

# Bylaws of the Serra Mesa Community Council (A California Corporation)

## **ARTICLE 1 NAME**

### Section 1.1 Corporate Name

The name of this corporation is Serra Mesa Community Council (the “Corporation”).

## **ARTICLE 2 OFFICES**

### Section 2.1 Principal Office

The principal office for the transaction of the business of the Corporation may be established at any place or places within the State of California by resolution of the Board.

### Section 2.2 Other Offices

The Board may at any time establish branch or subordinate offices at any place or places where the Corporation is qualified to transact business.

## **ARTICLE 3 PURPOSES**

### Section 3.1 General Purpose

This corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code or any future federal tax code.

### Section 3.2 Specific Purpose

The specific purposes of this Corporation are to educate and promote neighborhood cohesion and lessening neighborhood tensions through various modes of communication. Additionally, this Corporation may engage in any activities that are reasonably related to or in furtherance of its stated charitable purposes, or in any other charitable activities.

This includes lessening neighborhood tensions through education via public meetings, discussion groups, publications, panels, neighborhood and community events, or other similar means and by encouraging interest, participation, and awareness of community needs and improvements as well as **preserving** and **enhancing** the residential qualities of the neighborhood by fostering communications, recreation, health, environmental, housing, economic, social, educational, and training opportunities.

## **ARTICLE 4 DEDICATION OF ASSETS**

### Section 4.1 Property Dedicated to Nonprofit Purposes

The property of the Corporation is irrevocably dedicated to charitable purposes. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.

Section 4.2     Distribution of Assets Upon Dissolution  
Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

## **ARTICLE 5   GENERAL MEMBERSHIP**

Section 5.1     Determination and Rights of General Members  
No person shall be excluded from membership on account of sex, race, color, creed or political view. The Corporation shall have only one class of members. No member shall hold more than one membership in the corporation. In matters placed before the General Membership for consideration, each General Member shall have the voting rights specified in Section 5.8. All other rights, interest and privileges of each General Member are equal.

Section 5.2     Qualification and Number of General Members

5.2.1           Qualification of General Members

The membership shall consist of individuals who are at least eighteen (18) years of age, and who are affiliated with Serra Mesa in one or more of the following: as a resident, a local business person with a business address or activity in the community at which employer or operators of the business are located, property owner, or an elected official who represents the people of Serra Mesa. Any exceptions must be approved by the Board. A map showing the Serra Mesa area of San Diego County, California, is attached as Exhibit A. This map is subject to change since the boundaries of Serra Mesa are determined by the City of San Diego.

5.2.2           Number of General Members

There is no limit on the number of General Members the corporation may admit as long as the qualifications described in Section 5.2.1 are met.

Section 5.3     Fees, Assessments and Dues

No fee shall be charged for General Membership in the Corporation. No assessments shall be levied against the General Members of the Corporation. No dues shall be required as a condition for General Membership in the Corporation. It shall be a function of the Board of Directors to develop policies and procedures for financial contributions from citizens of the community for the purposes of furthering the efforts of the Serra Mesa Community Council.

The Board may establish a Sponsorship level for for-profit organizations and determine annually the contribution amount. Sponsors will not have voting rights unless they meet the qualifications of a General Member (Section 5.2.1).

Section 5.4     Non-Liability of General Members

No General Member of the Corporation shall be personally liable for the debts, liabilities or obligations of the corporation.

Section 5.5 General Membership Meetings

5.5.1 Number of Meetings

The Board shall hold a minimum of ten regular monthly meetings per year, at a time and place set by the Board members and announced to the membership. Meetings may be cancelled by majority vote of the Board. The January meeting is the annual meeting. Refer to Section 5.6.

5.5.2 Place of Meetings

Meetings of the General Members for any purpose may be held at such place or places, either within or without the Community of Serra Mesa as shall be designated by the Board of Directors, or by the President with respect to meetings called by him/her.

5.5.3 Notice of General Membership Meeting

The general membership shall be notified of the date, time, and location of a general membership meeting via the newsletter or other written at least seven days prior to the meeting or electronic notice at least three days prior to the meeting or by posting on the web site. Mailing of such notice within the County of San Diego, to the last known addresses, at least twelve days prior to the meeting shall be deemed sufficient notification.

5.5.4 Date and Time

The date and time of the meeting shall be decided by the Board of Directors.

