

By Laws for The Committee of One Hundred for the Preservation of Spanish Colonial Architecture in
Balboa Park, San Diego, California

Article I - Name and Purpose

Section 1. The name of the corporation is "The Committee of One Hundred for the Preservation of Spanish Colonial Architecture in Balboa Park, San Diego, California".

Section 2. The purpose of the organization is to conduct, coordinate, manage, build and promote the preservation and restoration of Spanish Colonial architecture of public buildings in Balboa Park, San Diego, California. Such purposes shall be supported by fund-raising, events, tours, lectures and other means as may be deemed appropriate by the Board of Directors.

Section 3. These By-Laws revoke and replace all currently existing By-Laws of the corporation.

Article II - Members

Section 1. Any person is qualified to become and remain a member upon approval of the Membership Chairman and payment of the annual dues as determined by the Board of Directors. The Secretary of the corporation shall keep and maintain a record of the names and addresses of the members.

Section 2. The categories of membership shall be determined by the Board of Directors and may be changed or amended by the Board of Directors.

Section 3. The Board of Directors shall determine the annual membership dues.

Section 4. No member shall be personally liable for debts, obligations or liabilities of the organization.

Section 5. A member may have his or her membership terminated by a vote of three-quarters of the serving Directors.

Article III - Meetings of Members

Section 1. Meetings of the members shall be held at such time and place as may be designated by the Directors.

Section 2. An Annual Meeting of the members shall be held during the month of May or June of each year at a time and place in San Diego County, California, as is designated by the President of the corporation, at which time the members shall elect the directors and officers of the corporation for the following year. The members shall receive reports on the activities of the corporation and shall determine the direction of the corporation for the coming year. Notice of the time and place of a meeting of members shall be mailed to the members not less than seven days prior to the meeting.

Section 3. Special meetings of the members of the corporation may be called by the President, or by a majority of the Directors, at such time and place as may be determined by the President or by a majority of the Board of Directors. Notice of the time, place and reason for such special meeting shall be mailed to the members not less than seven days prior to the meeting.

Section 4. The members present at a properly noticed meeting shall constitute a quorum.

Section 5. Each member shall be entitled to one vote at a meeting of the members. All issues which are voted on shall be determined by a simple majority of those present at the meeting.

Section 6. Meeting of members shall be presided over by the President, or in the event of his disability or inability to so serve, by the Vice President. The Secretary shall act as secretary at a meeting of members and shall keep the minutes of the meeting. Roberts Rules of Order shall govern the meeting to the extent they are not inconsistent with the laws of California or with these bylaws.

Article IV - Directors

Section 1. The corporation shall have a Board of Directors consisting of thirty-six Directors. They shall be responsible for overall policy and direction of the corporation and may delegate the responsibility for day to day operations to staff and committees.

Section 2. The Board of Directors shall exercise the powers of the corporation and conduct its affairs. The action of a majority of the directors present at a regular or special meeting duly held shall be the act of the Board of Directors. A quorum shall consist of the directors present at a regular or duly noticed meeting of the Directors.

Section 3. The Board of Directors shall meet at least quarterly at a time and place designated by the President of the corporation. The Board of Directors may meet at such other time and place as may be determined by a majority of the Board of Directors or as may be called by the President. The Board shall call and conduct one general meeting of members each year. Notice of a meeting of the Board of Directors shall be given to each Director by written notice at least two weeks prior to the date of the meeting.

Section 4. Any member in good standing is eligible to serve as a Director. Directors shall be elected by a simple majority of members present at the annual meeting. A Director shall serve without compensation and shall hold office for a period of three years and until a successor Director is elected. A Director may serve successive terms without limitation. One-third of the total number of Directors shall be elected at each annual meeting. In the event of the death, resignation or incapacitation of a Director, his or her successor shall be elected by a majority of the Board of Directors to serve the unexpired portion of his or her term. Nominations for such successor may be made by any Board member not less than two week prior to a meeting of the Board. Such nominations shall be announced at the next meeting of the Board and voted upon at the following meeting of the Board. A simple plurality of the Directors present and voting shall elect such successor Director.

Section 5. Upon qualification of the Board of Directors at the annual meeting, the Board shall, by majority vote, elect the President who shall be the Chairman of the Board of Directors and shall preside at all meetings of the Board. In the event the Chairman of the Board is unable to preside at a meeting, the Vice President shall act in his place and stead. The Directors shall also elect such other officers as may be required for the proper functioning of the Corporation. If there should be a vacancy in the office of Chairman at any time other than the expiration of the term of the Chairman, the Vice President shall become the Chairman and the Board of Directors shall, by majority vote, elect the successor Vice President.

Section 6. The Board of Directors may create such committees and sub-committees as it deems necessary and appropriate to facilitate the administration of the affairs of the corporation, and may delegate to such committees such duties, functions and other matters as the Board deems appropriate. The creation, function, staffing, membership and objectives of a committee shall be described by the Board in creating the committee and shall be set forth in the minutes of the meeting creating the committee. A committee which is created shall continue in existence until terminated by the Board, unless the authorization creating the committee sets forth a termination date for such committee.

