

UNIVERSITY CITY PARKS COUNCIL

AMENDED BYLAWS

The name of the organization is University City Parks Council (UCPC). The organization is organized in accordance with the Nonprofit Corporation Act of California, as amended.

The purpose of this organization is to promote recreation programs in University City, a neighborhood of San Diego, California, through planning, administering, publicizing, and coordination. This organization engages in fundraising, event planning, advocacy, promotion, and related activities to benefit parks and recreation.

The organization has not been formed for the making of any profit or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit, the trustees, directors, or officers, or other individuals. The assets and income shall only be used to promote corporate purposes as described in its purpose statement, as well as any other lawful activity under the Nonprofit Corporation Act of California. The organization is permitted to invest and/or deposit corporate funds into interest bearing accounts or investments in accordance with Internal Revenue Code § 4940. Any interest accrued or profit made by the organization's investment constitutes an incidental activity of the organization and does not affect the organizations nonprofit status as provided by Internal Revenue Code § 513. Nothing contained herein, however, shall be deemed to prohibit the payment of reasonable compensation to employees and independent contractors for services provided for the benefit of the organization.

This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

The organization does not be discriminate based on terms of race, ethnicity, religion, color, age, sexual orientation, national origin, citizenship, gender, physical or mental ability, marital status, financial status, or social status in accordance with Gov. Code § 12586 and Cal. Code Regs., tit. 11 § 312.1.

On December 20, 2017, City Council approved R-311478 which (among other things) authorized the appropriation of revenue collected by the recreation councils. As of July 1, 2018, the City of San Diego's Parks and Recreation Department, under the direction of the San Diego City Attorney, formally separated the Standley Park Recreation Council from the City's Recreation Advisory Group. As of July 1, 2018, the Standley Park Recreation Council has been extinguished, and UCPC operates as a separate entity and there is no co-mingling of UCPC funds with City funds. UCPC is not a California local government agency and is therefore not subject to the Brown Act.

ARTICLE I MEETINGS

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors with a minimum 72 hours email notice.

Section 2. Special and Regular (Monthly) Meetings. Special and regular (monthly) meetings may be requested by the President or the Board of Directors. Regular (Monthly) Meetings are open to the public.

Section 3. Notice. Written notice of all meetings shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be emailed to all directors of record at least 72 hours prior to the meeting.

Section 4. Place of Meeting. Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. Unless the articles of incorporation or bylaws provide otherwise, the Board of Directors may permit any or all directors to participate in a regular (monthly) or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may simultaneously hear each other during this meeting. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Section 5. Quorum. The minimum number of Board of Directors and Officers who must be present at a Meeting to establish quorum for that Meeting valid is a simple majority of the Directors less any vacant positions. In the absence of a quorum, a majority of the present directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The Directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in representation of less than a quorum. Decisions on action items and voting must occur with a quorum.

ARTICLE II DIRECTORS

Section 1. Number of Directors. The organization shall be managed by a Board of Directors consisting of nine or more Director(s), including the four Officers, with a maximum of 15 Directors. One (or more) Directors may choose to represent Doyle Community Park, one (or more) Directors may choose to represent Nobel Community Park, and one (or more) Directors will represent Standley Community Park. Directors may choose which neighborhood park(s) to represent. Persons interested in serving on the Board of Directors must attend at least two consecutive Regular (Monthly) Meetings before making a formal written application to the

President and a verbal request to the Board of Directors at a third consecutive meeting. Action on the applicant will be considered at a fourth meeting.

Section 2. Election and Term of Office. Directors shall be elected at a Regular Meeting. Each director shall serve a one-year term and can be reelected by a majority vote of the Officers and Board of Directors.

Section 3. Conflict of Interest. Officers and the Board of Directors shall disclose commitments and obligations and/or relationships and any conflict of interest that may influence their vote on a particular issue that comes before the Board of Directors.

Section 4. Regular (Monthly) Meeting. The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new chairpersons and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution. Regular (Monthly) Meetings are open to the public. Voting will take place at Regular (Monthly) Meetings.

Section 5. Special Meeting. Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing 72 hours email notice. Minutes of the meeting shall be sent to the Board of Directors within four weeks after the meeting. No binding decisions on action items or voting will take place at a Special Meeting except in the case of an emergency; any such emergency action must be reported and confirmed at the next Regular Monthly Meeting.

Section 6. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors, unless the vote of a greater number is required by law or by these bylaws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records.

Section 7. Informal Action. Actions taken by Committees are considered Informal Actions and must be reported and confirmed at the next Regular Monthly Meeting.

Section 8. Removal / Vacancies. A director shall be subject to removal at a meeting called for that purpose and must be approved by a 2/3rds majority vote. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal, lack of regular attendance, or any other cause such as gross negligence, bylaws infraction, and/or illegal act, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Section 9. Committees. To the extent permitted by law, the Board of Directors may appoint a committee or committees, as needed, temporary or permanent, and designate the duties, powers

and authorities of such committees. Committee chairs, or their designate, are expected to attend Monthly Meetings.

