## Table of Contents

### ARTICLE I: NAME

### ARTICLE II: OBJECTS AND PURPOSES

- SECTION 2: ELIGIBILITY
  - Residential Members
  - Supporting Members
  - Honorary Members

- SECTION 3: SUSPENSION

### ARTICLE IV: BOARD OF DIRECTORS SECTION

- SECTION 1: COMPOSITION
- SECTION 2: POWERS AND DUTIES
- SECTION 3: VOTING
- SECTION 4: ELECTION
- SECTION 5: RESIGNATION
- SECTION 6: VACANCIES

### ARTICLE V: OFFICERS

- SECTION 1: OFFICERS
- SECTION 2: POWERS AND DUTIES
  - The President
  - The Vice President
  - The Recording Secretary
  - The Corresponding Secretary
  - The Treasurer

- SECTION 3: ELECTION
- SECTION 4: VACANCIES

### ARTICLE VI: MEETINGS

- SECTION 1: MEETINGS
- SECTION 2: OPEN MEETINGS
- SECTION 3: CLOSED MEETINGS

### ARTICLE VII: COMMITTEES
## SECTION 1: GENERAL

9

## SECTION 2: STANDING COMMITTEES

9
- Executive Committee
- Community Events Committee
- Public Relations Committee
- Community Enhancement Committee
- Community Relations Committee
- Membership Committee

10

## SECTION 3: SPECIAL COMMITTEES

10
- Audit Committee
- Election Committee
- Bylaws Committee
- Rules Committee
- Resource Development Committee

11

## SECTION 4: AD HOC COMMITTEES

11

## ARTICLE VIII: OPERATIONS

11

## SECTION 1: PARLIAMENTARY AUTHORITY

11

## SECTION 2: AMENDMENT OF THESE BYLAWS

11

## SECTION 3: STANDING RULES

11
ARTICLE I: NAME

The name of this organization is the Ocean Beach Town Council, Inc. (a California corporation). Ocean Beach Town Council, Inc., is designated a 501(c)(4) tax exempt, nonprofit organization. Ocean Beach Town Council, Inc., is also known by the acronym OBTC.

ARTICLE II: OBJECTS AND PURPOSES

The objects and purposes of this organization are to express the will, to represent the welfare, and to sustain the spirit of the community of Ocean Beach by:

A. Providing a forum for the discussion of community issues;
B. Communicating the views and needs of the community to appropriate agencies;
C. Taking appropriate action on community issues;
D. Promoting the general betterment and beautification of Ocean Beach and the welfare of its residents;
E. Fostering cooperative efforts among all community organizations and residents for their mutual benefit.

ARTICLE III: MEMBERSHIP

SECTION 1: DEFINITION OF OCEAN BEACH

As used in this document, "Ocean Beach" encompasses addresses in the 92107 Postal ZIP Code.

SECTION 2: ELIGIBILITY

Residential Members

A. Any individual living, or working, or owning property, or operating a business in Ocean Beach may become a Residential Member by completing a membership application and by paying the appropriate dues. Residential Members have full voting rights and those over eighteen (18) years of age are eligible to serve on the Board of Directors.

Supporting Members

B. Any individual or any firm, corporation, association, or partnership not living, and not working, and not owning property, and not operating a business in Ocean Beach may become a Supporting Member by completing a membership application and by paying the appropriate dues. Supporting Members do not have voting rights and are not eligible to serve on the Board of Directors.

Honorary Members

C. Elected officials representing the city or county of San Diego and their appointed representatives shall be considered Honorary Members. Other Honorary Members may be designated by a simple majority vote of the Board of Directors. Honorary Members are not required to pay dues and are non-voting.

