



## **BYLAWS**

**OF**

## **CLAIREMONT TOWN COUNCIL**

As amended February 7, 2019

## ARTICLE I – NAME

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

**Section 1.2 Establishing Date:** The Clairemont Town Council was established in September 1954 after the merging of the former Clairemont Boosters Club and the former Clairemont Civic Association.

## ARTICLE II – PURPOSE AND OBJECTIVES

**Section 2.1 Purpose:** The Council’s purpose is to promote the civic, commercial, educational and cultural activities, as well as the general welfare of the community of Clairemont.

**Section 2.2 Objectives:** The objectives of the Council are to provide a forum for discussion of community issues, take a stand on community issues as authorized by the membership, communicate community views to the appropriate organizations, and sponsor programs that benefit Clairemont.

### **Section 2.3 Endorsements:**

**Section 2.3.1** The Council shall not endorse any candidate for public office, although any Member, Officer or Director, in their private capacity may do so. No Officers or Directors may use any resources of the Council to promote any single candidate for public office, such as the Council’s mailing list or website. This limitation does not apply to the Council sponsoring candidate debates or any other such non-partisan forums.

### **Section 2.3.2 Resolutions and Letters of Support**

**Section 2.3.2.1** The Board shall have the authority to make a resolution or write a letter of support, if there is majority approval from a quorum of the Board. Approval may be provided in person, via phone or via email, provided that the Directors are given at least 2 calendar days to review the proposal. Votes shall be given to and noted by the Secretary on the next set of minutes for the Council. The vote does not need to occur at an Executive or General Board Meeting.

**Section 2.3.2.2** Without majority approval from a quorum of the Board, the CTC member bringing the request, may request for approval of the resolution or letter of support to be submitted via email to all members of the Council. A vote may either be taken via email or at the next general meeting, provided that the members are given at least 2 calendar days to review the proposal. A majority of affirmative votes by those submitting a vote via email or of those in person, if a vote is conducted at the general meeting, shall be adequate for approval of the resolution or letter of support.

**Section 2.3.2.3** A resolution or letter of support must be presented for review by a member in good standing of the Council.

**Section 2.4 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).

### **ARTICLE III – MEMBERSHIP**

**Section 3.1 Membership:** Membership in the Council is open to any individual who has attained the age of 18 and lives in Clairemont, as specifically defined in the Clairemont Mesa Community Plan effective as of 1990 (see Figure 1). A membership that does not meet the above requirements may be allowed by approval of the Board.

**Section 3.2 Classes of Membership:** Classes of membership shall be: individual, student, senior (55 years or older), active military, or veteran as determined by the Board. Each class of membership is entitled to one vote per membership. The Board of Directors may confer honorary membership to those who have aided the objectives and policies of the Council. Honorary membership shall be for the remainder of the year in which honorary membership is granted. Honorary members shall not be required to pay dues.

**Section 3.3 Associate Membership:** Associate membership in the Council is open to any business, residential association or non-profit organization that conducts business in Clairemont, as specifically defined in the Clairemont Mesa Community Plan effective as of 1990 (see Figure 1). Associate Members are not entitled to vote.

**Section 3.4 Dues:** Any changes to the amount of dues shall be recommended by the Board of Directors and must be approved by a majority of the membership at a General meeting.

New members joining during the year shall be required to pay dues upon joining the Council. Dues paid at any time during the year are good for a membership through that calendar year. Only those members who have paid their yearly dues shall be considered as part of the “membership” for voting purposes.

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

**Section 3.5 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. No member shall have the authority to speak for or represent the Council without approval of the Board.

## ARTICLE IV – OFFICERS AND DIRECTORS

**Section 4.1 Officers:** The Officers of the Council shall be President, Vice-President, Treasurer, Secretary, and Sergeant-at-Arms, and they shall be responsible for executing decisions made by the membership. All official positions and communications of the Council's position shall be vetted by the Officers of the Board.

### **Section 4.2 Duties of Officers:**

**Section 4.2.1 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 membership, and shall serve as the official representative of the Council.

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 membership, and to keep the Board and the membership fully advised of his or her activities.

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

The President shall ensure that minutes are taken for all General and Board meetings. The President shall appoint all committee chairpersons, who shall preferably be existing Board members, subject to the approval of the Board.

The President may sign checks and upon the President's approval shall co-sign checks written by the Treasurer for amounts over five hundred dollars (\$500). If the President is not available to counter-sign the check, in lieu of signing, the President may give written authorization for the check to be signed by the Treasurer only. Written authorization for checks over \$500 includes, but is not limited to email. If the President is physically incapacitated or otherwise unavailable, a majority of the Board may vote by any acceptable means, including email, to approve the transaction and provide written authorization, including, but not limited to, email, to the Treasurer.

