

MAR 26 1979

WHEREAS, it is the policy of the City Council, upon recommendation of the Planning Commission, to authorize community planning and development programs and the commitment of the City Manager and Planning Department personnel necessary to provide comprehensive planning services; and

WHEREAS, the Planning Commission and the City Council have included in the tentative annual budget and work program for 1978-79, a priority for development of a community plan in the La Jolla community that was established primarily on the basis of community needs and city-wide significance but with due consideration for citizen interest, organization and funding of special studies; and

WHEREAS, La Jollans, Inc. is established as a formal organization which is capable of providing proper coordination and communications with City staff forces; and

WHEREAS, La Jollans, Inc. has submitted Bylaws, Operating Rules and Procedures as required by Council Policy No. 600-24, a copy of which is attached hereto as Exhibit "B"; and


WHEREAS, it is the opinion of the City Council that La Jollans, Inc., composed of a cross section of the civic, social, resident, business, professional and industrial representation within the La Jolla area of the City of San Diego, satisfies the criteria set forth in Council Policy Nos. 600-5 and 600-24, policies of The City of San Diego with respect to community plans; NOW, THEREFORE,

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BE IT RESOLVED, by the Council of The City of San Diego,
as follows:

La Jollans, Inc. be, and it is hereby authorized to represent the La Jolla community, consisting of the area included within the area of a map identified as Exhibit "A," attached hereto as a part hereof, and work with the City Manager's office and Planning Department in the development of a long-range community plan consistent with community goals and objectives, and be responsible for its presentation as well as the coordination of community support for its adoption and effectuation.

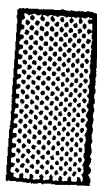
APPROVED: JOHN W. WITT, City Attorney

By 
Frederick C. Conrad
Chief Deputy City Attorney

FCC:clh
2/13/79
Or.Dept.:Planning
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**LA JOLLA INC.
COMMUNITY
PLAN AREA**

PACIFIC OCEAN

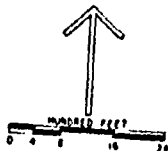
TORREY PINES RD.

GILMAN DR.

INTERSTATE 5

LA JOLLA SHORES
PLANNED DISTRICT

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EXHIBIT "A"
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Adopted January 8, 1979

BYLAWS
OF
LA JOLLANS, INC.

ARTICLE I

Purposes

Section 1. PURPOSES. The purposes for which this corporation is formed are those as set forth in the Articles of Incorporation. All activities shall be nonpartisan, nonsectarian, nondiscriminatory against any person by reason of race, creed, color, sex or national origin and shall not further the election of any candidate for political office.

ARTICLE II

Offices

Section 1. PRINCIPAL OFFICES. The principal office for the transaction of business of this corporation is hereby fixed and located in the County of San Diego at such place as may from time to time be designated by the Board of Trustees.

ARTICLE III

Membership

Section 1. ELIGIBILITY. The Members of the corporation shall be the Trustees of the corporation, as they hold such office from time to time. Such Members shall have the right to vote on all matters requiring a vote of the Members of the corporation under the law, or the Articles of Incorporation, or these Bylaws. Death, resignation, removal or expiration of terms of any Trustee shall automatically terminate such Trustee's membership. Election of a successor Trustee shall operate to elect such Trustee a Member.

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EXHIBIT "B"

Section 2. DUES. The Board of Trustees may from time to time call for voluntary contributions from Members for any particular purpose, but there shall be no legal liability on the part of the Members to pay such sums and payment is not a condition of membership.

Section 3. RESIGNATIONS. Any Member of this corporation may resign his or her membership by presenting a written resignation at a meeting of the Board of Trustees.

Section 4. REPRESENTATION. The membership shall be representative of the various geographical sections of La Jolla and the various community interest groups.

ARTICLE IV

Meetings of Members

Section 1. ANNUAL MEETINGS. Annual meetings of the Members of this corporation shall be held on the third Wednesday in March of each year at such place in La Jolla, California, as may be designated by the Board of Trustees in a notice of such meeting given at least three (3) days prior to such meeting.

Section 2. SPECIAL MEETINGS. Special meetings of the Members of this corporation may be called at any time by the President, or shall be called by him upon written application of three (3) Members. The object of such meetings shall be stated in the notice of such meeting, which shall be given at least seventy-two (72) hours prior to such meeting, and shall designate also the time and place of such meeting as designated by the President. A majority of Members in good standing shall constitute a quorum and no business shall be transacted other than that stated in the notice of such meeting.

Section 3. VOTING. There shall be no cumulative voting. Members may vote by written proxy given to another Member. A quorum of the Members shall be the same as a quorum of the Board of Trustees, as provided in these Bylaws.

