

**BYLAWS of
STOP POLLUTING OUR NEWPORT, INC.
("SPON")**

A Public Benefit Nonprofit Corporation

ARTICLE I. NAME

The name of this corporation shall be STOP POLLUTING OUR NEWPORT, INC., but such name may be abbreviated in all corporate documents as "SPON."

ARTICLE II. PRINCIPAL OFFICE

The principle office for the transaction of the business of the corporation ("principal executive office"), is located in the County of Orange at Newport Beach, California, but said office may be changed by the Board.

ARTICLE III. OBJECTIVES AND PURPOSES

The objectives and purposes of this corporation shall be:

1. To preserve the residential character and quality of the City of Newport Beach.
2. To become informed as to all matters affecting the development of the City of Newport Beach, and to take action against such development as may tend to adversely affect the ecology and environment of Newport Beach or its bay.
3. To work closely with all governmental and private agencies whose regulation or activities have a direct or indirect effect upon the ecology and environment of Newport Beach or its bay.
4. To establish a continuing education program and to facilitate the exchange of information on all matters affecting the ecology and environment of Newport Beach amongst members and the general public.
5. To have and exercise all of the rights and powers conferred upon nonprofit public benefit corporations under the California Nonprofit Corporation Law.

ARTICLE IV. NONPROFIT NATURE

This Corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above and it shall be nonprofit and non-partisan. The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

ARTICLE V. DEDICATION OF ASSETS

The properties and assets of this nonprofit corporation are irrevocably dedicated to public or charitable purposes. No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or Director of this Corporation. On liquidation or dissolution, all properties, assets, and obligations shall be distributed and paid over to an organization dedicated to similar charitable or public purposes, provided that the organization continues to be dedicated to the exempt purposes specified in Internal Revenue Code Section 501(c)(3).

ARTICLE VI. MEMBERSHIP AND DUES

1. Categories. The classes of membership in this corporation shall be as follows:

A. Individual Membership – Individual membership shall be open to all persons interested in the goals, objectives, and purposes of SPON as set forth in Article III of these bylaws;

B. Family Membership – Family membership shall be open to any group who live together in the same dwelling unit, and each of whom meets the above criteria for Individual Membership. Family memberships shall be entitled to two votes, and shall be counted as two members for computing quorum. etc. When SPON communicates with its members, only one communication is sent to each entire family;

C. Sustaining Membership and D. Sponsoring Membership – Sustaining and Sponsoring Memberships are open to any Individual Member who elects to contribute to the objectives and purposes of SPON such additional sums as shall be fixed by the Board.

2. Dues Annual dues for each category of membership, billed with notice of the annual meeting each year, shall be determined, from time to time, by the Board.

3. Transfer of Membership. No member may transfer for value a membership or any right arising from it. Except in the case of a family membership where a survivor remains, all rights of membership cease on the member's death.

ARTICLE VII. MEETING OF MEMBERS

1. Place of meeting.

Meetings of members shall be held at any place designated by the Board.

2. Annual Meeting.

The annual meeting of members shall be held after March 2 at a date, hour, and place to be fixed by the Board. Members shall be notified of the date, hour, and place, as provided in this Article VII, Section 4.

3. Special Meeting.

A special meeting of members may be called at any time by any of the following: The Board, the President, or ten or more members who submit their request in writing to the President or the Secretary, specifying the general nature of the business proposed to be transacted.

4. Notice of Meetings of Members.

A. General Notice Contents. All notices of meetings of members shall be sent or otherwise given in accordance with this Article VII, section 4 not less than 10 nor more than 90 days before the date of the meeting. The notice shall specify the date, hour, and place of the meeting and

1. in the case of a special meeting, the general nature of the business to be transacted, or

2. in the case of the annual meeting, those matters which the Board, at the time of giving notice, intends to present for action by the members.

B. Notice of Certain Agenda Items. If action is proposed to be taken at any meeting for approval of any of the following proposals, the notice shall also state the general nature of the proposal. Member action on such items is invalid unless the notice or written waiver of notice states the general nature of the proposal(s):

1. Removing a Director without cause;
2. filling vacancies on the Board by the members;
3. amending the bylaws;
4. amending the articles of incorporation; or
5. voluntarily dissolving the corporation.