5.5.5 Quorum

Except as otherwise provided by law, a quorum at all Annual Meetings shall consist of a quorum of the Board of Directors, defined as at least 51% of the seated directors, and the General Members who are present and entitled to vote. The Board of Directors shall appoint an Election Committee who shall determine which persons attending the Annual Meeting meet the qualification of General Member as defined in 5.2.1.

5.5.6 Loss of a Quorum

The Directors present at an Annual Meeting at which a quorum is present may continue to do business until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum.

5.5.7 Conduct of Meeting

General Membership meetings shall be presided over by the President, or, if there is no President or the President is absent, the Vice President (if any) or, in the absence of each of these persons, by a chairperson of the meeting, chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all General Membership meetings, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles, or with any provisions of law applicable to the Corporation.

Section 5.6     Annual Meeting  
An Annual Meeting of the General Members shall be held in the month of January on such date as may be determined by the Board of Directors. Time of the meeting shall be decided by the Board of Directors as appropriate for the day of the week selected. The agenda of the Annual Meeting shall include, but is not limited to: 1) election of Directors of the Board, 2) annual reports from all officers and committees, 3) vote on proposed amendments, if any, to these bylaws, and 4) community input regarding the affairs of the Serra Mesa Community Council. For noticing, quorum, and conduct requirements refer to Section 5.5.

Section 5.7     Adjourned Meetings  
Any meeting of General Members may be adjourned to a designated time and place by a vote of a majority of the General Members present in person and entitled to vote. No notice of such adjourned meeting need be given, other than by announcement at the meeting at which adjournment is taken, and any business may be transacted at the adjourned meeting which might have been transacted at the meeting as originally called. However, if such adjournment is for more than thirty days, or if after such adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be sent as described in Section 5.5.3.

Section 5.8     Voting

5.8.1     Number of Votes

At all meetings of General Members, each General Member of the corporation is entitled to one vote on each matter, specifically the bylaws and the Articles of Incorporation, submitted to a vote of the members. Voting at duly held meetings shall be by voice vote. Election of directors, however, shall be by written ballot. Absentee or proxy voting shall not be permitted.

5.8.2     Voting for Directors

At the annual meeting election of Directors by the general membership shall be by written ballot. The nominees with the highest number of votes shall be considered elected.

In the event of a tie vote, a second secret ballot shall be conducted of the candidates receiving equal votes.

5.8.3     Results of Votes

When a quorum is once present at any meeting of General Members, a majority of the votes cast, shall decide any question or proposed action brought before such meeting, except for the election of Directors, who shall be elected by a plurality of the votes cast.

## **ARTICLE 6    BOARD OF DIRECTORS**

Section 6.1     Number and Qualifications

6.1.1     Number

The authorized number of directors of the Corporation shall be not less than seven or more than seventeen; the exact authorized number to be fixed, within these limits, by resolution of the Board.

6.1.2     Qualifications

Only those persons who currently meet the criteria for membership and have agreed to run are eligible to be candidates for election to the Board at the Annual Meeting or to be appointed by the Board to fill vacancies until the next Annual Meeting.

Section 6.2 Corporate Powers Exercised by Board.

Subject to limitations of the Articles of Incorporation, of these Bylaws, and of the California General Non-Profit Corporation Law as to action to be authorized or approved by the members, and subject to the duties of Directors as prescribed by the Bylaws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled solely by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers:

- a. Agents and Employees. To select and remove all Officers, agents and employees of the Corporation; to prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or the Bylaws; to fix their compensation, if any; and to require from them security for faithful service.
- b. Management. To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefore not inconsistent with law, or with the Articles of Incorporation or the Bylaws, as they may deem necessary.
- c. Principal Office, Meeting Dates, Seals and Securities. To change the principal office for the transaction of the business of the Corporation from one location to another within the same county as provided in Section 2.1 hereof; to fix and locate from time to time one or more subsidiary offices of the Corporation within or without the State of California, as provided in Section 2.2 hereof; to designate any place within the State of California for the holding of any meetings except Annual meetings; and to adopt, make and use a corporate seal, and to prescribe the forms of certificates of membership, and to alter the form of such seal and of such certificates from time to time, as in their judgment they may deem proper, provided such seal and such certificates shall at all times comply with the provisions of law.
- d. Borrow Money. To borrow money and incur indebtedness for the purposes of the Corporation, and to cause to be executed and delivered, in the corporate name, promissory notes, pledges, hypothecations or other evidences of debt and to give security therefor.