ARTICLE III OFFICERS

Section 1. Number of Officers. The officers of the organization shall be President, Vice-President, Treasurer, and Secretary. Two or more offices may not be held by one person.

President. The President shall be the chief executive officer and shall preside at all meetings of the Board of Directors and its Executive Committee, if such a committee is created by the Board.

Vice President. The Vice President shall perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.

Secretary. The Secretary shall give notice of all meetings of the Board of Directors and Executive Committee, shall keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization. The Secretary shall maintain the minutes of the Board of Directors' meetings and all committee meetings. The secretary shall maintain all relevant corporate records in accordance with Cal. Govt. Code § 27322.2 at UCPC's principal place of business or at a location approved by a majority vote of the Board of Directors.

Treasurer/CFO. The Treasurer shall be responsible for conducting the financial affairs of the organization as directed and authorized by the Board of Directors and Executive Committee, if any, and shall make reports of corporate finances as required, but no less often than at each meeting of the Officers and Board of Directors. The Treasurer shall prepare financial statements, reports, or any other necessary legal documents in accordance with the organization's fiscal year, which shall commence on January 1st of each year and shall conclude on December 31st of that same year.

Section 2. Executive Committee. The Executive Committee consists of the President and at least one other officer who can meet and make decisions and carry out actions in an emergency situation with the same powers as the Board of Directors. Executive Committee decisions and actions must be reported and confirmed at the next Regular Monthly Meeting.

Section 3. Election and Term of Office. The officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors, immediately following the annual meeting. Each officer shall serve a one-year term and can be reelected by a majority vote of the Board of Directors.

Section 4. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the organization for any reason or no reason at all by a 2/3rds majority vote. Any vacancy that occurs for any reason may be filled by the Board of Directors.

ARTICLE IV

POWERS OF THE BOARD OF DIRECTORS

Section 1. Fundraising. The Board of Directors is empowered through a majority approval of the Board of Directors to solicit and accept donations and grants on behalf of the organization.

Section 2. Financial Safeguard. No action that financially binds the organization may be taken by (or on behalf of) any individual or committee without the expressed 2/3rds approval of the Board of Directors. Actions that bind the organization in a non-financial capacity may not be taken (or on behalf of) by any individual or committee without a simple majority approval of the Board of Directors.

Section 3. Request for Funding. Donations to worthwhile organizations which have made a formal request by completing a Request for Funds application and have announced their request at a Regular Meeting require a 2/3rds approval vote of the Board of Directors.

Section 4. Disbursement of Funds. Payments for services and to vendors, suppliers, and talent will be made by approved invoice with a 2/3rds approval vote of the board required for approval of disbursement of funds of \$500.00 and above. All checks must be signed by two officers.

ARTICLE V

RULES OF ORDER

Section 1. Roberts' Rules of Order. The organization is not bound to the Roberts Rules of Order, but the Board of Directors may choose to follow the Robert's Rules for organization Meetings except when it conflicts with the bylaws.

Section 2. Voting Authority. Each Officer and Director, including the President, is entitled to one vote and only one vote.

Section 3. Board of Director Attendance. The Board of Directors are expected to attend Regular (Monthly) and Special Meetings and to inform the President when unable to attend. If a director is unable to attend a Regular or Special Meeting, the director shall provide written notification of his/her absence to another director or officer 48 hours before the meeting.

ARTICLE VI AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the Board of Directors by a two-thirds majority of a quorum vote at any regular (monthly) or special meeting. The text of the proposed change shall be distributed to the Board of Directors at least ten (10) days before the meeting.

ARTICLE VII INDEMNIFICATION

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this organization shall be indemnified and held harmless by the organization to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the organization to provide broader indemnification rights) except for acts constituting gross negligence, intentional misconduct, malfeasance, or illegal activity. If a director is accused of gross negligence, intentional misconduct, malfeasance, or illegal activity, the board can indemnify the director by a 2/3rds majority vote of the Board of Directors. However, should the director be found liable for gross negligence, intentional misconduct, malfeasance, or illegal activity through a judicial, administrative, or like proceeding, then the director must repay all funds advanced by the organization for the legal defense of said director to UCPC within 30 days of the final proceedings. This organization carries Directors and Officers business liability insurance.

ARTICLE VIII DISSOLUTION

The organization may be dissolved only with authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than two-thirds (2/3) vote of its Board of Directors. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows:

All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made therefore. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to a charitable or educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

Certification

John Schindel, President of University City Parks Council, and Venkat Sethuraman, Secretary of University City Parks Council, certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on September 26, 2019.

I certify that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the initial Board of Directors on September 26, 2019.

John Schindel, President

Venkat Sethuraman, Secretary