

BYLAWS OF POINT LOMA TOWN COUNCIL, INC.

ARTICLE I: NAME

The name of this organization is POINT LOMA TOWN COUNCIL, INC. (A California Corporation). POINT LOMA TOWN COUNCIL, INC is designated a 501(c)(3) tax exempt, nonprofit organization and may also be referred to as Point Loma Town Council, pointlomatowncouncil.org, pointlomatowncouncil.com and by the acronym, PLTC.

ARTICLE II OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business is located at 1220 Rosecrans Street, #450, San Diego, California, 92106.

SECTION 2. CHANGE OF ADDRESS

The county of the corporation's principal office can be changed only by amendment of these bylaws and not otherwise. The board of directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these bylaws.

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without the State of California, where it is qualified to do business, as its business may require and as the board of directors may, from time to time, designate.

ARTICLE III: OBJECTIVE AND PURPOSE

The purpose of this organization is to serve as a source of information and advocacy for residents of the communities of Point Loma in San Diego, CA.

Charitable and educational activities of Point Loma Town Council, Inc. aim to foster the health and well being of residents of Point Loma, California by engaging residents and businesses to discuss, network and take action in preservation of the quality of life and historic character of Point Loma communities, including, but not limited to the following objectives:

CHARITABLE ACTIVITIES:

1. Informing, engaging and inspiring residents of Point Loma to be involved in local government; promoting their participation in community planning and local government decision making, providing a forum for discussion of community issues, and by providing an organizational structure and ongoing education and support for legal and political action, lessening the burden of government by informing voters knowledge and promoting their active participation.
2. Lessening the burden of government by organizing, informing and conducting elections of Point Loma residents for representatives on Town Council that provides a platform for consensus building about matters for the attention of the City Council and regional planning.

3. Empowering cooperation among all community organizations and residents by encouraging the engagement of residents of Point Loma in Town Council elections and discussions.
4. Creating and maintaining a website as a hub for matters that affect Point Loma communities, including resources of local relevance in support of healthful community relationships, blogs and membership directories.
5. Working with agencies of government, corporations, foundations and other organizations to increase funding and support for community-centered goals, events and projects.
6. Advocating for the interest of Point Loma communities to all relevant agencies.
7. Lessening the burden of government by funding and guiding resources for advocating and taking legal action on behalf of the community in preserving and enhancing public and open space, and in projects to maintain the architectural integrity and character of Point Loma.
8. Encouraging enterprise(s) that serve the cultural needs, health and well being of residents of Point Loma.

EDUCATIONAL RESOURCES:

Providing educational programs and materials about community issues for schools and residents and developing educational materials that inform about the community.

The Corporation will not conduct any activity not permitted by an organization exempt under Section 501 (c) 3 and 501 (h) of the Internal Revenue code, and its Regulations as they now or hereafter exist.

ARTICLE IV: DIRECTORS

SECTION 1. POWERS

Subject to the provisions of the California Nonprofit Public Benefit Corporation law, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 2. BOARD COMPOSITION AND NUMBER

A. FOUNDING BOARD

Founding Directors shall be Michael Winn, Rebeca Berggren, Margaret Verissimo, Geoff Page and such other board members as may be appointed prior to the first Point Loma-district elections of Point Loma Town Council, Inc. The term of office of all Founding Directors shall expire at the first meeting of an elected board of directors.

B. ELECTED BOARD

The elected Board of Directors shall consist of one (1) representative from each of eleven (11) Communal Districts, identified in an attached Exhibit, Map of Communal Districts, each representative elected by voters residing within boundaries of the Communal District they are elected to represent, and in addition, up to four (4) Commercial/institutional directors, specified below. Communal Districts are

drawn to reflect common interests of Residents residing within boundaries of geographic areas, as defined and indicated in the Map of Communal Districts and as subsequently amended by the Board.

