

## **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 an integral part of the broader community. All funds raised through fundraising activities and rental of the Firehouse will be dedicated to upgrading and maintaining this facility and/or 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 and foster 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; and
  - 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 no less than the above four Officers and no more than eight additional members.
- C. Nomination for the Board shall be open to community members, as defined in Article III, for a 30-day period between October 1 and November 30. To be considered, a candidate must fulfill the nomination process defined in Appendix A. Following receipt of written, emailed and/or digital nominations, the elections committee 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 and/or electronic ballots by the first quarterly meeting of the election year per the Nomination process defined in Appendix A. The 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 member seats as determined according to Article IV - B, the election to the Board shall be waived and any qualified candidates who have met the nomination criteria may be installed to serve on the Board, based on a vote by a simple majority of the Board.
- E. 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. In the first year after the adoption of these Bylaws, the procedure described above in paragraphs C , D and appendix A shall be in effect sixty days after the adoption of these Bylaws.
- F. All Officers and Board members shall serve for two (2) calendar years. The elected President may hold the position for up to two consecutive terms and no more than four consecutive years.
- G. All Officers and Board members are required to observe the highest standards of ethical conduct in the performance of their responsibilities on the Board of PPCA and be required to sign a Code of Conduct Policy (Appendix B) and Conflict of Interest Policy (Appendix C) at the start of each term of election.
- H. 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 therein. Present to the Board, recorded minutes of the last preceding Board meeting

prior to publication in advance of the next 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, money market accounts and / or 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.
- I. In addition, the following responsibilities shall be assigned to Officers or to Board Members by the Board.
1. Produce and distribute a PPCA's newsletter for Pedro Point residents and property owners, "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 email 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 the 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 proposed 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" and PPCA website informed as to planned events and activities.
  5. Manage Nominations and Elections: Provide oversight and management of the PPCA Board nominations and elections processes to ensure transparency, equity, and good governance.
- J. Only one member of a Pedro Point household/business entity 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 (see Appendix B – Code of Conduct) . A two-thirds vote of Board Members present at a specially called or regularly scheduled meeting shall be required for removal. A intra-term 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.

- K. 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. Community notice of each upcoming Board meeting and the agenda thereof shall be distributed electronically, posted on the PPCA website and/or placed in the preceding issue of the "To the Point" newsletter.
- 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, Robert’s 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 membership 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 bonafide 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 phone/email/text or other electronic communication to each member of the Board.

- G. In any instance where action can be taken as a result of approval by a simple majority, such vote can be taken by email or other electronic 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 signed contract with the Board. The Firehouse Manager shall be responsible for all aspects of the rental operations 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 notice (electronic or other digital form) 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" or other electronic communication can satisfy this requirement.

Submitted to the Board from the By Laws Ad Hoc committee [date]

Adopted by PPCA membership on [date]

**Appendix A**  
**PPCA Board Nomination and Elections Process:**

**Timing:**

Board elections shall be open to the entire community during a 30-day period to occur between October 1 and November 30.

**Oversight:**

The PPCA Board shall appoint an Ad Hoc Elections Committee made up of at least 3 Board Members or Officers to oversee the election process.

Opening of nomination period shall be announced via direct email and posted on the PPCA website (and by other digital means as available.)

**Candidate Eligibility:**

1. Must be a current resident/property owner and/or business owner in Pedro Point
2. Must be over the age of 21
3. Must have demonstrated prior participation or involvement in PPCA activities, meetings, and/or events within the past 2 years
4. Must not have another member of their household and/or property/business currently serving on the PPCA Board
5. Must agree to abide by PPCA Bylaws, Code of Conduct, and Conflict of Interest policy if elected

**Nomination Process:**

- Nominations open for a 30 day period between Aug 1 – Sept 30
- Candidates must submit a Nomination statement or form that includes
  1. Name & qualifying address in Pedro Point
  2. Non-owner Resident or Owner/Resident or business property owner
  3. Confirmation that nominated person(s) have read & understand PPCA Bylaws, Conflict of Interest policy which BOD members will be required to sign if elected
  4. Description or list of participation in any PPCA events/meetings/volunteer activities within the past 2 years
  5. A statement (no more than 250 words ) to describe:
    - a. Why you want to join the BOD
    - b. What makes you a good candidate
- The Elections Committee will review the nomination forms received by the stated deadline and meet with candidates (in person/by phone/or online) to verify eligibility and determine if the candidate meets all qualifications for nomination.
- In reviewing candidate profiles, the Committee will also ascertain a candidate's willingness and ability to serve on the BOD and at least one committee.
- If a candidate fails to meet with the Elections Committee or has a known Conflict of Interest, they may be disqualified as a nominee.

