

BYLAWS
Of
SUNSET BEACH COMMUNITY ASSOCIATION

ARTICLE I. NAME

The, name of this corporation and by which it shall be known is SUNSET BEACH COMMUNITY ASSOCIATION.

ARTICLE II. OBJECTIVES

This is a nonprofit corporation. The nature of the business of this corporation and the objectives to be transacted, promoted or carried on are set forth below:

To represent the public interests in all ways possible.

The corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954, or as amended.

ARTICLE III. AMENDMENTS

These Articles may be amended by a vote of the Board of Directors at a regularly scheduled meeting, pending affirmation by a simple majority of the members in attendance at the next regularly scheduled meeting

ARTICLE IV. PLACE

The principal office of the corporation for the transaction of business is located in Sunset Beach, County of Orange, California.

ARTICLE V. MANAGEMENT AND OFFICERS

Section 1. It shall be the duty of the Board of Directors to represent the interests of the community in keeping with the objectives of the Sunset Beach Community Association Bylaws.

The Board of Directors shall have full power to carry out the objectives of the corporation. The Board of Directors shall consist of not more than seven (7) members, elected for a term of two (2) years by members. Vacancies in the Board shall be filled by the Board of Directors.

Section 2. The officers of the corporation shall be President, Vice President/Parliamentarian, Secretary and Treasurer.

Section 3. The Treasurer shall have the right to spend money on hand in the treasury for all routine corporate purposes, not to exceed five hundred dollars (\$500.00) per transaction without board approval.

Section 4. The Board of Directors shall not engage in deficit spending. The Board of Directors shall not obligate during a fiscal year funds to be collected in subsequent years, The Board of Directors shall not sell, lease for over forty-eight (48) hours, mortgage, acquire or dispose of corporation property without the approval of a simple majority of the membership secured by mail ballot returns.

Section 5. If any member of the Board of Directors is absent from three (3) consecutive regular meetings of the Board, such member may be deemed to have forfeited membership on the Board. This forfeiture will be acted upon at the next executive meeting of the Board of Directors within one (1) month.

Section 6. Outgoing President, if term as a Board member has expired, shall serve as an Advisor to the Board during the next calendar year.

Section 7. Officers Duties and Responsibilities

(a) President: The President shall have been an active member of the SBCA for at least two years and have been a Director for one year. She/he shall preside at all regular, special and emergency meetings; shall call special meetings of the Board of Directors; shall appoint or remove chairmen of the standing committees and special committees, subject to approval of the Board of Directors. The President shall, in the name of the SBCA, execute any instrument which may from time to time be authorized by the Board of Directors. The President shall draft and present an annual budget of operations to the Board at the January meeting.

(b) Vice-President: The Vice-President shall have been an active member of the SBCA for at least two years. He/she shall assume the duties of the President in case of the President's absence or inability to perform such duties. In case of the resignation or removal of the President, Vice-President shall be immediately installed as President. Vice-President shall be Parliamentarian, enforcing all articles of the By-Laws, at all regular and special meetings

(c) Secretary: The Secretary shall record the minutes of the SBCA meetings, record the attendance of the Directors, maintain these By-laws in an up-to-date manner, notify Directors of their election, notify committee chairmen of their appointments, maintain all documents and records belonging to the corporation. He/she shall transfer to her successor, without delay, all books, documents and records and other property of the SBCA in his/her possession. He/she shall maintain the permanent files of the SBCA, including reports of committees and special events, and financial reports. The Secretary shall also be responsible for sending and posting all notices to members required by these Bylaws and shall also receive and send correspondence on behalf of the SBCA.

(d) Treasurer: The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the SBCA, and deposit all such funds in the name of the SBCA in such banks, trust companies or other depositories as shall be selected by the Board of Directors. He/she shall receive, and give receipts for, monies due and payable to the SBCA from any source. He/she shall disburse or cause to be disbursed from the funds of the SBCA as may be directed by the Board of Directors. He/she shall keep and maintain

adequate and correct accounts of the SBCA's business transactions, including accounts of its assets, liabilities, receipts and disbursements. He/she shall prepare and distribute written monthly financial reports at the regular meetings. He/she shall arrange for the preparation and filling of all state and federal informational forms and or reports required of non-profit organizations.

