



## **BYLAWS OF OCEAN AVENUE ASSOCIATION**

### **ARTICLE I. NAME, OFFICE, PURPOSE**

Section 1.1 **Name**. The name of this corporation is Ocean Avenue Association (“OAA”), a California nonprofit mutual benefit corporation (“Corporation”).

Section 1.2 **Location**. The principal office for the transaction of business of the Corporation shall be located in the City and County of San Francisco, California (“City”). The Board of Directors of the Corporation (“Board” or “Board of Directors”) may change the principal office from one location to another by resolution of the Board.

Section 1.3 **Purpose**. Subject to the limitations stated in the Articles of Incorporation, the purposes of this corporation shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under the California income taxation under section 23701e of the California Revenue and Taxation Code and Section 501(c)(6) of the Internal Revenue Code, as may be amended.

### **ARTICLE II. MEMBERS**

**Section 2.1. Classes and Voting**. There shall be one class of members of this corporation. Members shall each be entitled to one vote on all matters for which a membership vote is permitted by law, the Articles of Incorporation, or the Bylaws of this corporation.

- A. A member is defined as someone on the board who is in good standing.
- B. Members are entitled to vote to elect Directors.

**Section 2.2. Qualifications**. Every member of the corporation must comply with all eligibility requirements and policies established by the Board of Directors.

**Section 2.3. Dues**. Each member must pay dues in the amounts established by the Board on an annual basis in accordance with the Membership Dues Policy.

**Section 2.4. Good Standing**. Those members who have paid the required dues in accordance with Membership Dues Policy as determined by the Board and who are not suspended shall be members in good standing.

**Section 2.5. Termination of Membership.** Membership may be terminated by the Board of Directors after giving the member at least fifteen days written notice by first class or electronic mail of the termination and the reasons for the termination, and an opportunity for the member to be heard by the Board, orally or in writing, not less than five days before the effective date of the termination. The decision of the Board shall be final and shall not be reviewable by any court. A membership shall be terminated on the occurrence of any of the following events:

2.5.1. Resignation of a member following written notice to the Corporation;

2.5.2. Expiration of the period of membership as may be determined by the Board;

2.5.3. Occurrence of any event that renders a member ineligible for membership or failure to satisfy membership qualifications;

2.5.4. A material failure to observe Board policies or engaging in conduct that materially prejudicial to the purposes and interests of the corporation.

2.5.5. A failure to pay membership dues as set by Board policies.

### **ARTICLE III. MEETINGS.**

**Section 3.1 Annual and Regular Meetings.** The annual and regular meetings of the members shall be held on a date set by the Board of Directors.

**Section 3.2 Special Meetings.** Special meetings of the members shall be held at the call of the Board of Directors, or by the call of 25% of the members of the corporation by a demand signed, dated, and delivered to the corporation's Secretary. Such demand by the members shall describe the purpose for the meeting. No business, other than the stated purpose of the special meeting, may be transacted at a special meeting. Special meetings shall be held within 2 business days after a valid request has been delivered to the corporation's Secretary or as soon thereafter as a quorum can be established for the special meeting.

**Section 3.3. Notice of Meeting.** Written notice of all meetings of the corporation shall be given to each member at the last address of record, by first class or electronic mail at least seven days before the meeting, or by means other than first class mail at least 30 days but not more than 60 days before the meeting. The notice shall include the date, time, place, and purpose of the meeting.

## **ARTICLE IV. QUORUM and VOTING.**

**Section 4.1. Quorum.** A majority plus one of all members (50% +1) shall constitute a quorum for the transaction of business at any meeting of the corporation.

**Section 4.2. Voting.** A majority vote shall be defined as fifty percent of the quorum of members in attendance at a meeting, unless these Bylaws or state law provides differently. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. No voting by proxy is allowed.

**Section 4.3. Action by Consent.** Any action required or permitted by law to be taken at a meeting of the members may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the members.

## **ARTICLE V. BOARD OF DIRECTORS**

**Section 5.1. Duties and Powers.** The affairs of the corporation shall be managed by the Board of Directors. Subject to the provisions of the Articles of Incorporation of the Corporation (the "Articles of Incorporation"), the California Nonprofit Mutual Benefit Corporation Law, and any other applicable laws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

**Section 5.2. Number.** This corporation will have a minimum of 6 Directors and 13 maximum number of Directors.

**Section 5.3 Term and Election.** The term of office for Directors shall be three (3) years. A Director may be re-elected for an additional three (3) year term(s). Board members who are completing two consecutive elected three (3)-year terms of office are not eligible to run for a third consecutive term. At least one (1) year must separate their next attempt at an elected three (3)-year term.

