

LA JOLLA TOWN COUNCIL BYLAWS

April 2018

ARTICLE I – NAME

The name of this organization is La Jolla Town Council, Inc. (LJTC), a California corporation designated as a 501(c) (6) tax exempt nonprofit under the US Internal Revenue Code.

ARTICLE II – PURPOSE

The La Jolla Town Council provides a forum for residents and businesses to address community issues and opportunities through monthly meetings, programs and events. It is volunteer led and regularly reviews and assesses its effectiveness in achieving its mission.

1. The purpose of the LJTC is to promote the social, cultural, educational, and environmental betterment of the community. Toward accomplishing these purposes, the LJTC shall:
 - Take action on community issues;
 - Foster cooperative efforts among all local community organizations and residents for their mutual benefit;
 - Provide a forum for discussion of community issues;
 - Communicate the views of the community to the appropriate governmental agencies;
 - Ratify or reject the voting actions of LJTC joint and subcommittees;
 - Sponsor programs and events that benefit the community of La Jolla.

The geographical boundaries of the community of La Jolla are defined as the 92037 United States postal zip code.

2.1 The LJTC shall be nonpartisan and nonsectarian and shall not discriminate against any person or persons by reason of race, sex, creed, national origin, sexual orientation, or physical handicap.

Nothing in this section shall prohibit elected Trustees, acting in their individual capacity, to partake in any political activities or join or promote the activities of any group, so long as such actions are not in violation of any law, and such activity is not represented to be on behalf of the LJTC. LJTC sponsorship or co-sponsorship of activities must receive the prior written approval of the Executive Committee.

2.2 The LJTC shall not take part in, officially or unofficially, or lend its influence in, the election of any candidate for political office. Trustees shall not identify affiliation with the LJTC when endorsing candidates for public office. The LJTC may endorse ballot measures.

2.3 All LJTC contracts must be approved by the Executive Committee and shall be executed by an officer of the LJTC.

2.4 It shall be the duty of the LJTC when reviewing development projects, except where such review is through a consent calendar action, to allow the participation of affected property owners, residents and business establishments.

ARTICLE III – MEMBERSHIP

- 3.1 Any person over 16 years of age, firm, corporation, association, partnership, or estate, whose principal place of residence or principal place of business is in the 92037 Zip Code is eligible for Membership in the Town Council, either as a Resident Member or a Business Member by submitting a membership application and payment of the appropriate membership dues.
- 3.2 Members are entitled to one Vote per Membership for the LJTC Trustee Election and those over 18 years of age are eligible to serve on the Board of Trustees.

ARTICLE IV – TRUSTEES

- 4.1 All powers of the LJTC shall be exercised and affairs controlled by the Trustees (who shall constitute the Directors of the Corporation) consisting of 18 elected Members. Without limiting the generality of the foregoing, the Trustees shall have the following powers:
 - 4.1.1 To select and remove all Officers and Trustees of the LJTC, and to prescribe such power and duties for them, consistent with the Articles of Incorporation or these Bylaws.
 - 4.1.2 To conduct the affairs and business of the LJTC and to make LJTC policy decisions as well as to make such rules and regulations consistent with law, with the Articles of Incorporation or these Bylaws, as they may deem best.
 - 4.1.3 The Trustees shall consider the recommendations of all committees at the monthly meeting and where appropriate, adopt those recommendations as resolutions to be communicated to the public or to government agencies.
 - 4.1.4 A budget shall be formally adopted by the Trustees at an Annual-meeting or by electronic approval.
 - 4.1.5 Trustees, individually and via Committee participation, shall work to develop, promote, and accomplish the mission of the organization by recruiting new members and Trustees, and by actively participating in, and leading Town Council functions and events.
- 4.2 At each annual Election of Trustees the successors to the Trustees whose terms expire in that year shall be elected to hold office for the term of three years so that the term of office of only 6 Trustees shall expire each year. A Trustee may not be nominated or elected to a term which, if served to completion, would cause the Trustee to serve more than six (6) consecutive years. Only after an absence of one year a former Trustee who has served a full 6-year term may be nominated or reelected to fill a vacancy.

4.3 Trustees shall be elected as follows:

4.3.1. The LJTC President shall appoint a Chairman and members of the Nominating Committee, drawn from Trustees who have at least of one year experience in office. Nominations shall thereafter be officially opened, with immediate notice to Members, Trustees and the public. Local media will be informed of the election and the candidates.