**Election Process**

- Once vetted by the Elections Committee, names of eligible candidates and their statements will be published on the PPCA website and circulated to all PPCA community members electronically. Elections will be held by public ballot within two weeks following the close of the 30-day nomination period.

- Ballots will be sent electronically to identifiable Pedro Point households, businesses, and property owners prior to January 1 each year.
- Ballots must be cast within 10 days of issuance. Up to 2 votes may be cast from each identifiable household/ property address.
- Election to the Board from among the nominated candidates shall be made by a count of electronic ballots by the first quarterly meeting of the election year. The candidates who receive the most votes shall be installed to the Board of Directors at the first meeting of the year.
- Candidates will be notified of the results by the Elections Committee and will be installed at the first General meeting of the new year.
- In the event that there are no more nominees than the number of open Board seats as determined according to Article IV-B, the balloted election process shall be waived and any qualified candidates who have been who have completed the candidate nomination process and deemed eligible by the Elections Committee may be installed to serve on the Board based on a vote by a simple majority of existing Board members.

## Appendix B

### Pedro Point Community Association Code of Conduct Policy

**Purpose:** To establish a set of principles and practices of the Pedro Point Community Association (PPCA) Board of Directors that will set parameters and provide guidance and direction for board conduct and decision-making.

**Goal:** To support the exercise of reasonable care, good faith and due diligence in supporting decision making of organizational affairs.

#### CODE

Members of the Board of Directors of the PPCA are committed to observing and promoting the highest standards of ethical conduct in the performance of their responsibilities on the board of PPCA. Board members pledge to accept this code as a minimum guideline for ethical conduct and shall:

##### Accountability

1. Faithfully abide by the Articles of Incorporation, by-laws and policies of the PPCA.
2. Exercise reasonable care, good faith and due diligence in organizational affairs to support decision making that is on the best interest of the mission and purpose of the PPCA.
3. Fully disclose, at the earliest opportunity, information that may result in a perceived or actual conflict of interest.
4. Fully disclose, at the earliest opportunity, information of fact that would have significance in board decision-making.
5. Remain accountable for prudent fiscal management to association members, the board, and nonprofit sector, and where applicable, to government and funding bodies.

##### Professional Excellence

6. Maintain a professional level of courtesy, respect, and objectivity in all PPCA activities.
7. Strive to uphold those practices and assist other PPCA members of the board in upholding the highest standards of conduct.

##### Personal Gain

8. Exercise the powers invested for the good of all members of the organization rather than for his or her personal benefit, or that of the nonprofit they represent.

##### Equal Opportunity

9. Ensure the right of all association members to appropriate and effective services without discrimination on the basis of the organization's volunteer or staff make-up in respect to gender, sexual orientation, national origin, race, religion, age, political affiliation or disability, in accordance with all applicable legal and regulatory requirements.



### Confidential Information

10. Respect the confidentiality of sensitive information known due to board service.

### Collaboration and Cooperation

11. Respect the diversity of opinions as expressed or acted upon by the PPCA board, committees and membership, and formally register dissent as appropriate.
12. Promote collaboration, cooperation, and partnership among association members.

Failure to abide by the definition and spirit of this code of conduct may result in disciplinary action or removal from the Board of Directors.

Approved: PPCA Board of Directors, {Date}

## Appendix C

### PEDRO POINT COMMUNITY ASSOCIATION Conflict of Interest Policy

#### Article I – Purpose

Each Director of the Pedro Point Community Association (PPCA) has a duty to give undivided allegiance to the PPCA when making decisions affecting the organization, and in any transactions, dealings, or situations involving the PPCA.

The purpose of this policy is to protect the interests of the PPCA by (a) preventing the personal interest of the Board, Employees, and Independent Contractors from interfering with their duties to the organization and (b) avoiding any unethical financial, professional, or political gain on the part of such individuals. The intent of this policy is to supplement, not replace, any applicable federal, state, or local laws regarding conflicts of interest.

#### Article II – Persons Concerned

This statement applies to Board Members, Officers, and others who can influence the governance and actions of *the PPCA (Organization)*. This includes anyone who makes financial decisions, might be referred to as “management personnel,” or have proprietary information regarding *the PPCA*.

