

The Peninsula Alliance

A Community Support Organization
FEIN 83-1000688

The Peninsula Alliance

BYLAWS

Adopted May 11, 2018

ARTICLE I - Location and Fiscal Year

Section 1.

The location and principal place of business of The Peninsula Alliance shall be at 2304 Worden Street, San Diego, California, 92107.

Section 2.

The organization fiscal year shall be from September 1 to August 31 of the following calendar year. The Board of Directors, at its discretion, may change the fiscal year of the organization at any time by majority vote.

Section 3. The Mission Statement

To support and improve the quality of life through collaboration with community organizations on projects and events in the San Diego Peninsula and the surrounding region.

ARTICLE II – Membership

Section 1.

ELIGIBILITY. Anyone, sincerely interested in the objectives of The Peninsula Alliance (hereinafter referred to as the “TPA”), able to meet the requirements of active membership.

Section 2. CLASSES OF MEMBERSHIP

(a) Active. An active member shall maintain regular attendance, shall be a member of a minimum of one committee, and shall be responsible to the Fundraising Committee for assistance with at least one project annually. Active members shall have full membership obligations, be able to hold an elected office and be able to vote.

ARTICLE III - New Members

Section 1

Due to the building of the TPA modified rules may apply until we reach a desired membership count)

One application form shall be issued by the Membership Committee to the prospective member. This form shall be returned to the Chairman of the Membership Committee. The Board shall review all new members.

Section 2.

The request for membership shall be accepted in writing, accompanied by dues to be paid to the Organization.

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Section 3.

a) A member who plans to resign from the organization shall submit a written letter of resignation which will be acknowledged in same. Such members may request reinstatement.

b) Reinstated members shall pay their pro-rated dues and any initiation fees.

ARTICLE IV - Dues and Assessments(

Section 1.

The annual membership dues, due and payable the month of September of each year shall be:

Active\$120.00

Lifetime.....\$1200.00

Section 2.

The Board may decide to reinstate the initiation fee by two-thirds vote from members at a general meeting.

Section 3.

Any member failing to pay dues on or before November 1st shall be notified of delinquency by the Treasurer in writing. Any member not paying on or before January 1st shall be dropped from full membership, will not be able to vote, and shall not be eligible for reinstatement until past dues are paid in full.

Section 4.

Any change in dues and any assessment or fee to be levied on the members shall be by two-thirds vote of the Board of Directors. Board Members must be notified of the purpose of the meeting ten days in advance in writing.

Section 5.

The dues for new members shall be pro-rated at \$10.00 per month. Initial membership is \$120.00. Second year is prorated.

ARTICLE V - Meetings

Section 1.

The Organization year shall begin with the installation of the officers at the general meeting in September.

Section 2. ANNUAL MEETING. The annual meeting of the members of the Organization for the election of officers and directors, for the submission of the reports of the chairmen of the Standing Committees, and for the transaction of such other business as may properly come before such meeting, shall be held in August of each calendar year, in the Point Loma area, or at such time and/or place and upon such notice as the Board of Directors may determine.

Section 4. SPECIAL MEETINGS. Special meetings of the organization board may be called by the Board of

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Directors and shall be called upon the written request of at least half of the members of the Board of Directors. Board members shall be notified at least ten days in advance of said meeting with the purpose.

Section 5. QUOROM. At all general and special meetings a quorum shall consist of one half of the seated board members plus one.

ARTICLE VI – Officers

Section 1. The Voting Officers of the Organization shall be: The seated board members

Said officers shall be elected at the annual meeting of the organization and have their installation at the first general meeting in September, shall serve two year or until the installation of their respective successors. No officer may be elected to the same office for more than two consecutive terms (4 years).

(a) The Officers shall be elected to serve a term of two years. The Directors shall be elected to serve a term of two years. One half of the board stands for election each year.

Section 2. DUTIES AND POWERS OF OFFICERS

(a) All officers shall attend and may vote at all Organization meetings, Executive Committee meetings, and Board of Directors meetings.

(b) All officers must attend, vote and participate in any committees and sub-Organization to their expected involvement level.

(a). Duties and Powers of the President

1. The President shall chair all general Organization meetings.
2. The President shall be an ex-officio member of all committees, except the Nominating Committee.
3. The President shall approve all committee chairmen.
4. Upon itemized receipt from any Organization member, the President is authorized to pre-approve a disbursement up to \$100.00 for non-budgeted items.
5. Aside from Treasurer, the Executive Board, excluding the Treasurer, shall have the authority to sign checks.
6. President is responsible for signing all tax returns, and other necessary documents.

