

## MISSION HILLS TOWN COUNCIL BYLAWS

### ARTICLE I – NAME

**Section 1.1 Name:** The name of this organization is the Mission Hills Town Council, hereinafter referred to as “the Council.”

### ARTICLE II – PURPOSE AND OBJECTIVES

**Section 2.1 Purpose:** The purpose of the Council is to provide a forum for communication within the community and with various government and other entities, to take such actions as benefit the community, and serve as the Voice and Vision for Mission Hills.

**Section 2.2 Classification of Organization:** The Council is organized as a non-profit social welfare organization with tax-exempt status, as classified by the Internal Revenue Service (IRS) in accordance with the Internal Revenue Code (IRC) Section 501(c)(4).

**Section 2.3 Endorsements:** The Council shall not endorse any candidate for paid public office.

### ARTICLE III – MEMBERSHIP

**Section 3.1 Membership Eligibility:** Membership in the Council is open to: any individual who has attained the age of 18 who lives or works in Mission Hills, or any business, residential association, or non-profit organization that conducts business in Mission Hills whose membership dues are in good standing (hereafter referred to as “Member”).

**Section 3.2 Membership Levels:** Membership can be secured by paying dues at one of the following levels: Individual Membership, Family Membership, Lifetime Membership, and Business Affiliate.

The Board of Trustees shall, at its discretion, waive the dues for any membership when it deems appropriate, on an annual basis.

Fundraising for specific purposes and/or to endow the Council with funds for operating and generating benefits to the Council and constituency may be undertaken at any time by a duly appointed committee. Special Funds shall be maintained in a special project-name account for any specific purpose for which they are raised and handled in accordance with 501c accounting regulations.

**Section 3.3 Other Membership Requirements:** No Member shall have the authority to commit the Council to any indebtedness or to raise funds in the name of the Council without approval of the Board of Trustees. No Member shall have the authority to speak for or represent the Council without approval of the Board of Trustees.

## **ARTICLE IV – OFFICERS AND TRUSTEES**

**Section 4.1 Board of Trustees:** The Board of Trustees of the Council shall consist of five (5) to fifteen (15) Members in good standing.

The Board of Trustees shall serve as unpaid volunteers, as defined in the California Corporations Code Section 5239(b), and shall have general supervision of the affairs of the Council between the Town Hall Meetings, and perform duties prescribed in the parliamentary authority as outlined in these Bylaws and as adopted by the Council.

A Board of Trustees member ("Trustee") may be assigned to chair a committee, at the option of the President, and shall assume jurisdiction of the activities of said committee. The chairperson of the committee shall perform the tasks specified in the Article on Committees. Trustees shall maintain Council-related files pertaining to the activities of their office. All such files shall be given to their successors before the first meeting of the new Board of Trustees, whenever possible, but no later than the second meeting.

**Section 4.1.1 Term of Office:** Each Trustee shall be elected to serve for a twenty-seven (27) month term beginning at the next meeting following elections during the October Town Hall meeting. Officers will be elected by the Board of Trustees at their last monthly meeting of the calendar year and serve a one-year term beginning in January.

No Trustee shall hold the same office for more than two consecutive terms. In filling vacancies for unexpired terms, a Trustee who has served more than half a term in an office is considered to have served a full term.

**Section 4.1.2 Vacancies on the Board of Trustees:** A vacancy may occur by death, resignation, or removal by the Board of Trustees.

In the event of a vacancy in the office of the President, the Vice-President shall assume the office of the President for the remainder of the Council year. All other vacancies shall be filled by appointment as recommended by the Board of Trustees.

The Board may grant a Trustee a limited leave of absence.

**Section 4.1.3 Board of Trustees Conduct and Disciplinary Procedures:**

None of the Board of Trustees' actions shall conflict with action authorized by the Council. An active Trustee may not use the name or authority of the Board of Trustees or the Council for any personal or political advantage.

No Trustee shall have the authority to commit the Council to any indebtedness or raise funds in the name of the Council without approval of the Board of Trustees. Any violation of the foregoing shall subject the Trustee to disciplinary action that could include expulsion from the Board of Trustees.

Trustees shall conduct themselves in a manner that respects the integrity of the Mission Hills Town Council, its processes, and all participants. Trustees shall recognize the equal role/responsibility of all Trustees. Trustees shall be willing to work with the group in making decisions and recognize that compromise may be necessary.

A Trustee who officially declares himself or herself as a candidate for any official, paid elected governmental position must resign from office, and cannot represent the Council in any official capacity.

A person who is elected to any official paid governmental position shall not be allowed to be a Trustee. The Trustees reserve the right to examine specific petitions and make judgments on a case by case basis.

