

BY-LAWS
of the TORREY PINES ASSOCIATION

ARTICLE I

Name and Purposes

SECTION 1. The name of this corporation is TORREY PINES ASSOCIATION.

SECTION 2. The Torrey Pines Associations was incorporated in California on 27 February 1950 for the purpose of associating persons interested in the protection and preservation, in perpetuity, of the rare Torrey Pine trees and their associated flora and fauna within the unique area officially dedicated and originally knows as “TORREY PINES PARK”.

It is understood that this includes, but is not limited to:

The TORREY PINES STATE RESERVE including its northern Extension; the Ellen Browning Scripps Natural Preserve; the Los Peñasquitos Marsh Natural Preserve; Torrey Pines State Beach and any nearby lands presently, or in the future, added thereto.

ARTICLE 2

Membership

SECTION 1. The categories of membership in this corporation shall be:

Annual Memberships

- a. Student
- b. Individual
- c. Family and Friends
- d. Supporter
- e. Partner
- f. Patron

Life Memberships

- a. PATRON
- b. INDIVIDUAL LIFE
- c. HONORARY

Membership dues and fees shall be established by the Board of Counselors. The Counselors reserve the right to refuse membership to any applicant.

SECTION 2. All adult members of this corporation shall be qualified to hold office, to originate, take part in the discussion of, and vote upon any subject that may properly come before any meeting of the Association.

SECTION 3. LIFE MEMBERS shall be under no obligation to make further contributions or to pay dues to the Association.

SECTION 4. Annual dues shall become due and payable on the first day of the month in which the member joined the Association. The Membership Chair or designee shall mail a statement (to the last known address shown in the records of the Association) to each dues-paying member not later than the first day of the month preceding the membership anniversary. Annual dues shall become delinquent if not paid within 90 days of the due date.

SECTION 5. Any member whose current dues are not paid in accordance with the foregoing section shall be suspended from membership.

ARTICLE 3

Board of Counselors

SECTION 1. There shall be a Board of no fewer than eleven (11) directors who shall be known as Counselors. They will be elected and hold office for a term of three (3) years. No person may be elected as Counselor for more than three (3) consecutive terms but shall be eligible for re-election after the lapse of one (1) year from the expiration of the last term served.

SECTION 2. Nominations and elections of Counselors

- a. Elections shall be by written ballot and shall be conducted in such a manner as to ensure facility of voting and secrecy of the ballot.
- b. The President shall appoint a NOMINATING COMMITTEE consisting of three (3) members which shall report its nominations to the President not later than three (3) weeks before the date of the Annual Meeting of the Association. Prospective Counselors may not be nominated without their consent.
- c. Ballots shall be prepared and mailed by the Secretary to the last known address on the records

not later than fourteen (14) days prior to the Annual Meeting of the Association.

d. The President shall appoint an ELECTIONS COMMITTEE consisting of three (3) members which receive the sealed ballot envelopes, tally and report the results to the membership at the Annual Meeting of the Association.

SECTION 3. Vacancies

Any vacancy resulting from a cause other than expiration to the term to which the Counselor was elected or appointed may be filled through action by a majority of the remaining Counselors, regardless of quorum. Such appointment shall be valid only until the next succeeding Annual Meeting of the Association, at which time the vacancy or vacancies shall be filled by election in the prescribed manner for the remainder of the term to which the former Counselor was elected.

SECTION 4. Powers of Board of Counselors

The administrative powers of the Association shall be vested in the Board of Counselors, which shall have entire charge, control and management of the property, affairs and funds of the Association, and shall have the power and shall have the power and authority to do and perform all acts and functions not inconsistent with the Articles of Incorporation, these By-laws or the laws of the State of California.

SECTION 5. Meetings of the Board of Counselors

Meetings of the Board of Counselors shall be held at such time and place as the Counselors may determine or upon call of the President, or upon written request of two (2) or more Counselors made to the President.

SECTION 6. Quorum

A quorum shall consist of a majority of the Counselors currently serving.

SECTION 7. Open meetings

All meetings of the Board of Counselors and of the various committees shall be open to any member of the Association in good standing except for discussion of personnel, in which case final action will take place in a closed meeting.

SECTION 8. Absence of Counselors

Absence of a Counselor from three (3) consecutive Board meetings without prior notification to the Board shall constitute resignation of that Counselor from the Board.

ARTICLE 4

Officers

SECTION 1.

The Officers of the Association shall be PRESIDENT, one or more VICE-PRESIDENTS, SECRETARY, TREASURER, MEMBERSHIP CHAIR and such other officers as the Counselors may authorize.

SECTION 2.

All officers shall be elected by the Board of Counselors and shall hold office at the pleasure of the Board for a period of one (1) year or until their successors shall have been duly elected and qualified.

SECTION 3.

