

BYLAWS OF THE PEDRO POINT COMMUNITY ASSOCIATION

Adoption of these new Bylaws will cancel and supersede all previous Bylaws governing the operation of the Pedro Point Improvement Association. The original Articles of Incorporation, as filed in the office of the Secretary of State of California on May 29, 1946, will also be changed to conform to the Bylaws

ARTICLE - I - NAME

The name of this association shall be the PEDRO POINT COMMUNITY ASSOCIATION (PPCA).

ARTICLE II - PURPOSE

A. Operating as a non-profit organization, the PPCA will maintain and make available the Pedro Point Firehouse, an historic facility dedicated for the use and benefit of people within Pacifica's coastside region. The PPCA will focus on building a sense of community on Pedro Point and on providing a voice for its residents, businesses, and property owners in the shaping of Pedro Point as integral part of the broader community. All funds raised for Firehouse rental purposes will be dedicated to upgrading and maintaining this facility and enhancing the PPCA's value to Pedro Point members and the surrounding community.

B. Accordingly, the purpose of the PEDRO POINT COMMUNITY ASSOCIATION shall be as follows:

- To maintain and operate the historic Pedro Point Firehouse as a community center in a safe and sustainable manner so that it benefits both the neighborhood and the broader community which it serves.
- To function as a non-profit organization dedicated to serving the Pedro Point community, as defined in article III, as well as the broader community in which it is situated.
- To build and foster a safe, clean and caring community conducive to healthy relationships among all.
- To develop a positive community spirit based upon mutual interest, shared responsibility and joint effort.
- To preserve, protect and enhance the unique character of Pedro Point, its shoreline, its hills and its varied homes.
- To encourage the active participation of residents in shaping the future of Pedro Point.
- To serve as a strong and well-informed voice for Pedro Point, and to actively represent the expressed opinions

and desires of its residents.

ARTICLE III - MEMBERS

Membership in the Organization shall comprise all adults who are residents, property owners, or business owners in the Pedro Point area, South of San Pedro Creek, and West of Highway #1 within the City of Pacifica, California.

ARTICLE IV - OFFICERS AND DIRECTORS

A. The officers of the PPCA shall consist of a President, Vice President, Treasurer, and Secretary. Said officers shall constitute the Executive Committee.

B. The Board of Directors shall consist of the officers plus four to eight additional members. The exact number of Board members for any given year shall be determined before the end of the previous term by that year's Board.

C. Nomination for the Board shall be open to the entire community between October 1 and November 15. Any nominee must be a member of the PPCA. Following receipt of written or emailed nominations, the officers of the Board shall ascertain whether each nominee is willing to serve if elected.

D. Election to the Board from among the nominated candidates shall be made by a count of written or e-mail ballots by January 15 each election year. Ballots will be sent or emailed to identifiable Pedro Point households, businesses, and owners of undeveloped property prior to January 1 each year. Each mailed ballot must be returned with the member's postal mailing address shown so that ballots can be validated. Each member receiving a ballot may cast one vote. The eight to twelve (the number determined by the Board as set forth in paragraph B above) candidates for the Board who receive the most votes shall be elected to the Board. In the event that there are no more nominees than the maximum number of Board members as determined according to Article IV. B than the election to the Board shall be waived and all nominees shall serve on the Board.

E. The Secretary shall be responsible for registering e-mail addresses. E-mail ballots shall be accepted from e-mail addresses previously identified as PPCA members.

F. The newly elected board shall be seated at the January meeting. The newly elected Board shall elect and place in office the four officers specified in Article IV A above.

G. In the first year after the adoption of these Bylaws, the procedure described in paragraphs C and D immediately

above shall be in effect sixty days after the adoption of these Bylaws.

H. All Officers and Board members shall serve for two (2) calendar years. No member may hold the same office for more than four consecutive years.

I. The Board of Directors shall be responsible for the general operation and conduct of PPCA affairs, and the respective Officers shall exercise the following duties and responsibilities:

1. President. Provide broad leadership to the organization, prepare or participate in preparation of meeting agendas, preside over Board meetings, represent the PPCA when appropriate. Work with the Treasurer in the planning and formulation of the annual budget.
2. Vice President. Assist the President in carrying out the duties and responsibilities of the office. In the absence of the President, preside over meetings of the Board and represent the PPCA when appropriate.
3. Secretary. Record the highlights of each meeting, including motions and votes thereon. Present to the Board not less than two weeks after the last Board meeting, a written minutes of the last preceding Board meeting. Maintain the basic records of the PPCA. On direction of the Board, prepare necessary PPCA correspondence.
4. Treasurer. Receive, deposit and disburse all PPCA monies. Maintain accurate fiscal records and prepare and present to the Board a quarterly report of fiscal activities and fund balances, and at the January meeting of the Board present an end-of-year fiscal report. Oversee PPCA bank accounts and certificates of deposit. Maintain the PPCA insurance policies. Assist and work with the President of the Board in the planning and preparation of the annual PPCA budget.

J. In addition, the following responsibilities shall be assigned to Officers or to Board members by the Board.

1. Produce and distribute the PPCA's newsletter, "*To the Point*." Maintain currency with PPCA activities. Gather news and information of interest to members and residents of the Point. Prepare articles, meeting summaries, columns, personality profiles, special features etc., and publish the PPCA's newsletter "*To the Point*" on a quarterly basis not less than two weeks before each regular meeting of the Board. Ensure distribution to all members whose addresses are known to the PPCA, and to other appropriate recipients, including the City of Pacifica.
2. Coordinate firehouse operations. Maintain working contact with the appointed Firehouse Manager. Keep the Board informed relative to Firehouse operations,

including maintenance, needs, problems, rentals, etc. Relay Board direction to the Firehouse Manager, and Firehouse Manager information and requests to the Board. Work with Firehouse Manager in preparation of plans and annual budgets requests.

