

# CALIFORNIA SHORE AND BEACH PRESERVATION ASSOCIATION

## AMENDED AND RESTATED CHAPTER BYLAWS OF THE CALIFORNIA SHORE AND BEACH PRESERVATION ASSOCIATION

*A State Chapter of the American  
Shore and Beach Preservation Association*

### ARTICLE ONE ORGANIZATION

1.1 Name. The name of this chapter is the California Shore and Beach Preservation Association (“Chapter” or “CSBPA”), which is a state chapter of the American Shore and Beach Preservation Association (“Association”), a New Jersey 501(c)(3) nonprofit corporation. These bylaws have been adopted in accordance with the applicable provisions of the Association’s Articles of Incorporation. The Chapter shall be bound by the bylaws and policies of the Association. All titles, groups, memberships, and meetings called out in this document are in reference to the Chapter, unless specifically identified as relating to the Association.

1.2 Purpose and Intent.

This Chapter is an organization of private sector, academic, nonprofit organization, and government professionals, students, and local community members dedicated to the preservation, restoration, and sustainable use of California’s beaches and coastal environments.

CSBPA seeks to foster dialogue and cooperation on shore and beach issues, including but not limited to shore and beach processes, coastal geomorphology, coastal wetlands, ports, harbors and marinas, shoreline resiliency, coastal recreation, coastal economics, shoreline research, and sediment management.

The purpose of this Chapter is to:

1. Support the professional development and education of Chapter members, students, and the public through meetings, newsletters, publications, workshops, and regional conferences.
2. Engage the community and relevant organizations in identifying important coastal issues.
3. Partner in projects and research relating to coastal preservation, improvement, and resiliency.
4. Review and comment on laws, regulations, programs, projects, and funding pertaining to coastal issues.
5. Advocate for laws, regulations, programs, projects, and funding which promote and support the preservation of shores and beaches.
6. Provide technical expertise on coastal issues and programs.
7. Increase the membership of the Association.

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## ARTICLE TWO MEMBERSHIP

- 2.1 Qualifications. Qualification, classes of membership, admission, removal, and resignation of members of the Chapter shall be the same as for members of the Association.
- 2.2 Admission. Any member in good standing of the Association, residing in California, is automatically admitted as a member of the Chapter. Non-residents may provide written request to the Chapter President for membership in the Chapter.
- 2.3 Honorary Membership. The Board of Directors may elect Honorary Members to the Chapter, which are individuals who have performed outstanding services in advancing the purposes of the Chapter.
- 2.4 Chapter Dues. Dues for Chapter membership shall be determined by the Board of Directors. Presently, there are no dues for membership in the Chapter, other than membership dues owed to the Association. Should dues be established in the future, policies on delinquency and cancellation shall be developed.

## ARTICLE THREE COMMUNICATION

- 3.1 Notice. Any notice required within these by laws may be provided by mail, telephone, or e-mail to the addressee at the last known address or number of the addressee, as reflected by the records of the Chapter. Notice given by any method set forth above shall be deemed delivered on the first calendar day following the posting or transmission thereof, whether or not the notice is actually received by the addressee.
- 3.2 Voting. Voting on items brought before the general membership may be conducted by mail, e-mail, on-line meeting, internet-based polling, or conference call and shall be completed within a one week period unless specified otherwise by the Board of Directors. The Board of Directors shall identify and approve voting methods before votes are cast.

## ARTICLE FOUR MEETING OF MEMBERS

- 4.1 Annual Meeting. The Chapter shall hold an Annual Meeting of the members to be held at such time and place as may be determined by the Board of Directors. Each member of the Chapter in good standing shall be given notice of each Annual Meeting not less than thirty (30) days prior to the date

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of the meeting. The notice shall specify the place, the day, and the hour of such meeting, and shall state the general matter of the business or proposals to be considered or acted upon at such meeting. If applicable, proxy forms will be sent with the notice and will allow either the Secretary or another member in good standing to be designated as proxy.