ARTICLE V

Board of Trustees

Section 1. GOVERNMENT. The affairs of the corporation shall be conducted by a Board of Trustees.

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Section 2. NUMBER OF TRUSTEES. The Board of Trustees shall consist of eighteen (18) Elected Trustees, until this number is changed by amendment to the Articles of Incorporation, or to these Bylaws, as hereinafter provided. In addition, the President of La Jolla Town Council, Inc., shall be a Trustee Ex Officio with full voting rights.

Section 3. QUORUM. A majority of the Trustees in office at any time shall constitute a quorum for the transaction of business.

Section 4. LIAISON WITH BOARD OF TRUSTEES. The Board of Trustees may, by a majority vote, designate one or more individuals to represent other organizations or groups at public meetings of the Board. The purpose of such representatives will be to provide liaison between La Jollans, Inc., and the other organizations or groups thus represented. The individuals thus designated may, but need not, be Members of La Jollans, Inc. If they are not Members, they shall not have the right to vote at any meeting of the Members or of the Board of Trustees of La Jollans, Inc.

Section 5. ELECTION AND TERM OF OFFICE. Six (6) of the eighteen (18) Elected Trustees shall be elected by written ballot at each annual meeting of the corporation, and shall hold office for three (3) years thereafter provided, however, that no Trustee may serve more than eight (8) consecutive years after April 1, 1977 without at least one (1) intervening year of nonservice. No Trustee shall be reelected who is ineligible to serve a full term due to prior service. A term of office shall run from April 1 after election to March 31, three years hence.

A Nominating Committee of at least three (3) Members with remaining terms of at least one (1) year will be appointed by the President. They will be charged to call for individuals to submit names requesting consideration for election to La Jollans, Inc. The Nominating Committee will consider these applications and from them, mindful of Article III, Section 4, will recommend a slate of candidates to be mailed to the Trustees and made public prior to the annual meeting. At the annual meeting, additional nominations may be made from the floor provided that the nominee so named has submitted in writing a statement indicating his interest in serving. Those eligible to vote may cast as many votes by written ballot as there are vacancies to be filled; provided, however, no one may cast more than one (1) vote for any candidate. A candidate must receive affirmative votes from a majority of the eligible voters casting ballots to be elected. If all the vacancies should not be filled, then successive ballots for the remaining vacancies will be held in a manner similar to the first balloting. A Trustee may

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empower another Trustee to cast his votes by giving a written proxy.

Those eligible to vote include: (a) all Trustees; and (b) all those members of the community who have attended at least one-third, or three (3) (whichever is less) of the public meetings of La Jollans, Inc., in the twelve (12) months prior to the annual meeting, and who either (1) own property in La Jolla, or (2) reside in La Jolla, or (3) whose principle place of business or employment is in La Jolla. Evidence of attendance for this purpose shall be in the records of La Jollans, Inc., maintained by the Secretary of the corporation, in a reasonable manner.

Section 6. POWERS OF TRUSTEES. Subject to the powers of the Members as provided by law or as herein set forth, all corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Trustees. Without limiting the generality of the foregoing, the Board of Trustees shall have the following powers:

(a) To select and remove all the other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, with the Articles of Incorporation or these Bylaws, and fix their compensation.

(b) To conduct, manage and control the affairs and business of the corporation, and to make such rules and regulations therefor not inconsistent with law, with the Articles of Incorporation or these Bylaws, as they may deem best.

(c) To change the principal office for the transaction of the business of the corporation from one location to another within the same county; to fix and locate from time to time one or more subsidiary office of the corporation within or without the State of California; to designate any place within or without the State of California for the holding of any Trustees' or Members' meetings; to adopt, make and use a corporate seal and to alter the form thereof from time to time as in their judgment they may deem best, provided such seal shall at all times comply with the provisions of law.

(d) To borrow money and incur indebtedness for the purposes of the corporation, and to cause to be executed and delivered therefor, in the corporate name, promissory notes,

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bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

(e) To appoint an Executive Committee, consisting of such persons as may be determined by the Board of Trustees, said Committee to have full power and authority to act, subject to the control of the Board of Trustees, between meetings of the Board of Trustees, on all matters relating to the conduct and management of the corporation.

(f) To appoint other Committees as the Board of Trustees may deem necessary and proper, consisting of such persons, and having such power and authority, as shall be specified by the Board of Trustees.

Section 7. UNEXCUSED ABSENCES. The seat of any Trustee who is absent from four (4) successive meetings of the Board of Trustees shall be automatically vacated, unless such absences are excused. An absence is excused if an officer is notified of a legitimate reason for the absence either before the absence or in a timely manner thereafter. The existence of a vacancy shall be made known by a written report of the Secretary.