Section 6.3 Expenditure

The Board of Directors shall

- a. Approve all expenditures at a general membership or board meeting with the following exceptions:
  1. Expenditures that are less than \$100 used for office supplies, publicity, or any expense that is legally required of the Corporation (e.g., annual filing fee). This amount can be increased annually by an amount no greater than the current Consumer Price Index.
  2. Any recurring bill that is authorized annually by the Board (e.g., phone bill). These bills are to be included in the monthly Treasurer's statement and available for review by the Board.
  3. An itemized budget that was approved by the Board for an event that is sponsored by the Corporation. An invoice is required and the amount is not to exceed the designated amount in the approved budget.

Section 6.4 Terms; Election of Successors

6.4.1 Election of Directors

Directors shall be elected by a vote of the General Members during the corporation's Annual Meeting. Elections shall occur annually with approximately half of the Directors elected in one year and the other half of the Directors elected in the subsequent year.

6.4.2 Election Procedure

A Nominating Committee shall be responsible for nominating a slate of prospective board members, representing the community's diverse constituency. In addition, nominations can be made from the floor at the Annual Meeting with the consent of the nominee, provided they qualify. Only one member from a household may be elected to the Board.

6.4.3 Terms of Directors

Directors shall be elected at each annual meeting of the Board for two year terms. Each Director, including a Director elected to fill a vacancy, shall hold office until the expiration of the term for which he or she was elected and until the election and qualification of a successor, or until that Director's earlier resignation or removal in accordance with these Bylaws and California Nonprofit Corporation Law.

Section 6.5 Vacancies

6.5.1 Events Causing Vacancy

A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following: (i) the death, resignation, or removal of any Director; (ii) whenever the number of authorized Directors is increased; or (iii) the failure of the Board, at any meeting at which any Director or Directors are to be elected, to elect the full authorized number of Directors.

6.5.2 Removal.

- a. The Board may by resolution declare vacant the office of a Director who has been declared of unsound mind by an order of court, or convicted of a felony, or found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law.
- b. The Board may by resolution declare vacant the office of a director who fails to attend three consecutive Board meetings or is not present at sixty percent (60%) of the general meetings without giving the President or Vice-President a valid excuse (such as illness, travel, or family emergency) prior to the meeting.
- c. The Board may, by a majority vote of the Directors declare vacant the office of any Director who fails or ceases to meet any required qualification that was in effect at the beginning of that Director's current term of office.
- d. Directors may be removed without cause by a majority of Directors then in office.

6.5.3 No Removal on Reduction of Number of Directors

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires unless the reduction also provides for the removal of that specified Director in accordance with these Bylaws and California Nonprofit Corporation Law.

6.5.4 Resignations

Any Director may resign by giving written notice to the President, the Secretary, or the Board. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General (the "Attorney General").

6.5.5 Election to Fill Vacancies

If there is a vacancy on the Board, including a vacancy created by the removal of a Director, the Board may fill such vacancy by electing an additional director as soon as practicable after the vacancy occurs. If the number of Directors then in office is less than a quorum, additional directors may be elected to fill such vacancies by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors in office at a meeting held according to notice or waivers complying with Section 5211 of the California Nonprofit Corporation Law, or (iii) a sole remaining Director.

Section 6.6 Regular Board of Director Meetings

The Board of Directors may hold its regular meetings as the Board may determine, or as shall be set forth in any notice of such meeting as determined by the Board, or by the President with respect to meetings called by him/her. Any meeting of the Board of Directors may be held by means of telephone conference or other communications equipment whereby all persons participating in the meeting can hear each other, and such participation shall constitute presence at the meeting. No public notice shall be required for any regular meeting of the Board of Directors. If these meetings are not noticed, minutes of these meetings shall be included with the minutes of the next general meeting.

Section 6.7 Special Board Meetings

Special meetings of the Board for any purpose may be called at any time by the President, or by two Directors. If these meetings are not noticed, minutes of these meetings shall be included with the minutes of the next general meeting.

Section 6.8 Notice of Meetings

Special meetings of the Board of Directors must be called with at least one day's notice provided to each Director, with such notice delivered either in person or by e-mail, web posting, telephone or U.S. mail. Notice of Special Board Meetings shall set forth the place, day and hour of the meeting and the general nature of the business to be transacted. Notice of any Special Board Meeting need not be given, however, to any Director who submits a signed waiver of notice, before or after the meeting, or who attends the meeting without objecting to the transaction of business.

