

## LA JOLLA SHORES ASSOCIATION BYLAWS

### ARTICLE I. NAME AND APPLICABILITY

**Section 1.** The name of this organization is the "La Jolla Shores Association," a non-profit 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 I.** The primary purpose of the Association shall be to advise the San Diego City Council, Planning Commission, and other governmental agencies as may be appropriate in the implementation of or amendment to the General or Community Plan and the La Jolla Shores Planned District Ordinance as they pertain to the area or areas of concern to the Association, hereafter referred to as the planning process, including the following items of community interest:

- (a) To implement the intents of the La Jolla Shores Precise Plan, and the provisions of the La Jolla Shores Planned District Ordinance of the City of San Diego.
- (b) To preserve the residential character of our area by supporting environmental controls to perpetuate and enhance the present aesthetic individuality of the "Shores."
- (c) To protect our unique coastline from any development which would tend to wall off the residential community from the shoreline.
- (d) To contribute to the total La Jolla community by active support of the current La Jolla Community Plan.
- (e) To preserve the recreational, scenic and educational values of our shoreline through long-range planning relative to land usage, waste disposal, and commercial or industrial contamination.
- (f) 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.
- (g) To serve the interest of individual property owners through unified action in cooperation with their neighbors.

**Section 2.** Insofar as the efforts of the Association are engaged in the diligent pursuit of the above purpose, professional planning staff assistance, if any, shall be provided from the Planning Department, and/or as appropriate by staff under the direction of the City Manager.

**Section 3.** Insofar as the efforts of the Association are engaged in the diligent pursuit of non-planning oriented implementation activities, professional staff assistance, if any, shall be provided by the City Manager from appropriate managerial departments.

**Section 4.** 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 5.** 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 operator in the La Jolla Shores Planned District is a member of the Association.

**Section 2.** For inclusion on the list of registered members, such resident, property owner, or business owner or operator shall provide, via U. S. mail to the Association's post office box or at any Board of Directors meeting, the Corresponding Secretary or any officer with a completed registration form that includes a valid signature. Registration forms are available at all Board Meetings.

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

### **ARTICLE IV. MEETINGS**

**Section 1.** The Annual Meeting shall be held in November, at which time the Board of Directors election results shall be announced.

**Section 2.** The Board of Directors 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.

**Section 3.** 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.

**Section 4.** Special meetings of the Board of Directors may be called by the Chair or three (3) Board members on at least three (3) days' 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.

**Section 5.** A majority of the Board of Directors in office, each having one vote, shall constitute a quorum for the transaction of business.

**Section 6.** Each member of the Board of Directors, except the presiding officer, shall have one vote. There shall be no proxy voting, nor shall there be any telephonic or e-mail votes taken. The presiding officer may vote only if that vote influences the outcome, or a written ballot is used. In an emergency, the presiding officer may solicit telephonic or e-mail votes; any vote thus taken must be ratified at the next Board Meeting.

**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 December 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. 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.** The Chair shall appoint a Nominating Committee of three (3) Directors, none of whom is running for election, at the first meeting after a vacancy occurs. A quorum for a Nominating Committee meeting shall be all three members. The committee shall submit a slate 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.

**ARTICLE VI. NOMINATIONS AND ELECTIONS FOR BOARD OF DIRECTORS**

**Section 1.** The Chair shall appoint a Nominating Committee of three (3) Directors, none of whom is running for election, at least two months prior to the November Annual Meeting. A quorum for a Nominating Committee meeting shall be all three members.

The Nominating Committee shall prepare a slate 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.

**Section 2.** The Nominating Committee shall mail a ballot containing the slate of nominees to registered members at least three (3) weeks prior to the Annual Meeting, but not previous to October 2. 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 six lines, single-spaced, on 8 1/2" x 11" paper format. Within these criteria, biographies will be printed on the ballot as submitted.

**Section 3.** To vote in the fall election for Board members, an individual must be a registered member of the Association by five o'clock (5:00) P.M. on September 15<sup>th</sup> of that year. (See Article III, Section 2.)

**Section 4.** 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 original ballots will be accepted as valid. To be counted, valid ballots must be received not later than five (5) days prior to the Annual Meeting.

**Section 5.** The Nominating Committee shall be responsible for the receipt, handling, counting, and validity of the ballots. The Treasurer shall be responsible for reporting the election results to the Board of Directors for their approval. After approval of election results by the Board, the Treasurer shall dispose of the ballots.

## **ARTICLE VII. DUTIES OF BOARD OF DIRECTORS**

**Section 1.** The Board shall work cooperatively with, as appropriate, the Planning Department, the City Manager, and our District Councilmember throughout the planning process, including, but not limited to, the formation of long-range community goals, objectives and proposals or the revision thereto, for inclusion in a General or Community Plan. Representatives of the Board of Directors, who are appointed by the Chair, shall meet with the Planning Department when necessary at a mutually agreed-upon time and location during appropriate periods in the planning process.

In preparation for vacancies on the La Jolla Shores Planned District Advisory Board, the officers of the Board of Directors shall select a slate of candidates 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 slate shall then be submitted to our District Councilmember.

**Section 2.** It shall be the duty of the Board to continually seek community-wide understanding of and participation in the planning process as specified in Article II, Section 1. 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.** 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.

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The Chair shall appoint a Nominating Committee of three (3) Directors at the November Annual Meeting. A quorum for a Nominating Committee meeting shall be all three members. The Nominating Committee shall submit a slate 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;
- (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 depositaries 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 fall Board of Directors election. (See Article VI, Section 5.)

**Section 6.** The Recording Secretary shall:

- (a) Keep a record of all proceedings 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;
- (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.

### **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.

### **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; and October 13, 2004.