1. Residential Directors

Residential Directors are Residential Members in good standing and at least eighteen (18) at the time of election or appointment. Seated Residential Board Members may be exempted from the Residential Member requirement until the end of their current term with approval of a simple majority of the Board.

2. Commercial/Institutional Directors

One director may be appointed by Point Loma Nazarene University (PLNU).

One director may be appointed by the U.S. Naval Base, Point Loma (USN).

One director may be appointed by the Midway Business District (MBD).

One director may be elected by owners of businesses located within boundaries set forth in the attached Exhibit titled, Map of Commercial Districts and as subsequently may be amended by the Board, excluding business within the Midway Business District if MBD appoints a member.

In the event any Commercial position isn't filled, the Board is fully empowered to appoint a member or to act without any of the appointed or elected commercial district members.

SECTION 3. DUTIES

In compliance with all relevant laws, the powers of this organization shall be vested in and exercised by the Board of Directors by a simple majority of a quorum thereof. The Board of Directors shall have the following powers and duties in addition to those now or hereafter conferred by law:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, or by these bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers;
- (c) Perform evaluations of all officers to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these bylaws;
- (e) Register their mail and e-mail addresses with the secretary of the corporation and notices of meetings mailed to them at such addresses shall be valid notices thereof.
- (f) Delegate responsibilities to volunteer or professional employees, including but not limited to, legal counsel, accountants, auditors, statisticians, communication and technology specialists.
- (g) Approve the annual reports of this organization as may be required.
- (h) Fill any and all vacancies occurring in any of the offices of the Board of Directors.
- (i) 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.

(j) Control, manage and administer all funds, property and bank accounts of the Point Loma Town Council.

(k) Reimburse expenses to members when such expenses are for the advancement of the interests and purposes of this organization and are authorized in advance by the Board.

(l) Conduct business for the purpose of funding Town Council charitable objectives.

(m) Develop and produce educational, social and cultural media and events for the benefit of the members of this organization and the Point Loma community.

SECTION 4. TERMS OF OFFICE

Each director shall hold office until the next annual meeting for election of the board of directors as specified in these bylaws, and until his or her successor, if any, is elected and qualifies. There shall be no limitation on the number of consecutive terms a Director may serve although the corporation recognizes the value in keeping fresh perspectives and an active board membership.

SECTION 5. COMPENSATION

Directors shall serve without compensation except that, by resolution of the Board, they shall be allowed and paid actual and necessary expenses incurred in attending each meeting of the Board of Directors. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 3 of this Article.

Directors may not be compensated for rendering services to the corporation in any capacity other than director unless such other compensation is reasonable and is allowable under the provisions of Section 6 of this Article. Any payments to directors shall be approved in advance in accordance with this corporation's conflict of interest policy, as set forth in Section 6 of these bylaws.

SECTION 6. RESTRICTION REGARDING INTERESTED DIRECTORS

Notwithstanding any other provision of these bylaws, not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons. For purposes of this Section, "interested persons" means either:

(a) Any person currently being compensated by the corporation for services rendered it within the previous twelve (12) months, whether as a full- or part-time officer or other employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; or

(b) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

ARTICLE V: MEMBERSHIP

Residents of Point Loma communities may become members by applying for membership with evidence of residence in a Communal District as defined, below, in Section 1.

SECTION 1: DEFINITION AND BOUNDARIES

A. POINT LOMA. As used in this document, "Point Loma" encompasses primarily, addresses in the 92106 and that part of 92107 Postal ZIP Codes that is not included in Ocean Beach and a portion of 92110 that is West of I-5 and North of Midway Business District. Geographic boundaries include an area bounded by the Pacific Ocean on the West, San Diego Bay and Harbor on the South, and Midway Boulevard on the East excluding commercial properties but including residential properties in Midway Business District, San Diego River on the North, in some cases over-lapping area defined within the domain of Ocean Beach Town Council. Point Loma Town Council boundaries are shown approximately in an attached Exhibit, Map of Point Loma.