(b). Duties and Powers of the First Vice President

1. The Vice President will assist the President in their duties and assume the duties of the President in the absence or inability to serve. The Vice President and the President should communicate often and share full disclosure on all levels of Organization business so that he/ she may assume the Presidential

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role if needed.

2. Under the direction of the Vice President a committee will review the by-laws.

3. The Vice President shall prepare and present to the Board of Directors and to the general membership the proposed revision or amendments to the bylaws.

4. The Vice President shall be the chairman of the Philanthropy Committee, and is responsible for any philanthropic publicity, outside of Organization fundraising events, or any other philanthropic involvement opportunities.

5. The Vice President shall function as the Organization's public representative as deemed advisable by the Board of Directors. The Vice President shall assume a public role in the local community and shall be as active as necessary to promote the Organization socially.

(c). Duties and Powers of the Treasurer

1. The Board of Directors shall be insured to protect the organization from loss.

2. The Treasurer shall keep accurate records of all monies received and disbursed in a permanent book, which shall be available upon written request.

3. The Treasurer shall present the Treasurer's report at all Executive Committee, Board of Directors and general Organization meetings, when requested.

4. The Treasurer is responsible for all monies in a depository approved by the Executive Committee.

5. The Treasurer must retain all financial records of the Organization for 7 years.

6. The Treasurer shall oversee the preparation of the proper income tax forms for the Internal Revenue Service for the Organization year in which served, as well as all the financial statements of the Organization, including the end-of-the-year financial statements.

7. The Treasurer shall compile the budget for the coming year. Budget needs to be provided to all board members prior to voting.

8. The Treasurer shall be responsible for monthly reporting budget to committee members. Expenditures exceeding 15% of budget line item will not be reimbursed or made without board approval.

9. The Treasurer shall maintain sufficient working capital to meet business needs on recommendation of the Board of Directors. The Treasurer, along with the President shall share responsibility for the safety and soundness of Organization funds.

(d). Duties and Powers of the Secretary

1. The Secretary is to schedule and distribute meeting agendas, minutes, and other administrative functions as required by the Board.

2. Officers who do not perform their duties will be so warned by the Secretary to execute their duties

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or submit a resignation.

(e). Duties and Powers of Committees

1. The Board has the authority to create and dissolve duties as needed. Duties and powers will be established for those purposes at that time.

Section 3. Vacancy of Office

A. Vacancy of an elected office may be filled at the discretion of the Board, when such a vacancy occurs before the end of the term for their office. The Board may at that time decide to fill the temporary vacancy with a member of Their choice. Suggestions from the Officer on temporary leave may also be considered.

B. Vacancy of the Presidential office shall be filled by the First Vice President who shall then instruct the Nominating Committee to be re-activated and propose candidates for the vacancy of the office of First Vice President at the next Organization meeting. The new officer shall be installed at the meeting during which was elected and assume those duties immediately.

C. Non-communication and Non-attendance of any member of the Board of Directors for two consecutive regular Board meetings without a valid excuse, or three consecutive Board meetings with a valid excuse, shall be equivalent to a resignation.

D. Board members and Officers unable to attend meetings in person shall make all attempts possible to join the meeting remotely via telephone or internet. While connected remotely the Board members and Officers may actively participate, make motions, second motions, and vote. Board members and Officers who have missed a meeting are responsible for reading minutes and keeping current with Organization decisions and issues.

ARTICLE VII - BOARD OF DIRECTORS

Section 1.

(a) The Board of the Organization shall consist of the following members: President, Vice-President, Secretary, and Treasurer. The Board shall not exceed nine seats.

(b) The President shall act and be chairman of the board of Directors and the Recording Secretary shall act and be secretary of the Board of Directors.

Section 2. MEETINGS

(a) Regular meetings of the Board of Directors shall be held on a date in each calendar month at such time and place as the Board of Directors shall determine.

(b) Special Meetings of the Board of Directors may be called at any time by the President. It shall be mandatory to call a special meeting of the Board of Directors upon the request of any five members of said Board. Notice of time and place of special meetings of the Board of Directors shall be given at

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least three days prior to said meeting.

(c) One annual general meeting will be held in the first month of the Organization's fiscal year.

ARTICLE IX- NOMINATIONS, ELECTIONS & VOTING

Section 4. VOTING

(a) Voting for Officers and Directors shall be sent to Members for vote in July.

(b) Voting shall be by ballot except when there is but one candidate for the office, when the ballot may be waived and a unanimous vote cast for said candidate.

ARTICLE X – COMMITTEES

Section 1.