**Section 5.4. Removal.** Any Director may be removed, with or without cause, at a meeting called for that purpose, by a vote of a majority of the members entitled to vote at an election of Directors.

**Section 5.5. Vacancies.** Vacancies on the Board of Directors and newly created Board positions shall be filled by a majority vote of the Directors then on the Board of Directors.

**Section 5.6. Quorum and Action.** If a quorum is present, action is taken by a

majority vote of Directors present. Where the law requires a majority vote of all Directors in office (a) to establish committees that exercise Board functions, (b) to amend the Articles of Incorporation, (c) to sell assets not in the regular course of business, (d) to merge, to dissolve, or (5) for other matters, such action is taken by that majority as required by law.

**Section 5.7. Regular Meetings.** Regular meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors and noticed in accordance with Article III, Section 3.1. No other notice of the date, time, place, or purpose of these meetings is required, except as otherwise provided in these Bylaws.

**Section 5.8. Special Meetings.** Special meetings of the Board of Directors shall be held at the time and place to be determined by the Board of Directors in accordance with Article III, Section 3.2. Notice of such meetings, describing the date, time, place, and purpose of the meeting, shall be delivered to each Director personally by a time-stamped electronic communication not less than 24 hours prior to the special meeting.

**Section 5.9. Meeting Electronically.** Any regular or special meeting of the Board of Directors may be held by telephone or electronic means, as long as all Directors can hear or read each other's communications during the meeting or all communications during the meeting are immediately transmitted to each participating Director, and each participating Director is able to immediately send messages to all other participating Directors. All participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

**Section 5.10. Action by Consent.** Any action required or permitted by law to be taken at a meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action to be taken or so taken, shall be signed by all the Directors. A written communication includes a communication that is transmitted or received by electronic means. Signing includes an electronic signature that is executed or adopted by a Director with the intent to sign. Consent by email is considered written consent if the Director intended to sign it.

**Section 5.11. Conflicts of Interest.** Each Director shall perform the duties of a Director, including duties as a member of any committee of the Board upon which the Director may serve, in good faith, in a manner that is free of conflicts of interest, and as such Director believes is in the best interests of the Corporation. Each Director shall comply with the Conflicts of Interest Policy adopted by the Board and consistent with the California Corporations Code provisions applicable to California nonprofit mutual benefit corporations.

**Section 5.12. Compensation.** Directors and Officers shall receive no compensation for their service as Directors or Officers.

## **ARTICLE VI. COMMITTEES**

**Section 6.1. Executive Committee.** The Executive Committee will be composed of a minimum number of four (4) Officers of the Board as set forth in section 7.1 below. The

Executive Committee shall have the authority to make on-going business decisions between Board meetings, subject to reporting to the Board on all actions taken, and shall have the authority to make financial and budgetary decisions consistent with the fiscal policies of the organization.

**Section 6.2. Other Committees.**

The Board of Directors may establish such other committees as it deems necessary and desirable. Such committees may exercise the authority of the Board of Directors or may be advisory committees.

**Section 6.3. Composition of Committees Exercising Board Authority.** Any committee that exercises any authority of the Board of Directors shall be composed of three or more Directors, elected by the Board of Directors by a majority vote of the number of Directors in office at that time.

**Section 6.4. Quorum and Action.** A quorum at a Committee shall be a majority (50% + 1) of all members of that Committee in office immediately before the meeting begins. If a quorum is present, action is taken by a majority vote of the Directors present.

**Section 6.5. Limitations on the Powers of Committees.** Committees may not authorize payment of any kind to its Directors or Officers; may not approve dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the corporation's assets; may not elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; and may not adopt, amend, or repeal the Articles, Bylaws, or any resolution by the Board of Directors.

**Section 4.6. Delegation.** The Board may, at any time, revoke or modify any or all of the authority that the Board has delegated to a committee, increase or decrease (but not below three) the number of members of a committee, and fill vacancies in a committee from the members of the Board.