Section 6.9 Place of Meetings

Regular and special meetings of the Board may be held at any place within or outside the state that has been designated in the notice of the meeting, or, if not stated in the notice or, if there is no notice, designated by resolution of the Board.

Section 6.10 Quorum and Action of the Board

6.10.1 Quorum of Directors

A majority of the Directors in office, being greater than 50% of the Directors (not counting any vacant seats), shall be necessary to constitute a quorum for the transaction of business. If, at any meeting of the Board of Directors there is less than a quorum present, a majority of those present may adjourn the meeting, without further notice, until a quorum is attained. Any meeting of the Board of Directors with less than a quorum present may informally conduct business and record preferences, but no vote of such body shall be deemed an approved action or decision by the Board until such vote is confirmed by a subsequent vote of the Board at a noticed Regular or Special meeting where a quorum is present.

6.10.2 Minimum Vote Requirements for Valid Board Action  
Every act taken or decision made by a vote of the majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board, unless a greater number is expressly required by California Nonprofit Corporation Law, the Articles of Incorporation or these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors from the meeting, if any action taken is approved by at least a majority of the required quorum for that meeting.

6.10.3 When a Greater Vote Is Required for Valid Board Action  
The following actions shall require a vote by a majority of all Directors then in office in order to be effective:

- a. Approval of contracts or transactions in which a Director has a direct or indirect material financial interest (provided that the vote of any interested Director(s) is not counted);
- b. Creation of, and appointment to, Committees (but not advisory committees) as described in Section 7.3;
- c. Removal of a Director without cause as described in Section 6.5.2.d.

Section 6.11 Waiver of Notice  
The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Directors who is not present at the meeting signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent does not need to specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 6.12 Adjourned Meetings  
A majority of the Directors present, whether or not a quorum, may adjourn any meeting of the Board of Directors to another time and place.

Section 6.13 Notice of Adjournment  
Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 6.14 Conduct of Meetings  
General Membership meetings shall be presided over by the President, or, if there is no President or the President is absent, the Vice President (if any) or, in the absence of each of these persons, by a chairperson of the meeting, chosen by a majority of the Directors present at the meeting. The Secretary shall act as secretary of all General Membership meetings, provided that, if the Secretary is absent, the presiding officer shall appoint another person to act as secretary of the meeting. Meetings shall be governed by rules of procedure as may be determined by the Board from time to time, insofar as such rules are not inconsistent with or in conflict with these Bylaws, with the Articles, or with any provisions of law applicable to the Corporation.



- Section 6.15 Action Without Meeting  
Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such consent or consents shall be recorded in the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this corporation authorize the Directors to so act, and such statements shall be prima facie evidence of such authority. Written consent may be transmitted by first-class mail, messenger, courier, facsimile, e-mail or any other reasonable method satisfactory to the President.
- Section 6.16 Compensation  
Board members and members of committees shall receive:  
a. No compensation for their services  
b. Such reimbursement of expenses as may be determined by resolution of the board members to be just and reasonable
- Section 6.17 Non-Liability of Directors  
The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.
- Section 6.18 Board's Responsibility for Designated Funds
- 6.18.1 Legal Action Fund.  
The Serra Mesa Community Council shall establish a Legal Action fund designated for use in the preparation or execution of any legal action that the Serra Mesa Community Council determines is needed for the best interests of Serra Mesa. It is intended that "preparation and execution" shall include the publicity, fundraising, and other peripheral activities associated with the action. If the Serra Mesa Community Council dissolves or determines that the intent of the designated fund becomes obsolete, impractical or inappropriate, the Board reserves the right to redirect or repurpose the fund in a manner consistent with the needs of Serra Mesa and upon the vote and approval of the General Members.
- 6.18.2 Traffic Study Fund  
The Serra Mesa Community Council shall designate \$25,000 as a Traffic Fund to be used as stipulated in the December 2009 Palladium at Aero Settlement Agreement. The stipulation indicated that the Serra Mesa Community Council can use the funds to retain a traffic consultant to analyze the impacts of a future project or projects in the Kearny Mesa Community Planning Area and/or the Serra Mesa Community Planning Area, or alternatively for use in the communities of Serra Mesa and/or Kearny Mesa for implementing traffic or speed calming and/or parking relief measures, at the sole discretion of Serra Mesa Community Council, Inc. If the Serra Mesa Community Council dissolves, any remaining funds in the account will be distributed to the Serra Mesa Planning Group or a 501(c)3 non-profit organization with the stipulation that the fund be used for the purpose as outlined in this Paragraph #9 of the Palladium at Aero Settlement Agreement.