B. COMMUNAL DISTRICTS. One board member will be elected from each of eleven (11) Communal Districts as defined and indicated in a Map of Communal Districts, an Exhibit hereto.

La Playa

Wooded Area

Sunset Cliffs

Liberty Station

Loma Portal

Fleetridge

Portugal Historic

Shelter Island/Yacht Clubs

Ocean Beach Highlands

North Point Loma

Point Loma Heights

SECTION 2: ELIGIBILITY, CLASSES OF MEMBERSHIP

A. Founding Members are Michael Winn, Rebeca Berggren, Margaret Verissimo, Geoff Paige and such other members that may be appointed by the founding Board of Directors prior to election of the first elected Board of Point Loma Town Council, Inc.

B. Residential Members: any individual residing in Point Loma over sixteen (16) years of age may become a Residential Member by completing a membership application.

C. Commercial Members: owners or employees of any firm, corporation, association, or partnership having a principle residence, or working full time or owning property, or operating a business in Point Loma may become a commercial member by completing an application.

D. Supporting Members: any entity not operating in Point Loma or any individual over sixteen (16), not living, and not working, and not owning property, and not operating a business in Point Loma may become a Supporting Member by completing an application. Supporting Members may be polled but

only in an advisory capacity and not for PLTC Board elections. Supporting Members do not have voting rights and are not eligible to be on the Board of Directors.

All classes of membership are eligible to appointment to committees.

Dues are as set forth in a Schedule of Dues, as may be revised by the Board of Directors. \

SECTION 3: SUSPENSION

A. After thirty (30) days written notice and having been given an opportunity to address the Board on the issue of their suspension, a Residential or Supporting Member may be suspended by two-thirds vote of the Board of Directors, when any member shall by their action, violate the bylaws or rules of this organization or when such member's conduct reflects unfavorably on this organization; the length of suspension will be determined by the Board of Directors.

SECTION 3: VOTING

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. Having established that a quorum exists, defined in Section 3A above, motions shall be decided by a fifty one percent (51%) vote of the Board members present; unless otherwise specified herein as requiring more than a simple majority. Robert's Rules of Order shall apply where not specifically identified in these Bylaws.

C. Each member of the Board of Directors shall have one (1) vote for each 1500 registered voters that reside in the district from which and for whom they are elected to represent.

D. Members shall cast votes by show of hands. No secret ballot shall be used to decide a question before the Board unless otherwise specified herein or required by law.

E. Members must be physically or by technology present to cast a vote.

SECTION 4: ELECTION OF DIRECTORS

A. The term of office for each elected Director is two (2) years. Terms coincide with the calendar year, starting on January 1 and ending on December 31 of the following calendar year.

B. Members residing in each district will elect a board member to represent the district in which they reside by casting their ballots in an election conducted by the Town Council.

C. 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, (3) a candidate forum is conducted in advance of voting, (4) voting occurs timely so that election results are certified by the Board and announced at or before the last Open Meeting of the year.

D. Nominations shall open in July and the Election Committee shall solicit candidates from each district in the months of July, August and September. The Election Committee shall compile a list of all nominees together with their qualifications for the elective offices of the council. The Elections Committee shall submit this information to the membership and publish it by email and on the Council

website and by such other means at the Board's discretion. Each candidate shall be encouraged to present voters with a Statement of Candidacy, which shall follow the guidelines set up by the Election Committee as to the content and length.

SECTION 5: RESIGNATION

A. Voluntary resignation for any reason may be submitted in writing to the Board Member and shall be effective as of the date of receipt of such notice or any other date specified herein.. 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 having been given an opportunity to address the Board on the issue or issues, for any of the following:

1. when such Board Member shall act to the detriment of this organization.
2. when such Board Member fails to attend more than four (4) regularly scheduled Board Meetings or Open Meetings in any six-month period.
3. 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 or removal.