C. Manner of Giving Notice. Notice of any meeting of members shall be given either personally or by first class mail, postage prepaid, addressed to each member either at the address of that member appearing on the books of the corporation or the address given by the member to the corporation for the purpose of notice. If no address appears on the corporation's books and no other has been given, notice shall be deemed to have been given if notice is published at least once in a newspaper of general circulation in Orange County. Notice shall be deemed to have been

given at the time when delivered personally or deposited in the mail.

5. Quorum.

A. Fraction Required. One-third of the members in good standing shall constitute a quorum for the transaction of business at a meeting of members.

B. Loss of Quorum. The members present at a duly called or duly held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken (other than adjournment) is approved by at least the majority of the members required to constitute a quorum.

6. Adjourned Meeting.

Any meeting of Members, annual or special, whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the members represented at the meeting, either in person or by proxy. But in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article VII.

7. Voting.

A. Record Date. A SPON record date, as in Corporations Code 5611(b), is the date sixty days before the annual meeting, or before any special meeting.

B. Standing. "Good standing" begins when dues are paid, and may be extended by subsequent dues payments. Good standing ends two days before the second record date since the last dues payment.

C. Greeting. For a new member who first pays dues between December 1 and the next record date, inclusive, the first record date shall not be counted in determining if good standing has ended; and that member will not be billed for dues with notice of their first annual meeting.

D. Eligibility to Vote. Members in good standing on the record date shall be entitled to make and to second motions and to cast one vote (two votes for each Family Membership) on all matters submitted to a vote of the members.

E. Manner of Casting Votes. Voting may be by voice or ballot, providing that any election of Directors must be by ballot if demanded by any member before the voting begins.

F. Majority Rule. If a quorum is present, the affirmative vote by the majority of members represented at the meeting, entitled to vote and voting on the matter (other than the election of

Directors), shall be the act of the members.

8. Validating Transactions.

A. Written Waiver, Consent, or Approval. The transactions of any meeting of members, either annual or special, however called or noticed, and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, who was not present in person or by proxy, signs a written waiver of notice or a consent to a holding of the meeting, or an approval of the minutes. The waiver, consent, or approval need not specify either the business to be transacted or the purpose of any annual or special meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Article VII, section 4.B, the waiver, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

B. Waiver by Attendance. Attendance by a person at a meeting shall also constitute a waiver of notice of that meeting, except when the person objects at the beginning of the meeting to the transaction of any business due to the inadequacy or illegality of the notice. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters not included in the notice of the meeting, if that objection is expressly made at the meeting.

9. Action by Written Consent Without a Meeting.

Any action that may be taken at any annual or special meeting of members may be taken without a meeting if notice is given and if written ballots favoring the action are sent by a number of members in good standing on the record date that

A. is greater than the number sending ballots opposing the action, and

B. is also 40% or more of the members in good standing on the record date.

All such written ballots shall be filed with the Secretary of the corporation and maintained in the corporate records. All solicitations of ballots shall indicate the time by which the ballot must be returned to be counted.

10. Proxies.

A. Right of members. Every person entitled to vote shall have the right to do so either in person or

by one or more agents authorized by written proxy, signed by the person and filed with the Secretary of the corporation. Each such proxy must be dated within eleven (11) months of the vote being taken, and may be revoked by either the personal attendance or written statement of the donor of the proxy.

B. Requirement to Set Forth General Nature of Subject of Proxy. Any proxy covering matters requiring a vote of the members on any amendment to the Articles of Incorporation or bylaws, the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all of the corporate assets, a merger with another corporation, or the voluntary dissolution of the corporation, shall not be valid unless the proxy sets forth the general nature of the matter to be voted on.

ARTICLE VIII. ELECTION OF BOARD

1. Rotation of Directors. At each annual meeting, a number of Directors shall be required to retire; the number shall be at least one third of the authorized number of Directors (to the nearest integer). Any Directors elected by the Board itself to fill vacancies during the year shall retire. Any Directors whose last election was three or more annual meetings ago shall retire. If necessary, Directors elected least recently shall retire until the number retiring reaches one third (rounded). Ties shall be resolved by retirement of those who have been on the Board the longest. Any remaining ties shall be resolved by coin toss.

The members shall elect enough replacements to fill all the vacancies. Retiring Directors may be nominated and elected as replacements.

2. Nominations.

A. Nominations by the Board. The Board shall nominate qualified candidates for election to the Board. The report of such nominations shall be forwarded to each member with notice of the annual meeting.

