

**Bylaws
of
La Jolla Parks and Beaches Incorporated**
(A Nonprofit California Corporation)

Article I: Name, Purpose

Name

Section 1.1 The name of this organization shall be La Jolla Parks and Beaches Incorporated, hereinafter referred to as LJPB.

Purpose

Section 1.2 The purpose of the LJPB shall be to preserve, protect and enhance La Jolla parks and beaches. The LJPB may also make recommendations to the Park and Recreation Department, and to the Park and Recreation Board and other park advisory committee, on matters in the LJPB's jurisdiction, as identified in the Special Use Permit. The LJPB and each member/director of the LJPB shall at all times act in the best interests of the City. The LJPB may raise funds in accordance with the provision of its Park and Recreation Director-approved bylaws and must work with the Park and Recreation Department when providing programs, special events, and enhanced services.

Section 1.3 All LJPB activities shall be non-partisan and non-sectarian and shall not discriminate against any person or persons in any manner prohibited by law. LJPB sponsorship or co-sponsorship of activities must receive the prior written approval of the Park and Recreation Department Director or designee to enable LJPB to assess liability exposure and appropriateness of the activity.

Section 1.4 LJPB shall not take part, officially or un-officially, or lend its influence in the election of any candidate for political office. LJPB as a whole may endorse non-partisan ballot measures, but is not permitted to take a position on or endorse a political candidate. Ballot measures that directly benefit LJPB and that have been officially supported by a vote of the San Diego City Council may be officially endorsed by LJPB when endorsing ballot measures.

Section 1.5 All LJPB contracts shall be executed by the LJPB in its official name. Contracts for services shall use the most recently approved independent Contractor Agreement provided by the Park and Recreation Department, unless another form is specifically authorized by the Department.

Section 1.6 It shall be the duty of the LJPB to periodically outreach to its community through such methods as local newspapers to further community-wide understanding of and participation in LJPB duties, activities, and decisions. The LJPB shall give due consideration to all responsible community input in order to identify what is in the best long-term interest of the community at large. It shall also be the duty of the LJPB, when reviewing development projects, to allow participation of affected property owners, residents and business establishments with proximity to the proposed development as determined by the Department of Park and Recreation. Any interested member of the public shall be given the opportunity to comment on items during the LJPB meetings.

Article II: Membership, Suspension and Revocations of Memberships

Membership

Section 2.1 After attending three consecutive meetings, an individual becomes a voting member of the organization upon submitting a letter of intent to the LJPB's representative. Members shall be at least eighteen (18) years of age and a resident or business owner or property owner in La Jolla, or a representative of a bona-fide group related to the purpose of the LJPB.

Section 2.2 Membership in the LJPB shall consist of not less than seven (7) members, nor more than twenty (20) members.

Section 2.3 Members shall not identify with the LJPB in public communications unless specifically directed by the LJPB to be their official representative as part of a publicly noticed meeting in full compliance with the Brown Act. This includes, but is not limited to, written communications, public testimony and newspaper interviews.

Section 2.4 Any member with a direct/indirect economic interest in any action/project that comes before LJPB or any subcommittees must disclose that interest, and must recuse from voting and not participate in any manner as a member of LJPB for the item on the agenda. No member/director shall enter into or have any financial contract with the LJPB. Additionally, no individual who has any financial contract the LJPB shall be eligible to be a member/director of the LJPB.

Suspension and Revocations of Memberships

Section 2.5 Membership shall be revoked after three (3) consecutive unexcused absences. Upon attending three (3) consecutive meetings, membership will be reinstated.

Section 2.6 Any member found to be in willful violation of these bylaws may, by two-thirds vote of the current LJPB membership, be removed from LJPB upon confirmation by the president. The member shall be informed by LJPB in writing at least thirty (30) calendar days in advance of any action to revoke the membership or privileges of any LJPB member.

Section 2.7 The LJPB shall find that a vacancy exists upon receipt of a resignation in writing from one of its members or upon notification from the LJPB Secretary reporting the third consecutive absence or the fourth absence in the calendar year of a member from the LJPB's regular meetings. New members are added to the LJPB in the order that they have qualified and submitted their written letter of intent.

Article III

Dues, Fees, Debts

Section 3.1 There shall be no dues requirement for any membership.