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 4.2.2 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 General meetings.

**Section 4.2.3 Secretary:** The Secretary shall keep accurate minutes of all General meetings and Board meetings. The Secretary shall record the presence of a quorum.

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 General meetings and Board meetings, all minutes of the past twelve months and all lists of committees and committee members.

**Section 4.2.4 Treasurer:** The Treasurer shall receive and disburse all funds of the Council as directed by the membership.

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

The Treasurer shall deposit all monies in a bank designated by the membership and co-sign all checks signed by the President, for payment of approved incurred obligations on behalf of the Council.

The Treasurer shall complete, and upon approval from the Board, file all required governmental forms. In addition, obtain and maintain Directors and Officers liability insurance policy for Council.

**Section 4.2.5 Sergeant-at-Arms:**

The Sergeant-at-Arms shall assist in preserving order as the President may direct. The Sergeant-at-Arms shall ensure that a meeting room is available for the General meetings and the Board meetings. Additionally, the Sergeant-at-Arms shall handle physical arrangements and ensure that furnishings are in proper order for each meeting. In the absence of the President and Vice-President, the Sergeant-at-Arms shall be the presiding officer.

**Section 4.3 Board of Directors:** The Board members of the Council shall consist of the five (5) Officers; five (5) District Directors, one from each district of Clairemont, as provided for by the attached map, Figure 1; and five (5) Directors-at-Large.

The Board of Directors shall serve as volunteers, as defined in the California Corporations Code Section 5239(b), and shall have general supervision of the affairs of the Council between the General meetings, and perform duties prescribed in the parliamentary authority as outlined in these Bylaws and as adopted by the Council. A Board member 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. Board members 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 Directors, whenever possible, but no later than the second meeting.

**Section 4.3.1 Term of Office:** Each Board member shall be elected to serve for a two (2) year term beginning at the January General meeting.

In odd-numbered years, the following offices shall be considered for election: President, Vice-President, Secretary, Director North, Director South, and two (2) Director-at-Large positions.

In even-numbered years, the following offices shall be considered for election: Treasurer, Sergeant-at-Arms, Director Central, Director East, Director West, and three (3) Director-at-Large positions.

No Board member shall hold the same office for more than two consecutive terms unless a special waiver is approved by the general membership. In filling vacancies for un-expired terms, a Board member who has served more than half a term in an office is considered to have served a full term.

**Section 4.3.2 Vacancies on the Board of Directors:** A vacancy may occur by death, resignation, or removal by the Board. 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 Directors and approved by the general membership. The Board may grant a Board member a limited leave of absence, not to exceed two (2) months. During an approved leave of absence, the Board member can maintain formal membership but not, for example, be included for purposes of determining a quorum or participate in meetings, voting or communications if he or she is on leave.

### **Section 4.3.3 Council Code of Conduct**

None of the Board of Directors, Chairpersons, and/or Committee member's official actions in the name of the Council shall conflict with action authorized by the membership.

No Board member, Chairperson, and/or Committee member, who becomes a candidate for any public office, may use resources or events of the Council to promote themselves, their political affiliation or preference, or their causes as a candidate for political office. A person who is elected to any official governmental position shall not be allowed to be a Board member, Chairperson, and/or Committee member while holding office.

No Board member, Chairperson, and/or Committee member shall have the authority to commit the Council to any indebtedness or raise funds in the name of the Council without approval of the membership. Any violation of the foregoing shall subject that individual member to disciplinary action that could include expulsion from the Board, Chairmanship, and/or Committee.

Board members, Chairpersons, and/or Committee members shall conduct themselves in a manner that respects the integrity of the Council, its processes, and all participants, including fellow Board members, Chairpersons, Committee members, and/or general members.

Board members, Chairpersons, and/or Committee members shall recognize the equal role and responsibility of all involved. Board members, Chairpersons, and/or Committee members shall be willing to work with the group in making decisions and recognize that compromise may be necessary.

Board members, Chairpersons, and/or Committee members shall attend and participate in Board, General and committee meetings, and shall be prepared to perform all Board and committee assignments. During General meetings, Board members and/or Chairpersons shall deliver Board and/or Committee reports from the Board table. Board members and/or Chairpersons shall not express personal opinions or positions from the Board table, but may do so as part of the public comment. Board members and/or Chairpersons shall notify the President, and/or presiding officer, prior to any meeting of their intended absence.