## **ARTICLE 7 COMMITTEES**

### **Section 7.1 Nominating Committee**

The Nominating Committee shall have responsibility for locating qualified candidates to serve as Directors and for recommending the same to the Board whenever a vacancy in the position of Director occurs.

### **Section 7.2 Audit Committee**

The Audit Committee is a standing committee composed of three General Members appointed by the Board whose responsibility is to recommend to the Board when an outside audit is warranted.

### **Section 7.3 Committees of Directors**

The Board may, by resolution adopted by a majority of the Directors then in office, create one or more Board Committees (“Committees”), including an executive committee, each consisting of two or more Directors, to serve at the discretion of the Board. Any Committee, to the extent provided in the resolution of the Board, may be given the authority of the Board except that no Committee may:

- a. approve any action for which the California Nonprofit Corporation Law also requires approval of the members or approval of a majority of all members;
- b. fill vacancies on the Board or in any Committee which has the authority of the Board;
- c. fix compensation of the Directors for serving on the Board or on any Committee;
- d. amend or repeal Bylaws or adopt new Bylaws;
- e. amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
- f. appoint any other Committees or the members of these Committees;
- g. expend corporate funds to support a nominee for Director after more persons have been nominated than can be elected; or
- h. approve any transaction (i) between the Corporation and one or more of its Directors or (ii) between the Corporation and any entity in which one or more of its Directors have a material financial interest.

### **Section 7.4 Meetings of Committee**

Meetings and action of Committees shall be governed by, and held and taken in accordance with, the provisions of Article 6 concerning meetings of Directors, with such changes in the context of Article 6 as are necessary to substitute the Committee and its members for the Board and its members. Minutes shall be kept of each meeting of any Committee and shall be filed with the corporate records. The Committee shall report to the Board from time to time as the Board may require. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions by these Bylaws. In the absence of rules adopted by the Board, the Committee may adopt such rules.

### **Section 7.5 Quorum Rules for Board Committees**

A majority of the Committee members shall constitute a quorum for the transaction of Committee business, except to adjourn. A majority of the Committee members present, whether or not constituting a quorum, may adjourn any meeting to another time and place. Every act taken or decision made by a majority of the Committee members present at a meeting duly held at which a quorum is present shall be regarded as an act of the Committee, subject to the provisions of the California Nonprofit Corporation Law relating to actions that require a majority vote of the entire Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Committee members, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 7.6 Revocation of Delegated Authority  
The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a Committee, increase or decrease (but not below two) the number of members of a Committee, and fill vacancies in a Committee from the members of the Board.

Section 7.7 Advisory Committees  
The Board of Directors may, by resolution passed by a majority of the entire Board of Directors or by written consent of all of the Directors, designate one or more committees, each committee to consist of one or more of the Directors. The Board shall appoint and discharge advisory committee members. All actions and recommendations of an advisory committee shall require ratification by the Board before being given effect.

## **ARTICLE 8 OFFICERS**

Section 8.1 Officers  
The officers of the Serra Mesa Community Council shall be selected from and by the members of the Board and shall serve a one-year term to that office. Said officers shall consist of a President, Vice President, Secretary, and Treasurer. The four officers of the Serra Mesa Board, President, Vice President, Secretary, and Treasurer, must be residents of Serra Mesa or must be employed full-time in Serra Mesa with the boundaries defined by the Serra Mesa Community Plan.

Section 8.2 Election of Officers  
Officers shall be elected at a Board meeting held within fifteen days after the Annual Meeting and shall serve until their successors are elected. Their term of office shall begin at the close of the meeting at which they were elected.

Section 8.3 Removal of Officers  
Any Officer may be removed, with or without cause, (i) by the Board, at any regular or special meeting of the Board, or at the annual meeting of the Corporation, or (ii) by an Officer on whom such power of removal may be conferred by the Board.

