

-LA JOLLA SHORES ASSOCIATION BYLAWS

ARTICLE I. NAME AND APPLICABILITY

Section 1. The name of this organization is the "La Jolla Shores Association," a nonprofit corporation ("the Association"). The principal office for the transaction of business of the Association shall be in La Jolla, County of San Diego, State of California, at an address which the Board of Directors of the Association shall designate from time to time.

Section 2. All activities of the Association shall be conducted in the name of La Jolla Shores Association.

Section 3. The community planning area boundaries which are applicable to the Association are those of the La Jolla Shores Planned District as shown on Exhibit A, attached hereto, and are on file in the Planning Department of the City of San Diego.

Section 4. The official positions and opinions of the Association shall not be established or determined by any organization other than the Association.

ARTICLE II. PURPOSE

Section 1. The primary purpose of the Association shall be provide a community forum for matters affecting the La Jolla Shores Planned District, and to advise the San Diego City Council, Park and Recreation department, and other governmental agencies as may be appropriate, including the following items of community interest:

(a) To provide liaison for our membership with the La Jolla Town Council, Inc.; the La Jolla Community Planning Association; the University of California San Diego; and other organizations in matters relative to the non-partisan aims of the Association.

(b) To serve the interest of individual property owners and residents through unified action in cooperation with their neighbors in the residential and business areas of La Jolla Shores.

(c) To support the La Jolla Shores Precise Plan, the La Jolla Shores Planned District Ordinance, and the La Jolla Community Plan, which define the character of the district.

(d) To provide recommendations to the city for all parks and public recreation facilities within our boundaries. The city has designated the Association as the sole recreation council for making these recommendations.

(e) To appoint members to the La Jolla Shores Permit Review Committee, which is a joint committee of the Association and the La Jolla Community Planning Association. This committee provides recommendations to the La Jolla Community Planning Association on land use issues in the La Jolla Shores Planned District.

(f) To appoint members to the La Jolla Traffic & Transportation committee, a joint committee of five community groups.

Section 2. Insofar as the efforts of the Association are engaged in the diligent pursuit of the above purpose, professional staff assistance, if needed, shall be provided by the appropriate City departments under the direction of the City Mayor.

Section 3. All Association activities shall be nonpartisan and nonsectarian and shall not discriminate against any person or persons by reason of race, color, sex, creed, sexual orientation or national origin; nor shall the Association take part, officially or unofficially, or lend its influence in, the election of any candidate, for political office.

Section 4. The Association does not contemplate pecuniary gain or profit to the members thereof. No part of the net earnings of the Association shall inure to the benefit of any member thereof.

ARTICLE III. MEMBERSHIP

Section 1. Any resident, property owner, or business owner or designated operator 18 years of age or over in the La Jolla Shores Planned District is a member of the Association.

Section 2. Members, as defined under Section 1, are encouraged to become “registered members” so that they can automatically receive meeting agendas, email updates, community news, board election notices. There are several methods for registering: A form is available online at the Association’s website (currently: www.ljsa.org) that may be completed online or printed out and mailed to the La Jolla Shores Association (PO Box 64, La Jolla, CA 92038), a form is available at all regularly scheduled meetings that may be completed and handed in there.

Section 3. Only registered members are eligible to vote for the Board of Directors. (See Article VI, Section 3.)

Section 4. Each registered member is responsible for renewing membership and updating contact information by one of the methods specified in Article III, Section 2. The board reserves the right to periodically update the registered member list and clear out entries where membership information, emails and addresses are no longer valid

ARTICLE IV. MEETINGS

Section 1. The Annual Meeting shall be held in March, at which time the Board of Directors election results shall be announced. If special circumstances arise, the annual meeting may be rescheduled to the next available meeting, and the seating of the new directors will be similarly delayed to the meeting following the annual meeting.

Section 2. Regular Meetings: The Board of Directors typically meets monthly, but shall meet at least quarterly. All such meetings shall be open to the public. Efforts shall be made to notify the public of the place, date, time and purpose of such meetings as specified in Article IV Section 3.

Section 3. Notification of the regular meetings including an agenda shall be made 72 hours in advance and emailed to registered members. Notices shall be made and

agendas distributed in accordance with the Brown Act or other applicable current legislation. An agenda shall be provided to the La Jolla CPA chair for inclusion in their regular email distribution and for a courtesy posting on their website. A hard copy of the agenda shall be posted at the La Jolla Recreation Center bulletin board. La Jolla Shores Association Bylaws (continued) Page 3 of 7

Section 4. Special meetings of the membership may be called by the Board or any fifteen (15) registered members of the Association on at least ten (10) days' notice to the membership. All such meetings shall be open to the public. Efforts shall be made to notify the public of the place, date, time and purpose of such meetings as specified in Article IV Section 3.