#### **4.3.4 Council Disciplinary Procedures:**

The Board shall have the authority to remove a Board member and/or Chairperson if:

- a) The Board member and/or Chairperson has more than three (3) unexcused absences from Board meetings during their term, or
- b) The Board member and/or Chairperson has more than three (3) unexcused absences from General meetings during their term, or
- c) The Board member and/or Chairperson has more than three (3) unexcused absences from committee meetings during their term, or
- d) The Board determines that the Board member and/or Chairperson has violated the power bestowed upon them, vacated their position, or neglected their required duties.

Any complaint against an active member of the General Membership or other Board members may be submitted in writing to the CTC President. If the complaint is against the CTC President, it may be filed with another Officer of the Board. The Board shall call the fact to the Board member's attention and the complaint will be placed on the agenda and reviewed at the next Board meeting.

The removal of a Board member and/or Chairperson, by the Board, requires that the member in question has had due notice no less than ten (10) days prior to the meeting, and shall have an opportunity to be heard upon the question of removal. Due to attendance, the question of removal requires a simple majority vote of the Board members present. All other causes for removal require the votes of two-thirds (2/3) of the Board members present.

The removal of a Chairperson and/or Committee member, by a Committee, requires that the member in question has had due notice no less than ten (10) days prior to the meeting, and shall have an opportunity to be heard upon the question of removal. Due to attendance, the question of removal requires a simple majority vote of the Committee members present. All other causes for removal require the votes of two-thirds (2/3) of the Committee members present.

**Section 4.4 Other Directors:** The Council shall have two other types of Directors whose

position(s) shall be non-voting and shall not count for purposes of a quorum.

The positions shall be: 1) the Immediate Past President, who may also hold another, voting, position on the Board and 2) Public Directors, who may consist of representatives of the San Diego Police Department, San Diego libraries, City of San Diego Parks and Recreation, Clairemont/Bay Park Chamber of Commerce, Clairemont Mesa Planning Committee, and the San Diego Unified School District.

**Section 4.5 Student Representatives:** The Council shall have Student Representatives whose position(s) shall be non-voting and shall not count for purposes of a quorum. The Student Representative shall be a student in good standing who attends a high-school campus (public/private) within the jurisdiction of the Clairemont community. The Student Representative shall be nominated, and seated, by the Board of Directors upon recommendation of the student's campus principal. The Student Representative shall serve a term that is to commence at the beginning of the student's school year and ends at the beginning of the next school year. The same person may be a Student Representative for up to two (2) consecutive year terms.. The Student Representative shall be required to adhere to the attendance, conduct, and disciplinary policy set forth for all Officers and Directors of the Council.

## ARTICLE V – COMMITTEES

**Section 5.1 Standing Committees:** Standing committees shall consist of 1) at least 1 Board Member, 2) the President, due to the President's standing as the President, and 3) any interested Clairemont Town Council Members in good standing. The committee members will be appointed by the President, upon approval of the Board. The Chairperson of the committees shall also be appointed by the President, unless indicated otherwise below. Standing Committees shall perform the activities stated in the Standing Committee description, as well as any activities that are reasonably related. The Chairperson of each committee shall be responsible for making reports regarding committee activities to the General and Board Meetings of the Council. The Chairperson may delegate the reporting activity to any committee member or other director, if no committee members are available.

The Standing Committees shall consist of:

**Audit Committee** - Responsible for preparing an annual report of the Treasurer's records and an inventory of the property of the organization. The audit and inventory for the preceding year shall be completed by March 31 of the following year. The Chairperson of the Audit Committee may not be the Treasurer.

**Budget Committee** – Responsible for preparing the Council's budget proposals for the Fiscal Year. The budget proposal for the subsequent year shall be completed and approved at the November General Meeting of the prior year.

**Bylaws Committee** – Responsible for the annual review of the Bylaws and the development of all proposed amendments to the Bylaws. Review shall be on an ongoing basis throughout the year as issues arise.



**Communications Committee** – Responsible for gathering local community information, compiling, editing, mailing, and distributing the monthly newsletter of the Clairemont Town Council, as well as overseeing the Council's social media properties, and direct official communication matters from the Council. The Communications Committee Chairperson shall be the Managing Editor of the newsletter, be responsible for publishing the newsletter, and for informing the President, who is the Editor-in-Chief, of everything that will be contained in the newsletter prior to the publication of the newsletter.