Section 8. VACANCIES. Any vacancy or vacancies in the Board of Trustees resulting from death, incapacity, resignation, expiration of term of office, removal, or otherwise, shall be filled by the remaining Trustees then in office. The term of the new Member will expire when the term of the vacated Member was to have expired. The election to fill a vacancy must be held no later than the third meeting following the determination of a vacancy. The Nominating Committee will present a slate of candidates compiled from the remainder of its previously called for roster used at the immediate past election. The election procedure will follow Article V, Section 5; provided; however, that only the Trustees shall vote.

Section 9. PLACE OF MEETING. Meetings of the Board of Trustees shall be held at any place within or without the state which has been designated from time to time by resolution of the Board or by written consent of all Members of the Board. In the absence of such designation, meetings shall be held at the principal office of the corporation. Special meetings of the Board may be held either at a place so designated or at the principal office.

Section 10. ORGANIZING MEETING. Within three (3) weeks following each annual meeting of Members, the Board of

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Trustees shall hold a meeting for the purpose of organization, election of officers, and transaction of other business. Notice of this meeting is hereby dispensed with.

Section 11. SPECIAL MEETINGS. Special meetings of the Board of Trustees for any purpose or purposes may be called at any time by the President or by any three (3) Trustees.

Written notice of the time and place of special meetings shall be delivered personally to each Trustee or sent to each Trustee by mail or by other form of written communication, charges prepaid, addressed to him at his address as it is shown upon the records of the corporation, or if it is not so shown on such records or is not readily ascertainable, at the place in which the meetings of the Trustees are regularly held. Such notice should be mailed at least seventy-two (72) hours prior to the time of the holding of the meeting. In lieu of written notice of meetings referred to, the Secretary may telephone to each member of the Board of Trustees at least seventy-two (72) hours prior to the time of holding said meeting.

The transactions of any meeting of the Board of Trustees, however called and noticed and wherever held, shall be as valid as though done at a meeting duly held after regular call and notice, if a quorum be present and if either before or after the meeting each of the Trustees not present signs a written waiver of notice or a consent to holding such meeting or an approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 12. ADJOURNMENT. In the absence of a quorum at any meeting of the Board of Trustees, a majority of the Trustees present may adjourn the meeting from time to time until the time fixed for the next meeting of the Board. Notice of the time and place of holding an adjourned meeting need not be given to absent Trustees if the time and place be fixed at the meeting adjourned.

Section 13. COMPENSATION. The Trustees shall receive no compensation for their services as such.

Section 14. VOTE OF TRUSTEES. Each Trustee may cast one vote on any question or proposition to be voted on at a meeting. Votes may not be cast by proxy except for election of Trustees.

Section 15. RULES AND REGULATIONS. The Board of Trustees shall have power to make such reasonable rules and regulations

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not inconsistent with these Bylaws or Council Policy 600-24 as it deems necessary for the conduct of its business.

Section 16. PUBLIC MEETINGS. All meetings shall be public except those devoted to litigation or personnel. The public shall be informed in advance of all public meetings through the local newspaper.

ARTICLE VI

Officers

Section 1. OFFICERS. The officers of this corporation shall be a President, Vice President, Secretary and Treasurer, and such other officers as the Board of Trustees may appoint. When the duties do not conflict, one person, other than the President, may hold more than one of these offices.

Section 2. ELECTION. The Board of Trustees shall elect all officers of the corporation for terms of one year, or until other successors are elected and qualified.

Section 3. VACANCIES. A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Trustees.

Section 4. PRESIDENT. Subject to the control of the Board of Trustees, the President shall have general supervision, direction and control of the business and affairs of the corporation. He shall preside at all meetings of the Members and Trustees, and shall have other powers and duties as may be prescribed from time to time by the Board of Trustees. He shall, each March, submit to the San Diego City Council a report on past year accomplishments and next year objectives and include the current roster of Trustees. He shall represent La Jollans, Inc., on the Community Planners Committee. By special action, recorded in the minutes, he may designate another Member as the official representative.

Section 5. VICE PRESIDENT. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and in so acting shall have all the powers of the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Trustees.

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Section 6. SECRETARY. The Secretary shall keep a full and complete record of the proceedings of the Board of Trustees, and of the Members, shall keep the seal of the corporation and affix the same to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping in the principal office of the corporation of the minute books of the corporation, which shall include a copy of these Bylaws. He shall keep a record of the attendance, notify the Trustees when vacancies occur, notify the Planning Department of the attendance record, and notify the City Council when a vacancy occurred and how it was filled. He shall be responsible for filing all financial reports which shall include but not be limited to all state and federal tax returns.

