

BYLAWS
of the
RANCHO de los PEÑASQUITOS
TOWN COUNCIL, INC.

ARTICLE I - **GENERAL**

Section 1. **Name**

(a) The name of this organization is the RANCHO de los PEÑASQUITOS TOWN COUNCIL, INC., hereafter referred to as the Town Council.

Section 2. **Purpose**

(a) The purpose of the Town Council is to serve, represent, and promote the activities and interests of all Rancho de los Peñasquitos residents. As a forum for discussion and resolution of community issues, the Town Council will communicate ideas, recommendations, and/or concerns that impact Rancho Peñasquitos to the residents, other community organizations, private and commercial interests, city, county, and state agencies and other affected parties as may be appropriate.

Section 3. **Limitations**

(a) The Town Council shall refrain from supporting any partisan, sectarian, or special interests, including the publishing and distribution of statements in favor of or opposed to such interests. This is not to be construed as a limitation upon fund-raising efforts, solicitation of advertising, taking a position on an issue of concern to the community, or encouragement to neighborhood and special area groups in the promotion and advocacy of their own interests as they see them, but rather, it is to prevent inappropriate favoritism or bias.

(b) Members of the Town Council, hereafter referred to as Council Members, shall not officially use their status in dealing with any other person, group, entity, or interest unless specifically authorized by the Town Council to do so. This does not restrict Council Members from identifying themselves as members of the Town Council, but rather to unauthorized representations that suggest or imply official Town Council endorsement.

ARTICLE II - ORGANIZATION

Section 1. Principal Office

(a) The Town Council will maintain its office in Rancho de los Peñasquitos, City of San Diego, County of San Diego, State of California. At the discretion of Council Members, the specific location may be changed from time to time so long as the new address remains within Rancho Peñasquitos and is available to the public.

Section 2. The Town Council

(a) Comprised of duly elected or appointed representatives from designated districts within Rancho de los Peñasquitos, the Town Council is collectively a policy making body for the community. Official business will routinely be conducted at regular or special meetings of the Town Council, at regular or special meetings of the Executive Committee, and at meetings of the other committees that may be established by the Town Council. As appropriate, the Town Council will provide direction to, and receive reports from the Executive Committee, other committees, and advisory representatives.

(b) Regular meetings of the Town Council will be held monthly at a prior noticed time and at a public place. Council Members will normally be advised of the next regular meeting at the prior meeting. A reminder notice, containing projected agenda items and any changes, will be forwarded by mail to arrive prior to the scheduled meeting, whenever practical.

(c) Special meetings of the Town Council may be called by the President, the Executive Committee, or at the request of five (5) or more duly seated Council Members. In case of the later, the President, Vice President, Treasurer, Secretary and Executive Committee Members will be notified by written request indicating the purpose of the special meeting and contain the signatures of those so requesting. Upon receipt of a valid request for a special meeting, the President and/or Executive Committee will schedule a meeting within fourteen days (14) and notice all Council Members of the meeting and purpose at least seven days (7) prior to that meeting.

(d) A quorum, defined, as a simple majority of duly seated members, is required to conduct Town Council, Executive Committee or other committee business. Subject to the preceding, the Town Council, Executive Committee, or other committee may continue to transact business until adjournment, regardless of the departure of members leaving less than a quorum, as long as any action taken is approved by at least a majority of the members required to constitute a quorum.

(e) All meetings of the Town Council, except as exempted under the State of California Ralph M. Brown Open Meeting Act, will be open to the public. Additionally, a special non-business meeting will be held annually to specifically provide Rancho Peñasquitos residents a state-of-the-community update and provide a forum for open discussion.

(f) Robert's Rules of Order Revised will govern procedural conduct of the Town Council, Executive Committee, and all other committees, unless otherwise prescribed in the bylaws or specified by the Town Council.

Section 3. **Membership**

(a) Council Members will be duly elected or appointed representatives of their respective districts within Rancho Peñasquitos as prescribed in Articles III and IV. It is the responsibility of Council Members to represent and communicate the interests and concerns of their district in relation to the broader scope of the total community.

(b) No more than four (4) Council Members will normally be elected or appointed to represent each district. Individual Council Members will have one vote on all issues brought before the Town Council. Execution of proxies is specifically prohibited.

(c) Additionally, the Town Council may appoint up to eight (8) At-Large Council Members to serve until the next election. In selecting At-Large Members, preference shall be given to candidates who ran for election but did not receive sufficient votes to win in their respective districts. Under no circumstance, will more than four (4) Council Members represent any one district.

(d) Neither duly elected Council Members or Officers for the coming fiscal year, as prescribed in Article II Section 4 Subsection (a), nor Council Members or Officers from the passing fiscal year, may appoint any Council representatives for the coming fiscal year until the duly elected Council Members' term of office for the coming fiscal year commences on July 1st.

