

Oceanside Coastal Neighborhood Association Bylaws

ARTICLE I

The name of this non-profit corporation is OCEANSIDE COASTAL NEIGHBORHOOD ASSOCIATION.

ARTICLE II

MEMBERSHIP

Owners and/or residents of legal age in the Oceanside Community shall be eligible for membership in this corporation. Each member present at a general meeting shall be entitled to one vote on each matter submitted to a vote of the members.

(a) Annual donation as set by the Board of Directors, payable on the anniversary of each year after their first donation, constitutes a voting membership.

ARTICLE III

MEETINGS OF MEMBERS

A monthly meeting of the membership shall be managed by its Board of Directors who must be resident property owners, resident property renters or business owners within the boundaries of OCNA. OCNA's said boundaries are Mission Ave., Oceanside Blvd., 5 Freeway and the Ocean.

(a) The number of directors shall be seven (7) serving for a term of one (1) year. A quorum shall be five (5) members.

(b) These directors shall be elected by the membership present at each annual meeting and shall take office as of the following meeting.

(c) Directors may serve three (3) consecutive one year terms, any director having served 3 consecutive terms is then ineligible to sit a fourth (4) term and must sit out a year before running for director again, unless there is no other candidate running for the position or 75% of the voting membership votes to waive the three (3) year rule.

ARTICLE IV

OFFICERS

The officers of this corporation shall be: President, Vice President, Administrator, and Treasurer.

(a) The officers of the corporation shall be elected every one (1) year at a regular meeting of the membership.

(b) The term of the elected officer shall be for one (1) year. No officer shall hold the same office for more than three (3) terms in succession; unless there is no other available candidate or unless 75% of the voting

membership votes to waive the 3-term rule. In addition any officer or director may be recalled from office by the membership with a 75% vote to recall said officer or director.

(c) Board Meetings shall be held monthly. The Board may conduct business by email at any time provided votes taken by email constitute a quorum. A director may cast a vote of abstention that shall serve to postpone the email vote until a monthly or special meeting is convened. Special Board meetings must have at least two days' advance written or email notice.

(d) Vacancies may be filled for the remainder of the terms by the majority of the vote of the membership.

(e) Three consecutive absences from the monthly Board meetings of any director without valid reason shall be deemed a resignation.

(f) A majority of Board members shall constitute a quorum.

(g) The officers and directors of the Oceanside Coastal Neighborhood Association shall have full charge of the property and business of the corporation with full power to conduct and manage same, subject to the instruction of the Council membership.

(h) The finances shall be handled by the treasurer who shall collect and receive all money due. These monies shall be disbursed only on order of the Board of Directors who may establish written blanket orders for regular and continuing ordinary expenses for maintenance of the corporation's business and property holdings. An audit shall be made before the end of each fiscal year by a person or persons decided upon by the Board of Directors.

(i) The administrator shall keep minutes of meetings of members and Board of Directors and shall keep and append minutes of actions conducted by email to the next meeting minutes.

(j) The Board is responsible for maintaining the corporate records, documents, and seal.

ARTICLE V

AMENDMENTS TO BYLAWS

The bylaws of Oceanside Coastal Neighborhood Association may be amended at a regular meeting of the membership by a majority of the vote of those present providing the amendment had been publicly posted.

To avoid conflict of interest, any public OCNA representation must be approved by the board.

ARTICLE VI

CONDUCT OF MEETINGS

Roberts Rule of Order Revised shall govern all meetings in all cases which are not governed by the bylaws of this association.

ARTICLE VII

DISSOLUTION

In the event of dissolution, the property held by this non-profit corporation shall be transferred to another non-profit corporation for charitable purposes as set forth in the Statutes of the State of California, and as further described under the tax exempt directive Section 501, paragraph 3 of the Internal Revenue Code of the United States Government.

ARTICLE VIII

INDEMNIFICATION

(a) Right of Indemnity

To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding", as that term is used in that Section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," as used in this bylaw, shall have the same meaning as in Section 5238 (a) of the California Corporations Code.

(b) Approval of Indemnity

On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(0) of the California Corporations Code, the board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(0) has been met and, if so, the board shall authorize indemnification. If the board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the board shall promptly call a meeting of the Members. At that meeting the Members shall determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(0) has been met and, if so, the majority of Members present at the meeting shall authorize indemnification.

(c) Advancement of Expenses

To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under Sections (a) and (b) above in defending any proceeding covered by those Sections shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the corporation for those expenses.

ARTICLE IX

INSURANCE

The corporation shall have the right to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising out of the officer's, director's, employee's, or agent's status as such.