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

ARTICLE VI: OFFICERS

SECTION 1: CORPORATE OFFICERS

The officers of this organization shall be President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer, all of whom shall be members of the Board of Directors. No member shall hold more than one office at a time.

SECTION 2: POWERS AND DUTIES

A. The President shall have the following duties:

1. 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.
2. The President shall, when appropriate, make appointments from the Board, subject to a simple majority of the Board, including but not limited to:
 - a. Chairs of Standing Committees, Special Committees and all Ad Hoc Committees.

b. 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. Liaison(s) to business association meetings, to further cooperation between the Town Council and these organizations, and to report to the Board on activities, needs and relations.

d. Liaisons to other town councils and neighboring communities.

e. Liaison to Point Loma and Ocean Beach Community Planning Board.

g. Webmaster to design and oversee execution of the web strategy.

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

4. 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.

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

B. The Vice President shall have the following duties:

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

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

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

C. The Recording Secretary shall have the following duties:

1. 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.

2. 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.

3. The Recording Secretary shall keep the Term of Office Log. At the May Board Meeting the Recording Secretary shall report which Board Members terms are expiring in the current year.

4. 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.

5. 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 and any other reports required by the State.

6. 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.

D. The Corresponding Secretary shall have the following duties:

1. 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.

2. 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. The Corresponding Secretary shall ensure member interests are documented to assist committees in recruiting committee members.

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

E. The Treasurer shall have the following duties:

1. The Treasurer shall serve as custodian of all funds of the Point Loma 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. The President of the Board shall sign all checks and checks over the amount of \$500 will require signature of the President and Treasurer,

2. The Treasurer shall keep the financial records of this organization, arranged by calendar year and make said financial records available for review by the Finance Committee and the Board at the end of the fiscal year or within a reasonable amount of time after the end of the fiscal year.

3. The Treasurer shall prepare an annual budget or other financial report when requested by the President or other Board Member.

4. The Treasurer shall prepare a monthly report on the status of all funds and accounts of this organization to present at each regularly scheduled Board Meeting and Open Meeting.

5. The Treasurer shall be responsible for the production of all financial Federal, State and local forms as required by law. The actual preparation of any and all reports and/or forms may be delegated or contracted for as approved by the Board.

6. 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.

7. The Treasurer shall propose and the Board shall adopt fiscal policies pursuant to Federal, State and Local laws with respect to sound financial practices.

8. The Treasurer shall solicit bids from qualified services and the Board shall order, review and approve a financial audit to be performed at the close of each fiscal year

SECTION 3. NONLIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 4. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

To the extent that a person who is, or was, a director, officer, employee, or other agent of this corporation has been successful on the merits in defense of any civil, criminal, administrative, or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements, and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation but only to the extent allowed by, and in accordance with the requirements of, Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 5. INSURANCE FOR CORPORATE AGENTS

The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing (Section 5233 of the California Nonprofit Public Benefit Corporation Law) asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Section 5238 of the California Nonprofit Public Benefit Corporation Law.

SECTION 6: ELECTION OF OFFICERS

Officers shall be chosen annually by secret ballot of the Board of Directors and shall be elected at the 1st meeting of the new year. A majority vote of those present is required for election to an office.

SECTION 7: Officer Position 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 simple majority vote of the remaining Directors. All Officers so appointed shall serve out the unfinished term of the vacating officer they replace.

ARTICLE VII: MEETINGS

SECTION 1: Meetings

Meetings of the Point Loma 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 Robert's Rules of Order for Small Boards and Committees.

SECTION 2: OPEN MEETINGS

Open meetings of the Point Loma Town Council shall be held monthly 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 on the 2nd Tuesday of the month 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 on the 2nd Tuesday of the month prior to the meeting and in accordance with all Federal, State and Local laws.