Trustees shall attend and participate in all meetings, and shall be prepared to perform all Trustee and committee assignments.

During Town Hall Meetings, Trustees shall deliver Board/committee reports. Trustees shall not express personal opinions or positions during formal presentations, but may do so as part of the public comment. Trustees shall notify the President prior to any meeting of their intended absence.

The Board of Trustees may remove a Trustee if:

- a) the Trustee has more than three (3) unexcused absences from the Board of Trustees or Town Hall meetings (unexcused absence defined as absence without prior notification to the President), or
- b) the Board of Trustees determines that the Trustee has violated the power bestowed upon him or her, vacated his or her position, or neglected his or her required duties.

The Board of Trustees shall call the fact to the Trustee's attention with the

request that the Trustee reconsider his or her ability to continue as a Trustee. The removal of a Trustee, for other than attendance, requires the votes of three-fourths (3/4) of the Trustees present, but only after the Trustee has had due notice ten days prior to the meeting and has had an opportunity to be heard upon the question of removal.

**Section 4.2 Officers:** The officers of the Council shall be President, President-Elect, Past-President, Vice-President, Treasurer, and Secretary. These individuals must be Trustees and Members in good standing. No officer shall be compensated for services as an officer of the Council.

Any Trustee in good standing who is interested in holding an officer position as President-Elect, Vice President, Treasurer, or Secretary shall provide the Nominating and Elections Committee with their candidacy statement on or before the October Town Hall. Trustees will vote on officers during the December Trustees meeting and officers will begin their 12 month term immediately following.

The position of President will be elected by all Members present at the October Town Hall meeting and begin their 12 month term with the President-Elect, Vice President, Treasurer, and Secretary after the December meeting.

#### **Section 4.3 Duties of Officers:**

**Section 4.3.1 President:** The President shall function as the presiding official of the Council and exercise supervision of the affairs of the Council subject to the approval of the Council and shall serve as the official representative of the Council, unless he or she appoints an alternate representative.

It shall be the duty of the President to plan and pursue policies that will promote the welfare of the Council, to implement directives authorized by the Council, and to keep the Board and the Council fully advised of his or her activities.

The President, with the aid of the Vice-President and the Board of Trustees, shall develop topics, contact speakers, and prepare the agendas for meetings.

The President shall appoint all committee chairpersons, who shall preferably be existing Trustees, subject to the approval of the Board of Trustees. In July, the current President shall appoint a Nominating and Election Committee of at least two (2) Trustees who are not seeking office.

Subsequent to October elections, the current President shall appoint an Audit Committee of two (2) members and a Budget Committee composed of the Treasurer and at least two (2) other members, subject to the approval of the

Board of Trustees.

The President will co-sign all checks for any amount over \$500.

The President shall be an ex-officio member of all committees with the exception of the Nominating and Election Committee.

The President shall be designated as the agent for service of process and shall sign all governmental, informational, or other such forms, as required.

**Section 4.3.2 President-Elect:** The President-Elect collaborates with the President to learn the role of the President, to become familiar with the programs of the Council and its governance, and to develop and facilitate officer transition. The President-Elect shall be a voting member of the Board of Trustees and shall perform such duties as the President or the Board of Trustees may assign. The President-Elect assists and supports the President as needed and plans for the Presidential year. After satisfactorily completing duties as President-Elect, Trustees may present any qualified President-Elect to the Council during the October Town Hall for the annual President election.

**Section 4.3.3 Past-President:** The Past-President provides advice and leadership to the Board of Trustees regarding past practices and other matters to assist the Board of Trustees in governing the Council. The Past-President supports the President and the President-Elect on an as-needed basis.

The Past-President shall serve in an ex-officio capacity for one year after his/her term as President has been completed.

**Section 4.3.4 Vice-President:** The Vice-President shall preside if the President is unable to perform his or her duties, and shall have such other duties as directed by the President.

The Vice-President shall assist the President in developing topics, obtaining speakers and preparing agendas for the Town Hall Meetings.

The Vice-President shall act as the Parliamentarian, and Chairperson of the Bylaws Committee.

The Vice-President may co-sign checks or contracts in the event that the President is unable to sign.

In the event of a vacancy in the office of the President, the Vice-President shall assume the office of the President for the remainder of the Council year.

**Section 4.3.5 Secretary:** The Secretary shall keep accurate minutes of all meetings and distribute them within 7 days following the meeting. The Secretary shall record the presence of a quorum and be responsible for all Council files during term.