D. The Board of Directors in the Standing Rules of this organization shall prescribe classes of membership and dues for each class.
SECTION 3: SUSPENSION

A. After thirty (30) days notice and an opportunity to address the Board on the issue of their suspension, a Residential Member or Supporting Member may be suspended by two-thirds vote of the filled Board of Directors, rounded up to the next whole number of Board of Directors, for any of the following:

1. When such member shall, by works, action or fraud act to the detriment of this organization or when such member's conduct reflects unfavorably upon this organization; the length of suspension may be indefinite and will be determined by the Board of Directors.

2. When such member, without the authority of the Board of Directors uses the name or influence of this organization for any personal advantage; the length of suspension may be indefinite and will be determined by the Board of Directors.

B. Membership of a Residential Member or Supporting Member shall be suspended automatically when membership dues are delinquent by more than sixty (60) days. Reinstatement to the original membership renewal date shall occur only upon payment of dues. When renewal membership dues are delinquent by more than one hundred twenty (120) days, the member shall be dropped from the Membership List.

ARTICLE IV: BOARD OF DIRECTORS SECTION

SECTION 1: COMPOSITION

The Board of Directors shall consist of fifteen (15) members elected by vote of the Residential Members of Ocean Beach Town Council. Each member of the Board of Directors shall be a Residential Member of Ocean Beach Town Council in good standing and at least 18 years of age at the time of election or appointment. Seated Board Members are exempted from the Residential Member residency requirement until the end of their current term.

SECTION 2: POWERS AND DUTIES

The Board of Directors shall conduct the affairs of this organization in compliance with the applicable laws of the United States of America, the applicable laws of the State of California, the Articles of Incorporation, Bylaws, and Standing Rules of this organization. The powers of this organization shall be vested in and exercised by the Board of Directors by a majority of a quorum thereof, unless otherwise expressly provided in these Bylaws. The Board of Directors shall have the following powers and duties in addition to those now or hereafter conferred by law:

A. To conduct, manage, and control the affairs and business of this organization, and to make such rules and regulations and adopt such policies thereto as it may deem consistent with the Bylaws and purposes of this organization.

B. To select and remove all officers, agents and employees of this organization and to prescribe their respective duties.

C. To develop and produce educational, social and cultural events for the benefit of the members of this organization and the Ocean Beach community.

D. To approve the annual reports of this organization.

E. To fill any and all vacancies occurring in any of the offices of the Board of Directors.

F. To adopt, amend or repeal these Bylaws once every four (4) years.

G. To oversee the operation of all committees of this organization, and to receive and consider reports and recommendations from the committees or from any agent or employee of this organization.

H. To control, manage and administer all funds, property and bank accounts of the Ocean Beach Town Council, its committees, subcommittees and any entities operating under its auspices, and to protect these
funds, property and bank accounts from fraud and abuse.

I. To reimburse expenses to members when such expenses are for the advancement of the interests and purposes of this organization and are authorized by the Board.

SECTION 3: VOTING

A. A quorum for transaction of business by the Board shall consist of one half (1/2) of the filled Board of Directors seats plus one (1), rounded up to the next whole number of Board of Directors.

B. Questions and motions shall be decided by a majority vote of the Board members present, unless otherwise specified herein as requiring more than a majority vote. Robert's Rules of Order shall apply to all cases not specifically identified in these Bylaws.

C. Each member of the Board of Directors shall have one (1) vote.

D. Members shall cast votes viva voce (by voice) or by show of hands. No secret ballot or proxy vote shall be used to decide a question before the Board unless otherwise specified herein.

SECTION 4: ELECTION

A. The term of office for each elected Director is two (2) years. Terms begin in February at the first public meeting. The terms of office shall be staggered so that the terms of one half (1/2) of the Board shall expire each year.

B. The election of Directors shall be managed by the Election Committee to ensure (1) advance notice is provided to the public soliciting candidates, (2) the eligibility of each candidate is verified according to the requirements specified herein (see Article III, Section 2. A and Article IV, Section 1), (3) a candidate forum is provided in advance of voting, (4) voting occurs timely so that election results are certified by the Board and announced at or before the February public meeting.