**ARTICLE VII. OFFICERS**

**Section 7.1. Titles and Qualifications.** The officers of this corporation shall be the President, Vice President, Secretary, and Treasurer. All officers of this corporation must be members in good standing of the Board of Directors.

**Section 7.2. Election and Term.** The Board of Directors shall elect the officers to serve one year terms. An officer may be re-elected without limitation on the number of terms they may serve.

**Section 7.3. Vacancy.** A vacancy in any office shall be filled not later than the first regular meeting of the Board of Directors following the vacancy.

**Section 7.4. Other Officers.** The Board of Directors may elect or appoint other officers, agents and employees as it shall deem necessary and desirable. They shall hold their offices for such terms and have such authority and perform such duties as shall be determined by the Board of Directors.

**Section 7.5. President.** The President shall be the chief executive officer of the corporation and shall act as the Chair of the Board. The President shall have any other powers and duties as may be prescribed by the Board of Directors.

**Section 7.6. Vice President.** The Vice-President shall be a director of the Corporation and will preside at meetings of the Board of Directors in the absence of, or request of the President. The Vice-President shall perform other duties as requested and assigned by the President, subject to the control of the Board of Directors.

**Section 7.7. Secretary.** The Secretary shall have overall responsibility for recordkeeping. The Secretary shall perform, or cause to be performed, the following duties: (a) official recordkeeping of the minutes of all proceedings of the Board of Directors and members' meetings and actions; (b) provision for notice of all meetings of the Board of Directors and members; (c) authentication of the records of the corporation; (d) maintenance of current and accurate membership lists; and (e) any other duties as may be prescribed by the Board of Directors.

**Section 7.8. Treasurer.** The Treasurer shall have the overall responsibility for all corporate funds. The Treasurer shall perform, or cause to be performed, the following duties: (a) maintenance of full and accurate accounts of all financial records of the corporation; (b) deposit of all monies and other valuable effects in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors; (c) disbursement of all funds when proper to do so; (d) presentation of financial reports as to the financial condition of the corporation to the Board of Directors; and (e) any other duties as may be prescribed by the Board of Directors.

## **ARTICLE VI. CORPORATE INDEMNITY and INSURANCE**

This corporation will indemnify to the fullest extent allowed by law any person who is made, or threatened to be made, a party to an action, suit, or other proceeding by reason of the fact that the person is or was a Director, officer, employee, volunteer, or agent of the corporation or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 (or its corresponding future provisions) with respect to any employee benefit plan of the corporation. No amendment to this Article that limits the corporation's obligation to indemnify any person shall have any effect on such obligation for any act or omission that occurs prior to the later of the effective date of the amendment or the date notice of the

amendment is given to the person. The corporation shall interpret this indemnification provision to extend to all persons covered by its provisions the most liberal possible indemnification—substantively, procedurally, and otherwise.

In addition to the foregoing, the Board of Directors shall purchase and maintain Director’s and Officer’s Liability insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as Director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the Director and incurred by the Director in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify the Director against such liability.

x.x No Self-Dealing

The Board of Directors shall not engage in any conduct or act which would constitute “self-dealing” as defined in Section 4941(d) of the Internal Revenue Code of 1986, as now enacted or as hereafter amended.

**ARTICLE VII. DISSOLUTION**

Upon dissolution of this organization, any assets remaining shall be distributed as determined by the Board of Directors to the membership or one or more qualified nonprofit corporations or foundations which have substantially similar goals and objectives.

**ARTICLE VIII. AMENDMENTS TO BYLAWS**

The Board of Directors may vote to amend or repeal these Bylaws or to adopt new ones by a majority vote of Directors, if a quorum is present. Prior to the adoption of the amendment, each Director shall be given at least three days’ notice of the date, time, and place of the meeting at which the proposed amendment is to be considered, and the notice shall state that one of the purposes of the meeting is to consider a proposed amendment to the Bylaws and shall contain a copy of the proposed amendment.

DATED ADOPTED: December 11, 2023

\_\_\_\_\_, President

CERTIFICATE OF SECRETARY

The undersigned certifies that they are the Secretary of the Ocean Avenue Association and that the foregoing Bylaws of the Corporation, comprised of 8 pages, including this certificate, were duly adopted at the duly called meeting of the Corporation held on December 11, 2023.

\_\_\_\_\_  
President

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Secretary

Original Bylaws adopted: December 11, 2023.