When a motion is made to take a position on an issue, the Secretary shall accurately record the wording of the motion, the identity of the persons making and seconding the motion, and the counts of votes in favor and opposed. The Secretary shall have on hand at all Town Hall Meetings and Board of Trustees meetings, all minutes of the past twelve months and all lists of committees and committee members.

The Secretary, unless another Trustee is so designated, shall be responsible for delivering copy to community newspaper(s).

**Section 4.3.6 Treasurer:** The Treasurer shall receive and disburse all funds of the Council as directed by the Board of Trustees.

The Treasurer shall maintain accurate records of all receipts and disbursements of the Council, and provide a financial report at the Town Hall and Board of Trustees meetings, as well as assist in the annual audit.

The Treasurer shall deposit all monies in a bank designated by the Board of Trustees.

The Treasurer will sign all checks. Any amount over \$500 will require the co-signature of the President (or Vice-President if the President is unavailable).

The Treasurer shall complete and, upon approval from the Board of Trustees, file all required governmental forms.

## **ARTICLE V - COMMITTEES**

**Section 5.1 Standing Committees:** Standing committees of one or more members (unless otherwise specified) shall pursue outreach activities, work on ongoing projects or goals that benefit the community, and make reports at the Town Hall and Board of Trustees meetings. Committees' actions are subject to review by the Trustees and committees shall take no final action or issue any official correspondence with local government agencies or officials without approval of the Trustees.

Permanent standing committees include the Membership and Publicity Committee, Finance Committee, Washington Street Maintenance Assessment District (WSMAD) Committee, and the Elections and Bylaws Committee. Other

standing committees may be established as deemed necessary by the Board of Trustees.

Standing committee meetings shall be open to any interested persons.

**Section 5.1.1 Membership and Publicity Committee:** The Membership and Publicity committee shall be chaired by the Secretary and focus on building the membership of the Council to represent the overall population of Mission Hills. This committee will focus on utilizing various avenues to keep the Mission Hills Community informed about who the Council is and all of the benefits the Council provides to the community.

**Section 5.1.2 Finance Committee:** The Finance committee shall be chaired by the Treasurer and focus on the creation and oversight of the Council's fiscal and calendar budgets as well as any grant opportunities available to the Council and the annual financial report as outlined in Article VII.

**Section 5.1.3 Washington Street Maintenance Assessment District Committee:** The Washington Street Maintenance Assessment District Committee (hereafter "WSMAD") serves as an advisory body to the City of San Diego in its administration of the district landscaping and other services subject to a special assessment to residents and businesses within the district boundaries, and to review and approve the annual district budget. WSMAD shall be composed of a minimum of seven members, who shall be appointed by the President with the approval of the Trustees. All members roles and responsibilities shall be bound by the WSMAD Guiding Document.

WSMAD committee membership shall endeavor to include representation from the Mission Hills Garden Club, Mission Hills Heritage, and the Mission Hills Business Improvement District as well as members of the community who reside and/or own businesses within the district boundaries. The committee shall make regular reports to the Trustees.

The committee shall meet as necessary, and not less than three times annually, to survey district services and confer on actions necessary to ensure the proper administration of the WSMAD. Committee shall report to the Trustees regularly regarding the quality of city services and the standing of the WSMAD budget.

**Section 5.1.4 Election and Bylaws Committee:** The Election and Bylaws committee shall focus on the annual Trustee and Officer elections, as outlined in Article VIII, as well as the updating of all bylaws, when necessary, as outlined in Article X.

**Section 5.2 Special Committees:** The President or the Board of Trustees may establish special (ad hoc) committees. These committees shall work on special projects or goals until completion. Special committees shall give reasonable opportunity for all interested individuals to be heard, specifically persons who may be directly affected by the issues under consideration. These committees shall prepare recommendations to the Board of Trustees.

All special committee meetings shall be open to any interested persons.

## **ARTICLE VI – MEETINGS**

**Section 6.1 Board of Trustees Meetings:** The Board of Trustees shall hold monthly meetings to prepare an agenda for the Town Hall Meeting and to conduct such other business as may arise. The Board of Trustees shall set the time and place of the meetings for the New Year and post them to the website for public notice. A "dark month" may be established with the approval of the Board of Trustees.

**Section 6.1.1 Quorum for Board of Trustees Meetings:** A quorum for the transaction of business shall be a majority of the number of existing Board of Trustees, at least two (2) of whom shall be Officers.