Section 5. Special meetings of the Board of Directors may be called by the Chair or three (3) Board members on at least 72 hours notice to the Board of Directors. All such meetings shall be open to the public. Efforts shall be made to notify the public of the place, date, time and purpose of such special meetings as specified in Article IV Section 3.

Section 6. A majority of the Board of Directors in office, each having one vote, shall constitute a quorum for the transaction of business.

Section 7. Each member of the Board of Directors, except the presiding officer, shall have one vote. There shall be no proxy voting. There shall be no telephonic or e-mail votes taken. The presiding officer may vote only if that vote influences the outcome, or a written ballot is used.

ARTICLE V. BOARD OF DIRECTORS

Section 1. The Board shall consist of sixteen (16) Directors, half of whom shall be elected each year. Directors must be elected from the registered membership of this Association. The term of new Directors shall commence at the April meeting. Directors shall be elected for a term of two (2) years, except when filling a vacancy. Directors may succeed themselves in office for one consecutive elected two-year term, for a maximum of four (4) years. When filling a vacancy, the partial year (less than 12 months) of the remaining term shall not be counted in the maximum of 4 consecutive years (for example, if remaining term is one year five months, the five month portion is not counted as a full year). After a hiatus of at least one year, one can again be a candidate for Director.

Section 2. Directors shall be residents, property owners, or business owners or operators in La Jolla Shores Planned District. To the extent possible, Directors shall be representative of the various geographic sections of the La Jolla Shores community and/or diversified community interests.

Section 3. A vacancy may occur by death, resignation, or removal. A Director shall be deemed to have resigned as Director by his or her failure to attend three (3) consecutive meetings, or five (5) meetings in a calendar year. The Recording Secretary shall provide

written notification of such absences to the Board. The Board shall have the power and duty to remove, by a two-thirds majority of their vote, any member of the Board for good and sufficient cause.

Section 4. A vacancy shall be announced to the public at the next meeting and registered members sent a notice. The Chair shall appoint a Search Committee of three (3) Directors, none of whom is running for election, at the first meeting after a vacancy occurs. A quorum for a Search Committee meeting shall be all three members. The committee shall seek out qualified candidates and submit a list to the Board at the next meeting, and a decision shall be made by a majority vote of the Board at that same meeting. A newly elected Director shall serve out the remainder of the unexpired term of the vacating Director. In selecting members to fill vacancies, the same attention shall be given to broad-based representation of various geographic sections and diversified interests within the La Jolla Shores community.

Section 5. Directors shall serve without compensation of any kind. La Jolla Shores Association Bylaws (continued) Page 4 of 7

ARTICLE VI. NOMINATIONS AND ELECTIONS FOR BOARD OF DIRECTORS

Section 1. The Chair shall appoint an Election Committee of three (3) Directors, none of whom is running for election, at least two months prior to the March Annual Meeting. A quorum for an Election Committee meeting shall be all three members. The Election Committee shall prepare a list of nominees to include the names of all registered members who wish to run for a position as Director. All nominees shall meet the criteria set forth in Article V, Sections 1 and 2. If there are not sufficient qualified candidates to fill the empty seats, the incoming board will be responsible for using the vacancy procedures in Article 5 Section 4. An announcement on the upcoming elections and request for eligible candidates to submit their names shall be made by the chair at a regular meeting at least two months prior to the Annual meeting.

Section 2. The Election Committee shall distribute a ballot containing the list of nominees to registered members at least three (3) weeks prior to the Annual Meeting, but not previous to February 2. Several methods for distributing the ballots shall be used: email to registered members that have provided email addresses, post on the Association website, publish in a local newspaper if possible, or standard US mail to those registered members that do not use email. The ballots distributed electronically are to be printed out, filled in and returned as specified in Section 4. Nominees shall be listed on the ballot in the order chosen by lot. Incumbents shall be so designated. Biographies of nominees shall be limited to eight lines, single-spaced, on 8 1/2" x 11" paper format. These biographies will be posted online at the Association website and included in the email containing the ballot. For those "conventional mail" registered members, the biographies will be printed out and included with the ballot. The biographies and ballot will be provided to the local community newspapers with enough time before the election to be published.

Section 3. To vote in the election for Board members, an individual must be a registered member of the Association. The registration deadline will be deemed the same as the requirements for ballots received in Section 4 below.

