

BYLAWS OF LINDA VISTA TOWN COUNCIL, INC.

Article I – NAME

The name of the corporation is “Linda Vista Town Council Inc.”
(hereafter referred to as the Corporation).

Article II – PURPOSE AND OBJECTIVES

- 2.1 Mission: The mission of the Corporation is to protect and enhance the quality of life in Linda Vista.
- 2.2 Purpose: The purpose of the Corporation is to promote the civic, commercial, educational, cultural interests, and the general welfare of Linda Vista as a community of greater San Diego.
- 2.3 Objectives: The objectives of the Corporation are:
- To provide a forum for discussion of community issues.
 - To take action as deemed necessary on community and City issues.
 - To communicate the views of the community to local governmental bodies.
 - To sponsor programs that benefit Linda Vista.
 - To provide and support Linda Vista business.
 - To provide educational programs to benefit the community at large.

ARTICLE III – MEMBERSHIP AND DUES

- 3.1 Membership: Membership in the Corporation is open to any individual, business, residential association or non-profit organization residing, working, or operating in, and/or having a sincere interest in the welfare of the Linda Vista community.

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- 3.2 Classification: Membership shall be individual, business (including residential associations and non-profit organizations) and other, as the Corporation may deem appropriate. Honorary membership may be conferred by the Board of Directors, with the approval of the membership, to individuals who have significantly promoted the objectives of the Corporation. Honorary membership confers no right to vote or hold a Corporation office. Honorary members are not required to pay dues.
- 3.3 Dues: Dues shall be established by the Board. Dues shall be paid annually by a member.

ARTICLE IV – BOARD OF DIRECTORS

- 4.1 Board of Directors: The Board of Directors shall consist of between seven (7) and eleven (11) members elected from the general membership. The four (4) officers of the Corporations shall be included in the elected members.
- 4.2 Function: The Board of Directors shall establish policy within the scope of the objectives and purposes of the Corporation and shall provide guidance and support to the officers.
- 4.3 Duties: At the option of the President of the Corporation, each Board member may be assigned to chair a Standing Committee, and shall assume responsibility for coordinating the activities of said committee.
- 4.4 Vacancies: A vacancy may occur by death, resignation, or removal of a Board member. A member of the Board who is absent from three (3) consecutive regular Board meetings or a total of four (4) regular

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Board meetings in a calendar year may be removed unless absence is caused by illness or the Board member is excused by the President. An alternate will be appointed by the President with the approval of the Board of Directors. Any Board member who has completed three (3) consecutive terms and left the Board will be eligible for membership again after a period of one (1) year.

- 4.5 Ethics: In selecting Directors reasonable discretion shall be exercised to avoid conflict-of-interest situations that might limit their effectiveness. Board shall conduct an ethics and accountability study as needed to ensure it is in compliance with rules and regulations, as well as best practices.

Any Linda Vista Town Council member or community member who has threatened this Corporation or other Linda Vista community organizations shall be banned from holding office within the Corporation indefinitely.

ARTICLE V – OFFICERS

- 5.1 Officers: The officers of the Corporation shall be: President, Vice President, Secretary, and Treasurer.

- 5.2 Officer Duties:

5.2.1 President: The President shall be the principal officer of the Corporation and shall preside over all Board and Corporation meetings. A Board member shall serve for at least nine months before being able to serve as President. The President shall assign the Directors to coordinate the activities of various committees to oversee the areas of concern to the

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Corporation. The President shall be an ex-officio member of all such committees except the nominating committee.

The President is required to conduct a review of the Corporation's financial records annually during September to be reported at the annual meeting in November an audit shall be performed as necessary. A majority of the Board may call for an audit at any time.

The President shall oversee preparation of an annual budget to be submitted to the Board at the September meeting and to the membership for approval at the November general meeting of the Corporation. In the event that no budget is adopted in a timely fashion, the prior year's budget shall be used as a temporary guide for the conduct of business.

The President shall oversee preparation of the annual informational tax return to both the Federal and State Governments annually, as required by the law for non-profit organizations.

The President shall sign all official correspondence from the Corporation after conferring with the Board of Directors. The President may delegate this duty on a case-by-case basis as necessary.

The President shall inform the Board of Directors at the Board's subsequent meeting, whenever the President speaks in public on behalf of the Corporation.