ARTICLE II

Section 4. Officers and Executive Committee

- (a) The first order of business after the formal seating of newly elected Council Members, as prescribed in Article III, will be the nomination and election of Officers for the coming fiscal year, with term of office commencing July 1st. Only duly elected Council Members, as prescribed in Article III, for the coming fiscal year are eligible for Officer nomination and election. If no duly elected Council Members declare or are nominated for a particular Officer position or positions after all other Officer positions have been balloted and filled, to the extent possible, by duly elected Council Members then a vacancy for each respective unfulfilled Officer position shall be declared whereby Council Members for the coming fiscal year may fill the vacancy at any time upon commencement of the coming fiscal year and in accordance with procedures prescribed in Article II Section 4 Subsections (b) and (c) and Article IV. The only Officer position that must be filled by the newly elected and seated Council Members at the last Council meeting prior to the commencement of the coming fiscal year on July 1st is the position of President.
- (b) Election will be by secret ballot, after nominations from the floor. Only duly seated Council Members for the coming fiscal year can nominate, be nominated and vote. The President, Vice President, Treasurer, Secretary, and Parliamentarian will be elected in that order.
- (c) Officers are elected by a simple majority of the quorum present. A tie vote will be resolved by a re-vote and include only those actually involved in the tie. If after a re-vote, the tie is not resolved, the President or Presiding Officer will cast the tie-breaking vote.
- (d) The President, baring unexpected vacancy, will preside over the Town Council for the duration of the fiscal year and/or until a new President is duly elected and takes office. He/She will perform all the usual and customary duties and assume all the responsibilities normally associated with the position of a chief executive. The President will serve as the chair of the Executive Committee.
- (e) The Vice President, in the absence of the President, will perform the duties and assume the responsibilities of President. He/She, baring unexpected vacancy, will serve for the duration of the fiscal year and/or until a new Vice President is duly elected. The Vice President will serve as a member of the Executive Committee.
- (f) The Treasurer will maintain the financial records for all business transacted by the Town Council and, baring unexpected vacancy, will serve for the duration of the fiscal year and/or until a new Treasurer is duly elected. He/She will perform all the usual and customary duties and assume all the responsibilities normally associated with the position, to include receipt and expenditure of funds, maintenance of accounts, preparation of an annual budget, presentation of current financial status, and conducting an annual records inspection. On the approval of the Executive Committee, the Treasurer has the authority to disburse expenses up to a maximum of \$200. Expenses over \$200 must be approved by the Town Council. The Treasurer will serve as a member of the Executive Committee.

(g) The Secretary will keep a complete record of the proceedings of the Town Council and Executive Committee and, baring unexpected vacancy, will serve for the duration of the fiscal year and/or until a new Secretary is duly elected. He/She will perform all the usual and customary duties and assume all the responsibilities normally associated with the position, to include recording and distribution of minutes, receipt of and reply to routine correspondence, and maintenance of official record files. The Secretary will serve as a member of the Executive Committee.

(h) The Parliamentarian, baring unexpected vacancy, will serve for the duration of the fiscal year and/or until a new Parliamentarian is duly appointed. He/she will perform all the usual and customary duties and assume all the responsibilities normally associated with that position. The Parliamentarian serves as a member of the Executive Committee.

(i) The Executive Committee is comprised of the President, Vice President, Treasurer, Secretary, Parliamentarian, and Chairs of the Standing Committees. The Executive Committee will meet monthly prior to the Town Council meeting to establish the agenda for that meeting and consider other issues that may be appropriate. It will perform all the usual and customary duties and assume all the responsibilities normally associated with such a committee, to include the power to take action on urgent matters subject to later ratification by the Town Council, resolve administrative details, approve expenditures up to \$200, recommend committee establishment to the Town Council for approval, meet with residents and other interested parties, and execute the policies of the Town Council. All Executive Committee Members, baring unexpected vacancy, will serve for the duration of the fiscal year and/or until a new Executive Committee is duly elected and/or appointed.

ARTICLE II (continued)

Section 5. **Committees, Advisory Representatives, and Special Positions**

(a) Standing Committees are those required to carry out the routine business of the Town Council, they include, but are not limited to: Finance, Government Affairs, Grant, Health & Education, Public Relations, and Rules & Regs. All standing committees shall be chaired by a member of the Executive Committee.

(b) Ad Hoc Committees, will be designated from time to time to address special purposes or activities of the Town Council and will terminate upon completion of that special purpose or activity. These committees may include, but are not limited to: Planning & Infrastructure, Public Services & Safety, Community Events, Communications, Health Services, Youth & Education and Leadership Services.