B. Special Meetings may be held as necessary in order to accomplish urgent business of the organization. Special Meetings may be initiated by either the President or by a 2/3 vote of the Board. Notice of a Special Meeting shall be written 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. Although discouraged, electronic mail or telephone decision making may be utilized by the Board when holding a Special Meeting in person is not feasible or when the Board might need to form a position in an expeditious or urgent manner. Upon unsuccessfully gathering the Board to resolve an issue by either regular or special meeting, the President may present an issue to the Board via electronic mail or by voice (telephone). 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 VIII: COMMITTEES

SECTION 1: GENERAL

A. Committees of the Point Loma 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 on operations and management of the organization and membership throughout the community. Special Committees are formed to carry out regular or 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 and may have a specific duration. Special Committees and Ad Hoc Committees shall be disbanded upon completion of their specific tasks, and may or may not have budgets.

C. Committee 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.

D. Committee Members shall be members in good standing of the organization with no discrimination with regard to age or length of residence in Point Loma.

SECTION 2: STANDING COMMITTEES

A. Executive Committee

The Executive Committee has responsibility for administrative functions related to elections, record keeping, human resources, 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 (2) members of the Executive Committee shall co-sign contracts, reports, permits and other obligations of this organization as necessary. The Executive Committee has responsibility for overseeing 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 Point Loma Town Council, Inc. and the immediate past president. The Chair of this Committee is the President of the organization.

F. Membership Committee

The Membership Committee is responsible for coordinating efforts to engage residents and advance membership, working actively to solicit membership participation from other organizations, businesses

and individuals throughout the community. Members of this Committee shall be chosen by the Membership Committee Chair.

G. Web Communications Committee

Web Committee is responsible for managing the website of Point Loma Town Council. Members of this Committee shall be chosen by the Web Committee Chair.

H. Finance Committee

The Finance Committee is responsible for raising and maintaining funding adequate to carry out the mission and support activities and operations and for reviewing an annual audit.

SECTION 3: SPECIAL COMMITTEES

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

A. 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 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.

C. Bylaws Committee

A Bylaws Committee may be convened at the request of a simple majority of the Board, to consider modifications to the Bylaws in accordance with the amendment process specified elsewhere 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.

D. Rules Committee

The Rules Committee may 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.

F. Resource Development Committee

SECTION 4: AD HOC COMMITTEES

Ad Hoc Committees shall be identified by the Board of Directors and confirmed by a simple majority vote of the Board. Included in a motion to form an Ad Hoc Committee will be the specific task and a deadline for completion of the task. Ad Hoc Committees may be reconfirmed if their specific task is not completed and/or deadline, met.

ARTICLE IX: OPERATIONS

SECTION 1: PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised 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 (3/4) vote of the filled Board of Directors seats, rounded up to the next whole number of Board of Directors. These Bylaws may also be amended by a 2/3 vote of members present at a Town Hall meeting, provided that copies of the proposed amendments were posted to the PLTC website and were available to the Council at a previous Town Hall meeting not less than 30 days and not more than 120 days prior to the vote and that the total number of members voting for the amendment is 50% or more of the total number of members voting in the most recent previous district election. Amendments will become part of the Bylaws immediately upon adoption and become effective immediately unless the amendment contains a provision for specifying another time.

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.

ARTICLE X. DISSOLUTION

Pursuant to current rules and regulations, upon dissolution of this organization, assets of the organization shall be used exclusively for tax exempt purposes; such as charitable, religious, educational and/or scientific purposes.