- 4.2 Special Meetings. Special meetings of members may be called by the President, or if the President is absent or unable or refuses to act, by one of the Vice Presidents, or at the written consent of not less than five (5) Directors, or by written request of not less than one-fourth of the members. Notice of each special meeting shall state the purpose for which said meeting is called and such notice shall be given in the same manner as for the annual meeting of members, except that the required notice shall be not less than five (5) days.
- 4.3 Voting Rights. At all meetings of the Chapter, each member shall be entitled to one (1) vote. In addition, a proxy sent with the meeting notice will allow either the Chapter Secretary or another member in good standing to vote on behalf of an absent member. The current membership records of the Chapter, as of the date of notice, shall constitute proof of valid membership. Honorary members do not have voting rights.
- 4.4 Project Proposals. Any proposals for new Chapter initiatives, projects, or programs to be offered to members for a mail, e-mail, or on-line vote, except election ballots, shall first be approved by the Board of Directors. It shall be the responsibility of the proponent of a proposal to submit such proposal to the President or Secretary of the Chapter in a timely manner sufficient to give the Board of Directors a reasonable opportunity to consider the same prior to the meeting at which the same will be considered. The President, Board of Directors or Executive Committee may approve or comment on any such proposal in any way and at any time.
- 4.5 Quorum. The presence in person or by proxy of one-fourth of the members or one-half of Board of Directors of the Chapter shall constitute a quorum for the transaction of business at any regular or special meeting of the Chapter.
- 4.6 Liabilities. No member of the Chapter shall be personally liable for the debts, liabilities, or obligations of the Chapter.

### ARTICLE FIVE BOARD OF DIRECTORS

- 5.1 Number of Directors. The Board of Directors ("Board of Directors" or "Board") shall consist of up to fifteen (15) Directors.

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- 5.2 Duties and Powers. The Board shall have the following duties and powers, to wit: (1) establish general policy of the Chapter consistent with the policies of the Association to conduct, manage, and control the affairs and business of the Chapter, and make such rules and regulations as they deem best and consistent with these bylaws, (2) elect and remove any Officers of the Chapter, (3) appoint such regular and such special committees as may be required from time to time, (4) control the expenditure of funds, (5) determine the eligibility of applicants for honorary membership, (6) engage in such activities as are necessary to provide adequate funds for the maintenance of the Chapter, (7) carry out all mandates of the Chapter, but in the absence of a specific mandate, take any action it may deem in the interest of the Chapter, and (8) nominate an Executive Committee (subject to provisions of these bylaws) and create additional Committees, and delegate to the Executive Committee any of the powers and authority of the Board in the management of the affairs of the Chapter, except the powers to adopt, amend or repeal bylaws, and fill vacancies on the Board of Directors.
- 5.3 Qualifications. Any member of the Chapter in good standing is eligible for appointment to the Board of Directors.
- 5.4 Term of Office. The regular term of office for a member of the Board of Directors shall be three (3) years. Directors may serve successive, consecutive terms. Terms shall be staggered so that no more than five (5) positions of the Board are changed at the end of any given term. The newly appointed Directors shall assume office at the beginning of the calendar year.
- 5.5 Nominations. The President shall appoint a Nominating Committee a minimum of sixty (60) days prior to the beginning of the calendar year. The Nominating Committee shall nominate candidates for Directors after canvassing the membership by appropriate announcements in the CSBPA Newsletter or other member notifications. Consideration of candidates shall include balancing representation of the Board, to the extent feasible, with: (1) approximately equal geographic distribution from northern and southern California, (2) a variety of technical expertise, backgrounds, and affiliations in coastal disciplines, and (3) the Nominating Committee should consider as a goal the nomination of candidates that reflect the diversity of California's population.
- 5.6 Appointment. The Board of Directors shall appoint Directors from among those nominated by the Nominating Committee.
- 5.7 Vacancies. Vacancies on the Board of Directors may be filled by the President. A vacancy or vacancies on the Board of Directors shall be deemed to exist in the case of the death, resignation, or removal of any Director. If the Board of Directors accepts the resignation of a Director

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rendered to take effect at a future time, the President shall have the power to appoint a successor to take office when the resignation is to be effective, subject to Sections 5.5 and 5.6. No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of their term of office.

