

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

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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 de los 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 restricts Members from making unauthorized representations that suggest or imply official Town Council positions.

ARTICLE II -ORGANIZATION

Section 1. Principal Office

(a) The Town Council will maintain its office, if any, in Rancho de los Peñasquitos, City of San Diego, County of San Diego, State of California.

Section 2. Meetings

(a) The Town Council is comprised of duly elected and appointed representatives from designated districts within Rancho de los Peñasquitos. 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 email 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 latter, the Executive Committee Members will be notified by written request indicating the purpose of the special meeting and containing 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. These meetings may be held utilizing a teleconference, web conference, or other technology used to facilitate communication when all members cannot attend in person.

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(d) A quorum, defined as forty percent (40%) of duly seated members, is required to conduct Town Council or Executive Committee business. Subject to the preceding, the Town Council or Executive 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 regular meetings of the Town Council will be open to the public.

(f) Robert's Rules of Order Revised will govern procedural conduct of the Town Council's regular meetings unless otherwise prescribed in the bylaws or specified by the Town Council.

(g)(1) The President may hear a motion and call for a vote by email from all the Town Council members. This procedure shall only be used for issues deemed urgent. The urgent determination shall be made by the majority vote of the Executive Committee.

(2) The President will open the floor to hear a motion via email to all Town Council members. Upon any member moving to take action and it being seconded by a member of the Executive Committee, the motion will be restated by the President with a definition of the date and time for discussion, closing debate and submission of votes.

(3) The motion will follow Robert's Rules of Order for seconding and discussion but amendments to the main motion will not be allowed. Parliamentary procedures known as secondary and/or subsidiary motions, including but not limited to laying the motion on the table, postponing the question for a specific time or division of the question are not allowed.

Section 3. Elected and Appointed Membership

(a) Council Members will be duly elected or appointed representatives of their respective districts within Rancho de los 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) Total Council membership shall not exceed 16 Elected Members and 8 Appointed Members.

(c) Elected Members. No more than two (2) Council Members will be elected to represent each district. Elected Members shall be seated at the regular June meeting immediately after the May election results are certified. The term of office for Elected Members shall commence on July 1 and shall conclude either one or two years later on June 30 as explained in Article III.

(d)(1) Appointed Members. In addition to any Elected Members, the Town Council may select up to eight (8) Appointed Council Members to serve until the end of the fiscal year. The appointed members will serve the community "at large."

(2) In selecting Appointed Members, preference shall be given to candidates who ran for election but did not receive sufficient votes to win in their respective districts. If multiple candidates for appointment meet that description, preference shall be given to the candidates who received the most votes at the election.

(3) No more than two (2) Appointed Council Members may be from the same district.

(4) Appointed Council Members shall be seated at the regular July meeting or at any regular meeting thereafter. The term of office for Appointed Members shall begin no earlier than the date of the regular July meeting or any time thereafter and shall conclude on the date of the regular July meeting of the following year.

(e) Voting. Elected and Appointed Members shall each have one vote on all issues brought before the Town Council. Execution of proxies is specifically prohibited.

Section 4. Officers and Executive Committee

(a) At the regular meeting in June, Elected Members will be formally seated and recite a Statement of Commitment. Immediately following will be the nomination and election of Officers for the coming fiscal year. All Officer positions commence on July 1 and conclude on June 30 of the following year. The office of President must be filled by an Elected Council Member. Council Members elected according to Article III are eligible for nominations and elections to the Officer vacancies. After each Officer position has been balloted

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and filled to the extent possible by elected Council Members, Officer vacancies may be filled by appointed members at the July regular meeting.

(b) Officer elections will be by secret ballot, after nominations from the floor. Only duly seated Council Members for the coming fiscal year may 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, barring 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. The President will be responsible for setting meeting agendas and will send to all Town Council members a tentative meeting agenda no less than 72 hours prior to the scheduled meeting. Any member of the Town Council may request that an item be placed on the agenda. The President will be responsible for the receipt of and reply to routine correspondence.

(e) The Vice President, in the absence of the President, will perform the duties and assume the responsibilities of President. When necessary, the Vice President shall perform the duties and assume the responsibilities of any Officer who is absent or unable to perform his/her duties during a regular meeting. He/She, barring 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, also known as the Financial Secretary, will maintain the financial records for all business transacted by the Town Council and, barring 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, including, but not limited to, receiving funds for deposit, distributing checks for expenses, maintaining accounts, preparing an annual budget, presenting current financial status updates, preparing an annual tax return, 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 except as funds pertain to necessary expenditures; i.e., Insurance, Town Council approved debts, or Income Taxes. Funds dispersed by approval of the Executive Committee shall be verbally disclosed at the next regular meeting as part of the Treasurer's monthly report. 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, barring 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 and maintenance of official record files. The Secretary will serve as a member of the Executive Committee.

(h) The Parliamentarian, barring 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, and Parliamentarian. 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 as authorized in subdivision (f), 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, barring unexpected vacancy, will serve for the duration of the fiscal year and/or until a new Executive Committee is duly elected and/or appointed.

