereinafter simply "the Council").

### ARTICLE II. PURPOSE

SECTION 1. The purposes of this council are to provide a forum for discussion of community issues; to strive to reach all members of the community and communicate their views to the appropriate governmental officials and agencies; and in appropriate circumstances, to act on community issues related to:

- A. Health, safety and welfare of members within the community,
- B. Civic and educational growth within the community,
- C. Beautification and cleanliness of the community,
- D. Economic growth and environmental quality of the community,
- E. Development of Mission Bay recreational area.

SECTION 2. In its activities, this organization shall take no part officially, nor shall it lend its influence or contribute its funds in the election of any candidate for public office.

SECTION 3. This corporation shall be limited to those operations that are consistent with federal and state tax exemption status, (Internal Revenue Code section 501(c)(4) and Revenue and Taxation Code section 23701f, respectively, or as subsequently amended). This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public or charitable purposed.

### ARTICLE III. MEMBERSHIP

SECTION 1. The general membership of Council shall be open to any person who is at least eighteen (18) years of age and is a private resident, property owner, business owner/operator, or civic and service organization in the Mission Beach community of the City of San Diego.

SECTION 2. Each paid member, whether an individual, a business owner, or civic and service organization, shall be entitled to one vote. There will be no cumulative voting. Each paid family membership shall be entitled to two (2) votes. New members may not vote until one month after joining. There shall be no proxy voting, absentee voting, and no cumulative voting.

### ARTICLE IV. DUES FUNDS, AND LIMITS

SECTION 1. Annual membership fees are due and payable on October 1. Members may join any time during the year. Dues must be paid 30 days prior in order for voting rights to vest. The amount of dues will be \$20 for individual, \$25 per family membership, \$30 for a business owner and \$25 for a civic or service organization.

SECTION 2. All moneys received shall be used primarily for administrative expenses, and appropriate expenditures as may be approved initially by the Executive Board and which are subject to general membership ratification with ten (10) days prior written notification to the membership.

SECTION 3. The Executive board shall propose a budget and bring it before the membership for vote no later than the February General Membership meeting.

SECTION 4. The fiscal year shall be January 1 to December 31.

### ARTICLE V. MEMBERSHIP MEETINGS

SECTION 1. There shall be a regular general membership meeting once each calendar month on the second Wednesday, except the month of August and December, unless otherwise authorized by the general membership. The Executive Board will determine the meeting place.

Votes will be taken by each paid member holding up a card, for or against each issue. The president votes only to break a tie.

SECTION 2. The annual General Membership meeting will be held during the month of November for the primary purpose of elections.

SECTION 3. The Executive Board as necessary may call special general membership meetings by giving all members notice by email and posted on the MBTC website at least (ten) 10 days prior to the meeting.

SECTION 4. A quorum for a general membership meeting shall be at least two (2) officers and a total of not less than ten (10) members.

SECTION 5. All General Membership meetings shall include a Treasurer's report and a President's report. The President's report shall include information on all actions or issues voted on by the Executive Board since the last General Membership meeting.

#### ARTICLE VI. ELECTIONS

At the regular September meeting of the Executive Board, the President shall appoint a nominating committee that shall select its own chairman. The committee shall seek qualified nominees to serve as Directors and Officers, and shall prepare a list of nominations for officers and area representatives. The report of the nominating committee shall be returned at the October General Membership meeting, along with the consent of each nominee. Additional nominations from the floor may be made at this meeting, provided that the person is present or his/her written consent is present. A sample ballot containing all of the nominations shall be emailed and posted on the MBTC website along with the notice of the November meeting of the general membership. Spaces for write-in candidates shall be included on the ballot and the voting will take place at the November General Membership meeting. An ad hoc Election Committee appointed by the President shall tally the votes and announce the results of the election at the November General Membership meeting.

#### ARTICLE VII. EXECUTIVE BOARD OF DIRECTORS

SECTION 1. The Executive Board of Directors, referred to hereinafter as Executive Board and/or Board of Directors, shall consist of a minimum of ten (10) and a maximum of nineteen (19) executive members elected to the board in accordance with these bylaws, to serve without compensation. The Executive Board of Directors shall consist of a President, a First Vice President and a Vice-President for public communications and media contact, a Secretary, a Treasurer, the immediate past President, a Membership Chairman and nine (9) Area Representatives. The Membership Chairman can appoint a co-chairman with approval of the Executive Board. The Co-Chairman will only have voting rights in the absence of the Membership Chairman.

