

Bylaws of Point Loma Assembly

Organized – 1911

Chartered August 28, 1913

Revised April 2016

Article I – Name

The name of the corporation shall be “Point Loma Assembly”.

Article II – Mission

The mission of the Point Loma Assembly is to promote literary, social, educational, philanthropic, civic, and artistic work and to restore and maintain the building at 3035 Talbot Street.

Article III Membership and Dues

Section 1. Membership shall be extended to include all persons who are interested in the mission of the Point Loma Assembly and who have paid their membership dues.

Section 2. A. The membership cycle of the Assembly will be from July 1 – June 30 based on the Assembly’s fiscal year.

B. Annual dues are payable by the first meeting in September.

C. New members admitted after February 1 shall pay one-half of the annual dues.

Article IV – Officers and Elections

Section 1. The Officers of this Corporation shall be a President, Vice President, a Secretary, a Treasurer. In addition, there shall be 7 Directors who shall Chair the following committees: Communications, Hospitality, House, Membership, Ways & Means, Historic, and Building Restoration. The Vice President shall serve as Program Chair. In addition, there may be up to 4 Directors-at-Large.

A. Qualifications of Directors Restriction on Interested Persons as Directors. No more than 49% of the persons serving on the board may be interested persons. An interested person is (a) any person compensated by the corporation for services rendered to its within the previous 12 months, whether as a full-time or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a director as director; and (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 such person. However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation.

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B. Election, Designation, and Term of Office

1. At inception, directors shall be elected for terms as follows: 50% for one year term and 50% for a two year term. Thereafter once each of the initial directorships expires the replacement shall be elected for a two year period.

2. The limit on the number of terms a director may serve is four terms after which the director must take one year off.

3. There shall be a category of Board member known as a Board Member Emeritus who is nominated by the nominating committee and elected by the Board of Directors. Board members emeritus shall be selected from those board members who have served on the Board of Directors with distinction and excellence. Emeritus members shall serve two-year renewable terms for as long as they remain active in the organization.

A Board Member Emeritus shall be entitled to receive all written notices and information which are provided to the Board of Directors, to attend all Board of Directors meetings, to participate in meetings of the committees in which they serve, and encouraged to attend all other Point Loma Assembly events. A Board Member Emeritus shall not be subject to any attendance policy, counted in determining if a quorum is present at a meeting, entitled to hold office, or entitled to vote at any board meeting.

C. Vacancies on the Board

1. Events Causing Vacancy. A vacancy or vacancies on the board shall exist on the occurrence of the following: (a) the death or resignation of any director; (b) the declaration by resolution of the Board that a director's absence from three (3) Board meetings per year. A Director may be removed from the office at any meeting of the Board of Directors with or without cause provided a) Fifteen (15) days' prior written notice has been given to the person sought to be removed and b) Such removal is approved by the vote of two-thirds (2/3) of the total Directors then in Office, excluding vacancies.

2. Resignations. Except as provided below, any director may resign by giving written notice to the president or the secretary of the board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the board may elect a successor to take office as of the date when the resignation becomes effective. Except on notice to the Attorney General of California, no director may resign if the corporation would be left without one duly elected director or directors.

3. Filling Vacancies. Vacancies on the board may be filled by a majority of the directors then in office, whether or not less than a quorum, or by a sole remaining director.

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4. No Vacancy 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.

Section 2. The Officers and Directors shall be elected at the regular May meeting and shall assume office at the close of the June meeting. The terms of office shall be two years.

Section 3. The Nominating Committee shall consist of three (3) members. The Chairman will be appointed by the President and two more will be elected by the Board of Directors in March.

- A. At the April general meeting, the Nominating committee shall submit at least one candidate for each open position. The list shall be posted and emailed to all members in April and shall remain so posted until the May general meeting. At the May meeting additional nominations may be made from the floor. A majority vote shall elect. A voice vote is acceptable unless more than one candidate is proposed. If more than one candidate is proposed, a ballot will be created for each position with multiple candidates.
- B. Members may not be nominated to the Board of Directors without the member's consent.

Section 4. In the event of a vacancy occurring in any office, except President, the Board of Directors shall appoint a successor to fill the unexpired term.

Article V – Duties of Officers and Directors

Section 1. It shall be the duty of the President:

- A. To preside at all meetings of the Assembly and the Board of Directors
- B. To appoint special committees with the approval of the Board. The President shall be an ex-officio member of all committees except the Nominating Committee.