B. Nominations from the floor. At the annual meeting, any member in good standing present, in person or by proxy, may place additional names in nomination.

3. Vote to Elect Directors. Each voter may cast votes for as many candidates as desired, but only one vote for each. Candidates receiving the highest number or votes shall be elected to the vacant positions. Ties shall be resolved by coin toss.

ARTICLE IX. BOARD

1. Powers.

A. General Corporate Powers. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board.

B. Specific Powers. Without prejudice to these general powers, and subject to the same limitations, the Board shall have the power to:

1. Select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these bylaws.

2. Change the principal executive office or the principal business office in the State of California from one location to another; and designate any place within or outside the City of Newport Beach for the holding of any meeting of members, including annual meetings.

3. Adopt, make, and use a corporate seal; prescribe the forms of membership certificates; and alter the form of the seal and certificate.

4. Borrow money and incur indebtedness on behalf of the corporation, and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

2. Number and Qualification of Directors.

There shall be a minimum of 12 and a maximum of 23 Directors, the precise number to be fixed from time to time by the Board. Only SPON members in good standing, verified by the Treasurer, shall be nominated, elected, or serve as Directors.

3. Election and Term of Office of Directors.

Directors shall be elected at each annual meeting of members; however, if any annual meeting is not held or the Directors are not elected at any annual meeting, they may be elected at any special meeting of members held for that purpose. Each Director shall hold office until a successor has been elected.

4. Vacancies.

Any vacancy occurring on the Board shall be

filled by a vote of a majority of the remaining Directors, though less than a quorum, or by appointment by the sole remaining Director. Such Director, so appointed, shall hold office until his successor is elected at the next annual meeting of members or at any special meeting called for that purpose prior thereto.

The Board can also fill or create vacancies by lowering or raising the precise number of Directors, as provided by this Article IX, section 2.

5. Place of Board Meetings.

Regular or special Board meetings may be held at any place that has been designated from time to time by resolution of the Board. Notwithstanding the foregoing, a regular or special Board meeting may be held at any place consented to in writing by all of the Directors either before or after the meeting.

6. Regular Board Meetings.

Regular Board meetings shall be held without call at such time as shall from time to time be fixed by the Board. Such regular meetings may be held without notice.

7. First Board Meeting.

At its first meeting following the annual meeting of members, the Board shall elect officers for the coming year.

8. Special Board Meetings.

A. Authority to call. Special Board meetings may be called at any time by the President, the Vice-President, the Secretary, or any two Directors.

B. Notice. Notice of the time and place of special meetings shall be given to each Director by personal delivery, by telephone, by telegram, or by first class mail, with such notice being given at least 48 hours before the time set for the meeting, or at least 4 days prior to such time if sent by United States mail.

C. Waiver of Notice. Business transacted at any Board meeting, however called or noticed and wherever held, shall be as valid as though conducted at a meeting duly held after regular call and notice, if

1. a quorum is present, and

2. either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes.

9. Quorum.

One third of the authorized number of Directors shall constitute a quorum for the transaction of

business, except to adjourn as provided herein below in this Article IX, section 10. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board, subject to the provisions of the California Nonprofit Corporation Law. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of one or more Directors, so long as any action taken is approved by at least a majority of the required quorum for that meeting.

10. Adjournment.

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place, by giving personal notice thereof to any Director not present at the time of the adjournment.

11. Action Without Meeting.

Any action required or permitted to be taken by the Board may be taken without a meeting if:

A. All Directors consent in writing to the action, or

B. At least two thirds of the authorized number of Directors consent in writing to the action, and the action does not dissolve the corporation, nor amend the Articles or bylaws, nor add or remove any Directors, nor delay or cancel any meetings, nor expend or commit more than 750 dollars.

Written consents shall be sent to the President, who shall take the action when he holds enough consents.

12. Fees and Compensation.

Directors shall serve without compensation, but may be reimbursed for such necessary expenses as are found to be just and reasonable by resolution of the Board.

ARTICLE X. OFFICERS

1. Officers.

The officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve concurrently as President.

2. Election of Officers.

The officers of the corporation shall be Directors chosen by the Board, and each shall serve at the pleasure of the Board.

3. Chairperson Officers.

The Board may appoint, and may authorize the President or other Officer to appoint, such chairpersons as the business of the corporation may require, including membership chair, publicity chair, hostess chair, program chair, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined from time to time by the Board.