4.3.2 At least 21 days prior to the Trustees' meeting, the Nominating Committee shall interview and present to the LJTC Officers the names of Nominees. Candidates must reside or work within the 92037 Zip Code and must have attended a minimum of three La Jolla Town Council meetings in the 12 months prior to the Election. The Committee shall obtain from each Candidate a completed Consent to Serve form prior to submission of names to the President. LJTC reserves the right to verify La Jolla addresses provided by Candidates. Candidates may be asked to provide proof of same, such as a utility bill. The following information must also be submitted by each Candidate to the Committee in order to qualify as a Trustee:

- Candidate's name, occupation, residential address, business address, phone number, Email.
- A Trustee Statement of not more than 120 words describing:
 - (1) the Candidate's qualifications; and
 - (2) the Candidate's commitment to devote at least four hours of their time each month (not including attending Town Council meetings) to actively recruit new members and Trustees, and/or participating in, or leading Town Council functions and events.

4.3.3 The Nominating Committee shall prepare a list of eligible candidates and shall certify it to the President, who shall submit it to the Trustees.

The Director of Communications shall announce the Nominees and release the information to the public via print and electronic media. Whereupon, nominations will be closed and no longer accepted.

4.3.4 Thereafter the President shall appoint an Election Committee, which shall develop a procedure for secure electronic voting of the full Membership.

4.3.5 The Election Committee will create and distribute electronic ballots to the full Membership and compile and certify the results of the electronic vote. The Committee shall Email the ballot to all members who have provided their email addresses. The Committee shall set the period for voting, not to exceed 14 days.

4.3.6 All ballots shall be counted by the Election Committee at least two days prior to the next Trustees' meeting. Election results shall be reported at the next Trustees' meeting. The nominees who receive the greatest number of votes to fill the total number of vacancies shall be elected. Any tie vote shall be decided by majority vote of the Trustees.

- 4.3.7 Trustees may be seated only if they are an LJTC regular Member in good standing, with Yearly Membership Paid.
- 4.3.8 The Trustees shall meet monthly or as needed. An Annual meeting shall be for the purpose of installing Officers and any other business. Special Meetings of the Trustees for any purpose shall be called by the Secretary at the written request of the President, or by any three or more of the Trustees. Notice of the time, place, and purpose of any Special Meeting shall be given either in person or by telephone, mail, or E-mail at least three days prior to the date of the meeting.
- 4.4 Fifty percent plus one of the then seated Trustees shall constitute a quorum for the transaction of regular business of the LJTC.
- 4.5 Trustee Terminations:
- (1) A Trustee's term can be terminated at the discretion of the President, if the Trustee has 3 or more unexcused absences from regular meetings in a 12 Month period. The vacancy shall be created at the end of the third absence from a monthly meeting and can be filled immediately.
 - (2) A Trustee's term is automatically terminated if his or her regular Membership qualifications are not met as set forth in Article III herein.
 - (3) Trustees will be terminated if Yearly Memberships are not paid within one month of first Renewal Notification.
- 4.6 Trustee vacancies shall be filled in the following manner:
- 1) The vacancy will be held over until the next annual Trustee election if the Executive Committee votes to do so, and, if not;
 - 2) At the meeting next following the event creating the vacancy, the President shall announce the existence of the vacancy through electronic notification. At the first meeting thereafter, the Trustees shall elect the person to fill the vacancy from those candidates who are LJTC Members in good standing. In order for a nomination to be valid, each candidate so nominated must state, either in person or in writing that he/she is a regular Member of the LJTC and is willing to serve. In the event that a vacancy cannot be filled because of lack of suitable candidates, the vacancy shall be carried over to the next Regular Trustee meeting and acted upon thereafter without an additional announcement. If there are multiple Trustee vacancies of differing classes, which are to be filled at the same meeting, the candidate with the most votes receives the vacant position with the longest term. After discussion of nominees, the Trustees shall vote. Newly elected Trustees shall be installed at the next LJTC meeting.
- 4.7 All Trustees shall serve on at least one LJTC Committee or Joint committee. Failure to do so shall be grounds for immediate termination. In addition, Trustees are expected to **volunteer for and participate in LJTC functions and events on a regular basis**. All Trustees must fulfill their stated Commitment to work 4 hours a month, 48 hours per year. This can be accomplished by recruiting new members, serving on committees or representing LJTC.