Section 8.4 Resignation of Officers  
Any Officer may resign at any time by giving written notice to the Corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 8.5 Vacancies in Offices  
A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these Bylaws for regular appointments to that office, provided that such vacancies shall be filled as they occur and not on an annual basis. In the event of a vacancy in any office other than the President or one appointed in accordance with Section 8.6.5., such vacancy shall be filled temporarily by appointment by the President from among the Board of Directors and the appointee shall remain in office for 60 days, or until the next regular meeting of the Board, whichever comes first. Thereafter, the position can be filled only by action of the Board.

## Section 8.6 Responsibilities of Officers

### 8.6.1 President.

- a. The president of the Corporation (the “President”) shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these bylaws, or which may be prescribed from time to time by the Board of Directors.
- b. The President shall preside over all Board and member meetings. In so doing the President shall monitor closely for possible conflicts of interest, recuse members from voting as appropriate, and conduct business in a way to ensure the integrity of the proceedings.
- c. The President shall be an ex-officio member of all committees except the Nominating Committee.
- d. The President shall execute, in the name of the Corporation, deeds, conveyances, notices, leases, checks, drafts, bills of exchange, warrants, promissory notes, contracts and other papers and instruments in writing, and unless the Board of Directors shall order otherwise by resolution, make such contracts as ordinary conduct of the Corporation’s business may require. Instruments requiring two signatures shall be so-signed by the Treasurer.

### 8.6.2 Vice President

The vice president of the Corporation (the “Vice President”) shall, in the absence or disability of the President, perform all the duties of the President and, when so acting, have all the powers of and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed by the Board. The Vice President shall preside over the Nominating Committee.

### 8.6.3 Secretary

The secretary of the Corporation (the “Secretary”) shall attend to the following:

1. Bylaws. If directed by the Board the Secretary shall certify and keep or cause to be kept at the principal office of the Corporation the original or a copy of these Bylaws as amended to date.
2. Minute Book. The Secretary shall keep or cause to be kept a minute book as described in Section 13.1.
3. Notices. The Secretary shall give, or cause to be given, notice of all meetings of the Board in accordance with these Bylaws. In the absence or disability or refusal or neglect to act, notice may be given by the President or Vice President or by the Board of Directors.
4. Corporate Records. If directed by the Board be custodian of the records. Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any Director, or to his or her agent or attorney, these Bylaws and the minute book.
5. Reports and Statements. See that the books, reports, statements, certificates and all other documents and records required by law are properly kept and filed.
6. Corporate Seal and Other Duties. The Secretary shall keep or cause to be kept the seal of the Corporation, if any, in safe custody, and shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board or these Bylaws.

8.6.4 Treasurer

The treasurer of the Corporation (the “Treasurer”) shall attend to the following:

1. Maintain Accounts. The Treasurer shall keep and maintain adequate and correct accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.
2. Financial Reports. The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
3. Deposit and Disbursement of Money and Valuables. The Treasurer shall deposit all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board; shall render, or cause to be rendered to the President and Directors, whenever they request it, an account of all of his or her transactions as Treasurer and of the financial condition of the Corporation; and shall have other powers and perform such other duties incident to the office of Treasurer as may be prescribed by the Board or these Bylaws.
4. Bond. If required by the Board, the Treasurer shall give the Corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his or her office and for restoration to the Corporation of all its books, papers, vouchers, money, and other property of every kind in his or her possession or under his or her control on his or her death, resignation, retirement, or removal from office.

8.6.5 Additional Officers

The Board may empower the President, to appoint or remove such other Officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board from time to time may determine.

**ARTICLE 9 APPOINTED POSITIONS**

Section 9.1. Appointed Positions

The Board of Directors may appoint advisors or agents as it may deem desirable, and such advisors shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

**ARTICLE 10 INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES AND AGENTS**

Section 10.1 Indemnification

The Corporation shall indemnify the directors, officers, agents and employees of the Corporation in the manner and to the full extent provided in the General Corporation Law of the State of California. Such indemnification may be in addition to any other rights to which any person seeking indemnification may be entitled under any agreement, vote of General Members or Directors, any provision of these Bylaws or otherwise. The Directors, Officers, employees and agents of the Corporation shall be fully protected individually in making or refusing to make any payment or in taking or refusing to take any other action under this Article 10 in reliance upon the advice of counsel.