**Elections Committee** – Responsible for soliciting candidates and conducting annual elections for the Council's elective offices. The Elections Committee shall consist only of individuals who have not declared as a candidate for the next election.

**Garden Tour Committee** – Responsible for overseeing coordination of the annual Clairemont Garden Tour.

**Membership Committee** – Responsible for maintaining membership records and overseeing membership recruitment.

**Public Safety Awareness Committee** – Responsible for highlighting public safety awareness and addressing those issues as a liaison between the Council, the public, and any organizations that serve the Clairemont community regarding matters of public safety.

**Sponsorship and Grant Committee** – Responsible for communication of the availability of sponsorships and grants, receipt of information from those interested in applying for the sponsorships or grants, organizing the manner of presentation to the Board, and following up with parties requesting sponsorship or grants to make them aware of the status of approval as well as any additional requirements.

Other standing committees may be established as deemed necessary by the membership or the Board.

## ARTICLE VI – MEETINGS

**Section 6.1 Board of Directors Meetings:** The Board of Directors shall hold monthly meetings to prepare an agenda for the General meeting and to conduct such other business as may arise. The Board of Directors shall set the time and place of the meetings for the following meeting(s). A "dark month or months" may be established with the approval of the Board.

**Section 6.1.1 Quorum for Board of Directors Meetings:** A quorum for the transaction of business shall be a percentage of the sitting board. A quorum will be at least 50% of the current board rounded down with at least 2 of these being board Officers.

**Section 6.1.2 Voting at Board of Directors Meetings:** Each of the Board members shall have one vote. There shall be no proxy, telephonic, or cumulative voting

**Section 6.1.3 Special Board of Directors Meetings:** Special meetings may be called by the President or by a written request of any five (5) members of the Board or general membership. The request must state the purpose of the meeting. Only that business described in the request shall be transacted at the meeting.

Each Board member 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 Board members consent to the waiver prior to the special meeting.

The occurrence of a special meeting shall be fully reported to the general membership at the next General meeting.

**Section 6.2 General Meetings:** The Council shall hold monthly meetings of the general membership. The day of the General meeting shall be on the first Thursday of each month, unless rescheduled by the Board due to a conflict. In such case, advance notice shall be given to the general membership. A "dark month or months" may be established with the approval of the Board.

**Section 6.2.1 Quorum for General Meetings:** A quorum for the transaction of business shall be at least 50% of the current board rounded down with at least 2 of these being board Officers.

**Section 6.2.2 Voting at General Meetings:** Each currently paid-up member shall be entitled to one vote per membership classification on any issue to come before the meeting. There shall be no proxy, telephonic, or cumulative voting.

**Section 6.2.3 Agenda for General Meetings:** The Council 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 may, at its discretion, place a time limit on Council or Public comments and reschedule items brought before the membership to be heard at a later meeting to ensure that all participants may be heard.

## ARTICLE VII – FINANCE

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

**Section 7.2 Budget Committee:** The Budget Committee shall prepare a budget for the Fiscal Year and submit to the Board of Directors during the first Board meeting of the first month of the Fiscal Year (January) for the Board's review and approval.

Upon approval by the Board of Directors (simple majority), the Board shall submit the budget

proposal to the general membership during the second General Meeting of the Fiscal Year (February) for the general membership's review and approval (simple majority).

The Treasurer shall ensure that the Clairemont Town Council will not incur expenses during the first month of the Fiscal Year (January) until a budget is approved by the General Membership.

The Clairemont Town Council shall define the Fiscal Year as January to December timeframe.

**Section 7.2.1 Grant Applications:** The Council shall distribute, 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 Clairemont community. The Board shall publish the Council's Grant Application Policy on the Council's web site, and make it otherwise available to all interested persons. The Chairperson of the Sponsorship and Grant Committee shall bring grant requests to the Board of Directors. A majority affirmative vote by the Board of Directors shall be needed to present the grant application to the general membership for approval. A majority affirmative vote of the general membership shall be required for a donation.

**Section 7.3 Audit Committee:** The Audit Committee shall prepare an annual report of the Treasurer's records and an inventory of the property of the organization. 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 Audit Committee shall present the annual audit report to members at the February General 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 Directors to purchase insurance (e.g., liability) in order to meet its obligations under the terms and provisions of this Article.

**Section 7.5 Taxes:** The Treasurer shall file all federal and state taxes, as required.

## ARTICLE VIII – NOMINATIONS AND ELECTIONS

**Section 8.1 Nominations:** Nominations shall open at the August General meeting and the Nominating and Election Committee shall solicit candidates during the months of August and September. The Nominating and Election Committee shall compile a list of all nominees, together with their qualifications, for the elective offices of the Council. The Nominating and Election Committee shall submit the candidate information to the Secretary prior to the close of the October General meeting.