**Section 6.1.2 Voting at Board of Trustees Meetings:** Each Trustee shall have one vote. There shall be no proxy, telephonic, or cumulative voting. When occasioned by time pressures or moderate import of the subject, Trustees may vote by email, said vote to be collected by the Secretary and included in the records, and each Trustee shall retain the right to sole discretionary prevention of an email vote on any subject and to require a formal meeting of the Board of Trustees with quorum. Any votes so taken by email shall be incorporated into the minutes of the following Board of Trustees or Town Hall meeting.

**Section 6.1.3 Special Board of Trustees Meetings:** Special meetings may be called by the President or by a written request of any three (3) members of the Board. The request must state the purpose of the meeting. Only that business described in the request shall be transacted at the meeting.

Each Trustee must be notified, at his or her address or phone number of record, in person, or by telephone, or mail/e-mail at least four (4) days in advance of the special meeting, advising the date, time, and place of the meeting, the purpose of the meeting, and who requested the meeting. The notice requirements may be waived if all Trustees consent to the waiver prior to the special meeting.

Minutes of all meetings shall be provided by email to all Trustees, elected



officials, and speakers of the meeting, and be posted on the Council website for general information.

**Section 6.2 Meetings:** The Council shall hold Quarterly Town Hall meetings open to all Members and the public.

**Section 6.2.1 Quorum for Town Hall Meetings:** A quorum for the transaction of business shall be a majority of the number of existing Trustees, at least two (2) of whom shall be Officers.

**Section 6.2.2 Voting at Town Hall:** Each Member in good standing (as validated by the Council's roster) shall be entitled to one vote on any issue. There shall be no proxy, telephonic, or cumulative voting.

**Section 6.2.3 Agenda for Town Hall Meetings:** The primary focus of a Town Hall meeting shall be to solicit the opinions, information, and priorities of the community of a specific subject or several, and to report such information or activities taken by the Council or sponsored by the Board of Trustees pertinent to the well-being and advancement of the community. The Board of Trustees shall conduct such business as scheduled, receive reports from committees and other representatives, and shall hear from any Member of the Council or the public who wishes to bring new business to the meeting. In the interest of time, the Board of Trustees may, at its discretion, reschedule items brought before the Council to be heard at a later meeting to ensure that all participants may be heard.

The October Town Hall agenda shall include a presentation of the slate of Trustee candidates to the Council, with each candidate having an opportunity to speak from the podium on his or her behalf. Members will receive ballots as they arrive at the meeting, and, following the candidates' presentations, ballots will be completed and collected in a ballot box and delivered to the Election Committee, who will, at the adjournment of the meeting, assemble to count the votes. Trustees will remain for a special meeting after the Town Hall to ratify the election results. Candidates will be notified immediately upon ratification.

**Section 6.3 Trustee Meeting Schedule:** The Board of Trustees will meet on the 2<sup>nd</sup> Thursday of each month during which there is no Town Hall to report on committee activities and actions undertaken, constituency concerns or requests, and to establish the agenda of work and future meetings. Meeting schedule is subject to change as determined by the Trustees.

## **Town Council Calendar**

|           |                           |
|-----------|---------------------------|
| January   | Town Hall Meeting         |
| February  | Board of Trustees Meeting |
| March     | Board of Trustees Meeting |
| April     | Town Hall Meeting         |
| May       | Board of Trustees Meeting |
| June      | Board of Trustees Meeting |
| July      | Town Hall Meeting         |
| August    | Board of Trustees Meeting |
| September | Board of Trustees Meeting |
| October   | Town Hall Meeting         |
| November  | Board of Trustees Meeting |
| December  | Board of Trustees Meeting |

## **ARTICLE VII – FINANCE**

**Section 7.1 Fiscal Year:** The Fiscal Year shall be from February 1st to January 31st.

**Section 7.2 Finance Committee:** The Finance Committee shall prepare a Fiscal and Calendar budget beginning January 1st, and submit it in December to the Board of Trustees for review, discussion and approval. Fiscal and Calendar year are not the same.

The Board of Trustees may, as needed, submit amendments to the budget for the current fiscal year that may be adopted by a majority vote of the Council at a duly noticed Town Hall Meeting.

**Section 7.2.1 Grant Applications:** When funds allow, the Board of Trustees shall budget each year for funds to be distributed as donations, awards and grants to worthy applicants to provide recognition and support for activities that further the goals of the Council and of the Mission Hills community. The Board of Trustees shall publish the Council's Grant Application Policy on the Council's web site.

**Section 7.3 Finance Committee:** The Finance Committee shall prepare an annual report of the Treasurer's records and an inventory of the property of the Council. Such report shall reflect the assets and liabilities at the end of the fiscal year, as well as the income and expenses generated during the year. The Finance Committee shall present the annual Financial Report to members at the January Town Hall meeting.

