

## **Bylaws of the Point Loma Assembly**

Organized 1911

Chartered August 28, 1913

Revised September 4, 2019

### **Article I-Name**

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

### **Article II-Mission**

*The Point Loma Assembly is a nonprofit 501 (c) (3) organization whose mission is to promote literary, social, educational, philanthropic, and artistic work and to restore and maintain the building at 3035 Talbot St.*

### **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.** Membership dues cover the Assembly’s fiscal year from July 1-June 30.

**B.** Annual dues are payable by the first meeting in September and set by the Board.

### **Article IV-Board of Directors**

*The organization shall be governed by a board of directors, all of whom will be Assembly members, that shall establish policies and directives. The board shall have up to 15 \_\_\_\_\_ but no fewer than 5 \_\_\_\_\_ members.*

The officers of this Corporation shall be a President, Vice President, a Secretary and a Treasurer.

*To the extent permitted by law, the board of directors may appoint from a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees through a Board approved Policies and Procedures Manual.*

**A. Conflict of Interest and Qualification 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 it 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, descendent, 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.

## **B. Election, Resignation and Term of Office.**

1. A director shall be elected for a two-year term and is eligible to be re-elected for three (3) additional terms. Board service can be for a maximum total of eight years. The term of office of any member filling a vacancy, in accordance with the procedure established in this section, shall be for the *balance of the former member's vacated term*.
2. After 8 (eight) years, director must take one year off before serving on the Board again.
3. There shall be a category of Board member known as a Board member Emeritus who is nominated and voted on by the Board of Directors. Board Member 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 years renewable terms for as long as they remain active in the organization. Emeritus members may opt out of paying membership dues.

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. In the event of a vacancy occurring in any office or Board position, except President, the President shall appoint a successor to fill the unexpired term with the approval of the Board of Directors.
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 3. 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 4. The Nominating Committee shall consist of three (3) members. The Chairman will be appointed by the President.

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 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

## **Article V- Officers**

Section 1. The officers of this Association shall be a President, a Vice-President, a Secretary and a Treasurer.

Section 2. Duties: For the definition of duties please refer to the Policy and Procedure manual.

## **Article VI Meetings of the Assembly**

Section 1. General 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.

## **Article VII-Meetings the Board of Directors.**

Section 1. The Board of Directors shall meet each month at a time and place that 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 the majority of the Board of Directors. *The Board of Directors may permit, on rare occasion and for convenience, all directors to participate in a special meeting through the use of e-mail communication as permitted by law.*

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. *The text of the proposed change shall be distributed to all board members at least 10 days before the next Board meeting.* Bylaws changes 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**

*The property and assets of the organization are irrevocably dedicated to and for nonprofit purposes only.* 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, *transferred or conveyed* 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)