4. Removal or Resignation of Officers.

Any officer may be removed, with or without cause, by the Board, at any regular or special meeting, or may resign at any time by giving written notice to the corporation, such resignation to take effect at the date of the receipt thereof by the corporation.

5. Responsibility of Officers.

A. President. The President shall, subject to the control of the Board, generally supervise, direct, and control the business and the Officers of the corporation. He shall preside at all Board meetings and meetings of members, and shall have such other powers and duties as may be prescribed by the Board or the bylaws. The President shall be an ex officio member of all committees and may, in the absence of a Treasurer, endorse checks.

B. Vice-President. In the absence or disability of the President, the Vice-President shall assume all of the powers and duties of the President, and shall perform such other duties as from time to time may be prescribed by the Board or the President. The Vice-President shall be in charge of communications, either by newsletter or by telephone.

C. Secretary. The Secretary shall keep the minutes of all proceedings of the members and of the Board in books provided for that purpose. He shall attend to the giving and serving of notices of all meetings of the members and of the Board. He shall send letters of correspondence directed by the Board and shall execute with the President, in the name of the corporation, all contracts and other obligations and instruments authorized by the Board to be executed. He shall keep and have charge of membership books and records, the bylaws, and such other papers as the Board may direct.

D. Treasurer. The Treasurer shall keep, or cause to be kept, full and accurate accounts of receipts and disbursements of the corporation. He shall inform members of their dues and the Board of

delinquent dues. He shall receive and deposit all monies and other valuables of the corporation in the name of and to the credit of the corporation, in such depository as may be directed by the Board, or, in the absence of such designation, as may be selected by him. He shall disburse, or cause to be disbursed, the funds of the corporation as directed by the Board, and shall render to the President and to the Board, whenever required, accounts of all of his transactions as Treasurer and of the financial condition of the corporation. He shall, in general, perform all of the duties incident to the office.

ARTICLE XI. NON-LIABILITY AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. Non-liability.

The corporation, its Board, Officers and any such independent management as it may retain, shall not be liable to any of its members for any statement, errors or omissions in any reports sent out by the corporation or its agents, whether the same shall be due to the negligence of the corporation, its Board, Officers, or independent management or otherwise; and each and every member or those that hereafter may become members shall be deemed to have expressly released the corporation, its Board, Officers and independent management, from any and all liability for all such statements, errors and omissions, and further, from any and all liability by reason of any agreements, contracts, obligations, acts, steps, or plans entered into or undertaken by the corporation on behalf of its members.

2. Indemnification.

Each present and future Director and Officer, whether or not then in office, shall be indemnified by the corporation against expenses actually and necessarily incurred by or imposed upon him (including but without being limited to, judgments, costs and counsel fees) in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been a Director or officer of the corporation except in relation to the matters as to which he shall be adjudged in such action, suit or proceeding to be liable for gross negligence or misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of other rights to which such Director, officer or individual may be entitled, under any other bylaw, agreement, vote of the members, or as a matter of law, or otherwise.

ARTICLE XII. FISCAL YEAR

The fiscal year of the corporation shall begin on the first day of May and end on the last day of April in each year.

ARTICLE XIII. USAGE

The words “he,” “him,” and “his” herein, shall include “she” and “her.” Except as otherwise provided in these bylaws, the parliamentary procedure set forth in “Parliamentary Law for Nonprofit Organizations” by Howard L. Oleck, as said volume may be revised from time to time, shall govern in any procedural questions.

ARTICLE XIV. AMENDMENT

1. Amendment by members.

These bylaws and the Articles of Incorporation may be amended by approval of the members in good standing or their proxies, or by written assent of these persons.

2. Amendment by Directors.

Subject to the right of members under this Article XIV, section 1, bylaws other than a bylaw fixing or changing the authorized number of Directors may be adopted, amended, or repealed by the Board. However, if the Articles of Incorporation or bylaws adopted by the members provide for an indefinite number of Directors within specified limits, the Board may adopt or amend the bylaw fixing the exact number of Directors within those limits.

[Adopted 1975. Amended 1980, 2004, 2008, 2013, 2018]

*Typography: Times New Roman 12.5 pt
Line spacing 14 pt Bold titles 6 pt extra
Header: Times Nw Rm 8 pt. Hder from top: 0.2 in.
All margins 0.5 in. Column spacing 0.3 in.*