### 5.8 Meetings of the Board of Directors.

- 5.8.1 Regular meetings of the Board of Directors shall be held not less than two times a year, the time and place to be set by the President or Executive Committee. Written notice of the time and place of such meetings shall be sent to each Director by mail or electronic means. All such notices shall be sent to each Director entitled thereto not less than thirty (30) days before each meeting and shall specify the place, the day, and the hour of such meeting.
- 5.8.2 Regular meetings of the Board can be held virtually or in person. In-person meetings should alternate locations among different regions of California.
- 5.8.3 Special meetings of the Board of Directors may be called by the President, the Executive Committee, or by the request of five (5) members of the Board of Directors. If the President is absent or unable or refuses to act, special meetings may be called by both Vice Presidents, in which event, the Vice Presidents may set the time and place in the same manner as for regular meetings, with notice of such special meetings being given in the same manner as for regular meetings.
- 5.8.4 Five (5) members of the Board of Directors shall constitute a quorum for any regular or special meeting.
- 5.8.5 Each member of the Board of Directors is responsible to attend all meetings or stay informed of missed meeting proceedings. If a member of the Board of Directors or their designated alternate fails to attend two (2) consecutive Board Meetings, that Directorship shall be considered vacant at the discretion of the Executive Committee. Such vacancy shall be filled pursuant to Section 5.7 of these bylaws.

## ARTICLE SIX OFFICERS

- 6.1 Number and Titles. The Officers of this Chapter shall be nominated from the Board of Directors and include a President, a Northern California Vice President, a Southern California Vice President, a Secretary, and a Treasurer.

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- 6.2 Election. All Officers shall be elected annually by the Board of Directors at the time of the Annual Meeting.
- 6.3 Term of Office. The term of office for all officers shall be for one year and for such additional terms as they shall be elected and qualified by the Board of Directors.
- 6.4 Removal. Any Officer may be removed, by a vote of a majority of the Directors at that time in office, at any regular or special meeting of the Board called for that purpose.
- 6.5 Resignation. Any Officer may resign at any time by giving written notice to the President or the Secretary of the Board of Directors. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and the acceptance of such resignation shall not be necessary to make it effective.
- 6.6 Vacancies. A vacancy in any office, except the President, by death, resignation, removal, disqualification or any other cause shall be filled by appointment of the President to serve the remainder of the term.
- 6.7 President. The President shall be the chief executive Officer of the Chapter and shall, subject to the control of the Board of Directors, have general supervision, direction and control of the business and Officers of the Chapter. They shall preside at all meetings of the Chapter, the Board of Directors and the Executive Committee. They shall be an ex-officio member of all Standing Committees. They shall have the general powers and duties of management usually vested in the office of President of an unincorporated association and shall have such other powers and duties as may be prescribed by the Board of Directors, the Executive Committee or the bylaws.

The President shall appoint all committee chairpersons, except as hereinafter provided, with the advice and consent of the Executive Committee. The President may delegate such of their duties or assignments as they desire, subject to the approval of the Executive Committee. In the case of death, disqualification, or resignation of the President, the Vice President with the longest tenure on the Board shall become President for the remainder of the term.

The President shall have the ability to approve expenditures of up to \$500 for Chapter activities without the need for Board approval. Such expenditures shall be documented in the Treasurer's reports and disclosed at subsequent board meeting.

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6.8 Vice Presidents. There shall be two Vice Presidents. One shall be from north of the San Luis Obispo-Monterey County line and one from south of San Luis Obispo-Monterey County line. In the absence or disability of the President, the Vice President with the longest tenure on the Board shall perform all of the duties of the President, and when so acting shall have all of the powers of and be subject to all the restrictions upon the President. The Vice Presidents shall have such powers and perform such duties as, from time to time may be prescribed for them by the President, Board of Directors, the Executive Committee or the bylaws.

6.9 Secretary. The Secretary shall attend all meetings of the Chapter, Board of Directors and Executive Committee. In case they cannot attend a meeting for any cause, the body holding such meeting shall appoint a Recording Secretary Pro-Tem.