3. Oversee planning and development. Maintain close oversight of development related matters affecting the Point including contacts with City bodies, property owners, developers and other organizations concerned with development matters. Keep the Board informed on pending plans for development and on courses of action that the Board may choose to initiate. Make appropriate recommendations to the Board with respect to the PPCA's own plans for Pedro Point.

4. Coordinate events and activities. Participate in and coordinate planning, scheduling and conduct of special organization events intended to bring members together in a friendly and informal atmosphere or to accommodate special needs of the PPCA. Coordinate plans with and through other concerned Board members and with Firehouse Manager as appropriate. Keep editors of "*To the Point*" informed as to planned events and activities.

K. Only one member of a household may hold office as a member of the Board of Directors during the same term. Any Board member who misses three consecutive Board meetings without valid cause shall forfeit his or her office. Any action deemed unbecoming an officer of the Board and damaging to the reputation of PPCA shall constitute grounds for consideration of removal from office. A two-thirds vote of Board Members present at a specially called or regularly scheduled meeting shall be required for removal. A vacancy in any office of the Board shall be filled by the Board of Directors by appointment and approved by a simple majority of the Board.

L. The Executive Committee, comprising the four officers of the organization, shall meet only when it is impractical to convene a meeting of the entire Board, when the purpose of an Executive Committee meeting is clearly consistent with Board policy and when an immediate decision is needed. A meeting of the Executive Committee may be called by the president or by any two officers. Any decision of the Executive Committee shall require the presence of at least three officers, and a majority vote of the officers present. All decisions of the Executive Committee shall be reported to the full Board within one week of the Executive Committee Meeting.

ARTICLE V - MEETINGS AND VOTING

A. Unless otherwise determined by the Board and duly noticed two weeks in advance, the Board of Directors shall

meet quarterly on the third Thursday of January, April, July, and October at 7:30 P.M. in the Pedro Point Firehouse. Notice of the next following Board meeting and the agenda thereof shall be placed in each issue of "To the Point."

B. Not less than a simple majority of the Board shall constitute a quorum for the conduct of PPCA business at any regular, special or emergency meeting. Motions before the Board are voted on by Board members, although PPCA members may participate in debate of such motions.

C. Attendance at Board meetings shall be open to all PPCA members and all meetings shall be open except, upon a vote of not less than two-thirds of the Directors present, the Board may go into closed executive session to consider particular matters specifically requiring confidential treatment. The Board shall give PPCA members attending Board meetings a reasonable opportunity to express opinions on matters before the Board.

D. While the Board shall seek to function on a consensual basis in its regular meetings whenever practical, Roberts Rules of Order shall be followed when formal Board decisions are required.

E. The last quarterly Board meeting of each year shall be designated as the PPCA's Annual Meeting at which the Board shall:

1. Report to the membership present on its activities, accomplishments, problems and plans.
2. Provide to the membership present an annual financial report for the preceding calendar year.
3. Hear from any members present their ideas and positions on any matter affecting Pedro Point or the PPCA.

F. Special or emergency Board meetings may be called by the President of the Board or by any three members of the Board or by any ten members of the PPCA. Such meetings shall be for a specific purpose and only that purpose may be considered. Seven days advance notice of the calling of a special meeting shall be given to all Board members. An emergency meeting in response to a bona fide emergency situation may be held after not less than twenty-four hours advance notice to members of the Board. Such advance notice can be provided by e-mail to each member of the Board.

G. At January meeting, the Treasurer and the Board President shall present to the Board a proposed Annual Budget that the Board shall consider, amend as determined and adopt.

H. In any instance where action can be taken as a result of approval by a simple majority, such vote can be taken by e-mail ballot.

ARTICLE VI - COMMITTEES

A. The Board President may, with the approval of the Board, appoint any committee necessary to accomplish the business of the PPCA. Committees shall be either Permanent Standing Committees or Temporary Task-Oriented committees. The Board President shall appoint committee chairs subject to majority approval of the Board.

B. Committees shall report directly to the Board or to the Board through the President. No committee action shall proceed without approval by a simple majority of the Board.

ARTICLE VII - FIREHOUSE MANAGER

Management of the Firehouse shall be the responsibility of a Firehouse Manager appointed by the Board and operating under a written contract with the Board. The Firehouse Manager shall be responsible for all aspects of the operation and maintenance of the Firehouse and will receive general direction from the Board (or a particular member designated by the Board to interact with the Manager). Between regular meetings of the Board, the Executive Committee may be convened to assist the Firehouse Manager through decisions on matters requiring urgent action.

ARTICLE VIII - ASSETS AND FINANCIAL OPERATIONS

A. Jurisdiction over any and all assets of the PPCA shall, on behalf of the PPCA and its membership, rest with the Board of Directors.

B. The Treasurer shall be authorized to pay all bills contracted by the PPCA .

ARTICLE VIII - REVISION OF BYLAWS

Revision of these Bylaws or of the Articles of Incorporation shall require a two-thirds vote of the PPCA members who cast votes. All members of the Board, and all members whose addresses are known to PPCA, shall receive written or e-mail notice of the meeting at which the Bylaws are to be changed at least seven days in advance, together with a written explanation of the proposed changes. An announcement published in "To the Point" can satisfy this requirement.

Submitted to the Board from the By Laws committee
January 13, 2011

Adopted by PPCA membership to be effective June 13, 2011