SECTION 2. The qualifications for a member to serve on the Executive Board of Directors are: a member in good standing of the Mission Beach Town Council for at least ninety (90) days prior to the election date or appointment date and must retain their membership throughout their term of office. In addition, to be eligible for President or First Vice-president, a candidate shall have served on the Executive Board for at least one (1) term, not necessarily the previous term.

SECTION 3. No members shall serve as an officer in the same office for more than two (2) consecutive terms with the exception of the Membership Chairman and Secretary, unless holding over by reason of failure to elect a successor.

SECTION 4. Whenever a vacancy occurs on the Board of Directors, such vacancy shall be filled by appointment of the President, subject to approval of the Board of Directors, and ratification by the general membership at the next regular or special general membership meeting. A vacancy may occur by death or resignation. A director or officer shall be deemed to have resigned by his failure to attend three (3) General Membership meeting or three meetings of the Board of Directors without good cause communicated to the President or Secretary and

approved by the Executive Board of Directors. Any officer or director may be removed by a two-thirds vote of the entire Board of Directors provided she/he has been given notice in writing of the proposed action by the Executive Board at least ten (10) days in advance of the Executive Board meeting that the matter will be voted upon. Such notification shall contain the reasons for which removal is proposed, and shall either be delivered in person or mailed to his/her last known address as shown by the records of the Council.

SECTION 5. The Executive Board shall hold regular meetings on the third Wednesday of the month. The Board of Directors may elect not to meet in July or November. The newly elected Executive Board will attend the December Board meeting in conjunction with the outgoing Executive Board members. The time and place shall be set by the Board of Directors and shall be published to the general membership.

SECTION 6. Any decision by the Executive Board may be nullified by a majority vote of members taken at the next regular (or special) General Membership meeting following the board meeting at which such action was taken.

SECTION 7. Any member of the town council may attend meetings of the Executive Board but shall not be allowed the privilege of making or seconding motions or voting. Said member may make as many suggestions as allowed by the presiding officer of the meeting.

SECTION 8. Six (6) Board Members, Two (2) of which shall be officers, of the Executive Board of Directors shall constitute a quorum for the transaction of business. The President votes only to break a tie. There shall be no proxy voting.

SECTION 9. Motions regarding the "taking of a position" by the Council shall be scheduled and agendaized at the General Membership or Executive Board meeting, immediately prior to the General Membership Meeting at which the proposed position will be voted on. The proposed motion will be included on the agenda. Emailings containing the motion shall be sent to the general membership and the motion posted on the MBTC website at least ten (10) days prior to the meeting date.

#### ARTICLE VIII. COMMITTEES

SECTION 1. Committees shall be formed to assist the Executive Board of Directors in matters of interest to the Council. The Chairperson of each Committee shall be appointed to such chairmanship by the President subject to the approval of the Executive Board of Directors. Members of such committees shall be chosen by the committee chairpersons from the general membership subject to the approval of the Executive Board of Directors. Committees shall be responsible for investigating, reporting, and recommending action on matters within their area of concern. Committees shall meet as directed by the President and shall report to the general membership at each General Membership meeting. Time permitting, matters brought before the Executive Board of Directors shall be referred to the appropriate committee for study and report before action is taken by the Executive Board of Directors. Committees may not act for the Executive Board without specific prior authority from the Board.

#### ARTICLE IX. DUTIES OF THE OFFICERS

SECTION 1. The elected officers of the Mission Beach Town Council shall be: President, Vice-President(s), Secretary, Treasurer, and Membership Chairman. Each officer shall serve a term of one year, commencing on January 1, for the elected year and continuing until his/her successor is elected and takes office, except for provision stated in Article V., Section 2.

SECTION 2. The President shall be the principal officer of the Council and shall, subject to the control of the Executive Board of Directors, have general supervision and direction of business and officers of the council. She/he shall preside at all meetings of the general membership and of the Executive Board of Directors. She/he shall be an ex-officio member of all committees and shall vote only to break a tie.

She/he shall sign all checks, notes, drafts, and orders for the

payment of monies authorized by the Executive Board of Directors. The President is expected to represent the vote of the General Membership of the Mission Beach Town Council at San Diego City Council Meetings with regard to issues that affect our Community. This can be done either in writing or in person.