4.8 Recusals and Abstentions

- (1) Recusal: Any Trustee with a direct economic interest in any project that comes before the LJTC or any committee must disclose the economic interest and must recuse themselves from voting and not participate in any manner as a Trustee for that item on the agenda.
- (2) Abstention: Only in limited circumstances, may Trustees abstain from either voting on an action item, or from participating and voting on an action item. After the vote has been taken, the Trustee must state, for the record, the reason for the abstention. Abstentions are strongly disfavored and should not be used on a regular basis by any Trustee.

ARTICLE V – OFFICERS

5.1 The LJTC shall have as Officers a President, First Vice-President, Second Vice-President, Secretary, and Treasurer. The President, First Vice-President and Second Vice-President, Secretary, and Treasurer shall be Trustees. The Officers shall perform those duties normally assumed by such Officers and such other duties as the Trustees may direct. The First Vice President shall perform all duties and exercise all powers of the President when the President is absent or otherwise unable to act; the 2nd Vice-President shall perform all duties and exercise all powers of the First Vice-President when the First Vice-President is absent or otherwise unable to act.

5.1.1 The President shall be the Chief Executive Officer of LJTC and shall manage and oversee the affairs of LJTC. The President shall preside over all meetings and review annual financial reports. The President must review and provide his or her approval of the minutes of each LJTC 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 Bylaws or as may be prescribed from time to time by the Membership. The President has no voting rights except in the case of ties-to break a tie vote among Trustees.

The President shall have the following duties:

- Prepare the agenda, and Chair the monthly Trustees' meeting;
- Chair the LJTC Executive meetings;
- Appoint or remove the Chairpersons of all LJTC committees;
- Represent the LJTC before all government agencies and other organizations as required;
- Approve and sign all official correspondence and communications of the LJTC representing its views;
- Shall cause a Budget to be prepared and submitted to the Trustees;
- Shall cause a Trustee Roster to be prepared and submitted to the Trustees;
- Select a Trustees' Nominating Committee and appoint a Trustees' Election Committee;
- The President may appoint a Parliamentarian who is conversant with Robert's Rules of Order Newly Revised;
- Such other duties as may be conferred by a majority Vote of the Trustees;
- Appoint the Appointees to LJTC and joint committees.

- Review and Approve Plans and Budgets for LJTC Events and Activities, developed with or submitted by Trustees.

5.1.2 The **First Vice-President**

The First Vice-President shall also fulfill those duties of the President if the President is unable to Act. The First Vice President shall perform such other duties as may be prescribed from time to time by the Trustees.

The First Vice-President shall have the following duties:

- Chair the Membership Committee;
- Appoint and Manage a Membership Committee which shall:
Initiate, plan, coordinate, and implement the annual residential and commercial Membership drives and prepare a report of the current number of Members and the Membership revenue, by type of Membership, which will be submitted each month to be included in the minutes sent out to each Trustee.

5.1.3 The **Second Vice-President**

The Second Vice-President shall also fulfill those duties of the President if both the President and First Vice-President are unable to act.

The Second Vice-President shall have the following duties:

- Chair and Manage the Social Event Committee;
- Develop Plans and Budgets for Social Events and present them to Trustees for review and approval.

5.1.4 The **Secretary**

The Secretary shall keep the minutes of all LJTC meetings, 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 Trustees. The Secretary shall maintain an attendance record of Members and candidate Members and Membership roster. The roster must be provided by LJTC immediately upon any change. The Secretary will also provide the same at each LJTC meeting and record, prepare, and maintain minutes of the actions at each LJTC meeting and make that information available to Members.

The Secretary shall have the following duties:

- Provide minutes at least four (4) 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 Trustees that were present at that particular LJTC meeting. Copies of approved minutes shall be available to the public and the City within four (4) calendar days of the next scheduled meeting.
- Provide copies of corporate correspondence to the LJTC and general public upon request of the LJTC, the City, or any Member of the general public. Corporate correspondences are meeting agendas, Treasurer's financial reports, meeting minutes, committee reports, letters received addressed to the organization and letters sent on behalf of the organization. Both the Secretary and President shall sign the approved minutes of LJTC meetings.
- Record and keep track of attendance at the Trustees' Meeting

- Record approval of the minutes and keep the minutes of the Executive meetings.