SECTION 5: RESIGNATION

A. Voluntary resignation for any reason may be submitted in writing or via e-mail to any other Board Member and shall be effective as of the date of receipt of such notice or any later date specified therein. The acceptance of such resignation by the Board shall not be necessary to make it effective.

B. Involuntary resignation, or removal, of a Board Member may be brought about by two-thirds vote of the filled Board of Directors seats, rounded up to the next whole number of Board of Directors, after thirty (30) days from the date of a written notice given by the President or other Board Member, and an opportunity to address the Board on the issue or issues, for any of the following:

1. When such Board Member shall, by works, action or fraud act to the detriment of this organization or when such member's conduct reflects unfavorably upon this organization.

2. When such Board Member, without the authority of the Board of Directors, uses the name or influence of this organization for any personal advantage.

3. When such Board Member fails to attend more than four (4) regularly scheduled Board Meetings or Open Meetings in any six month period.

4. When such Board Member is found to have misrepresented the facts with respect to the requirements for Board membership and was in fact not qualified to be a Board Member at the time of election or appointment.

SECTION 6: VACANCIES
A. A vacancy may occur by death, resignation, removal, or disqualification.

B. The Board shall have the power and duty to fill any vacancy occurring on the Board, by a majority vote by secret ballot of the remaining Directors. All Directors so appointed shall serve out the unfinished term of the vacating Director they replace.

ARTICLE V: OFFICERS

SECTION 1: OFFICERS

The officers of this organization shall be President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer; all shall be members of the Board of Directors, and will comprise the Executive Committee. No officer shall hold more than one office at a time.

SECTION 2: POWERS AND DUTIES

The President

The President shall have the following duties:

a. The President shall act as presiding and executive officer of this organization, and shall chair all meetings of the membership, the Board of Directors and the Executive Committee.

b. The President shall make the following appointments from the Board, subject to the approval of the Board:

   i. Chairs of all Standing Committees except the Executive Committee, and Chairs of all Special Committees and all Ad Hoc Committees.

   ii. Parliamentarian to provide clarification of parliamentary procedure when required at meetings of this organization and to maintain the list of Standing Rules. The Parliamentarian shall distribute updated Standing Rules whenever there is a change to the information therein.

c. Ocean Beach Mainstreet Association (OBMA) Liaison to attend OBMA meetings, to further cooperation between OBMA and this organization, and to report to the Board on the activities of and relations with OBMA.

d. Ocean Beach Planning Board (OBPB) Liaison to attend OBPB meetings, to further cooperation between OBPB and this organization, and to report to the Board on the activities of and relations with OBPB.

e. Ocean Beach Community Development Board (OBCDC) Liaison to attend OBCDC meetings, to further cooperation between OBCDC and this organization, and to report to the Board on the activities of and relations with OBCDC.

f. The President shall serve as an ex-officio member of all committees and shall be responsible for ensuring the proper functioning of each committee.

g. The President shall prepare the agenda for all meetings of the membership, the Board and the Executive Committee, and shall make said agendas, however complete at the time, available to the membership and Board at least 48 hours before said meetings.

h. The President shall prepare an annual budget.

i. The President shall have such other duties as may be conferred by vote of the Board of Directors.

The Vice President
The Vice President shall have the following duties:

a. The Vice President shall chair all meetings of the membership, the Board of Directors and the Executive Committee in the absence of the President.

b. The Vice President shall assist the President in the performance of his/her duties.

c. The Vice President shall have such other duties as may be conferred by vote of the Board of Directors.