Section 3.2 All monies received by LJPB shall be used to fulfill the purpose of LJPB. Disbursement of any LJPB funds shall comply with all applicable law including, but not limited to, ensuring that any such disbursements serve a public and park purpose and are not a gift of public funds. All disbursements must be approved by LJPB by a majority vote of the membership. Any disbursements by LJPB shall require the signatures of at least two LJPB officers.

Section 3.3 All expenditures by LJPB shall be approved by a majority vote.

Section 3.4 No member or committee shall have the power or authority to commit the LJPB to any expenditure without prior approval of a majority of the membership.

Section 3.5 No member or committee shall have the power or authority to raise any funds in the name of LJPB, except as specifically authorized by the membership.

Article IV: Member Meetings, Annual Meeting, Quorums, Proxies, Special Meetings

Member Meetings

Section 4.1 At least ten (10) meetings per year shall be held at such place within La Jolla as designated from time to time by the officers. All meetings of the LJPB and its standing committees shall be noticed and open to the public, in accordance with the Brown Act, except for matters related to LJPB personnel or litigation, and shall be conducted in accordance with Robert's

Rules of Order. LJPB shall comply with the Brown Act with regard to all LJPB related actions.

Annual Meeting

Section 4.2 There shall be an annual meeting of the organization once per calendar year. The date, time and place of the annual meeting shall be determined by the officers of the organization. Notice of the time, date and place of the meeting shall be sent to the members at least thirty (30) days before the scheduled meeting.

Section 4.3 At the annual meeting, the officers shall be elected.

Quorums

Section 4.4 At all meetings, greater than twenty-five percent (25%) of the total voting membership shall constitute a quorum. At least 3 members must be present if total membership falls below 10 members. A quorum must be present in order to conduct business and/or vote on projects or actions at LJPB meetings.

Proxies

Section 4.5 No LJPB member may give his/her vote to someone else by proxy or by phone vote.

Special Meetings

Section 4.6 Special meetings of LJPB for any purpose may be called by the president or at the written request of twenty five percent (25%) of the voting members. If practical, this meeting shall be held within fifteen (15) days hereafter and the date time, place and issues to be discussed being announced in writing to all members at least ten (10) days in advance of the meeting. Only those issues so announced shall be brought up for discussion or vote.

Article V: Officers, Elections, Officer Vacancies, Duties of Officers, Committees

Officers

Section 5.1 The Officers of the LJPB shall be the president, the vice president, the secretary and the treasurer.

Elections

Section 5.2 The LJBP membership shall elect officers of the LJBP at the annual meeting. A three-person (3-person) nominating committee appointed by the president no later than the October meeting shall choose the slate of officers. The Nominating Committee shall present the slate of officers no later than the December meeting, with elections no later than the January meeting. Officers shall begin their terms at the first meeting following the elections.

Section 5.3 The election shall be by written ballot at the annual meeting. No secret ballot shall be permitted. Ballots shall be available at the noticed meeting at which the election will be held. Completed ballots are to be kept available to the public at each meeting for no less than thirty (30) days after the meeting in which elections were held. In the event of a single slate, the election may be held by “voice vote.” A “voice vote” means an oral vote of LJBP consisting of a tally of the “yeas”, “nays”, and “abstentions” of each member. The tally shall be conducted in open session and documented in the official LJBP minutes as to the vote of each member. The minutes in which the tally is recorded shall be made available to the public and shall be kept for a minimum of at least thirty (30) calendar days.

Section 5.4 The term of office for officers shall be two (2) years. Elected officers shall not serve more than four (4) consecutive years in the same office.

Section 5.5 After the initial slate of officers is elected, the president and secretary shall serve for a term of two (2) years. The vice president and treasurer shall initially serve for one (1) year so that each year two (2) officers will be elected.

Officer Vacancies

Section 5.6 An officer may resign by submission of a written resignation to LJBP. An officer shall be deemed to have resigned upon death or if he/she fails to attend three (3) consecutive meetings.

Section 5.7 If an officer resigns, or is deemed to have resigned, an election will be held at the next regular meeting to elect a successor. The person selected to fill the vacancy shall serve the remaining, unexpired term of his/her predecessor in office.