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Section 5. Committees, Advisory Representatives, and Special Positions

(a) Standing Committees are those required to carry out the routine business of the Town Council.

(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.

(c)(1) Groups requiring Advisory Representatives may include, but are not limited to: Maintenance Assessment Districts, Rancho Peñasquitos Planning Board, Rancho Peñasquitos Park & Recreation Council, Miramar Community Leaders Forum, School Community Policing Program Collaborative, Poway Unified School District, and Re-Districting Commission.

(2) The President will appoint representatives subject to approval of the Town Council.

(3) 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)(1) Special Positions may be designated from time to time to satisfy specific requirements of the Town Council. They may include, but are not limited to, positions such as Historian.

(2) 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 Elections and Appointments Committee sixty days (60) prior to each scheduled election. Filing will close, and forms must be received by the Elections and Appointments Committee, no later than fourteen (14) days 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 Elections and Appointments Committee will verify all declaration forms and notify applicants of their acceptance/rejection as a candidate no later than seven (7) days 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 Elections and Appointments 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 seven (7) days prior to the election date. Notice will be by public posting, such as local media, posting on the Town Council website and any method deemed appropriate by the Elections and Appointments Committee.

(b) Regular ballots will be prepared and made available from the Elections and Appointments Committee at the prior noticed public polling location(s) on Election Day.

(c) 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.

(d) Order of candidate names under each district will be randomly determined by the Elections and Appointments Committee.

Section 3. Election Procedures

(a) Election Date. The Town Council will schedule the annual election of members during the annual Fiesta or on another day(s) if approved by a majority of council members.

(b) Terms of Office. Election will normally be for a two year (2) term, with each district electing one member each year. In the case of unexpired 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) unexpired term.

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(c) Districts. 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 Elections and Appointments 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.

(d) Polling places will be located at one or more publicly accessible sites within Rancho de los 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.

(e) The candidate receiving the highest number of votes cast by legal residents will be considered the winner. In case of a tie vote, the winner(s) will be determined by lottery.

(f) Write-in candidates are not allowed under any circumstances.

(g)(1) 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 Elections and Appointments Committee and approval by the Town Council at the June meeting following the election.

(2) The Town Council will validate election results and resolve any tie votes by lottery at the next regular meeting following the annual election.

(3) 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 may occur from time to time due to resignation, death or incapacitation, removal for cause, or move from Rancho Peñasquitos.

(b) When a vacancy occurs, the Town Council may appoint a qualified individual to fill the vacancy until the term end per Article III.

(c) If there is a vacant Elected Member position in a district, priority for filling that position shall be given to Appointed Members from that district. When a vacancy occurs in an Officer, Committee, Advisory Representative, or Special Position, the vacancy will be filled in accordance with procedures prescribed for 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 on the Town Council at any time.

(b) Any Member wishing to resign should deliver a letter of resignation to the President. If the President wishes to resign, he/she should deliver a letter of resignation 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 meetings in one fiscal year without valid reason and prior notice to

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one of the five duly elected Town Council Officers or upon non-attendance for any reason at four or more meetings in one fiscal year. After 3 missed meetings for any reason, excused or not, the Secretary will notify the Council Member via email, reminding them of the attendance policy and the possibility of removal from the Town Council with the next missed meeting.

(c) Any Council Member may request the removal of another at any time by specifying in detail the basis of cause.

(d) "For cause" includes 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.

(e) 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.

(f) A Council Member removed under this section will not be eligible to be considered for any position on the Town Council for a minimum period of 12 consecutive months.

Section 5. Change of Member Residence

(a) In the event a Council Member moves outside the boundaries of Rancho de los 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 unexpired 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 paid by check require the signature of two of the five duly elected Town Council Officers. In case of incurred expense reimbursement to an Officer, two other Officers must sign the authorization. Approved expenditures may be paid by methods other than check (i.e. debit card, or PayPal account) only upon approval of the Executive Committee.

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. Inspection of Financial Records

(a) The financial records shall be inspected and approved at least annually by the Executive Committee. For purposes of that inspection and approval, the Treasurer shall not be allowed to vote to approve his/her own work.

(b) Upon election of a new Treasurer, the new Treasurer shall inspect the financial records and 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. The new Treasurer may conduct his/her inspection with the assistance of other Council Members if he/she so chooses. The former Treasurer may answer questions regarding the financial records, but may not otherwise be involved in the new Treasurer's inspection.

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(c) The Town Council may vote to convene an Audit Committee to inspect the financial records at any time.

Section 5. Distribution of Assets

(a) The Town Council 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 de los 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 de los 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.

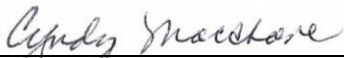
Section 2. Procedure

(a) All proposed changes to the bylaws 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 meeting of the Town Council. Unless waived by unanimous consent, the vote on proposed amendments will be scheduled at the regular meeting following distribution by the Bylaws Committee. Adopting, amending, or repealing the bylaws 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 October 3, 2013.

Cynthia Macshane
Secretary (Print Name)


Secretary (Signature)

2/5/2015
Date

Revised February 5, 2015