The Recording Secretary

The Recording Secretary shall have the following duties:

a. The Recording Secretary shall keep the minutes at all meetings of this organization and shall transcribe and distribute said minutes to Board Members for review prior to presentation for approval at the next regularly scheduled meeting.

b. The Recording Secretary shall keep the up to date Contact Roster for the Board of Directors and shall distribute updates to the Contact Roster whenever there is a change to the information therein.

c. The Recording Secretary shall keep the Term of Office Log. At the September Board Meeting the Recording Secretary shall report which Board Members’ terms are expiring.

d. The Recording Secretary shall keep a record of attendance by members of the Board of Directors at all regularly scheduled meetings of the organization, and shall notify any Board member who has missed four (4) regularly scheduled Board Meetings or Open Meetings in any six month period.

e. The Recording Secretary shall collect and organize the archives of this organization, including but not limited to minutes of Closed, Special and Open meetings, and records of events and activities.

f. The Recording Secretary shall chair all meetings of the membership, the Board of Directors and the Executive Committee in the absence of the President and the Vice President and the Treasurer.

The Corresponding Secretary

The Corresponding Secretary shall have the following duties:

a. The Corresponding Secretary shall conduct all correspondence of this organization and shall report on said correspondence to the Board. The Corresponding Secretary shall review prior to distribution any correspondence prepared in the normal conduct of business of this organization by any committee member or agent appointed by the Board, to insure consistency of style and content.

b. The Corresponding Secretary shall ensure the Membership List is kept up to date with Postal and Email addresses available for member communications such as newsletters and election ballots.

c. The Corresponding Secretary shall keep the minutes at all meetings of this organization when the Recording Secretary is absent or serving as Chair.

The Treasurer

The Treasurer shall have the following duties:

a. The Treasurer shall serve as custodian of all funds of the Ocean Beach Town Council, its committees, and subcommittees and arrange for distribution of the same to fulfill any and all obligations of this organization authorized by the Board of Directors.

b. The Treasurer shall keep the financial records of this organization, arranged by fiscal year from October 1 to September 30 of the following year, and make said financial records available for audit annually at the end
c. The Treasurer shall prepare a report on the status of all funds and accounts of this organization to present at each regularly scheduled Board Meeting and Open Meeting, or other financial reports when requested by the President or other board members.

d. The Treasurer is responsible for ensuring the preparation of all Federal, State and local financial forms.

e. The Treasurer shall chair all meetings of the membership, the Board of Directors and the Executive Committee in the absence of the President and the Vice President.

SECTION 3: ELECTION

The Officers shall be chosen annually by secret ballot of the Board of Directors and shall be elected at the March closed Board Meeting. A majority vote of those present is required for election to an office.

SECTION 4: VACANCIES

A. A vacancy may occur by death, resignation, removal, or disqualification.

B. The Board shall have the power and duty to fill a vacancy occurring for any officer by a majority vote by secret ballot of the remaining Directors. All Officers so appointed shall serve out the unfinished term of the vacating officer they replace.

ARTICLE VI: MEETINGS

SECTION 1: MEETINGS

Meetings of the Ocean Beach Town Council shall be held regularly in order to plan and carry out the objects and purposes of the organization. Open meetings are open to the membership of the organization and the general public and are intended to maximize public input, information sharing and collaboration with public offices, organizations and leaders. Closed Board of Directors meetings are closed to the public and intended to facilitate the operations and maintenance of the organization. All meetings shall be run in accordance with the most current version of Robert's Rules of Order.

SECTION 2: OPEN MEETINGS

Open meetings of the Ocean Beach Town Council shall be held monthly with the exception of November and December at a public location that is open and available to the membership of the organization in addition to the general public. To the maximum extent possible, these meetings will be held in a location accessible to persons of disability. Notice of these meetings and draft agenda information shall be made available to the membership and the general public 48 hours prior to the meeting.

SECTION 3: CLOSED MEETINGS

A. Board of Directors Meetings shall be held regularly at such times and places determined by the Board in order to facilitate the regular business of the organization. Notice of these meetings and a draft agenda shall be made available to the Board of Directors 48 hours prior to the meeting.

B. Special Meetings may be held as necessary in order to accomplish emergent business of the organization. Special Meetings may be initiated by either the President or by a two-thirds (2/3) vote of the Board. Notice of a Special Meeting shall be written or by voice and must confirm delivery of such notice to all members of the Board identifying the time, date and location of the meeting in addition to a draft agenda.