#### Article III – Procedures

##### 1. Duty to Disclose

Each Director, Officer, and any other Interested Person is under an obligation to disclose the existence or potential existence of a Conflict of Interest as it arises.

Examples of situations in which Conflicts of Interest may arise include, but are not limited to, the following:

##### 2. **Direct and Indirect Conflicts of Interest.**

Conflicts of Interest arise from personal relationships or from a financial interest. Conflicts can arise either directly or indirectly. A direct conflict can arise where an Interested Person has a personal or financial interest in any matter involving the Organization or has a financial or agency relationship (i.e., is a director, officer, manager, partner, associate, trustee or has a similar agency relationship) with an entity involved in a transaction or other business with the Organization. An indirect conflict can arise where someone related to an Interested Person by business affiliation, or a “Family Member” (spouse, parents-in-law, ancestors, brothers and sisters (whether whole or half blood), children (whether natural or adopted), grandchildren, great-grandchildren, and spouses of brothers, sisters, children, grandchildren, and great-grandchildren) of the Interested Person has dealings with the Organization. By way of

example, an Interested Person has a financial interest if such person has, directly or indirectly, through business, investment or a Family Member (a) an ownership or investment interest in any entity with which the Organization has a transaction or arrangement; (b) a compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement; and/or (c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

- Transactions with persons and businesses/organizations supplying goods and commercial services to the PPCA
- Transactions with persons and organizations from which the PPCA leases property and equipment
- Transactions with persons and organizations with whom the PPCA is dealing or planning to deal in connection with the gift, purchase, or sale of real estate, securities, or other property
- Transactions with persons representing competing or collaborating organizations
- Transactions with persons representing agencies, organizations, legal entities, government and associations that affect the operations of the PPCA
- Transactions with organizations or individuals receiving donated goods or services from the PPCA

### **3. Conflict of Interest Relationships**

The PPCA recognizes that Conflicts of Interest may arise not only in the context of a transaction but also in situations where a Director's personal interests, or the interests of a related person, personal friend, business associate, an entity in which a member holds an equity interest, employer, employee, or a significant creditor or debtor of the director, could reasonably be expected to exert an influence on the Director's judgment regarding general PPCA matters and/or impair his or her ability to act in the PPCA's best interests. It is important to note that a "Conflict of Interest" exists if a decision could be influenced (i.e., perceived Conflict of Interest) — it is not necessary that influence actually takes place.

### **4. Investigating Conflicts**

When a potential Conflict of Interest is disclosed or discovered, the Governing Board will then provide the individual with an opportunity to disclose all material facts. The Board will collect all pertinent information and question the involved parties. If it turns out that a conflict does not exist, the inquiry will be documented but no further action will be taken.

### **5. Addressing a Conflict of Interest**

If the Board determines that a Conflict of Interest exists, they will take the appropriate actions to address the conflict. This may include (but not be limited to) (a) prohibiting any Interested Parties from voting on any matter related to said Conflict of Interest or (b) terminating position on the Board of Directors.

Affected parties both within and outside of *the PPCA*, including directors, employees, and independent contractors, will be notified. If the Conflict of Interest in question involves a member of the Board, that individual will be excused from deliberations.

6. Disciplinary Action

All Conflicts of Interest will be reviewed on a case-by-case basis. The Board has full discretion to deem what disciplinary action is appropriate and necessary for disclosed or discovered Conflicts of Interest.

If the officers reasonably believe a member or employee/consultant failed to disclose an existing or possible Conflict of Interest, it shall inform the individual of the rationale for such belief and grant the individual an opportunity to explain the alleged failure to disclose the Conflict of Interest.

After hearing the individual's response and investigating further as warranted by the circumstances, the governing officers may take appropriate disciplinary action, including removal from the position at the organization.

7. Notice of Annual Statements

Every Member, Director, Officer, Employee, and any other Interested Person must sign a Conflict of Interest Disclosure Statement upon said individual's term of office, employment, or other relationship with *the PPCA* and must do so annually. Failure to sign does not nullify the policy.

**Article IV – Acknowledgment**

By signing, the individual named below understands what constitutes a Conflict of Interest and understands the procedure for addressing them with *the PPCA*, including their duty to disclose any known or potential Conflicts of Interest.

The signee agrees to abide by the procedures set forth by this policy for the duration of their relationship with the PPCA.

Name (printed): \_\_\_\_\_ Date: \_\_\_\_\_

Signature: \_\_\_\_\_