

San Diego Downtown Residents Group

By Laws

Article I Name

Section 1. This organization shall be called the San Diego Downtown Residents Group.

Article II Purpose

Section 1. The San Diego Downtown Residents Group (SDDRG) is a non profit civic organization dedicated to improving the quality of life within the Centre City Redevelopment Area, including the Horton Redevelopment Area and the “Core II” excluded area, (“Downtown”), for residents, workers, and visitors.

Section 2. The Officers and Board of Directors shall operate as a community association under the meaning of IRS code 501(c), to improve public services, housing, parking, preservation of neighborhood traditions and unique architecture, encourage transit, parks, neighborhood library, schools, and host public meetings to encourage this purpose. The SDDRG shall appear and testify on those land use, design, Conditional Use Permit, Neighborhood Use Permit, and other such issues that contribute to the Quality of Life in Downtown.

Article III Membership

Section 1. Membership shall be open to individuals, groups, and organizations interested in furthering the purpose of the DRG.

Section 2. Membership categories and voting entitlements shall include;

- a. Individual Members. Persons residing or owning residences within Downtown who pay the prevailing annual dues for individuals or residence sharing pairs, shall become individual voting members entitled to one vote per person.
- b. Group Members. (1) Condominium/Common Interest Homeowner Associations and Apartment Complex management groups within Downtown that pay the prevailing annual dues for groups shall become group voting members entitled to one vote per group. (2) Or, the above entities that elect to pay the prevailing annual dues for a percentage of the units in their complexes (as determined by the Board of Directors of the DRG) shall become group voting members entitled to one vote per group and

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the residents or homeowners shall become individual members entitled to one vote per person.

- c. Associate Members. Organizations or individuals supportive of the DRG's purpose that pay the prevailing annual dues for Associate Members shall become Associate members.

Section 3. The membership year shall be January 1 through December 31.

Article IV Board of Directors

Section 1. There shall be a Board of Directors (BoD) of not more than 20 members which shall consist of the Officers (5), the person elected by the BoD to stand for one of the Civic Organizations Seats on the Centre City Advisory Committee as representing the DRG, and DRG members in good standing who represent a cross section of Downtown Residents and Organizations (14).

Section 2. BoD members and officers shall be nominated by the nominating subcommittee and elected by the general membership at the last general membership meeting of each year to serve a term of one year.

Section 3. The BoD shall establish an annual budget, dues for each category of membership, and a calendar of programs and dates for the general membership and BoD meetings.

Section 4. The BoD shall research topics of interest to members, plan and conduct informational and educational programs, survey the general membership regarding their opinions relative to Downtown issues, disseminate information to members and communicate with others sharing an interest in Downtown affairs.

Section 5. The BoD may appoint sub committees as necessary.

Section 6. The BoD shall appoint a chairperson to form a Nominating Subcommittee three months prior to annual elections to develop a slate of candidates. The Chairperson shall conduct the election including accepting nominations from the floor.

Section 7. All members of the BoD shall serve as volunteers without pay.

Section 8. The BoD may employ an Executive Director to perform duties as specified in the job description.

Section 9. The Board may seat as a Director a representative of a neighborhood group, who is a DRG member, upon signing a Memorandum of Understanding approved by the BoD.

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Article V Officers

Section 1. Officers shall be President, Vice President, Secretary, Treasurer and Membership Director.

Section 2. Officers shall be DRG members in good standing and shall be elected by vote of the members at the last general membership meeting in each year.

Section 3. Officers shall serve a one year term and may be re elected.

Section 4. In case of vacancy, the officer(s) and BoD shall appoint a DRG member to complete the unexpired term of office. A current officer, except the President, may be appointed to hold more than one office.

Section 5. Duties.

- a. Officers shall serve on the DRG BoD.
- b. President shall direct the affairs of the DRG with the concurrence of the BoD. The President shall serve as chairperson of the BoD, call and preside over all general membership meetings and serve as the official spokesperson of the DRG.
- c. Vice President shall serve as the President in the President's absence and perform other duties as assigned by the BoD,
- d. Secretary shall be responsible for DRG correspondence and for recording, presenting, and preserving, minutes of BoD meetings and the business portion of general membership meetings.
- e. Treasurer shall collect and deposit all funds in an account approved by the BoD, make oral and written reports, and dispense funds as directed by the BoD.
- f. Membership Director shall contact eligible individuals, associations and organizations to solicit memberships and renewals, issue annual membership cards (when used), and maintain a current and accurate database.

Article VI Protocol

Section 1. DRG formal positions on issues shall be determined at general membership meetings by a majority vote of members in attendance.

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Section 2. Such positions may be subsequently reported to appropriate parties as the official DRG position.

Section 3. In the event there is insufficient time to involve the general membership in an important issue affecting Downtown, the BoD may vote on a position, but shall report such a vote as that of the DRG BoD only and not as the official position of the DRG membership.

Section 4. The DRG stationery may be used only for official DRG correspondence or business.

Article VII Meetings

Section 1. All meetings shall be governed by “Robert’s Rules of Order, Revised”.

Section 2. There shall be a minimum of three General membership meetings per calendar year.

Section 3. A general membership meeting shall consist of a business meeting followed by a program and shall be held in a Downtown location.

Section 4. There shall be a minimum of six (6) BoD meetings each calendar year. Meetings shall be open to the public, and there shall be an opportunity for public comment at each meeting.

Section 5. Subcommittee meetings shall be held as necessary.

Article VIII Use of Funds

Section 1. No part of the net earnings shall inure to the benefit of, or be distributable to members, officers, or the BoD except that the DRG shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth in Article Ii hereof. The DRG shall not participate in any political campaign on behalf of any candidate or in opposition to any candidate or in opposition to any candidates for City wide, County, State or Federal office. Notwithstanding any other provision of these Articles, the DRG shall not, except in an insubstantial degree, engage in any activities or exercise any power that are not in furtherance of the purpose set forth in Article II hereof. At all times it is expected that behavior shall be in conformance with that of organizations exempt from federal income tax under section 501(c) of the Internal Revenue Code or corresponding section of any future federal tax code.

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Section 2. Upon dissolution of the DRG, assets shall be distributed for one or more of the exempt purposes in Article II and within the meaning of section 501(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, to the State of California, or the City of San Diego, for a public purpose.

Article IX Amendments

Section 1. These bylaws may be amended by a majority vote of the membership in attendance at a general membership meeting provided there has been at least thirty (30) days notice of the intention to offer the amendment at the meeting.

History:

Adopted May 9, 1990

Amended August 1, 1996 to claim status as IRS 501(c)(4)

Amended December 9, 1999 (Changed term of Officers and Board from 2 to 1 year)

Amended December 8, 2008 (Added Board seats for associated neighborhood groups)