Section 4. A registered member may only submit one ballot. Registered members desiring to vote shall mark their ballots for their choice of Directors. Selections may be made solely from the list of nominees, or, in lieu of one or more such nominees, the name(s) of other registered members may be written in. In order for a ballot to be valid, the number marked cannot be greater than the total number of Directors to be elected. Only printed ballots will be accepted as valid; there is no online or e-mail voting. To be counted, valid ballots must be received at the Association PO Box by 4:00 on the day of the Annual Meeting, or may be delivered in person during the first 30 minutes of the Annual Meeting. Ballots and registration forms will be available during the first 30 minutes of the meeting to vote on site.

Section 5. The Election Committee shall be responsible for the receipt, handling, counting, and validity of the ballots. The Election Committee shall be responsible for reporting the election results to the Board of Directors for their approval.

Section: 6. The election is decided by plurality; candidates receiving the most votes shall be awarded the open seats available. If there are vacancies to fill in addition to the regular seats up for election, those receiving the most votes shall be awarded the longer terms with the following exceptions: 1) a person winning a 2-year seat, but with only one year of eligibility remaining may be awarded a shorter term vacancy seat; 2) an elected candidate may request a shorter term vacancy. The board shall decide the allocation for seats for the 2 exceptions above and vote to approve the results.

Section 7. In the event of a tie for the last open seat(s) a form of instant tiebreak will be applied during the same meeting of the election. Candidates are encouraged to attend the meeting in case of a tie. For two candidates being tied, a simple coin toss will be applied. If neither candidate is present at the meeting, the chair shall arbitrarily assign heads or tails to the respective candidates. In the event of more than two candidates being tied, the board shall decide the form of instant tiebreak, for example: three coins for a 3-way tie toss until odd coin wins, or drawing of lots.

Section 8. After approval of election results by the Board, the recording secretary shall retain the ballots for 5 days, pending a recount request or challenge to the election procedures. After 5 days and no challenges, the recording secretary shall dispose of the ballots. All challenges must be registered with the Chair within the 5 day challenge period. Only persons that participated in the election (registered and voted), or felt that they were unfairly prevented from participating in the election, may file a challenge. In the event of an election dispute or challenge, a special meeting of the board shall be noticed and scheduled as soon as feasible to resolve the issue in a timely manner. This meeting is open to the public and candidates. The decision of the board is final.

ARTICLE VII. DUTIES OF BOARD OF DIRECTORS

Section 1. The Board shall work cooperatively with, as appropriate, Parks & Recreation, the Planning Department, the City Mayor, and our District Councilmember in the best interest of the community, including, but not limited to, the improvement of our Parks, the formation of long-range community goals, and the updating of community documents including the La Jolla Shores Planned District Ordinance. Representatives of the Board of Directors, who are appointed by the Chair, shall meet with the appropriate City representatives when necessary to facilitate these goals.

Section 2. It shall be the duty of the Board to continually seek community-wide understanding of issues that affect the district and encourage community participation in the process. The Board shall give due consideration to all responsible community attitudes insofar as these are deemed to be in the best long-range interest of the community at large.

Section 3. It shall be the responsibility of each Director to attend all Board meetings.

Section 4. It is the responsibility of the Board to strive for consensus among its members. Lacking a consensus, the majority position of Directors present at a duly called meeting, in which a quorum is present, shall be considered the official position of the Association.

Section 5. It shall be the duty of the Board to provide our District Councilmember with a current roster of Directors and to submit in March of each year a written summary of accomplishments for the past year and anticipated objectives for the coming year.

Section 6. In preparation for vacancies on the La Jolla Shores Planned District Advisory Board, the officers of the Board of Directors shall select a candidate (or candidates if multiple vacancies) for submission to the La Jolla Shores Association Board at a regular meeting at least one month prior to the date of vacancy. With the Board's consent, this recommendation shall then be submitted to our District Councilmember.

Section 7. Special meetings of the Board may be called as provided in Article IV, Section 4.

ARTICLE VIII. ASSOCIATION OFFICERS

Section 1. The officers of the Board of Directors shall be elected from and by the members of the Board of Directors. There shall be five officers: Chair, Vice-Chair, Treasurer, Recording Secretary, and Corresponding Secretary. The Chair shall appoint a Nominating Committee of three (3) Directors at the March Annual Meeting. A quorum for a Nominating Committee meeting shall be all three members. The Nominating Committee shall submit a list of nominees for Officers to the Board at the regular meeting following the Annual Meeting, and decisions shall be made by majority vote of

the Board at that same meeting. Officers shall serve a term of one (1) year and take office immediately upon election.

Section 2. Any officer who resigns or is otherwise unable to continue serving in such capacity by reason of his removal from the Board of Directors, or for whatever other cause, may be replaced by special vote of the Board of Directors at the next regular or special meeting of the Board, to serve out the unexpired term of the departing officer.