C. Electronic decision-making may be utilized by the Board when holding a Special Meeting is not feasible, or when the Board needs to take a position in an expeditious or emergent manner. Positions will be resolved by a 2/3 vote of the Board in this manner. Proof of delivery notice to each Board member shall be provided.
for review at the first available meeting of the Board following a vote in this manner.

ARTICLE VII: COMMITTEES

SECTION 1: GENERAL

A. Committees of the Ocean Beach Town Council shall be formed to carry out the primary purposes of the organization and to maintain the functions necessary to sustain this organization. Committees shall limit their business to the purpose identified in this document or the purpose identified at their inception. Committees shall conduct their business in a manner consistent with the Articles of Incorporation, these Bylaws and the Standing Rules of this organization. Committees shall take no final action or issue any official correspondence with local government agencies or officials without approval of the Board of Directors.

B. Committees fall into three categories: Standing Committees, Special Committees, and Ad Hoc Committees. Standing Committees are formed to carry out long term, on-going functions of the organization and will generally require an annual budget. Standing Committees focus special attention and emphasis on encouraging interest in membership in this organization throughout the community. Special Committees are formed to carry out regular, periodic functions of the organization that do not require a constant presence to serve the organization. Ad Hoc Committees are formed to accomplish specific functions of this organization that have a short duration. Special Committees and Ad Hoc Committees shall be disbanded upon completion of their specific tasks, and may or may not have budgets.

C. Chairs of all Committees shall be members in good standing of the organization. Unless otherwise specified herein, Committee Chairs shall be appointed by the President and confirmed by a majority vote of the Board. The term of each Standing Committee Chair shall be renewed annually during the election of officers of the Board of Directors. Committee Chairs will be responsible for the primary functions of their Committees as stated in this document or as defined at the creation of the Committee if it is an Ad Hoc Committee. Committee Chairs shall report to the Board of Directors on all matters concerning their Committees. In addition to these regular updates, the Chair shall be responsible for oversight of the actions of the Committee including public activities and financial expenditures.

SECTION 2: STANDING COMMITTEES

Executive Committee

The Executive Committee has responsibility for administrative functions related to elections, record keeping, insurance, applications for permits and grants, financial and tax forms, membership and oversight of all events and relations between this organization and governmental officials and agencies, and between this organization and other community organizations. Two members of this Committee shall co-sign contracts, reports, permits and other obligations of this organization as necessary. The Executive Committee has responsibility for oversight of all other Committees, for addressing legal issues, and for protecting the general reputation of the organization. The Executive Committee has responsibility for strategic planning to formulate goals and to guide the organization in accordance with all stated purposes. Members of the Executive Committee are the elected officers of the Ocean Beach Town Council. The Chair of this Committee is the President of the organization.

Community Events Committee

The Community Events Committee shall plan activities and events to engage and benefit the community and to develop a sense of neighborhood and civic pride. This Committee shall coordinate and manage activities and events sponsored by this organization, and shall plan and coordinate member participation in community events. The Community Events Committee Chair shall choose members of this Committee. Subcommittees may be formed as needed to support additional events. Chairs of these subcommittees shall be members in good standing of this organization. All expenses incurred for each event shall be subject to reasonable accounting controls set by the Board of Directors so that the Board can ensure that all expenses are within the scope and purpose of the Ocean Beach Town Council. The Events Committee Chair shall submit budgets and financial
Public Relations Committee

The Public Relations Committee is responsible for the promotion of Ocean Beach Town Council through multiple communication media. The primary functions of this committee will be to draft and distribute press releases, to coordinate with local news and media personnel at the various events sponsored by this organization, to prepare and distribute a monthly newsletter, and to maintain and update the Ocean Beach Town Council website. This committee will be responsible for polling of the membership on any questions of interest to the community for the purpose of facilitating a public opinion for release to local agencies, governments or media. A member of this Committee shall serve as liaison with the media. The Public Relations Committee Chair shall choose members of this committee.