5.1.5 The **Treasurer**

The Treasurer shall have charge and custody of all funds of LJTC, shall deposit such funds as required by the Trustees, shall keep and maintain adequate and correct accounts of all business transactions, shall render reports and accountings to the Trustees 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 Trustees. The Treasurer shall submit, at each regular meeting, a written financial report covering all itemizing transactions by category, including amounts donated for specific funds, since the previous report meeting and including account balances at the end of the current period, including any amounts held as specific funds. He or she will also provide copies of the annual reports to the Internal Revenue Service, State of California Franchise Tax Board, State of California Secretary of State, State of California Attorney General Registry of Trusts and any other required corporate submittals.

The Treasurer shall have the following duties:

- Review and report on the income, expenses, and financial position of the LJTC at the Executive Committee Meeting, in the minutes sent to each Trustee, and at the monthly Trustee Meeting;
- Shall prepare and monitor the LJTC's budgets and submit an annual budget at the May meeting for Trustee approval;
- Shall prepare all financial federal, state and local forms as required by law;
- Shall provide such official reports to any Trustee upon request.

5.2 The Officers shall be elected as follows:

- 5.2.1 The Executive Committee shall poll the Trustees to identify those Trustees interested in running for an Officer position.
- 5.2.2. At least 10 days prior to the meeting when Officers will be elected, the Executive Committee shall distribute by email or otherwise its recommendations to the Trustees. All nominees must be LJTC Members in good standing as of the date they are nominated.
- 5.2.3 Following presentation of nominees by the Executive Committee, nominations may be made from the floor by Trustees only.
- 5.2.4 After discussion of nominees, the Trustees shall, at their meeting when Officers will be elected, vote for Officers by written Ballot under the supervision of the Secretary. The Secretary shall count the ballots and certify the election results to the Trustees at that meeting,
- 5.2.5 Newly elected Officers shall take office and be installed at the Trustees' Annual meeting.
- 5.2.6 Officers shall serve for one year or until their successors are elected. The sequential term of President is capped at two terms unless an additional term is approved by a 2/3rds vote of the Trustees, independent of terms served. Notwithstanding anything to the contrary herein and without the necessity of further action by the Board, each past President shall be seated as a Trustee for a period of one year beginning the month he or she leaves office.

- 5.2.7 A vacancy may occur due to death, resignation, removal or disqualification. The Trustees shall fill a vacancy occurring for any Officer by a majority vote of the Trustees. All Officers so appointed shall serve out the unfinished term of the vacating Officer they replace.
- 5.2.8 Any Officer may resign at any time by giving written notice to the Trustees, to the President or to the Secretary. Any such resignation will be effective the date of receipt of such notice or at any other time specified therein; and unless specified therein acceptance of such resignation shall not be necessary to make it effective.
- 5.2.9 Any Officer may be removed, except the President, with or without cause, by the Trustees. Such removal requires a two-thirds (2/3) Vote by the Trustees, with no requirement for a Special Meeting. The President may be removed with or without cause by a three-quarters (3/4) Vote by the Trustees at a Special Meeting called for such purpose. Vote will be by written Ballot.
- 5.2.10 Any Trustee may be removed, except the President, with or without cause, by the Trustees. Such removal requires a two-thirds (2/3) Vote by the Trustees, with no requirement for a Special Meeting. Vote will be by written Ballot.
- 5.2.11 Immediate Past President must remain as a voting member of the Executive Committee for at least one year. This term is renewable yearly by Vote of the Executive Committee, independent of terms served, if the Past President wishes to serve in this capacity beyond their first year as Immediate Past President.

ARTICLE VI – COMMITTEES

6.1 Standing Committees:

The President shall propose, and the Trustees shall approve, the creation of standing committees. Each standing committee shall perform such functions as may be determined by the Trustees. Members of committees and subcommittees must be Members in good standing of the LJTC. Such standing committees may be eliminated by Vote of the Trustees at any time.

6.1. (a) Standing Committees:

- Executive Committee
- Membership Committee
- Trustee Nominating Committee
- Election Committee open to Trustees who have served at least two years

- 6.1.1 The President-elect shall appoint the chairs of all standing committees, subject to confirmation by the Trustees.
- 6.1.2 Any Trustee may request appointment to any one or more committee(s).
- 6.1.3 In April, the President sends LJTC appointees to the chairs of Joint and Subcommittees in the month of May to be consistent with other parent organizations. Appointee names are sent to

the Chair of the appropriate joint and subcommittee ratification. Appointees may be named by the President as needed during the year.