SECTION 3. The Vice-President shall assume all responsibilities for the President in the President's absence. He shall also serve as Parliamentarian/Sergeant-at-Arms, to assist in preserving order as the President may direct. Additionally, the Sergeant-at- arms shall handle physical arrangements and insure that furnishing is in proper order for each meeting.

SECTION 4. The Secretary shall be responsible for the minutes of all board and general membership meetings. Minutes shall include the names of all books and records of the Council; receive all written correspondence to be presented at the next meeting of the Executive Board of Directors. The Secretary shall coordinate all typing and prepare all correspondence. He/she shall prepare the monthly bulletin to contain both the minutes of the last General membership meeting and the last Executive Board meeting and the agenda for the next General Membership meeting. This bulletin shall be mailed or e-mailed to all members ten (10) days prior to the next General Membership meeting. The Secretary may appoint a Corresponding Secretary to assist in these duties, subject to approval of the Board of Directors. The Corresponding Secretary will not have voting rights at Board meetings and is not considered a member of the Executive Board.

SECTION 5. The Treasurer shall receive all monies and deposit it in the bank in the name of the Council. She/he shall pay all bills as directed by the Executive Board. She/he shall keep an account of all transactions as Treasurer and of the financial condition of the council. The books and records relating to all finances shall be audited at the close of each fiscal year (January 1 – December 31) by a committee of 3 (three) appointed by the President, and a report shall be read at the next Board Meeting.

SECTION 6. The Membership Chairman shall get the mail, post renewal of dues, inform membership that membership fees are due and payable on October 1, via the website, or in some exceptions by mail, forward dues checks to the Treasurer, keep the roster current, provide and display a roster sheet for each general membership meeting, supervise the "signing in" of members, and the dispense voting cards.

SECTION 7. Section 2 of this article notwithstanding, all checks or orders for the payment of money issued in the name of the council shall be signed by any 2 (two) officers of the Executive Board.

SECTION 8. Area representatives shall be elected to represent the following areas of Mission Beach:

Area 1: The jetty north to and including the south side of Balboa Court.

Area 2: The north side of Balboa Court to and including the south side of San Gabriel Place.

Area 3: The north side of San Gabriel Pl. to and including the south side of Ventura Place.

Area 4: The north side of Ventura Place to and including the south side of San Luis Obispo.

Area 5: The north side of San Luis Obispo to and including the south side of San Juan Place

Area 6: The north side of San Juan Place to and including the south side of Santa Clara Place.

Area 7: The north side of Santa Clara Place to and including the south side of San Jose Place.

Area 8: The north side of San Jose Place to and including the south side of San Rafael Place.

Area 9: The north side of San Rafael Place to and including Pacific Beach Drive.

SECTION 9. Area representative and their alternates shall be residents of, own property, or operate a business in the areas that they represent. They shall serve as members of the Executive Board of Directors, shall keep the Board advised of conditions within their areas, and shall coordinate Council activities within their respective areas.

SECTION 10. Each area representative shall appoint an alternate, who must be a member in good standing, and is subject to the confirmation of the Executive Board. The alternate shall have voting privileges upon the absence of the area representative at any given Executive Board meeting.

SECTION 11. Area Representatives shall strive to contact the residents and business owners in their areas and help communicate issues of those residents to the Council and to communicate the activities and issues of the Council to the members of the community. The area representative will coordinate any community activities between the Mission Beach residents and the Council. The Representatives shall strive to make the residents of their area aware of the Mission Beach Town Council and offer membership to those residents. They will also help solicit the renewal of memberships.

SECTION 12. Any officer or general member shall perform such additional duties as the President may direct or request.

#### ARTICLE X. BYLAWS

These bylaws may be repealed or amended, or new bylaws may be adopted by a majority vote at any general meeting of the membership called for that purpose. Written notice of the meeting and of the proposed bylaw changes shall be emailed to all members and posted on the MBTC website at least ten (10) days prior to the meeting.

#### ARTICLE XI. DISSOLUTION

Upon Dissolution of the council, its assets shall be dispersed in the manner to be determined by the membership, subject to the provisions of the Internal Revenue Code and consistent with the objectives and policies of the Council.

#### ARTICLE XII. PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order, Newly Revised shall govern procedure of the meetings of the general membership, the board and the committees in all cases where they are applicable and not inconsistent with the Bylaws.

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