**Section 7.4 Insurance:** The President, Vice-President, and Treasurer shall be bonded when the assets of the Council exceed five thousand dollars (\$5,000) in value.

The Council may authorize the Board of Trustees to purchase insurance (e.g., liability) in order to meet its obligations under the terms and provisions of this Article.

## **ARTICLE VIII - NOMINATIONS AND ELECTIONS**

**Section 8.1 Nominations:** Nominations shall open in July and the Election Committee shall solicit candidates during the months of July, August, and September. The Election and Bylaws Committee shall compile a list of all nominees, together with their qualifications. The Election and Bylaws Committee shall submit this information to the Council at the Town Hall Meeting in October.

Nominations may be made from the floor at the October Town Hall Meeting without the necessity of motion or vote. No further nominations shall be accepted after the October Town Hall Meeting. All nominees must give their consent to nomination, whereupon the nominations shall be closed. Each candidate shall be encouraged to present the Council with a Statement of Candidacy, which shall follow the guidelines set up by the Election and Bylaws Committee as to the content and length.

**Section 8.2 Eligibility for Board of Trustees:** No person shall be a candidate or elected to office unless he or she has been a member in good standing (dues are current and the member attended at least two meetings in the last year). Candidates must be 18 years of age or older.

**Section 8.3 Election Voting for Board of Trustees:**

All Board of Trustees Seats are at-large.

The Election and Bylaws Committee shall prepare paper ballots to be distributed to the Council upon signing in at the meeting.

The votes shall be tabulated by at least three (3) members of the Election and Bylaws Committee. Greater than 50% of the vote shall constitute an election to the Board of Trustees. Any tie shall be decided by a vote of the general membership.

Installation of the Board shall take place as the first order of business at the November Trustee meeting. Any positions not filled by the election process shall be appointed as provided in the Article on Officers and Trustees.

**Section 8.4 Nominations for Officers of the Board of Trustees:**

Nominations for Officers of the Board of Trustees (e.g. President-Elect, Vice President, Treasurer, and Secretary) shall open immediately upon the installation of the Board of Trustees at the November Meeting.

All candidates for an Officer position of the Board of Trustees will present the Board of Trustees with a Statement of Officer Candidacy, which shall follow the guidelines set up by the Elections and Bylaws Committee as to content and length.

All candidates for an Officer position will present the Board of Trustees with their Statement of Officer Candidacy during an open session of the November Board of Trustees meeting.

**Section 8.5 Election Voting for Officers of the Board of Trustees:**

The Election Committee shall prepare paper ballots to be distributed to the Board of Trustees at the December Board of Trustees meeting. The votes shall be tabulated by at least three (3) members of the Elections Committee. Plurality of the vote (greater or equal to 50%) shall constitute an election to officer of the Board of Trustees.

Installation of the officers of the Board of Trustees shall take place immediately upon ratification of the vote for officers of the Board of Trustees at the December Board of Trustees meeting.

In the case of a tie for any Officer position, a run-off election will be held during a closed session of the January Board of Trustees Meeting.

**ARTICLE IX – PARLIAMENTARY AUTHORITY**

**Section 9.1** Robert's Rules of Order Newly Revised (10th Edition) shall govern the proceedings of all meetings of the Council and Board of Trustees when consistent with the provisions of the Council's Bylaws.

**ARTICLE X – AMENDMENT OF BYLAWS**

**Section 10.1** These Bylaws may be amended by a two-thirds (2/3) vote of the Members at a Town Hall meeting, provided that copies of the proposed amendments were posted to the Council website and were available to the Council at the previous Town Hall meeting. Amendments shall become part of


the Bylaws immediately upon adoption, and become effective immediately unless the amendment contains a provision for specifying another time.

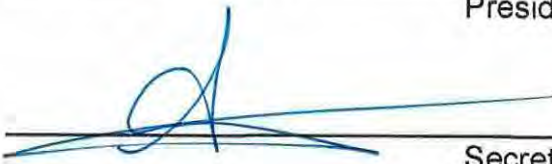
**ARTICLE XI – DISSOLUTION OF COUNCIL**

**Section 11.1** Upon dissolution of the Council, its assets shall be disbursed equally across the 501(c)3s that serve Mission Hills. All pertinent organizational documents will be offered to Mission Hills Heritage for preservation. This shall be consistent with the objectives and policies of the Council.

**ADOPTION OF BYLAWS**

ADOPTED AND APPROVED BY THE BOARD OF TRUSTEES ON THIS 9<sup>th</sup>  
DAY OF OCTOBER, 2020

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary