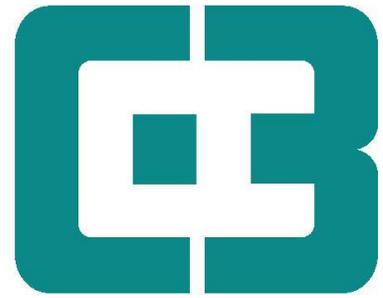


CITIZENS COORDINATE FOR CENTURY 3



BYLAWS CITIZENS COORDINATE FOR CENTURY 3

ARTICLE I - Name

The name of this association shall be "Citizens Coordinate for Century 3". The authorized abbreviation of this name shall be "C-3".

ARTICLE II - Purpose and Policy

Section 1. Purpose

C-3 shall be an organization of informed citizens committed to the preservation and enhancement of the San Diego area's natural and man-made environment, through development of public-interest policies in land use, urban design, open space and regional planning. It shall strive to achieve the highest standards of environmental quality, physical design, economic benefit and social progress.

Section 2. Policy

It shall be the policy of C-3 to concern itself with the overall planning and environmental goals of the San Diego region. C-3 shall present objective information, constructive opinion, and educational programs reflecting the deliberations of its members. It shall be a non-partisan, non-profit organization.

ARTICLE III - Membership

Section 1. Requirements

Any person, who subscribes to the purposes and policy of C-3 as set forth above, shall become a member upon receipt by C-3 of the required dues. A member may be removed for reasons other than dues delinquency upon a 2/3 vote of the Board of Directors (the "Board").

Section 2. Types of Membership

The Board shall establish levels of Individual and Group memberships. The associated donation amounts and benefits accruing to each level shall be detailed in a table available to current and prospective members.

Section 3. Dues

Annual dues for each category of membership shall be established by the Board. Dues shall be assessed on an anniversary (12 month) basis. Any person whose dues are more than 60 days in arrears shall be removed from membership.

ARTICLE IV - Board of Directors

Section 1. Duties

The authority for management and operation of C-3 shall be vested in the Board. This includes, but is not limited to, the exercise of all corporate powers, including the power to appropriate money, contract for services and employ staff, and to authorize public statements on the organization's behalf. The Board may establish and exert oversight over the formation and tasks of standing and special committees.

Section 2. Meetings and Quorums

The Board shall meet regularly on a pre-determined schedule, and otherwise as necessary, at dates and times established by the Board. A quorum shall consist of a majority of members of the Board then holding office.

Section 3. Composition and Term of Office

- A. The Board shall consist of no more than fifteen directors. Twelve directors shall be elected by the general membership. At the option of the Board, up to three, at-large director positions may be appointed by the Board each year. An immediate past-president no longer seated as an elected director shall, if agreeable, be appointed to one of the three at-large seats.
- B. The term of each elected director shall be three years and shall commence at the first meeting of the Board held in January of the year following the election of directors by the general membership. An elected director who has served two successive elected terms shall be ineligible for election for one year after concluding their second term.
- C. The term of each director-at-large position shall be one year and shall commence at the date of the appointment by the Board of Directors.

Section 4. Election

- A. Four directors shall be elected each year by the general membership.
- B. The immediate past president shall oversee the election of directors and may convene a committee to assist with the election process. The Board shall appoint a member not standing for election to fulfill this duty if the immediate past president is not a current member of the Board. Eligible candidates for director positions shall be members in good standing (membership dues paid as of the date of the ballot distribution).
- C. Each member in good standing shall be entitled to vote by secret ballot for up to four candidates. Neither cumulative voting nor voting by proxy shall be permitted.
- D. The election ballots shall be distributed to the general membership no later than November 1st.
- E. The election shall be conducted at-large, by secret ballot, and shall be concluded no later than December 1st of each year.
- F. The election results shall be certified by the committee and reported to the Board at the December meeting. The Board shall report the election results to the general membership no later than December 25th.
- G. All elected and appointed board members shall annually attest to both the C-3 Conflict of Interests and Board Member Duties policies.

Section 5. Vacancies

Whenever a vacancy shall occur, the Board of Directors may select a successor to hold office for the unexpired portion of the term vacated.

Section 6. Removal of Directors

Any director more than 60 days in arrears in dues shall be automatically removed. Absence without notification to the Secretary from two successive Board meetings shall result in the automatic removal of a director unless otherwise voted by the Board. A director may be removed for cause by a two-thirds vote of directors at a special meeting called for the purpose of hearing the removal, and at which the director in question shall have the opportunity to be heard.

Section 7. Advisory Board

The Board of Directors may establish an Advisory Board for such purposes as the Board deems appropriate.

ARTICLE V - Officers

Section 1. Officers

The officers of C3 shall consist of the President, Vice President, Secretary and Treasurer.

Section 2. Duties

The duties of the officers are as follows:

- A. The **President** shall be the Chairperson of the Board and shall have such broad discretion in overseeing all aspects of C3's operations as authorized by the Bylaws and those policies, procedures and/or other actions established by the Board. The President shall preside over General Membership, Board of Directors and Executive Committee meetings.
- B. The **Vice President** shall preside in the absence of the President, and shall serve as President when a vacancy occurs in the office of President. The Vice President shall carry out such other duties and responsibilities, as may be directed by the President and/or the Board of Directors.

- C. The **Secretary** shall maintain the registry of members and directors, record the minutes of Board and Executive Committee meetings, maintain a record of the activities of C-3, maintain and make available a current set of these Bylaws, and perform all other such duties as prescribed by the Bylaws and/or the Board.
- D. The **Treasurer** shall be responsible for the care and custody of all funds and property of C-3 in accordance with the policies and procedures established by the Board. The Treasurer shall compile and report on a monthly basis a financial statement to the Board, which shall include all income and expenses, cash balances, outstanding obligations and required budget reports. The Treasurer shall provide a written financial statement at the annual membership meeting for the most recently completed fiscal year of the organization.

Section 3. Election of Officers

At the first meeting of the Board in any year, the directors shall elect all officers. Each elected officer shall serve a one-year term.

Section 4. Vacancies

The Board shall fill any vacancy in any office for the unexpired portion of the vacated term.

ARTICLE VI - Executive Committee

Section 1. Composition and Quorum

The Executive Committee shall consist of all officers of C-3. A quorum shall consist of a majority of its members.

Section 2. Duties

The Executive Committee shall exist to take action on behalf of the Board if action is required between meetings of the Board, other than as limited by Section 3 of this Article. Any such action is subject to ratification of the Board. The Executive Committee shall also perform all actions and responsibilities as directed by the Board.

Section 3. Limitations

Notwithstanding the powers delegated to the Executive Committee, the Executive Committee shall not:

- A. Take any action required by statute to be taken by the full Board or by the membership;
- B. Fill any vacancy on the Board
- C. Adopt, amend or repeal these Bylaws;
- D. Amend or repeal any action of the Board that, by its express terms, cannot be amended or repealed by a committee of the Board;
- E. Exercise those powers that are prohibited by law;
- F. Take any action contrary to a directive of the Board.

ARTICLE VII - Parliamentary Authority

The rules contained in Robert's Rules of Order, Revised, shall govern C-3 in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, the Articles of Incorporation, or any applicable laws.

ARTICLE VIII– General Membership Meetings

Section 1. Annual Meeting

The annual membership meeting shall be held each year. At least two weeks prior to the annual meeting, the Secretary shall notify all members of C-3 of its place and time. At the annual meeting the President shall present an Annual Report which shall review the major activities of the preceding year and set forth objectives for the coming year.

Section 2. Special Meetings

When the President deems it necessary, the President may call a special meeting of the general membership. The President shall call a special membership meeting upon receipt of a written request by eight directors or by ten percent of the members in good standing. At least two weeks' notice shall be required for a special meeting. At a special meeting, the membership may exercise all the authority of the Board as set forth in Article IV, Section 1.

ARTICLE X - Public Statements

Other than the President, or without authorization of the President or Board, no member, director, officer, committee chair, employee or consultant of C-3 shall represent C-3 in making any statements regarding the organization's actions or positions.

ARTICLE XI - Amendments

These Bylaws may be amended by a vote of two-thirds of the sitting membership of the Board, provided that proper notice shall be given the entire membership of C-3 that amendment of the Bylaws is to be considered at the specified Board meeting. Alternatively, these Bylaws may be amended by a majority vote of the members of C-3 at an Annual Meeting or Special Meeting of the membership, provided that proper notice shall be given the membership of that amendment of the Bylaws is to be considered at such a meeting.

“Sitting Membership of the Board” is every person currently holding the title of C-3 director.

“*Proper Notice*” is written notice by mail or email 14 days in advance of the proposed meeting at which the action will be considered.

Adopted by the Board of Directors, September 27, 1995

Amended by the Board of Directors, April 7, 2014

Amended by the Board of Directors, March 7, 2016

Amended by the Board of Directors, January 16, 2017

Amended by the Board of Directors, January 22, 2019