Nominations may be made from the floor at the October General meeting without the necessity of motion or vote. No further nominations shall be accepted after the October General meeting. All nominees must give their consent to nomination, whereupon the nominations shall be closed. Upon a contested position, those candidates shall be encouraged to present the membership with a Statement of Candidacy, which shall follow the guidelines set up by the Nominating and

Election Committee as to the content and length.

## **Section 8.2 Eligibility for Offices**

**Section 8.2.1 Eligibility for President:** No person shall be a candidate or elected as President of the Council unless he or she has been a member in good standing for the previous twelve (12) months. Candidates must be 18 years of age or older. A person may be a candidate for more than one office; however, a person may be elected to only one office.

**Section 8.2.2 Eligibility for Vice President, Secretary, Treasurer, and Sergeant-at-Arms:** No person shall be a candidate or elected as Vice President, Secretary, Treasurer, and Sergeant-at-Arms of the Council unless he or she has been a member in good standing for the previous six (6) months. Candidates must be 18 years of age or older. A person may be a candidate for more than one office; however, a person may be elected to only one office.

**Section 8.2.3 Eligibility for District Directors:** No person shall be a candidate or elected as a District Director of the Council unless he or she has been a member in good standing for the previous three (3) months. Candidates for District Director must reside, or own a business, in their corresponding district of Clairemont, as provided for by the attached map, Figure 1. Candidates must be 18 years of age or older. A person may be a candidate for more than one office; however, a person may be elected to only one office.

**Section 8.2.4 Eligibility for Directors-at-Large:** No person shall be a candidate or elected as a Director-at-Large of the Council unless he or she has been a member in good standing for the previous three (3) months. Candidates must be 18 years of age or older. A person may be a candidate for more than one office; however, a person may be elected to only one office.

## **Section 8.3 Elections & Voting**

**Section 8.3.1 Elections:** The Nominating and Election Committee shall prepare the ballots, certified by the Secretary, to be presented at the November General meeting.

**Section 8.3.2 General Voting:** Elections and voting of the Council offices shall be held at the November General meeting. The Nominating and Election Committee shall provide a lock box for which to collect ballots. For the purpose of ensuring a fair count of votes, the membership roster as of the date of the October General meeting shall be used. Only members in good standing shall be allowed to cast ballots. No member shall cast more than one (1) ballot.

**Section 8.3.4 Tabulation of Votes:** All ballots must be received by the close of the November general meeting.

The votes shall be tabulated by at least three (3) members of the Nominating and Election Committee at least five (5) days prior to the December General meeting, and the results shall be certified by the Secretary. The election results shall then be reported by the Secretary at the December General meeting.

The Nominating and Election Committee shall count only those votes that are properly completed and submitted in accordance with instructions contained thereon. Votes for write-in candidates shall not be counted.

Voting shall be by ballot only, and plurality vote shall constitute an election to an office. In the event a person receives the largest number of votes for more than one office, he or she shall be elected to the senior office (according to the following ranking) and the person with the next largest number of votes for the other office(s) shall be elected to the remaining office(s). Seniority of offices for election purposes shall be: President, Vice President, Secretary, Treasurer, Sergeant-at-Arms, District Directors, Directors-at-Large.

Any tie shall be decided by a vote of the general membership at the December General meeting. Installation of the Board shall take place as the first order of business at the January General meeting. Any positions not filled by the election process shall be appointed as provided in the Article on Officers and Directors.

#### **ARTICLE IX – PARLIAMENTARY AUTHORITY**

**Section 9.1 Parliamentary Authority:** Robert's Rules of Order Newly Revised (11th Edition) shall govern the proceedings of all meetings of the Council when consistent with the provisions of the Council's Bylaws.

#### **ARTICLE X – AMENDMENT OF BYLAWS**

**Section 10.1 Amendment of Bylaws:** These Bylaws may be amended by a two-thirds (2/3) vote of the members at a General meeting, provided that the proposed amendment(s) was (were) submitted to the Council at the previous General 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 Dissolution of Council:** Upon dissolution of the Council, its assets shall be disbursed in a manner to be determined by the membership. This shall be consistent with the objectives and policies of the Council.

**Figure 1 – CLAIREMONT COMMUNITY BOUNDARIES AND DIRECTOR DISTRICTS**