Section 2. The Vice President shall perform the duties of the President in their absence, shall serve as Chair of the Program Committee.

Section 3. It shall be the duty of the Secretary to keep a record of every meeting of the Assembly and the Board of Directors and other duties as directed by the Board.

Section 4. The Treasurer shall be custodian of all funds belonging to the Corporation and shall disburse same according to the approved budget and approved expenses by the Board. The Treasurer shall prepare the annual budget at the direction of the President and with input from other Officers and Directors. The Board shall authorize all monthly bills including maintenance costs during the annual budget process. Any non-budgeted contract or bill involving indebtedness more than one thousand dollars (\$1,000) must be approved by the Board. The Treasurer will make a complete report of the financial condition of the Assembly annually. The Treasurer shall also prepare the list of donors for recognition according to IRS regulations and for recognition by the

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organization. The Treasurer will Chair the Finance Committee. The Treasurer and Finance Committee will be responsible for filing all Federal, State & Local filings as required by law to maintain accurate tax and 501(c)(3) requirements.

Section 5. The Hospitality Chair and committee shall arrange for food service, decorating, and hosts for each regular or special meeting.

Section 6. The Membership Chair and committee shall receive all applications for membership, keep the official membership list updated, be responsible for name plates, and work with the Treasurer to manage the membership renewal process. The Membership Chair will work with the Communications Chair to maintain an accurate electronic membership directory.

Section 7. The House Chair and committee shall be responsible for rental of the Clubhouse. The House Chair will work with the Communications Chair, the Program Chair, and the Building Restoration Chair to keep apprised of all activities planned for the building.

Section 8. The Ways & Means Chair and committee are responsible to lead the capital campaign to raise needed funds to support the Assembly. The Ways & Means Chair will work with the Treasurer, House Chair, Building Restoration Chair to draft an annual plan for fundraising.

Section 9. The Historian and Committee will maintain accurate records and archives of activities and achievements of the Assembly and members.

Section 10. The Building Restoration Chair and Committee will create and maintain a three year plan to keep the Building and Real Assets of the Assembly modern and updated to maximize rental opportunities and events of the Assembly. The Building Restoration Chair will work with the Treasurer and Ways & Means Chair.

Section 11. The Communications Chair will be responsible for website content, calendar and updates. The Communications Chair will work with the Vice President and House Chair to maintain the Assembly meeting calendar, event calendar, website, and communications to the membership

Article VI – Meetings of the Assembly

Section 1. Regular meetings of the Assembly shall be held at the time and place set by the Board of Directors.

Section 2. The Annual Meeting shall be held at the time and place set by the Board of Directors.

Section 3. Special Meetings may be called by the Board of Directors, and may be called by written request of thirty percent (30%) of the members of the Assembly. A special meeting must be posted in writing to the roster of members at least seven days in advance of the meeting and this posting may be done electronically.

Section 4. Thirty percent (30%) of current members shall constitute a quorum.

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Article VII - Meetings of the Board of Directors

Section 1. The Board of Directors shall meet each month at a time and place set by the Board of Directors.

Section 2. Special meetings of the Board may be called at any time by the President and shall be called upon the request of a majority of the Board of Directors.

Section 3. A majority of the Board shall constitute a quorum.

Section 4. The unexcused absence of a Board Member from three (3) meetings may terminate membership on the Board.

Article VIII – Parliamentary Authority

The deliberations of this Assembly shall be governed by “Robert’s Rules of Order” in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

Article IX– Amendments

These bylaws may be amended by a quorum of the Board of Directors not more than once a year. Bylaws will be presented each year at the Annual Meeting. Amendments will be filed by the Treasurer in accordance with Federal, State, and local requirements for filing and recording.

Article X – Dissolution Clause

In the event of the dissolution of the Point Loma Assembly, the assets of the Corporation shall be distributed in the following manner:

Section 1. The dissolution of the Point Loma Assembly may only occur after fifty percent (50%) plus one of the membership have voted by written ballot in a primary vote on the action.

Section 2. There is to be a right of rescission of not less than 90 days after the primary vote and prior to the final vote of the Assembly to be held as a special meeting.

Section 3. The personal assets will be sold and the funds will be used to pay the outstanding debts. In no event will there be any distribution of funds or assets to the members thereof.

Section 4. Upon the winding up the dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets of this corporation shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for public, charitable, scientific, literary or educational purposes and which has established and maintained its tax-exempt status under Section 501(c)(3) of the Code (or corresponding provisions of any future federal internal revenue law).