

1760 KETTNER BLVD.
SAN DIEGO, CA 92101
619.546.5121
INFO@TADDS.COM



ASSOCIATION BY-LAWS

MISSION STATEMENT:

The mission of The Art & Design District (TADD) of Little Italy is to promote and grow the businesses of Little Italy through joint advertising efforts, special events, and the reinforcement of Little Italy as a vibrant and growing retail destination committed to Art & Design.

Our markets include the residents of Little Italy, residents of Downtown San Diego/Tijuana region, Southern California, and visitors & tourists coming to San Diego. Our goal is to create one unified marketing fund for all members of the organization.

MEMBERS:

Membership in TADD is conditional upon payment of dues and fees as set by The Art & Design District association and the executive board. Members in good standing shall be entitled to all of the benefits of the association including participation in the advertising programs, making motions, and nominating members (including themselves) as an elected officer, and voting for said elected officers. Non payment of dues and fees for a period longer than 90 days by any member will automatically forfeit their membership in TADD, and all of its privileges. Reinstatement of forfeited membership shall require a 2/3rds approval of the Executive Board, in addition to payment of all dues in arrears.

MONTHLY DUES:

Monthly dues in the amount of \$200 are due on the 1st of every month, and are considered past due if not received by the 10th of every month. An additional \$200 initiation fee shall be required for all new members for the first month of the membership only.

ELECTED OFFICERS:

Each November at the annual meeting, members shall elect by ballot all officers and board members for a term of 1 year. The following officers will serve as members of the Executive Board.

- 1 President
- 1 Vice-President
- 1 Secretary
- 1 Treasurer
- 7 Executive Board Members

The duties of each member of the executive board are as follows:

President:

1. Serve as a member of the Little Italy Association.
2. Preside at all meetings of the association and the Executive Board
3. Appoint committees and committee chairs with the approval of the Executive Board.
4. Represent the association at seminars, meetings, or conventions of other professional groups and associations
5. Notify the Executive Board of all Executive Board meetings.

Vice-President:

1. Perform the duties, and preside at all meetings of the association and of the Executive Board in the absence of the President.
2. Perform any other duties that the President or the Executive Board may direct.
3. Serve as chair for the associations Nominating Committee.

Secretary:

1. Keep accurate minutes of the proceedings of all meetings of the association and of the Executive Board
2. Distribution of minutes to all members of the association.
3. Conduct the general correspondence of the association and maintain a file of such correspondence.
4. Maintain an official copy of the bylaws and have it available at all meetings of the association and the Executive Board.
5. Perform any other duties that the President or the Executive Board may direct.

Treasurer:

1. Receive and have custody of all monies and other assets of the association.
2. Pay all bills and process adequate vouchers for payment.
3. Keep accurate financial records which shall be open to inspection by members of the Executive Board.
4. Prepare a budget for adoption at the fall (November) executive board meeting; the budget will cover the activities of the association for the following calendar year.
5. Submit a report on the financial status of the association with regard to amounts budgeted and amounts actually expended at each executive board meeting after Executive Board approval of the budget for the calendar year.

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6. Serve as chair of the associations Finance Committee.
7. Perform any other duties that the President or the Executive Board may direct.

Executive Board Members:

1. Serve as voting members of the Executive Board along with the above officers.
2. Perform any other duties that the President or the Executive Board may direct.

NOMINATIONS, ELECTIONS, & TERM OF SERVICE:

The following officers shall be elected by a ballot, from a list of nominations, at the annual association meeting in January for a term of 1 year. All nominations must be submitted to the Executive Board 30 days prior to election to be considered. All members of the association are free to nominate either themselves or another member for the election provided the candidate meets the eligibility criteria as noted below. There is 1 nomination allowed per voting member for each seat on the Executive Board (1 for each of the 4 officers, and 1 for each of the 7 Executive Board Members). The terms of each elected officer shall be from annual association meeting to annual association meeting. If there are insufficient nominations to fill all available seats on the Executive Board, then it is the current Nominating Committee's role to provide additional nominations prior to the election. Absentee ballots must be submitted 1 week prior to election at annual meeting if voting member is unable to attend.

President:

To be eligible for election as President, the candidate shall be serving or have served in an elected or appointed position on the Executive Board as an officer, or chair of a standing committee for a minimum of 6 months. The President will be exempt from paying monthly dues.

Vice-President:

To be eligible for election as Vice-President, the candidate shall be serving or have served in an elected or appointed position on the Executive Board as an officer, or chair of a standing committee for a minimum of 6 months.

Secretary:

To be eligible for election as Secretary, the candidate shall have been a member of the association for a minimum of 6 months.

Treasurer:

To be eligible for election as Treasurer, the candidate shall have been a member of the association for a minimum of 6 months.

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Executive Board Members:

To be eligible for election as an Executive Board Member, the candidate shall have been a member of the association for a minimum of 3 months.

If an executive officer position becomes vacant in the middle of his/her term the following will apply:

In the case of the President's position becoming vacant the Vice-President will assume the role of President for the remainder of the vacated term.

In the case of any other officer or board member, the President shall appoint a new officer or board member with Executive Board approval to serve for the remainder of the vacated term.

EXECUTIVE BOARD:

The Executive Board shall meet once a month or as directed by the President with Executive Board approval. The Executive Board shall:

1. Have the ultimate authority for general policies and the administration of the association
2. Approve appointments of chair and committees made by the President.
3. Approve and adopt an annual budget.
4. Authorize expenditures and approve for payment of all bills not provided for in the adopted budget.
5. Approve an annual review of the financial records of the association as prepared by the treasurer and implement any recommendations.

MEETINGS:

The association shall have three levels of meetings: Executive Board meetings, association meetings, and committee meetings.

The Executive Board meetings shall be held on the 3rd Tuesday of each month, or as determined by the Executive Board.

The association meetings shall be held on the 2nd Tuesday of every other month, or as determined by the Executive Board.

The committee meetings schedule will be determined by the committee chair and the Executive Board.

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COMMITTEES:

The association shall function with the following standing committees.

1. An Advertising Committee.
2. A Membership & Sponsorship Committee
3. Finance Committee
4. Nominating Committee

RELATIONSHIP WITH THE LITTLE ITALY ASSOCIATION:

The Art & Design District shall function as an independent non corporate organization of retailers and businesses. Its relationship with the Little Italy Association shall be determined by The Art & Design District Executive Board and the Little Italy Association Board. Any formal relationship between The Art & Design District and The Little Italy Association will be determined by mutual consent of the respective Executive Boards.

AMENDMENTS TO BY-LAWS:

The by-laws for The Art & Design District may be amended in the following ways:

1. Submitting an amendment to the Executive Board to be voted upon at the annual meeting held in January of each calendar year. Amendments must be submitted 30 days prior to the annual meeting.
2. Submitting amendments with 2/3rds of the membership support will be added to the by-laws.