

**BYLAWS**  
**Scripps Park Project**

**ARTICLE I**  
**Name**

Section 7      **BOARD OF DIRECTORS**   The Board of Directors (“Board”) shall consist of fifteen members: Nine elected by the SPP membership under the terms of Article IV of the Bylaws and representatives of six community organizations-- Community Planning Association, La Jolla Town Council, Facility Access Review Subcommittee of the City of San Diego, La Jolla Conservancy, La Jolla Park & Recreation, Inc., and Promote La Jolla. The community representatives shall be chosen by their own organizations and shall not serve as SPP officers.

ARTICLE IV

**Elections and Terms of Office**

Section 1      **ESTABLISHMENT**   Upon adoption of these Bylaws, SPP members will select nine of their own to serve as the Board. Exclusive to this initial Board, three (3) will serve terms that expire in March 2006, three (3) will serve terms that expire in March 2007, and three (3) will serve terms that expire in March 2008. All subsequent terms of office on the Board of Directors shall be three (3) years in length.

Section 2      **NOMINATIONS**      Commencing in January 2006 and continuing in every subsequent year according to the same schedule, the SPP Chair will appoint a Nominations Committee consisting of three (3) SPP members in good standing, designating one as chair. No member of the Nominations Committee shall be a member of the Board whose seat is to be filled in the coming election.

Section 3      **ELECTIONS**      At the following February Board meeting, the Nominations Committee will present candidates to fill the Board’s three (3) expiring seats. At the same meeting a written, secret ballot election will be conducted to fill the three (3) expiring seats on the Board of Directors. All attending SPP members in good standing are eligible to vote in the election. Those thus elected will begin three (3) year terms of office commencing at the March Board meeting.

Section 4      **TERM LIMIT**   No person shall serve more than three (3) consecutive three (3) year terms on the Board of Directors. Persons who were appointed to fill a vacant Board position for a partial term of office will be considered to have served that full three (3) year term.

Section 5      **RESIGNATION**   A SPP Board member may resign from office by submitting a written resignation to the SPP Board at any meeting or by mail verified by the Secretary. At the next Board meeting, the Chair will nominate an SPP member to fill the vacated position. The nomination must be approved by a majority of the Board

members in attendance. Should the Board be unable to fill a vacancy, this process shall continue at each subsequent SPP meeting until the position is filled.

Section 6 *ABSENCES* Any Board member who is absent from more than three (3) Board meetings in a successive twelve (12) month period, will automatically vacate the position. The Secretary will record and maintain attendance records and, as needed, report vacated positions.

## **ARTICLE V Officers**

Section 1 *SELECTION* At each April meeting of the Board of Directors, through manner of its own choosing, the Board will select four officers to serve for the next calendar year: Chair, Vice Chair, Secretary, Treasurer.

Section 2 *TERM OF SERVICE* No Board member shall hold the same office for more than six (6) consecutive years without at least one (1) intervening year.

Section 3 *VACANCY* Should an office be vacated prior to completion of its term, the Board shall select another of its members to fill that role.

Section 4 *CHAIR* The Chair is the principal officer of the SPP and shall prepare and present the agenda for all SPP regular and special meetings and preside over these meetings. The Chair is designated as the SPP spokesperson, presenting all official positions of the organization to all external agencies and audiences, when such positions have been approved by vote at Board meetings. The Chair can designate another Board member to assume this role, as needed. The Chair may form, appoint, and charge committees, as needed. Only SPP members in good standing may serve as voting members of such committees, although others may be appointed on an *ex officio* basis. At the February Board meeting of each year, the Chair shall present a report to the SPP membership regarding the activities of SPP over the past calendar year.

Section 5 *VICE CHAIR* In the absence of the Chair, the Vice Chair shall perform all the duties and responsibilities of the Chair.

Section 6 *SECRETARY* The Secretary shall prepare all SPP correspondence; record and maintain minutes of all regular and special SPP meetings and provide this information to the Board, governmental agencies, or the public, as needed. The Secretary shall keep up-to-date membership and attendance records, as designated elsewhere in these Bylaws.

Section 7 *TREASURER* The Treasurer shall be responsible for the supervision of the financial affairs of SPP, and make regular financial reports to the Board and SPP members. The Treasurer is responsible for preparing and filing all financial reports.

**ARTICLE VI**  
**Finance**

Section 1      *CONTRIBUTIONS*    At its option, the Board may solicit and receive financial contributions to carry out the responsibilities of SPP. No membership dues or fees shall be required as a condition of membership or office.

Section 2      *DISCLOSURE*    Any Board or Committee member with a direct economic interest in any project or proposal that comes before the Board or Committee must disclose that interest to the Board or Committee and shall refrain from voting or participating in the discussion of the project or proposal. The Board shall refer to the Administrative Guidelines for City Council Policy 600-24 for guidance in determining direct economic interest and required recusal.

**ARTICLE VII**  
**Special Policies**

Section 1      *POLICIES*    The Board may adopt additional policies or procedures for the conduct of business. Once those are established, they may be changed only by majority vote of the Board.

Section 2      *COMMITTEES*    All committee meetings shall be open to the public and shall allow comment from interested individuals. Committees are advisory to the Board and positions taken by Committees become official positions of SPP only by vote of the Board. Without written approval from the Board, Committees shall not communicate positions or recommendations to governmental agencies.

Section 3      *BY LAW VIOLATIONS*    Any SPP member may file a written report of an alleged violation of these Bylaws by a Board member, submitting it to any member of the Board. Upon review of the allegation the Chair will refer the matter to a specially appointed and convened Committee. Upon consideration of the allegation, the Committee may suggest various remedies, including retraction of inappropriately stated positions, admonitions to Board members regarding their actions, amendments to SPP's Bylaws or policies, or procedures or the establishment of new policies or procedures. Committee recommendations will be scheduled and discussed at the next regular SPP meeting.

Section 4      *REMOVAL*    A majority vote of the Board may determine how best to act upon the recommendations of the Committee. However, if a majority of the SPP Board at a regularly scheduled SPP meeting concludes that the organization has been irreparably harmed, a motion to remove the violating Board member will be scheduled for the next regular SPP meeting. At that meeting, a 2/3 majority of the attending Board members may vote to remove the Board member from office. Any vacancy resulting from such an action shall be resolved in accordance with Article IV, Section 5.

**ARTICLE VIII**  
**Amendments**

Section 1      *AMENDMENT*      At any regular or special SPP meeting, a majority vote of those in attendance may propose an amendment to these Bylaws. Such a proposal will be scheduled for the next regular SPP meeting and all SPP members must be given prior notice of the proposed amendment. The amendment must receive a majority vote of the Board members attending. Advisory votes of attending persons may be taken and recorded, as specified in Article III, Section 5. If the amendment is approved, the Chair will form a Committee to prepare the amendment.

**POLICIES**  
**Scripps Park Project**

1. No expense exceeding \$100 shall be incurred or budgeted without the express permission of the Board. Expenses under \$100 may be approved by Executive Committee comprised of these four officers: Chair, Vice-Chair, Secretary, and Treasurer.
  
2. No contractual obligation shall be formed without the express permission of the Board.