The Treasurer may disburse budgeted funds of \$500.00 or less at his/her own discretion, and funds of \$1,000.00 or less with the consent of any two Directors. He/she shall present all bills and requests for funds, not previously budgeted, in excess of \$1,000.00 to the Board of Directors for approval. All SBCA checks shall require two signatures from any combination of the President, Vice President or Treasurer.

Section 8, Members, firms, corporations, associations, institutions, partnerships or individuals may furnish financial support or donations to carry out the objectives and purposes of the Sunset Beach Community Association which may, at the discretion of the Board, be accepted. Financial support shall not carry with it voting power or privilege of membership.

ARTICLE VI. MEETINGS

Section 1. There shall be general meetings held at least quarterly with one (1) meeting for the purpose of elections of the officers. Additional meetings may be called by the President, or by a vote of a simple majority of the Board of Directors. Meeting dates and agenda shall be publicly posted seven (7) days prior to meeting date. Board members may request additions to the agenda up to seventy-two (72) hours before meeting date. New agenda items shall be added to the publicly posted agenda.

Section 2. Meetings of the Board of Directors shall be at such time and place as the Board may determine. All general, special and emergency Board of Director meetings shall be open to the public and held in a public place.

Section 2.1. All general and special meetings shall adhere to the seven (7) day notice requirement.

Section 2.2. Emergency meetings shall be called by the President in the event of natural disasters or extreme emergencies on twenty-four (24) hours notice.

Section 2.3. A meeting means any congregation of a majority of the Board Members at the same time and location, including teleconference location, to hear, discuss, deliberate or take action of any kind, directly or through intermediaries, to discuss, deliberate, or take action on any item of business within the jurisdiction of the Sunset Beach Community Association (SBCA).

Section 2.4. These requirements shall not be imposed upon any of the following: (1) Individual contacts or conversations between a Board Member and less than a majority of the SBCA Board. (2) The attendance of a majority of the Board Members at an open and noticed meeting of a legislative body, provided that a majority of the Board Members do not discuss among themselves business of a specific nature relevant to the SBCA. (3) The attendance of a majority of the Board Members at a social function, provided that a majority of the Board Members do not discuss among themselves business of a specific nature relevant to the SBCA.

Section 2.5. All members of the SBCA Board and subcommittees shall be provided with a copy of these By-Laws upon taking office.

Section 2.6. All meetings of the SBCA that are open and public shall meet the protections and prohibitions contained in Section 202 of the Americans with Disabilities Act of 1990 (42 U.S.C. Sec. 12132 and the federal rules and regulations adopted in implementation thereof.

Section 2.7. A member of the public shall not be required, as a condition to attendance at a meeting of the SBCA, to register his or her name. If an attendance list, register, questionnaire or other similar document is posted at or near the entrance to the room where the meeting is to held, or is circulated to the persons present during the meeting, it shall state clearly that signing is voluntary, and that all persons may attend the meeting regardless of whether a person signs the attendance list.

Section 2.8. At least one week before a regular meeting, the SBCA shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting including items to be discussed in closed session. A brief general description of an item generally need not exceed 20 words. The agenda shall specify the time and location of the regular meeting and shall be posted in a location that is freely accessible to members of the public.

Section 2.9. No action or discussion shall be undertaken on any item not appearing on the posted agenda with the following exceptions:

Section 2.10. Under the following circumstances, the SBCA may take action on items of business not appearing on the posted agenda:

- 1) Upon a determination by a majority vote of the SBCA Board that an emergency situations exists.
- 2) Upon a determination by a two-thirds vote of the members of the SBCA Board members present at a meeting, or, if less than two-thirds of the Board members are present, a unanimous vote of those Board members present, that there is a need to take immediate action and that the need for action came to the attention of the SBCA Board subsequent to the agenda being posted.

Section 2.11. Every agenda for regular meetings shall provide an opportunity for members of the public to directly address the SBCA on any item of interest to the public.

Section 2.12. The SBCA Board may adopt reasonable regulations limiting the total amount of time allocated for public testimony on particular issues and for each individual speaker.

Section 2.13. The SBCA Board shall not prohibit public criticism of the policies and procedures of the SBCA.

ARTICLE VII. COMMITTEES

Section 1. All standing and special committees, and their chairpersons shall be appointed by the

President, subject to the approval of the Board of Directors. The chairperson of a special committee shall appoint the committees members, who shall be a minimum of three, inclusive of the chairperson. Vacancies on committees shall be filled in the same manner by which the the committee was originally selected, and in a timely manner.