(c) Advisory Representatives...they may include, but are not limited to: HOOPA, Diamond Gateway Chamber, PUSD School Board, SWAC (Safety Wellness Advocacy Coalition), Diamond Gateway Health Advisory Board, Black Mountain Open Space, Peñasquitos Canyon Preserve, Peñasquitos Landscape Maintenance Districts, Peñasquitos Planning Board, and the Peñasquitos Recreation Council. The President will appoint representatives subject to approval of the Town Council. Representatives will attend required meetings; accurately represent the Town Council position on issues of consideration, and report actions, recommendations, and other matters of interest at the regular meetings of the Town Council.

(d) Special Positions may be designated from time to time to satisfy specific requirements of the Town Council. They include, but are not limited to, positions such as Historian. The President will appoint members to these positions and prescribe duties, responsibilities, and authority subject to the approval of the Town Council.

ARTICLE III - ELECTIONS

Section 1. Filing Procedures

(a) Candidate declaration forms will be made available from the Election Committee sixty days (60) prior to each scheduled election. Filing will close, and forms must be received by the Election Committee no later than thirty days (30) prior to the announced date of the election.

(b) Declaration forms will include the name of the candidate, current residence address, listing of the candidate's qualifications, manner in which the candidate's name and identification is to appear on the ballot, and a signed statement that the candidate is of legal age and will have resided in the district for which nomination is being filed a minimum of thirty days (30) prior to the election date.

(c) The Election Committee will verify all declaration forms and notify applicants of their acceptance/rejection as a candidate no later than twenty-one days (21) prior to the election date. Failure to satisfy age or residency requirements will be the only grounds for rejection.

Section 2. Ballot Preparation

(a) The Election Committee will prepare and publicly post a notice of election, to include a list of candidates by district and a statement of candidate qualifications, no later than fourteen (14) days prior to the election date. Notice will be by public posting, publication in local news journals, and/or other methods deemed appropriate by the Election Committee.

(b) Absentee ballots will be prepared and made available from the Election Committee no later than fourteen days (14) prior to the election date. They must be appropriately marked, signed, and returned to the Election Committee prior to the election date. Each absentee ballot will prescribe required procedures and will be rejected if not accurately followed.

(c) Regular ballots will be prepared and made available from the Election Committee at the prior noticed public polling location(s) on election day.

(d) All ballots will list the candidate names by district with identification not exceeding four (4) words designating each candidate's principal profession, vocation, and/or occupation.

Section 3. Election Procedures

(a) The Town Council will routinely schedule the annual election of members during April or May. Election will normally be for a two year (2) term, with each district electing one member each year. In the case of un-expired vacancies occurring prior to the annual election, two members will be elected from the affected district(s) during the annual election, the one receiving the highest number of votes for the two year (2) term and the one receiving the second highest number of votes for the remaining one year (1) un-expired term.

(b) Voting districts will be those geographical areas within Rancho Peñasquitos that the Town Council shall establish from time to time to reflect equitable representation of all residents. The Election Committee will recommend, and the Town Council must approve, any changes to existing districts at least sixty days (60) prior to the annual election. In the event any

redistricting impacts seated Council Members, those so affected will serve the balance of their terms and retain all authority and responsibilities of office.

(c) Polling places will be located at one or more publicly accessible sites within Rancho Peñasquitos as deemed appropriate by the Town Council. The date, times, and polling site(s) will be noticed to the public no later than seven days (7) prior to the election. Polls will be open no less than six hours (6), with at least two (2) of those hours after 5:00 p.m. if the election is scheduled on a weekday.

(d) The candidate, including an otherwise qualified write-in candidate, receiving the highest number of votes cast by legal residents (ie. meeting age and residency requirements) of each designated district will be considered the winner. In case of a tie vote, the winner(s) will be determined by lot.

(e) Unofficial election results will be publicly posted within twenty-four (24) hours after the election. Results will not be considered official until verification of all votes by the Election Committee and validation by the Town Council.

(f) The Town Council will validate election results and resolve any tie votes at the next regular meeting following the annual election. Winning candidates will be formally seated at the regular meeting in June, with their term of office commencing on July 1.

ARTICLE IV - VACANCIES

Section 1. General

(a) Vacancies on the Town Council, Officers, Executive Committee, other committees, advisory representatives, and special positions may occur from time to time due to resignation, death or incapacitation, removal for cause, recall, or move from Rancho Peñasquitos.

(b) When a vacancy occurs in a district, for whatever reason, the Town Council may appoint a qualified individual from that district to fill the vacancy until the next scheduled election. When a vacancy occurs in an Officer, Executive Committee, other Committee, Advisory Representative, or Special Position, the vacancy will be filled in accordance with procedures prescribed for original selection in Article II, Sections 4 and 5.

Section 2. Resignation

(a) A Council Member may resign his/her position on the Town Council and/or any other position at any time.

(b) Resignation should be in writing and delivered to the President, except in the case of the President, which should be delivered to the Secretary. Effective date of resignation will be the date of receipt unless a later date is specified in the request.