6.9.1 The Secretary shall keep or cause to be kept a physical or digital record of Minutes of all meetings of the Chapter, Board of Directors, and Executive Committee. The minutes shall include the time and place of holding, whether regular or special, and if special, how authorized, the notice hereof given, the names of those present at meetings of the Board of Directors and Executive Committee, the number of members present or represented at Chapter meetings and proceedings thereof.

6.9.2 The Secretary shall keep, or cause to be kept, a physical or digital record of the register showing the names of all members, and their respective addresses and contact information.

6.9.3 The Secretary shall give, or cause to be given, notice of all meetings of the Chapter, Board of Directors and Executive Committee as required by the bylaws.

6.9.4 The Secretary shall have such other powers and perform such other duties as may be prescribed from time to time by the President, the Board of Directors, the Executive Committee or the bylaws.

6.10 Treasurer.

6.10.1 The Treasurer shall administer the handling of all funds of the Chapter and the deposit of all money and other valuables in the name and to the credit of the Chapter with such depositaries as may be designated from time to time by the Executive Committee.

6.10.2 The Treasurer shall administer the disbursement of funds of the Chapter as may be ordered by the Executive Committee or the President, shall render to the Board of Directors or to the President,

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annually and whenever either requests it, an account of all of their transactions as Treasurer and the financial operations and conditions of the Chapter.

### ARTICLE SEVEN EXECUTIVE COMMITTEE

- 7.1 Composition. There shall be an Executive Committee which shall consist of the Officers of the Chapter, the immediate Past President during the one-year period following the expiration of their term as President, and may include the Chairperson of such Standing or Special Committees and such other Directors as the President may designate, subject to the approval of the Board of Directors, for the efficient operation of the Chapter. Members of the Executive Committee shall hold office for a period of one year or until the appointment and qualification of their successors.
- 7.2 Powers and Duties. The Executive Committee shall assume the duties of the Board of Directors during the interim between meetings of the Board, except as noted in Section 5.2(8), and shall perform such other duties as the Board of Directors shall from time to time delegate to it. The Committee may waive its powers in any case and refer such case back to the Board of Directors for action. At the next meeting of the Board of Directors, the Executive Committee shall report upon all actions taken during the interim.
- 7.3 Meetings. Regular meetings of the Executive Committee, advance notice of which is not required, shall be held at such times and at places to be set by the President, the frequency of which shall be consistent with the efficient administration of the Chapter.
- 7.3.1 Special meetings of the Executive Committee shall be held as required and may be called by the President or by any three (3) members of the Executive Committee upon request to the Secretary in writing. Notice of special meetings of the Executive Committee shall be given in the same manner as in those bylaws provided for the calling and giving notice of the special meetings of the Board of Directors.
- 7.3.2 Should any emergency arise where immediate action is necessary by the Executive Committee, a telephone or electronic poll of the Executive Committee may be instituted by the President to obtain the advice of its members. An advisory vote may be taken at such time and the regular quorum rule applies. No action taken by the members of this Committee in such poll shall be official or binding upon the Chapter, unless such action taken is approved or ratified at the next meeting of the Executive Committee or the Board of Directors.



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- 7.4 Quorum. Two thirds of the members of the Executive Committee shall constitute a quorum for the transaction of business, and every action or decision done or made by a majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be regarded as the act of the Executive Committee, unless a greater number is required or fixed by the Board of Directors, Executive Committee or bylaws. In the event a quorum is not present, official approval of action taken shall be carried over to the next meeting when a quorum is present.

### ARTICLE EIGHT OTHER COMMITTEES

- 8.1 Standing Committees. The following Standing Committees, except where otherwise specified, shall be appointed by the President of the Chapter from the general membership. Each Committee shall consist of a Chair and such other members as specified below. The Chair of each Committee must be a member of the Board of Directors of the Chapter.

8.1.1 Nominating Committee. This Committee shall be appointed by the President at least sixty (60) days prior to the beginning of the calendar year and shall be composed of not less than two (2) or more than five (5) members of the Board of Directors.

8.1.2 Temporary Committees. Other Committees shall be appointed on a temporary basis by the President from time to time with the advice and consent of the Executive Committee or the Board of Directors for such purposes as shall be required to properly and efficiently conduct the business and affairs of the Chapter. Members of such committees may be appointed from Directors or members of the Chapter.