Duties of Officers

Section 5.8 The president shall be the chief executive officer of LJBP and shall supervise and control the affairs of LJBP. The president shall preside over all meetings and review annual financial reports. The President must review and provide his or her signature approval of the minutes of each LJBP meeting in which he or she is in attendance. The president shall

perform all duties incident to this office and such other duties as provided in these by-laws or as may be prescribed from time to time by the membership. The president has no voting rights except in the case of ties.

- Section 5.9 The vice president shall perform all duties and exercise all powers of the president when the president is absent or is otherwise unable to act. The vice president shall perform such other duties as may be prescribed from time to time by the membership.
- Section 5.10 The secretary shall keep the minutes of all meetings of members and shall be the custodian of the corporate records, shall give all notices as required by law or by these bylaws, and generally shall perform all duties incident to the office of secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be assigned from time to time by the membership. The secretary shall maintain an attendance record and membership roster. The roster must be provided by LJPB to the City staff representative of the Park and Recreation Department immediately upon any change. The Secretary will also provide the same at each LJPB meeting and record, prepare, and maintain minutes of the actions at each LJPB meeting and make that information available to members and the general public at least seven (7) calendar days prior to the next regular meeting. Any corrections, additions and/or deletions to the minutes must be discussed and adopted by a majority vote of its members that were present at that particular LJPB meeting. Copies of approved minutes shall be available to the public and the City within seven (7) calendar days of the next scheduled meeting. The Secretary shall provide correspondence to the LJPB and general public upon request of the LJPB, the City, or any member of the general public. Both the secretary and president shall sign the approved minutes of LJPB meetings.
- Section 5.11 The treasurer shall have charge and custody of all funds of LJPB, shall deposit such funds as required by the membership, shall keep and maintain adequate and correct accounts of all business transactions, shall render reports and accountings to the membership and shall in general perform all duties incident to the office of treasurer and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, or which may be assigned from time to time by the membership. The treasurer shall submit, at each regular meeting, a financial report covering all transactions since the previous meeting. Any disbursements by the LJPB shall require the signatures of at least two LJPB officers.

Committees

- Section 5.12 The president, with the approval of a majority of the membership, may designate or appoint standing committees.

Section 5.13 All committees shall keep minutes of their proceedings. Copies of all such minutes shall be sent by the committee in a timely manner to the LJBP Secretary for filing.

Section 5.14 The officers may delegate to the committees any of the powers and authority of the officers, except the following:

- a) The filling of vacancies
- b) The amendment or repeal of bylaws or the adoption of new bylaws
- c) The amendment or repeal of any resolution of the membership which by its express terms are not so amendable or repealable

Article VI

Effective Date and Amendments

Section 6.1 These bylaws became effective immediate upon their adoption on 27 June 2011. Subsequent amendments to the Bylaws must be approved by two-thirds majority vote of the LJBP membership upon proper notice. Proper notice shall constitute at least fourteen (14) days written notice given to all members of the intention to alter, amend, repeal or adopt new bylaws at such meeting. LJBP Bylaws and any subsequent amendments must be approved by the Director of Park and Recreation or his or her staff designee before they take effect.

Article VII

Miscellaneous

Section 7.1 All meetings shall be conducted in accordance with the Brown Act and Robert's Rules of Order and noticed and open to the public.

Section 7.2 Since the LJBP's purpose includes making recommendations to the Park and Recreation Department on matters related to park and recreation programs, LJBP, through the secretary, shall prepare the agenda for the meetings in accordance with the desires and priorities expressed by the LJBP president. The agenda shall be publicly noticed, and submitted to the Park and Recreation Department's Director, or his designee, in accordance with the Brown Act, no less than seventy-two (72) hours before the LJBP meeting.

Section 7.3 A report of attendance and a copy of the draft LJBP minutes which include the number of yea, nay, and abstention votes taken on each matter acted upon for each meeting shall be available to the public as soon as reasonably possible, but at least seven (7) calendar days before the next regular meeting. Copies of approved minutes shall be available to the public within seven (7)

calendar days of the next scheduled meeting. LJPB actions on specific items shall indicate final voting results.

Section 7.4 LJPB shall develop written procedures for both disciplinary action and removal of officer(s) and shall create an appropriate appeal process.

History of Amendments

Article I, Section 2.2 - Previously the number of members was 25.

Approved 26 September 2011