Community Enhancement Committee

The Community Enhancement Committee shall plan activities that promote physical improvements and overall attractiveness of the community. This Committee is responsible for community beautification activities including, but not limited to, maintenance of the community bulletin board, maintenance and improvement of the entryway to Ocean Beach and the Welcome To OB sign, organization of beach and town clean up activities, organization of landscaping projects, and improvements in and around Ocean Beach. The Community Enhancement Committee Chair shall choose members of this Committee.

Community Relations Committee

The Community Relations Committee is responsible for fostering cooperation between Ocean Beach Town Council and other community organizations to develop partnerships and joint ventures, and to keep abreast of activities and events in which members of this organization can participate. The Community Relations Committee will work to give this organization a presence at other organization meetings. The Community Relations Committee Chair shall choose members of this Committee.

Membership Committee

The Membership Committee is responsible for coordinating efforts to advance membership whenever possible, working actively to solicit members from other organizations and individuals throughout the community. The Membership Committee Chair shall choose members of this Committee.

SECTION 3: SPECIAL COMMITTEES

Special Committees will be identified and confirmed by a majority vote of the Board of Directors.

Audit Committee

The Audit Committee shall be convened annually at the first Board Meeting of a new fiscal year to review all financial records of this organization from the previous fiscal year. Within three months the Audit Committee shall present the results of this review to the Board in an Audit Report. Following approval of the Audit Report, the Audit Committee shall be disbanded. Members of this Committee shall be members of the Board of Directors.

Election Committee

The Election Committee shall be convened annually to manage the election of members of the Board of Directors in accordance with the election process specified in Article IV, section 4 in this document. Following the meeting at which the new Board takes the oath of office, the Election Committee shall be disbanded. Members of this Committee shall be members of the Board of Directors who are not candidates for reelection.

Bylaws Committee

The Bylaws Committee shall be convened to consider modifications to the Bylaws in accordance with the amendment process specified in Article IV, section 2, F in this document. This Committee shall present Board members with recommendations for changes to the Bylaws. Following the adoption of the modified Bylaws, the
Bylaws Committee shall be disbanded. Members of this Committee shall be members of the Board of Directors.

Rules Committee

The Rules Committee shall be convened at the request of a simple majority of the Board to consider proposed additions to the Standing Rules. The Rules Committee should report a recommended course of action with respect to the proposed new rules to the Board. Following the vote on its report, the Rules Committee will be disbanded. Members of this Committee shall be members of the Board of Directors.

Resource Development Committee

The Resource Development Committee shall research financial resources and grants for pursuit by the OBTC.

SECTION 4: AD HOC COMMITTEES

Ad Hoc Committees shall be identified by the Board of Directors and confirmed by a majority vote of the Board. Included in the motion for an Ad Hoc Committee will be the specific task and a deadline for completion of the task. All Ad Hoc Committees may be reconfirmed if their specific task and deadline are not met.

ARTICLE VIII: OPERATIONS

SECTION 1: PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of Robert's Rules of Order shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these Bylaws or any Standing Rules of the organization.

SECTION 2: AMENDMENT OF THESE BYLAWS

Adoption of these Bylaws requires a three-fourths vote of the filled Board of Directors seats, rounded up to the next whole number of Board of Directors. Four years after adoption, these Bylaws may be amended by the Board of Directors at a regularly scheduled Board Meeting or at a Special Meeting, after every proposed amendment has been submitted to Board members in writing at least 10 days before the meeting.

SECTION 3: STANDING RULES

Standing Rules may be adopted by two-thirds vote of the filled Board of Directors seats, rounded up to the next whole number of Board of Directors, at any regularly scheduled meeting or at a Special Meeting. Standing Rules define and clarify operational procedures for the organization, its committees, agents and employees. Proposed Standing Rules must be reviewed and recommended by a majority vote of the Rules Committee, and must be submitted in writing to Board members at least 10 days before the meeting.