Section 7. TREASURER. The Treasurer shall be responsible for general supervision of the financial affairs of the corporation, and to make regular financial reports to the Board of Trustees and to the Regular Members, and shall perform such other duties as may be prescribed by the Board of Trustees.

ARTICLE VII

Miscellaneous

Section 1. CONTROL OF FUNDS. Funds of the corporation shall be paid out only on the checks of the corporation signed by any two of such persons as may be designated by the Board of Trustees, one of whom must be either the President, Vice President, Secretary, or Treasurer, or a Member of the Board of Trustees.

Section 2. MEMBERS TO HAVE NO PERSONAL, PROPRIETARY OR BENEFICIAL INTEREST IN THE PROPERTY OF THE CORPORATION. No Member shall have any personal, proprietary, or beneficial interest in the property of the corporation, either during its corporate existence or after the termination thereof by dissolution or otherwise; all its property and assets remaining after paying or adequately providing for the debts and obligations of the corporation shall be conveyed, transferred, and assigned to another corporation organized, or to be organized, for non-profit and educational purposes, with no personal, proprietary or beneficial interest to vest in any of its Members.

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Section 3. PAYMENTS TO OFFICERS OF TRUSTEES. No fees, salaries, compensation, reimbursements, or other sums shall be paid, directly, or indirectly, to any officer or Trustee of the corporation except upon prior vote of a majority of the Board of Trustees other than the Trustee or Trustees to whom such payment is to be made.

ARTICLE VIII

Amendments

These Bylaws may be repealed or amended, or new Bylaws may be adopted, by a majority vote at any annual meeting of the Members of this corporation or at any special meeting of the Members called for that purpose. The Bylaws may also be amended by the Board of Trustees by a vote of a majority of the number of such Board except that the Board of Trustees shall not have the power to change its own number, and the Board of Trustees may not adopt any amendment which will create or increase any financial liability of any Member of this corporation.

ARTICLE IX

Special Procedures

Section 1. The eighteen (18) Trustees elected in March 1977 shall draw lots to determine which six (6) shall have terms expiring March 31, 1978, which six (6) shall terminate March 31, 1979, and which six (6) shall terminate March 31, 1980.

Section 2. All Committee meetings shall be open to the public save for matters of litigation or personnel.

Section 3. A time will be set aside during each meeting for limited communication from the public. The President will take appropriate action on each communication.

Section 4. The President shall take appropriate steps to insure that the public is informed in advance of Committee meetings.

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LA JOLLANS, INCORPORATED -- MEMBERSHIP, 1978

NAME	PROFESSION	LOCATION OF RESIDENCE
E. Balmer	(2) Broker	North side of Mt. Soledad
S. Beatty	(1) Travel lecturer	South Mt. Soledad
* A. Cochrane	(3) Resident	Shores
* R. Collins	(2) Developer	South Mt. Soledad
* R. Dahlberg	(3) Scientist	Ardath Rd.
* C. Damoose	(3) Real estate	West Mt. Soledad
I. Grant	(2) Physician	La Jolla Blvd. area
* H. Henkel	(3) Resident	Birdrock
E. Lawrence	(1) Real estate	Central core area
J. Munk	(2) Resident	UCSD area
P. Pfeiffer	(2) Newspaper reporter	Birdrock/La Jolla Blvd. area
* R. Potter	(3) City planner	Mt. Soledad
* J. Rhoads	(1) Landscape architect	Central core area
J. Rogers	(1) Architect	Birdrock
M. Taylor	(1) Physician	La Jolla Farms
K. Watson	(1) Lawyer	Shores
N. Ward	(2) Resident	Torrey Pines Rd.
* K. ZoBell	(3) Lawyer	Torrey Pines Rd.

The numbers in parentheses after each name are the number of years in the term of office for that person. Those members with a star (*) by their name are newly elected.

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MAR 26 1979

Passed and adopted by the Council of The City of San Diego on _____ ,
by the following vote:

Councilmen	Yeas	Nays	Not Present	Ineligible
Bill Mitchell	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Maureen F. O'Connor	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Bill Lowery	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Leon L. Williams	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Fred Schnaubelt	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Tom Gade	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Larry Stirling	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Lucy Killea	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Mayor Pete Wilson	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AUTHENTICATED BY:

PETE WILSON

Mayor of The City of San Diego, California.

(Seal)

CHARLES G. ABDELNOUR

City Clerk of The City of San Diego, California.

By *Rita Andrews*, Deputy.

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Office of the City Clerk, San Diego, California

Resolution Number **223123** Adopted **MAR 26 1979**

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CITY CLERK'S OFFICE

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