Section 2. All special committees shall serve until they have been regularly discharged and all standing committees shall serve for the remainder of the fiscal year in which they were appointed, unless otherwise announced by the President in making the appointments.

Section 3. All committees, unless an appropriation is made for their special use, shall be self-supporting.

Section 4. Failure of committee members to attend three (3) consecutive committee meetings without satisfactory explanation to the committee shall be deemed a resignation from the committee .

Section 5. The minutes of all committee meetings and reports of committees shall be submitted in writing and filed with the Secretary for submittal to the President, if so requested.

Section 6. The President shall be ex-officio member of all committees. The President shall be notified of all committee meetings by the chairperson of the committees.

Section 7. The President shall approve all official communications to the public, media or governmental agencies prior to the delivery of such communications.

ARTICLE VIII. L.C.P.

Section 1. It shall be the duty of the Board of Directors to make recommendations to the Orange County Board of Supervisors regarding the appointment of persons to the Sunset Beach Local Coastal Program Advisory Board (LCP).

Section 2. Recommendations to fill LCP Board positions and vacancies shall be made by the Sunset Beach Community Association Board of Directors within thirty (30) days of notification of vacancy.

Section 3. Wherever possible, at least, but not limited to, one member of the Community Association Board of Directors shall be recommended to the LCP Board of Directors,

ARTICLE IX. RULES OF PROCEDURE

The procedure of all meetings shall be governed by and conducted according to the latest edition of "Roberts Rules of Order".

ARTICLE X. ELECTIONS

Section 1. The Board of Directors shall be elected by the membership of the Sunset Beach Community Association in the following manner:

- (a) On even years, three (3) directors shall be elected to serve two (2) years each, and on odd years, four (4) directors shall be elected to serve two (2) years each.
- (b) Balloting for directors shall be handled by mail. Members in good standing on September 30th of the current year shall be entitled to vote.

Section 2. The President, during the first week in September, shall appoint a nominating committee of three (3) or more members who are not members of the Board of Directors. At the October general meeting, this committee shall submit a signed report to the Secretary giving its nomination for directors. The report of the nominating committee shall be posted. Nominations will be closed one week after the report is posted. Any other five (5) members in good standing may nominate other members by filing in writing their nominations with the Secretary within one week after the posting and report of the nominating committee. The nominating committee shall, if possible, present, at a minimum, a double slate.

The Secretary, during the last week in October and after verifying membership, shall have ballots prepared and mailed to all members in good standing. The following will be included in the mailing:

- Vote for (number of persons)
- Enclose your ballot in inner addressed envelope
- Mail your ballot on or before November 30

Section 3. The President shall appoint an election board consisting of not less than three (3) members who shall open and tally votes and report, in writing to the Secretary. The election board shall meet at its convenience soon after receipt of the ballot mail from the Secretary. The committee shall not open mail postmarked later than November 30th. Ballots from those who vote for more than the specified number of candidates shall be discarded. All ballots received from the Secretary shall be returned to the Secretary.

The President shall declare the election results to the membership of the corporation at the December meeting. The number of candidates receiving the highest number of votes shall be declared elected to fill the open director positions. If a tie occurs which makes it impossible to determine the choice of the voters, the tie shall be settled by lot.

Section 4. Newly elected Board members shall take office immediately upon installation at the December meeting. The Board, at the December meeting shall elect officers who shall take office immediately upon their election.

Section 5. Any and all vacancies in the positions of officers and on the Board of Directors shall be filled by a simple majority of the Board of Directors.

ARTICLE XI. MEMBERSHIP

Section 1. The right to vote or hold office in the Sunset Beach Community Association shall be limited to voting members. A voting membership in the Sunset Beach Community Association shall be

open to all individuals currently registered to vote in Sunset Beach according to the Orange County Registrar of Voters.

Section 2. Nonvoting associate membership shall be open to individuals and businesses who do not qualify for voting membership but wish to express their interest and support. Associate members may serve on committees and participate fully in all activities other than elections.

ARTICLE XII. REPORTS

The President shall make an annual report that is to be mailed to the members with the election ballots in November of each year. This report shall include a complete financial Statement as of September 30.