6.1.4 Current Joint and Subcommittees of LJCPA:

- Coastal Access & Parking Board
- Development Permit Review Committee
- LJ Shores Permit Review Committee
- LJ Planned District Ordinance Committee
- Traffic & Transportation Committee

6.2 **Executive Committee**

An Executive Committee chaired by the President and consisting of the voting members, comprised of the immediate Past President, the First Vice President, the Second Vice President, the Treasurer and the Secretary may, if desired, meet regularly to:

- Review and Approve Membership Plans
- Oversee Budget
- Develop Annual Plan and Goals
- Consider policy changes and recommendations, which will then be forwarded to the appropriate committee(s) or brought to the Trustees at the monthly meeting for Trustee approval.
- Vote on Events Proposed by Trustees, Committees or outside organizations. The result of that Vote will include the event(s) in the Annual Plan.

6.3 **Ad Hoc and Special Committees**

The President, with approval of the Trustees, may also cause the creation of such special LJTC committees or ad hoc LJTC committees as may be deemed necessary. These committees shall consist of such persons, and shall have such authority, as shall be proposed by the President and approved by the Trustees.

6.4 All ad hoc committees shall dissolve, and their authority and powers shall terminate at the expiration of the year for which they were appointed unless the Trustees vote otherwise.

6.5 When there is insufficient time between the action of the committee and the next meeting of the Trustees; and the President of the LJTC has reviewed the issue upon which the committee needs to communicate and deems it unnecessary or inappropriate to call a special meeting of the Trustees; then the President of the LJTC shall have the power to report the views, actions or decisions of a committee without a Trustee resolution.

ARTICLE VII – OPERATIONS

7.1. PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Newly Revised shall govern the proceedings at and the conduct of all meetings of the LJTC and its Committees, in all cases to which they are applicable, and

which are not inconsistent with these Bylaws or any Standing Rules of the organization.

7.1.1 Trustees must adhere to decorum as stipulated in Robert's Rules of Order Newly Revised. Any Trustee wishing to speak shall do so, but first must be recognized by the Chair. Trustees shall speak only from his or her chair. Trustees who fail to comply with rules of decorum will only be given one warning. If non compliance continues, Trustees are subject to termination.

7.2. AMENDMENT OF BYLAWS

These Bylaws may be amended by a two-thirds Vote of the Trustees, taken at any meeting of the Trustees, provided that written notice of the meeting and the general nature of the proposed amendment shall have been provided to each Trustee at least ten days before the meeting. At the meeting further amendments may be proposed from the floor and adopted so long as they pertain to the noticed amendment.

7.3. STANDING RULES

Standing Rules may be adopted by two-thirds Vote of the Trustees 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 Executive Committee and must be submitted in writing to Trustees at least 10 days before the meeting.

7.4. VOTING

The Annual Election of Trustees will be conducted by electronic ballot and the Annual Election of Officers will be conducted by written or electronic ballot. All other matters brought forward for voting to the Trustees shall be voted on by a show of hands except as otherwise provided herein.

7.5. CODE OF ETHICS

The LJTC Code of Ethics, a separate governing document, incorporated herein, defines the standards of conduct and integrity for the LJTC organization, its Officers, Trustees, committees, agents and employees. All Trustees are required to sign a Conflict of Interest form acknowledging compliance with the Code of Ethics.

7.6 COMMUNICATIONS AND TRUSTEE INFORMATION SAFEGUARDS

7.6.1 Trustee Contact Information and LJTC Membership Rosters are CONFIDENTIAL and cannot be distributed outside LJTC or used for any business or community volunteer purpose or personal use. Trustee Roster shall be distributed to all Trustees and Officers to facilitate and encourage communication.

7.6.2 Trustees wishing to send a group Email to the Membership List may only do so with prior approval of the Executive Committee. Only matters directly pertinent to the business affairs of LJTC will be considered for approval.

7.6.3 Trustees shall not state that they are representing the LJTC in public communications unless specifically directed by the President to be the official spokesperson of the LJTC. This includes, but is not limited to, written communications, public testimony and newspaper interviews.

7.6.4 No Trustee shall enter into or have any financial contract with a third party on behalf of LJTC without the approval of the Executive Committee.

7.6.5 Trustees may not use the name or trademarks of the LJTC for commercial purposes without the explicit written permission of the President.

7.6.6 A violation of 7.6.2, 7.6.3, 7.6.4 and/or 7.6.5 may subject the violator to termination from their Trustee position through the process described in section 5.2.10.