5.2.2 Vice President: The Vice President shall exercise all the powers of the President when the President is unable to

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perform the duties. The Vice President shall perform additional duties as delegated by the President. A Board member shall serve at least nine months before being able to serve as Vice President.

5.2.3 Secretary: The Secretary shall take minutes at all Corporation Board Meetings. The Secretary shall maintain records in which the Bylaws, standard procedural documents, and minutes are kept, and made available at all Board Meetings.

The Secretary shall prepare general correspondence of the Corporation, other than that more appropriately initiated by other officers and committee members. Copies of correspondence shall be given to the Secretary for retention in the Corporation records.

In the absence of the President and the Vice President, the Secretary shall be the presiding officer.

A newly-elected Board member is eligible to be elected as Secretary. The term of the Secretary shall begin in January.

5.2.4 Treasurer: The Treasurer shall receive all monies and deposit funds in the bank accounts that are established for the Corporation. The Treasurer shall pay bills, disperse funds and transfer funds as authorized by the Board of Directors. The Treasurer shall maintain an accounting of all financial transactions and maintain a record of the Corporation's current fiscal situation. The Treasurer will report the fiscal condition monthly to the Directors.

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The Treasurer shall assist the President in preparing the Corporation's annual budget and tax returns.

The Treasurer may prepare checks for a Corporation member for amounts of \$150.00 or less without prior Board approval.

The Treasurer will report these checks to the Directors at the subsequent Board meeting.

A newly elected Board member is eligible to be elected as Treasurer. The term of the Treasurer shall begin in January.

- 5.3 Vacancies: In the event of a vacancy in the office of the President, the Vice President shall assume the office of President for the remainder of the Corporation year. All other vacancies shall be filled by Presidential appointment and confirmation by the majority of the Board of Directors.
- 5.4 Record Keeping: Officers shall maintain the Corporation's files pertaining to the activities of their offices. Officers shall make all such records available to their successors before the first meeting of the new Board of Directors in November.

ARTICLE VI – MEMBERSHIP MEETINGS AND QUORUM

- 6.1 Meetings: The Corporation shall hold monthly general meetings, except for the months of July and December, or as directed by the Board of Directors. Written notice of meetings shall be given to the members personally and by electronic transmission or email. Special general meetings may be called by the President, Board of Directors, or upon a written request of (5) five members of the

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Corporation. The request must state the purpose of the meeting and only such business shall be transacted.

The general meeting held in November shall be the Annual Meeting of the Corporation.

- 6.2 Quorum: If a vote of the attending members is required at a general meeting, quorum shall be at least five (5) members of the Directors and (5) additional members. The request must state the purpose of the meeting and only such business shall be transacted.

Article VII – BOARD OF DIRECTORS MEETINGS

- 7.1 Meetings: The Board of Directors shall meet monthly, except July and December, at a time and place designated by the President to prepare an agenda for the general meeting and to conduct such other business as may arise. Meetings are open to all Corporation members and visitors. All meeting notices shall be posted on official Linda Vista Town Council Website and Social Media platforms.
- 7.2 Special Meetings: Meetings may be called by the President upon notice to all Directors. The Board may meet by telephone, video conference and/or email. Any action taken at such a meeting shall have the same effect as if the Board had met in person, provided that such action shall be ratified at the next regular meeting and included in the Board minutes.
- 7.3 Quorum: A quorum for the Board of Directors is constituted by more than half of the Board membership. At least one quorum participant shall be an officer.

Article VIII – Committees

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8.1 Standing Committees: Standing committees are permanent committees charged with performing necessary functions of the Corporation. The standing committees of the Corporation and their duties are as follows:

- The Bylaws Committee shall propose amendments; examine all proposed amendments; put in proper shape and language, ascertain its proper place and effect; and render an opinion thereon to the next meeting of the Board of Directors.
- The Membership Committee shall receive and process applications; maintain member contact information; plan promotions to attract new members and retain present members; receive membership dues payments; and send out membership dues payments; and send out membership renewal notices.
- Social Media Committee shall publish on a regular basis; collect and receive materials to be considered for publication on the social media platforms and publish any items specifically requested by the Board of Directors.
- The Policy Committee shall draft, create, and amend policies that guide the day-to-day business, practices and organizational procedures of the Corporation with final approval from the Board of Directors.
- The Nominations Committee shall seek out members who are qualified and willing to serve the Corporation; prepare a slate of qualified candidates for election to the board; submit this slate

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of candidates to the Board of Directors; and conduct the elections of Directors and Officers.