EXHIBIT 1

MAP OF POINT LOMA TOWN COUNCIL BOUNDARIES



Exhibit 1: Map of Point Loma Town Council Perimeter Boundaries

EXHIBIT 2

MAP OF POINT LOMA TOWN COUNCIL COMMUNAL DISTRICTS

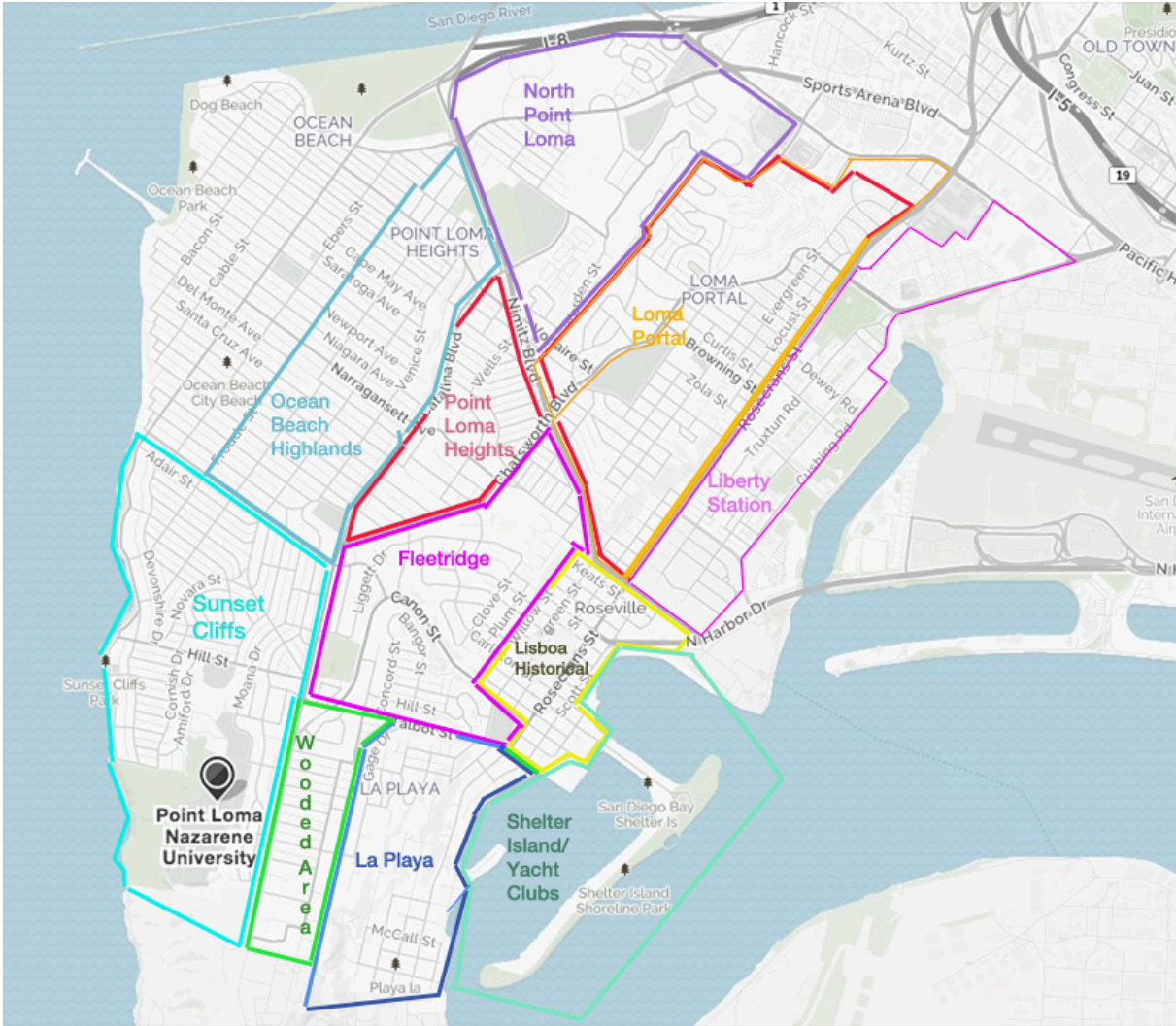


EXHIBIT 2. Map of Point Loma Town Council. Communal District Boundaries. June 29, 2017