## **ARTICLE 11 CONFLICT OF INTEREST, NONPARTISAN, NONDISCRIMINATORY**

### Section 11.1 Conflict of Interest

The Serra Mesa Community Council shall conduct its business in full compliance with its established Conflict of Interest Policy, the purpose of which is to protect the Serra Mesa Community Council's interest when it contemplates entering into a transaction or arrangement that might benefit the private interest of one of its Board Members, or that might otherwise result in a possible excess benefit transaction. A Board Member may not use his/her position, or confidential corporate information obtained, in order to achieve a financial benefit for himself/herself or for a third person, including another nonprofit or charitable organization. In summary, the Conflicts of Interest Policy requires that each Board Member disclose any possible conflicts of interest and abstain from voting on any issue on which he/she has conflict.

### Section 11.2 Nonpartisan

This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or any future federal tax code. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

### Section 11.3 Nondiscriminatory

All Serra Mesa Community Council activities shall be nonsectarian and shall not discriminate against any person or persons by reason of race, color, sex, creed, origin, orientation or physical handicap.

## **ARTICLE 12 FISCAL YEAR**

Section 12.1. The fiscal year of the Council shall begin on the first day of January and end on the last day of December.

## **ARTICLE 13 CORPORATE RECORDS, REPORTS AND SEAL**

### Section 13.1 Minute Book

The Board shall keep a minute book in written form which shall contain a record of all actions by the Board or any committee including (i) the time, date and place of each meeting; (ii) whether a meeting is regular or special and, if special, how called; (iii) the manner of giving notice of each meeting and a copy thereof; (iv) the names of those present at each meeting of the Board or any Committee thereof; (v) the minutes of all meetings; (vi) any written waivers of notice, consents to the holding of a meeting or approvals of the minutes thereof; (vii) all written consents for action without a meeting; (viii) all protests concerning lack of notice; and (ix) formal dissents from Board actions.

At a point in the future to be determined by the Board of Directors, this book may be replaced by a collection of electronic records, at least as secure as documents in PDF format, or some other non-editable form. Such records can be kept on a single external hard drive, or placed in a secure location on the Internet, or other secure and available method, as determined by the Board.

Paper copies of records must be retained according to any federal and/or state guidelines.

- Section 13.2 Books and Records of Account  
The Board shall keep adequate and correct books and records of account. “Correct books and records” includes, but is not necessarily limited to: accounts of properties and transactions, its assets, liabilities, receipts, disbursements, gains, and losses.
- Section 13.3 Articles of Incorporation and Bylaws  
The Board shall designate an officer to keep the original or a copy of the Articles of Incorporation and Bylaws as amended to date.
- Section 13.4 Maintenance and Inspection of Federal Tax Exemption Application and Annual Information Returns  
The Board shall designate an officer to keep a copy of its federal tax exemption application and, for three years from their date of filing or longer depending on state and federal regulations, its annual information returns. These documents shall be open to public inspection and copying to the extent required by the Code.
- Section 13.5 Annual Report  
The Board shall cause an annual report to be sent to each Director within 120 days after the close of the Corporation’s fiscal year.
- Section 13.6 Directors’ Rights of Inspection  
Every Director shall have the absolute right at any reasonable time to inspect the books, records, documents of every kind, and physical properties of the Corporation and each of its subsidiaries. The inspection may be made in person or by the Directors agent or attorney. The right of inspection includes the right to copy and make extracts of documents.
- Section 13.7 Corporate Seal  
The corporate seal, if any, shall be in such form as may be approved from time to time by the Board. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

## **ARTICLE 14 EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

- Section 14.1 Execution of Instruments  
The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount. Instruments requiring two signatures shall be co-signed by the Treasurer.
- Section 14.2 Checks and Notes  
Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer or by the President.
- Section 14.3 Deposits  
All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

Section 14.4 Gifts

The Board may accept on behalf of the Corporation any contribution, gift, bequest, grant, in-kind donation, or devise for the charitable or public purposes of the Corporation.

**ARTICLE 15 AMENDMENTS**

Section 15.1 Amendments

These Bylaws may be altered, amended or repealed from time to time with a recommendation from the Board and a vote of the General Members.

**CERTIFICATE OF SECRETARY**

I certify that I am the duly elected and acting Secretary of **Serra Mesa Community Council**, a California nonprofit public benefit corporation; that these Bylaws, consisting of 16 pages, are the Bylaws of this Corporation as adopted by the Board of Directors on; and that these Bylaws have not been amended or modified since that date.

Executed on at San Diego, California.

**Robin Rivera**  
Secretary