- 8.2 Other Committees: The Board of Directors shall establish such other committees as are deemed necessary to carry out the programs and functions of the Corporation. Any committee established under this article shall support and promote the objectives of the Corporation, as defined by the Bylaws.
- 8.3 Committee Chair: Each Committee Chair shall be appointed by the Board of Directors and chosen from within the Board of Directors.
- 8.4 Committee Membership: Each Committee Chair shall be responsible for determining the number of members and appointing members to their respective committee. Committee Chairs may appoint non-members to committees. The President may not be appointed to the Nominations Committee.
- 8.5 Ex Officio: The President of the Corporation shall be an ex officio member of every committee, except for the Nominations Committee.

Article IX – ELECTION OF DIRECTORS AND OFFICERS

- 9.1 Election of Directors and officers: All candidates for election to the Board of Directors must be current in dues, as well as qualified by the Nominating Committee. At the September general meeting the Nominations Committee shall present the slate of candidates to the membership and conduct the election by written or printed ballot. Results shall be announced before the close of the September meeting. In the case that all candidates are running unopposed no

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ballot vote is required. The elected candidates will take office at the start of the January Board of Directors Meeting.

9.2 Election of Officers:

9.2a Election of the President: At the commencement of the October general membership meeting, the chairperson of the nominations Committee shall conduct the election of the President of the Corporation. If the Candidate is running unopposed, no ballot vote is required.

The President shall assume the elected position at the beginning of the January Board meeting and serve for one (1) calendar year.

9.2b Election of Vice President, Secretary and Treasurer: At the commencement of the November Board of Directors meeting, the chairperson of the Nominations Committee shall conduct the election of the Corporation's Vice President, Secretary, and Treasurer. If all candidates are running unopposed, no ballot vote is required.

9.3 Term of Office: All Directors and Officers shall assume their elected positions at the beginning of the January Board meeting. All Directors shall be elected for a two (2) year term. No board member shall serve more than three (3) consecutive terms, six (6) years. Each officer shall serve a term of one year or until the successor assumes the office. No officer may serve more than four (4) consecutive terms in the same office.

9.4 Treasurer Term Exception: The only exception to this is the office of Treasurer. Due to the necessity for continuity in record keeping and

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legal compliance, the President may choose to temporarily suspend the limits on the office of Treasurer pending Board approval. If exercised, the necessity of this suspension of term limits on the off of Treasurer must be evaluated and ratified annually.

Article X – CONDUCT OF BUSINESS

- 10.1 Meeting Governance: Robert’s Rule of Order shall govern the proceedings of all meetings of the Corporation when not inconsistent with the provisions of the Corporation’s Bylaws.
- 10.2 Board Policies: The Board shall establish a set of organizational policies to guide day-to-day business, practices, and organizational procedures.

Article XI – FISCAL YEAR

The fiscal year shall be from January 1st to December 31st.

Article XII – CHANGES TO THE BYLAWS

Amendments: These Bylaws may be amended by a majority vote of the Board, provided that the proposed amendments were submitted to the Bylaws Committee at the prior meeting, and each Board member has received a copy.

Article XIII - INDEMNIFICATION

Insurance: The Board of Directors shall require the Corporation to purchase standard directors’ and officers’ (D&O) liability insurance, including an appropriate severability clause, in order to meet its good-faith obligations under the terms and provisions of the Bylaws

Article XIV – DISSOLUTION

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The Board of Directors may vote for dissolution if a three-quarter (3/4) vote is reached during a Board meeting. Then this can be brought to a general meeting. The Corporation can be disbanded if a two-thirds (2/3) majority vote of the Corporation's members attending a General meeting vote for dissolution. Upon dissolution of the Corporation, its assets shall be disbursed in a manner determined by the membership, and consistent with the objectives and policies of the Corporation.

Article XV – CORPORATION PROPERTY

The incoming President shall sign an acceptance form acknowledging the current disposition of the Corporations property as represented in the corporate inventory records.