Section 3. Death or Incapacitation

(a) Upon the death or legal incapacitation of a Council Member, a vacancy will immediately exist in any and all positions held by the affected member.

(b) The Secretary will be responsible for certifying the vacancy and notifying the Town Council at the next regular meeting.

Section 4. Removal for Cause

(a) A Council Member may be removed for cause from his/her position on the Town Council and/or any other position at any time by a two-thirds (2/3) vote of all duly seated Council Members, less the affected member. Effective date of such removal will be immediate.

(b) Council Members are expected to attend all meetings of the Town Council and may be considered for removal upon non-attendance at two consecutive meetings without valid reason and prior notice to one of the four duly elected Town Council Officers. Additionally, any Council Member may request the removal of another at any time by specifying in detail the basis of cause. Removal may be considered in cases of chronic non-attendance at meetings, incompetence, malfeasance, moral turpitude, and criminal conduct, violation of Town Council Articles of Incorporation and Bylaws, and/or offense under the State of California Non-Profit Corporation Law.

(c) Council Members are entitled to defend in person a removal for cause request, when practical. If not at the meeting when the original request is made, the issue will be continued and the concerned member will be notified by mail of the request, a summary of the basis for such a request, and given the option to be heard at the next regular meeting.

Section 5. **Recall**

(a) Upon petition of twenty-five percent (25%) of legal voters in a district, a Council Member will be considered for recall by the Town Council at a special meeting called within thirty days (30) of such receipt.

(b) At the special meeting, concerned residents and the affected Council Member will be provided the opportunity to speak to the recall. Upon conclusion of discussion, the Town Council will vote on the petition for recall. A two-thirds (2/3) vote of all duly seated Council Members, less the affected member, will be necessary for recall. Effective date of such recall will be immediate.

Section 6. **Move of Member**

(a) In the event a Council Member moves outside the boundaries of Rancho Peñasquitos, a vacancy will immediately exist in any and all positions held by the concerned member.

(b) In the event a Council Member moves from one district to another within the boundaries of Rancho Peñasquitos, the concerned member will retain his/her positions until the next scheduled election, at which time the Council Member must stand for election, if so desired, in the new district and any un-expired term in the old district will be filled by a qualified candidate during the election.

ARTICLE V - FINANCE

Section 1. Fiscal Year

(a) The Town Council fiscal year will be July 1 to June 30.

Section 2. Operating Funds

(a) All funds necessary for the routine operation and administration of the Town Council will be raised by donation or other public fund-raising methods.

(b) Approved expenditures require the signature of two of the four duly elected Town Council Officers. In case of incurred expense reimbursement to an Officer, two other Officers must sign the authorization.

Section 3. Remuneration

(a) No Council Member or other committee member may receive any remuneration for services rendered, with the exception of directly incurred expenses, and then only upon the approval of the Executive Committee or Town Council as appropriate.

Section 4. Annual Inspection of Records

(a) The financial records will be inspected annually, or upon the vacancy of the Treasurer, as the responsibility of the new Treasurer and the Finance Committee. The Treasurer will make a full report to the Town Council of the results of such inspection no later than the second regular meeting after his/her election.

Section 5. Distribution of Assets

(a) The Rancho de los Peñasquitos Town Council, Inc. does not contemplate pecuniary gain or profit, and moneys or other items of value received by the Town Council shall not pass to any Council Member or other individual for personal use. In the event of dissolution or liquidation of the Town Council, any and all surplus capital or assets will be donated to a non-profit fund, foundation, or corporation which is organized and operated exclusively for public service and/or charitable purposes within Rancho Peñasquitos and which has established tax exempt status under Section 501(c)(3) of the Internal Revenue Code as may be deemed appropriate by the Town Council.

ARTICLE VI - AMENDMENTS TO THE BYLAWS

Section 1. General

(a) The bylaws may be adopted, or amended, or repealed by the Town Council provided such does not curtail the rights of Rancho Peñasquitos residents to elect their representatives at a community-wide election and does not conflict with the Articles of Incorporation or with the State of California Non-Profit Corporation Law.

Section 2. Procedure

(a) All proposed amendments must be submitted in writing to the Bylaws Committee for review. The Bylaws Committee will duplicate the proposed amendment(s) and present copies to all Council Members, with any recommendation of the committee at the next regular scheduled meeting of the Town Council. Unless waived by unanimous consent, the vote on proposed amendments will be scheduled at the regular scheduled meeting following distribution by the Bylaws Committee. Amendment requires a two-thirds (2/3) vote of all duly seated Council Members.

CERTIFICATION OF BYLAWS

I certify that the foregoing is a true and correct copy of the Bylaws of the Rancho de los Peñasquitos Town Council, Inc. duly amended and adopted by the Town Council on March 30, 2004.

Secretary (Print Name)

Secretary (Signature)

Date