Article V - Officers

Section 1. The officers of the Corporation shall consist of the President, who shall be the Chairman of the Board of Directors, a Vice President who shall serve as President and Chairman of the Board if the serving President should cease to serve or is unavailable, unable or unwilling to serve, and a Secretary and a Treasurer. The Board of Directors may appoint such other and additional officers as it deems appropriate in the operation and administration of the affairs of the corporation. Each officer shall be elected at the annual meeting and shall serve until the next annual meeting. If an officer ceases to act during his or her term, his or her successor to complete such term shall be appointed by the Board of Directors by majority vote of the voting Directors.

Section 2. The duties of the officers shall be specified by the Board of Directors. No officer of the corporation shall be personally liable for any debt or obligation of the corporation arising out of such officer's faithful discharge of his or her corporate duties.

Section 3. Each officer of the corporation shall serve without compensation, but each officer shall be reimbursed for expenses incurred on behalf of the corporation.

Article VI - Finance

Section 1. The corporation shall be financed from membership dues, from such other and further contributions as may be received by the corporation and from such fund raising activities as may be authorized by the Board of Directors. Funds which are raised for a particular project may not be used for any purpose other than for such particular project without the approval and consent of the Board of Directors made and entered in the minutes of the meeting so authorizing the use of such funds.

Section 2. All funds received by the corporation shall be deposited in such banks and depositories as may be directed by the Board of Directors in an account or accounts in the name of the corporation. The President of the corporation, or the person so authorized by him or by her, shall acknowledge all gifts and donations to the Corporation.

Section 3. ~~Except as otherwise directed by resolution of the Board of Directors, all checks, drafts, orders for payments of money and evidence of indebtedness of the Corporation in the sum of \$1,000 or more shall be signed by the Treasurer and countersigned by the President or his or her authorized agent. Checks, drafts orders for payment of money and evidence of indebtedness of the corporation for amounts less than \$1,000 may be signed individually by the President (or his or her authorized agent) or the Treasurer.~~(amended 9/15/2014)

Section 3. Except as otherwise directed by resolution of the Board of Directors, all checks, drafts, orders for payments of money and evidence of indebtedness of the Corporation in the sum of \$3,000 or more shall be signed by the Treasurer and countersigned by the President. Those for less than \$3000 but more than \$1000 shall be signed by the Treasurer and approved in writing or e-mail by the President or his or her authorized agent. Checks, drafts, orders for payment of money and evidence of indebtedness of the corporation for amounts of \$1,000 and less may be signed individually by the President (or his or her authorized agent) or the Treasurer.

Section 4. No member, or officer, of the corporation may, at any time, receive any of the earnings, income, receipts, pecuniary profits or funds of the corporation, except that this provision shall not preclude the Board of Directors from authorizing payment of reasonable compensation to any person for services which are rendered to the corporation .

Section 5. The corporation shall act on the basis of a calendar year for corporate matters. The corporation may file appropriate state and federal tax returns on a fiscal year basis as determined by the Treasurer.

Article VII - Parliamentary Authority

Section 1. The Rules contained in the current edition of Roberts Rules of Order, duly revised, shall govern the Committee of One Hundred in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special Rules of Order which the corporation may adopt.

Article VIII - Amendments

Section 1. These by-laws may be altered, amended or revoked by a vote of two thirds of the Directors present at a regular meeting of Directors or at a special meeting called for such purpose. The full text of a proposed amendment or revocation must be included with the notice of the meeting mailed to the Directors.

CERTIFICATION

The current By-Laws of the Committee of One Hundred were revoked and the forgoing By-Laws were approved and adopted by the Directors at a regular meeting of the Board of Directors of the Committee of One Hundred on August 15, 2006.

_____ [Paul Rucci] _____
Secretary

Amended 8/19/2008 to include the following:

Non-discrimination Statement

The Committee of One Hundred does not discriminate against individuals on the basis of race, color, sex, sexual orientation, gender identity, religion, disability, age, marital status, veteran status, ancestry, or national or ethnic origin, whether in eligibility for organization membership or membership on its board of directors or in the administration of its policies, programs or activities.

Amended 9/15/2014 to include the following:

Conflicts of Interest Statement

Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Once the director or officer who has the conflict of interest has withdrawn, the matter may be approved by a majority vote of the disinterested directors if they determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

CHANGE to Bylaws: Article VI Finance

Section 3. Except as otherwise directed by resolution of the Board of Directors, all checks, drafts, orders for payments of money and evidence of indebtedness of the Corporation in the sum of \$3,000 or more shall be signed by the Treasurer and countersigned by the President. Those for less than \$3000 but more than \$1000 shall be signed by the Treasurer and approved in writing or e-mail by the President or his or her authorized agent. Checks, drafts, orders for payment of money and evidence of indebtedness of the corporation for amounts of \$1,000 and less may be signed individually by the President (or his or her authorized agent) or the Treasurer.