Section 3. The Chair shall:

- (a) Act as the official spokesperson for the La Jolla Shores Association;
- (b) Preside at all La Jolla Shores Association meetings; La Jolla Shores Association Bylaws (continued) Page 6 of 7
- (c) Appoint chairs and members of committees (see Article IX, Section 1) and liaisons as deemed necessary;
- (d) Be an ex-officio member of all committees except the Nominating Committees;
- (e) Convene a meeting of the officers as the Executive Committee as deemed necessary and give notice to the Board of Directors.

Section 4. The Vice-chair shall: Assist the Chair in the duties of the office of Chair and, in the event of the absence or inability of the Chair to serve in that office, become Acting Chair of the Association with all the rights, privileges, and powers as though duly elected Chair.

Section 5. The Treasurer shall:

- (a) Keep accurate and correct accounts of the properties and business transactions of the Board of Directors, including accounts of its liabilities, receipts and disbursements. The books of accounts shall be open at all times for inspection by any member of the Board of Directors;
- (b) Deposit all monies and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Directors. The Treasurer shall disburse the funds of the Association as authorized by the Board of Directors;
- (c) Preside at Association meetings in the event of the absence of the Chair and Vice-Chair;
- (d) Be responsible for ballots in the Board of Directors election. (See Article VI, Section 5.)

Section 6. The Recording Secretary shall:

- (a) Keep a record of all proceedings ("the minutes") of all meetings of the Association and provide a report of the preceding meeting at each meeting;
- (b) Maintain an attendance record of the Board of Directors at each meeting and include these in the minutes;
- (c) Send notices of all regular and special Association meetings in the manner referred to in Article IV, Sections 2, 3, and 4.

Section 7. The Corresponding Secretary shall:

- (a) Maintain a record of all Association business;
- (b) Be responsible for Association correspondence;
- (c) Maintain a current list of the Board of Directors;
- (d) Maintain a current list of the registered members of the Association;
- (e) Maintain a current list of the addresses within the La Jolla Shores Planned District Ordinance;
- (f) Provide our District Councilmember with a current roster of Directors and submit in March of each year a written summary of accomplishments for the past year and anticipated objectives for the coming year. (See Article VII, Section 5.)

ARTICLE IX. COMMITTEES

Section 1. The Chair, with the consent of the Board of Directors, may appoint such Committees and Committee Chairs as are necessary to accomplish the purposes of the Association, to serve for such periods of time as are deemed necessary. Committee Chairs must be members of the Association but need not be Board members or registered members. Committee members are not required to be Association members or registered members to be eligible for membership on a committee.

Section 2. All Committee Chairs will be directly responsible to the Board and shall make periodic reports to the Board.

Section 3. The Board of Directors may remove any Committee Chair from office by majority vote. La Jolla Shores Association Bylaws

Section 4. The Chair, with the consent of the Board of Directors, shall as vacancies arise, appoint members to the La Jolla Shores Permit Review Committee (LJS PRC), which is a joint committee with the La Jolla Community Planning Association (LJCPA). The committee is currently made up of 5 members appointed by the Association and 3 members appointed by the LJCPA. One of the members appointed by the Association shall report LJS PRC meeting activities to the board at the regular Association meetings.

Section 5. The Chair, with the consent of the Board of Directors, shall annually, and as vacancies arise, appoint members to the La Jolla Traffic & Transportation Committee. This committee is a joint committee with five community groups in La Jolla: La Jolla Shores Association, La Jolla Community Planning Association, La Jolla Village Merchants Association, La Jolla Town Council, Bird Rock Community Council. Each community group appoints two persons, for a total of 10 members

ARTICLE X. GENERAL POLICIES

Section 1. No dues or fees shall be required as a condition of membership in the Association. However, the Association may accept financial donations or contributions for the purposes of furthering the efforts of the Association to promote understanding and to implement the goals set forth in Article II, Section 1.

Section 2. Except with respect to altering the basic requirements of these Bylaws, the Board may establish such additional policies as it deems desirable.

ARTICLE XI. AMENDMENTS

These Bylaws may be amended, repealed or new provisions may be adopted by a majority vote of the Board of Directors, provided notices of proposed changes in the Bylaws have been sent to the Board members at least two weeks prior to the meeting.

ARTICLE XII. RULES

Robert's Rules of Order shall govern the business of the organization, except where they are inconsistent with these Bylaws. The La Jolla Shores Association shall comply with the provisions of the Brown act in conducting its business.

ARTICLE XIII. DATE OF ADOPTION

These Bylaws were adopted on March 24, 1971; and amended October 3 1973; October 1, 1975; May 4, 1977; June 3, 1992; July 14, 2004; October 13, 2004; November 10, 2010; December 8, 2010; and May 11, 2011, Draft Feb 11, 2015, Draft October 14, 2015