EXHIBIT 3

MAP OF POINT LOMA TOWN COUNCIL COMMERCIAL DISTRICT

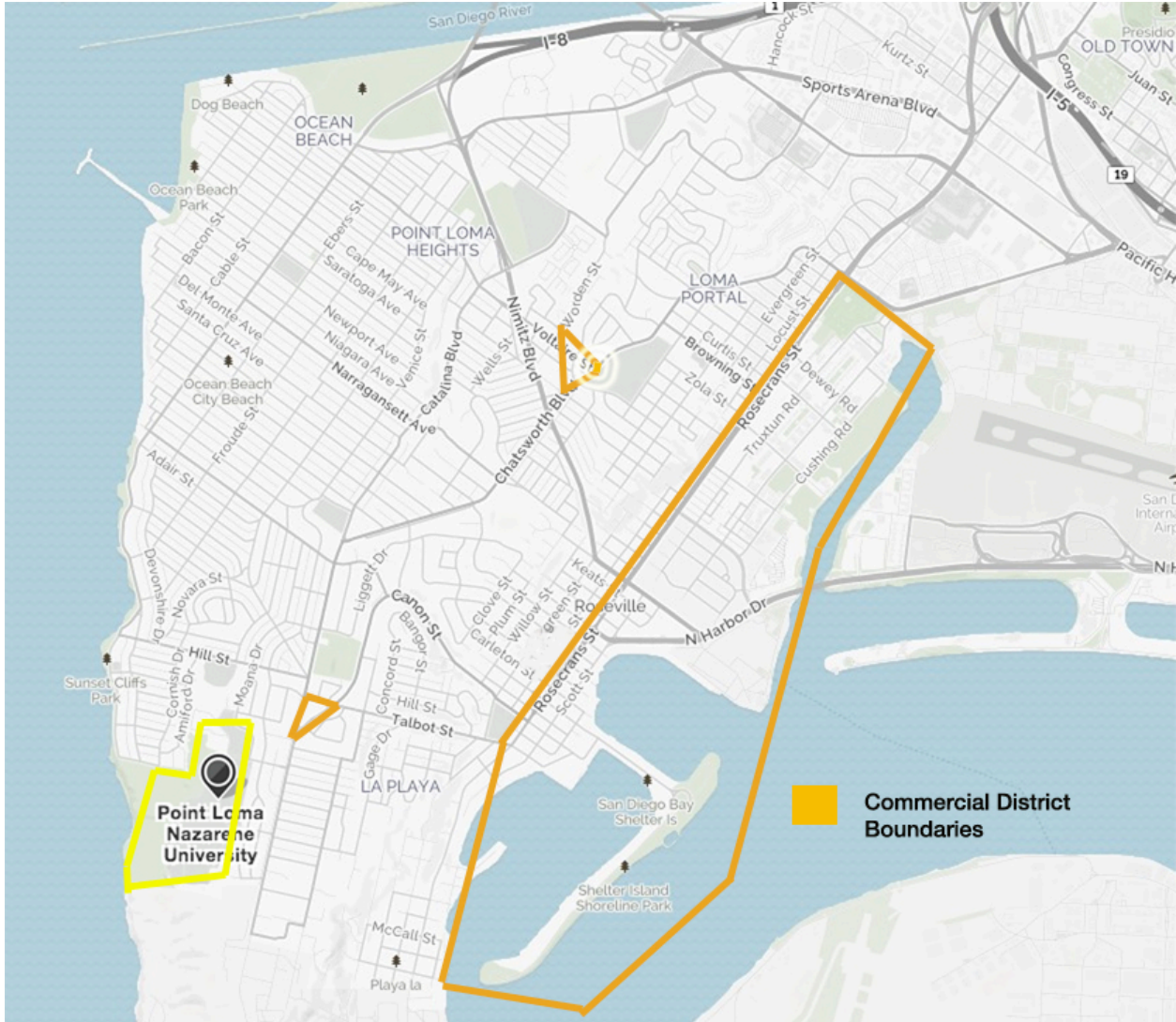


Exhibit 3: Map of Point Loma Town Council Commercial District Boundaries

June 29, 2017