A Committee may be organized for special activities upon approval of the Board of Directors.

Section 2.

Membership in any Committee shall be limited to members of the Organization.

Section 3.

At any time throughout the year Committees shall be created and that committee shall elect a Committee Chairman and such other officers as are necessary to conduct the business of said Committee for the duration necessary.

Section 4.

The Chairman of each Committee shall present a monthly report when called upon to do so and shall provide a quick annual report at the annual meeting.

Section 5.

An auditing committee shall be formed once a year, this committee functions independently of the Treasurer for the purpose **of double checking Organizations books.**

ARTICLE XI - AMENDMENTS

These Bylaws may be amended at any Organization meeting by a two-thirds (2/3) vote every three (3) years unless for special need, provided the members have been previously notified in writing.

ARTICLE XII - PARLIAMENTARY AUTHORITY

Robert's Rules of Order shall govern this Organization in all cases where they are not inconsistent with these Bylaws. Meetings shall follow orderly parliamentary procedure. It is the responsibility of all Board, Officers and

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Directors of this Organization to know, understand, and implement these procedures.

ARTICLE XIII-ORGANIZATION PROPERTY

The property of this Organization is irrevocably dedicated to charitable purposes and no part of the income or assets of this corporation shall ever benefit a private person. Upon dissolution, after payment, or provision for payments, of all debts and liabilities of this Organization, remaining assets, shall be distributed to a non-profit fund, foundation or corporation in San Diego, California, which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code.

ARTICLE XV - STANDING RULES

1. All Board member, Officers, Directors, or Members shall treat one another with respect and graciousness and honor. Gossipy behavior is strictly against Board policy.
2. If any Board member, Officer, Director or Member has any issue with another Organization member they may choose to request the assistance of any other member to resolve the issue.
3. Members are limited to serving in one (1) elective office at a time.
4. Any officer may be asked by any other officer to take their place on a committee at any time if need be. This action must be approved by the President.

ARTICLE XVI

BOARD OF DIRECTORS CONFLICT OF INTEREST POLICY The Peninsula Alliance Board of Directors

PURPOSE

The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of The Peninsula Alliance or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Conflict of Interest Policy and Disclosure Form in their capacity as directors, the members of the Board of Directors (the "Board") of The Peninsula Alliance must act at all times in the best interests of The Peninsula Alliance. The purpose of this policy is to help inform the Board about what constitutes a conflict of interest, assist the Board in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest where necessary. This policy may be enforced against individual Board members as described below:

CONFLICT OF INTEREST POLICY

1. Board members have a fiduciary duty to conduct themselves without conflict to the interests of

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The Peninsula Alliance. In their capacity as Board members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of The Peninsula Alliance.

2. A conflict of interest is a transaction or relationship which presents or may present a conflict between a Board member's obligations to The Peninsula Alliance and the Board member's personal, business or other interests.
3. All conflicts of interest are not necessarily prohibited or harmful to The Peninsula Alliance, However, full disclosure of all actual and potential conflicts, and a determination by the disinterested Board (or The Peninsula Alliance Executive Committee) members – with the interested Board member(s) recused from participating in debates and voting on the matter – are required.
4. All actual and potential conflicts of interests shall be disclosed by Board members to The Peninsula Alliance Executive Committee through the annual disclosure form and/or whenever a conflict arises. The disinterested members of the The Peninsula Alliance Executive Committee shall make a determination as to whether a conflict exists and what subsequent action is appropriate (if any). The Peninsula Alliance Executive Committee shall inform the Board of such determination and action. The Board shall retain the right to modify or reverse such determination and action, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.
BOARD OF DIRECTORS CONFLICT OF INTEREST POLICY AND DISCLOSURE FORM
5. On an annual basis, all Board members shall be provided with a copy of this policy and required to complete and sign the acknowledgment and disclosure form below. All completed forms shall be provided to and reviewed by The Peninsula Alliance Executive Committee, as well as all other conflict information provided by Board members.

BOARD OF DIRECTORS CONFLICT OF INTEREST POLICY AND DISCLOSURE FORM ACKNOWLEDGMENT AND DISCLOSURE FORM

I have read The Peninsula Alliance Board Conflict of Interest Policy set forth above and agree to comply fully with its terms and conditions at all times during my service as a The Peninsula Alliance Board member. If at any time following the submission of this form I become aware of any actual or potential conflicts of interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify The Peninsula Alliance President in writing. Disclosure of Actual or Potential Conflicts of Interest:

Board Member Signature: _____

Board Member Printed Name: _____

Date: _____