- a. The PRESIDENT shall call and preside at all meetings whether of the Association or of the Board of Counselors and shall be ex officio a member of all committees.
- b. The VICE-PRESIDENT or VICE-PRESIDENTS (should there be more than one) shall, in the order of their election as Counselors, perform the duties of the president in his/her absence and when so acting shall have all the power and authority of the President.
- c. The SECRETARY shall act as Secretary of both the Board of Counselors and of the Association; prepare the agenda for all meetings of the Counselors and the Association; act as custodian of all records, reports and correspondence of the Association and of the Counselors; prepare and mail ballots and be responsible for the keeping and reporting of adequate records of all transactions and the minutes of all meetings of the Association and of the Counselors.
- d. The TREASURER shall have the custody of all funds of the Association; be responsible for establishing an accounting system which will give a true and accurate account of the financial transactions of the Association and for reports of such transactions as are presented to the Counselors; ensure that all expenditures are made in the best interests of the Association and that all accounts payable are presented promptly to the Counselors or to such committees or persons as the Board may designate for authorization for payment.
- e. The MEMBERSHIP CHAIR shall handle all matters directly related to membership in the Association and cooperate as appropriate with the Treasurer.

SECTION 4. Re-election

Any person elected to the same office of the Association for two (2) consecutive terms must wait one year to become eligible for re-election to the same office. This restriction does not apply to the office of SECRETARY, TREASURER or MEMBERSHIP CHAIR.

ARTICLE 5

Committees of the Board of Counselors

SECTION 1.

The committees of the Board of Counselors shall be standing or special.

SECTION 2.

There shall be an EXECUTIVE COMMITTEE consisting of the officers of the Association. This committee shall have power to transact necessary business of the Association during the interim between meetings of the Counselors.

Funding requests over \$1,000 must be discussed at board meeting and cannot be voted on by Exec. Committee alone. First proposed May 29, 2013, approved June 26, 2013.

ARTICLE 6

Meetings of the Association

SECTION 1. Annual Meeting

An annual meeting of the Association shall be held during the second week of February each year at a time and place to be designated by the Board of Counselors. Notice of said meeting shall be mailed to each member by the Secretary, addressed to the last known address of each member, at least fourteen (14) days before said meeting. Such notice shall contain the agenda of said meeting.

SECTION 2. Special meetings

Special meetings of the members of the Association may be called by the President, by majority of the Board or by ten (10) voting members in good standing. Said meetings must be called for a stated purpose. A notice of said meeting shall be mailed by the Secretary; addressed to the last known address of each member, and such notice shall state the purpose of said meeting. No action may be taken by the membership at said meeting except as to matters set forth in the notice.

SECTION 3. Quorum

Twenty (20) members shall constitute a quorum at all meetings of the membership.

ARTICLE 7

Funds of the Association

SECTION 1.

No member, Counselor or officer of the Association may incur any indebtedness in the name of the Association without prior authorization by a quorum of the Board of Counselors or a quorum of the Executive Committee, provided however that the officers of the Association may make necessary expenditures for approved operational expenses (e.g. office supplies, rent, filing fees) without such prior authorization.

SECTION 2. Gifts and bequests

The Board of Counselors may receive gifts and bequests and administer the same for the use and benefit of the Association.

ARTICLE 8

Seal

The Association shall have a seal consisting of a circle having on its circumference the words "TORREY PINES ASSOCIATION. INCORPORATED CALIFORNIA" and in the center, FEB. 27, 1950."

ARTICLE 9

Dissolution

This corporation is not formed for profit but solely for the purposes above set forth. No member, Counselor or officer shall have any personal, proprietary, or beneficial interest in the property of the corporation either during its corporate existence or by dissolution; it being hereby expressly provided that all property acquired by it and/or the proceeds thereof shall be devoted in perpetuity to the purposes set forth in Article 1 hereof. In the event of any dissolution, at any time, of the corporation, all of its property, real, personal and mixed, shall be conveyed, transferred and assigned to another existing non-profit corporation or one to be organized for the same or similar purposes, with no personal, proprietary or beneficial interest to be vested in any of its members, Counselors or officers.

ARTICLE 10

Special Elections

Special elections shall be by written ballot and shall be conducted in such a manner as to ensure facility in voting and secrecy of the ballot.

ARTICLE 11

Fiscal Year

The fiscal year shall be the calendar year.

ARTICLE 12

Parliamentary Rules

All proceedings of all meetings shall be covered and conducted according to the latest edition of Robert's Rules of Order.

ARTICLE 13

Amendments

These By-laws may be amended either by (1) an affirmative vote of a majority of a quorum of the Board of Counselors at any regular or special meeting of said Board, provided a full statement of such proposed amendments shall have been given in the notice calling the meeting, or by (2) approval by a majority of a quorum of the members of the Association at any regular or special meeting of the Association called for this purpose, provided said call shall include a full statement of such proposed amendment of the By-laws.

Article 14

Conflict of Interest Policy

A Conflict of Interest Policy was adopted on October 3, 2013, and a procedure set up for board members and officers to disclose whether they, or people close to them, may be in a position to benefit from something the nonprofit is doing. This policy will assure funders that the chief officers of the nonprofit organization understand the importance of handling charitable dollars prudently and responsibly.

Adopted: February 27 1950
TPA 06106

Amended: February 13 1975
May 13 1977
June 9 1986
December 9 1989
June 8 1996
January 9 1998

November 19, 2009

March 26, 2014