### ARTICLE NINE FINANCES

- 9.1 Board Responsibility. The Board of Directors shall control all funds of the Chapter and allocate a budget for any chapter activities or events. Processing of funds and the method of accounting shall be subject to authorization and approval of the Board. Through authorization by the Board, the Chapter shall conduct all financial transactions in a manner that is consistent with its stature as a section of 501(c)(3) nonprofit corporation and also in keeping with the Chapter's purposes.

All revenue, profit, income and funds received shall be used solely for the promotion of the purposes of the Chapter, and no portion thereof shall inure to the benefit of members of the Association or the Chapter or any Officer or Director of the Association or Chapter. This section shall not preclude

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reimbursement of Officers and Directors for expenses incurred on behalf of the Chapter and expressly approved by the Board.

### 9.2 Receipts and Disbursements.

9.2.1 All receipts, checks, drafts, cash and other forms, shall be deposited promptly to the Chapter's bank account. A single endorser for deposit shall be approved from time to time by the Executive Committee.

9.2.2 Disbursements of the Chapter's funds shall be by check or from petty cash.

### 9.3 Fiscal Year. The Fiscal Year of the Chapter shall begin on January 1 of each year and end on December 31 of the same year.

## ARTICLE TEN BYLAWS AMENDMENTS

10.1 Approval of Amendments. The Chapter's bylaws may be adopted, amended, and repealed only by a two-thirds vote of the Directors at a Board meeting and after the proposed bylaws have been advertised to the membership at least fourteen (14) days prior to the Board meeting. In even-numbered years, the President shall appoint a minimum of three (3) members of the Board of Directors to serve as the bylaws Committee to review the Chapter's bylaws and suggest necessary changes.

10.2 ASBPA Review. Proposed amendments of the bylaws shall be reviewed by the Association for consistency with the national bylaws.

## ARTICLE ELEVEN RULES OF ORDER

11.1 Rules of Order. All meetings of the members of the Chapter, the Board of Directors, and the Executive Committee shall be conducted in accordance with Robert's Rules of Order. In any conflict between the Chapter's bylaws and Robert's Rules of Order, the bylaws take precedence.

## ARTICLE TWELVE DISSOLUTION

12.1 Dissolution. The Chapter may be dissolved, the voting and initiative for which shall be the same as provided for amendments of the bylaws. On dissolution of the Chapter, any funds remaining shall be distributed to the Association or Chapter-sponsored scholarships, as approved by the Board of Directors.

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## ARTICLE THIRTEEN CONFLICTS OF INTEREST

- 13.1 Policy. All Directors and Officers shall comply with all applicable laws, rules, regulations, policies, and directives of competent governmental authorities related to conflicts of interest in the conduct of the business and affairs of the Chapter. The Directors and Officers shall at all times act in the best interests of the Chapter and not for personal or third-party gain or financial enrichment.
- 13.2 Board Procedure. Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board, the Board shall ensure that:
- 13.2.1 The interest of such Officer or Director is fully disclosed to the Board.
- 13.2.2 No interested Officer or Director may vote or lobby on the matter or be counted in determining the existence of a quorum at the Board meeting at which such matter is voted upon.
- 13.2.3 Any transaction in which an Officer or Director has a financial or personal interest shall be duly approved by members of the Board not so interested or connected as being in the best interests of the Chapter.
- 13.2.4 Payments to the interested Officer or Director shall be reasonable and shall not exceed fair market value.
- 13.2.5 The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

## ARTICLE FOURTEEN INDEMNIFICATION

- 14.1 Limited Indemnity. If and to the extent approved by the Board of Directors, this Chapter may, but shall not be obligated to, indemnify any or all of its Directors or Officers and duly authorized agents from any and all claims, demands, or causes of action that may be asserted against any of them related to their duly authorized service for or on behalf of the Chapter to the maximum extent permitted by law; provided, such indemnity shall not exceed in scope or amount, the proceeds of insurance, if any, provided by the Chapter. This section shall never be deemed to obligate the Chapter to provide any insurance in support of this indemnity or otherwise at any time.

Approved Month Date, Year