

MISSION HILLS TOWN COUNCIL BYLAWS

ARTICLE I – NAME

Section 1.1 Name: The name of this organization is the Mission Hills Town Council, Inc., 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 Endorsements: The Council shall not endorse any candidate for paid public office.

Section 2.3 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 who lives or works in Mission Hills, or any business, residential association, or non-profit organization that conducts business in Mission Hills.

Section 3.2 Membership Levels: Individual Membership, Household Membership, Supporter Membership, Contributor Membership, Benefactor Membership, Lifetime Membership, 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 membership 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. No member shall have the authority to speak for or represent the Council without approval of the Board.

ARTICLE IV – OFFICERS AND TRUSTEES

Section 4.1 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.

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, 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 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 Trustees, shall develop topics, contact speakers, and prepare the agendas for meetings.

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

In November, the current president shall appoint an Audit Committee of two (2) members, subject to the approval of the Board.

In November, the current president shall appoint a Budget Committee composed of the Treasurer and at least two (2) other members.

The Treasurer will sign all checks. Any amount over \$500 will require the co-signature of the President.

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 4.2.2 President-Elect: The President-Elect collaborates with the President to learn the role of the President, to become familiar with the programs of the Organization and its governance, and to develop and facilitate officer transition. The President-Elect shall be a voting member of the Board of Directors and shall perform such duties as the President or the Board of Directors may assign; The President-Elect assists and supports the President as needed and plans for the Presidential year. The President-Elect shall automatically become President at the end of the term as President-Elect.

A nominee for President-Elect must have been a member of the Council continuously during the preceding two years and served on the Board of Directors, as a major committee chair, or in another major leadership role. The President-Elect shall be elected by the individual members of the Council and shall be so elected on a regular annual basis. The President-Elect shall serve for one year of the year following election, and then be installed as President the following year.

In the event that the President cannot complete his/her term, the President-Elect shall assume and exercise all responsibilities and authority of the President.

Section 4.2.3 Past-President: The Past-President provides advice and leadership to the Board of Directors regarding past practices and other matters to assist the Board in governing the Organization. The Past-President supports the President and the President-Elect on an as-needed basis. The Past-President performs the duties of the President in the absence or disability of the President. The Past-President shall serve for one year after his/her term as President has been completed.

Section 4.2.4 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 is responsible for conducting the annual Trustee's elections, providing candidates with copies of the By-laws for their review prior to their nomination, and notifying Council members of the candidates' slate.

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.

Section 4.2.5 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 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 4.2.6 Treasurer: The Treasurer shall receive and disburse all funds of the Council as directed by the Trustees.

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 Trustees.

The Treasurer will sign all checks. Any amount over \$500 will require the co-signature of the President.

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

Section 4.3 Board of Trustees: The Board of Trustees members of the Council, hereinafter referred to as “the Board” or “Trustees”, shall consist of eleven (11) 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 Trustee 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. Trustee 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 Trustees, whenever possible, but no later than the second meeting.

Section 4.3.1 Term of Office: Each Trustee member shall be elected to serve for a (2) year term beginning at the January Town Hall meeting. Officers will be elected by the Trustees and serve a (1) year term.

No Trustee member shall hold the same office for more than two consecutive terms. In filling vacancies for unexpired terms, a Trustee 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 Trustees: 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 Trustees.

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

Section 4.3.3 Trustee Conduct and Disciplinary Procedures: None of the Board of Trustees' actions shall conflict with action authorized by the membership. An active Board member may not use the name or authority of the Board or the Council for any personal or political advantage.

No Trustee 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 the Board member to disciplinary action that could include expulsion from the Board.

Trustee members shall conduct themselves in a manner that respects the integrity of the Board, its processes, and all participants, including Trustee members and general members. Trustee members shall recognize the equal role/responsibility of all Trustee members. Trustee members shall be willing to work with the group in making decisions and recognize that compromise may be necessary.

A Trustee member 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 member.

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

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

The Board may remove a Trustee member if:

- a) the Trustee member has more than three (3) unexcused absences from the Board or Town Hall meetings, or
- b) the Board determines that the Board member has violated the power bestowed upon him or her, vacated his or her position, or neglected his or her required duties.

The Board shall call the fact to the Board member's attention with the request that the member reconsider his or her ability to continue as a Trustee member. The removal of a Trustee member, for other than attendance, requires the votes of two-thirds (2/3) of the Trustee members present, but only after the Board member has had due notice ten days prior to the meeting and has had an opportunity to be heard upon the question of removal.

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 meetings.

Permanent standing committees include the Business Enhancement Committee, Membership and Website Committee, Publicity Committee, Finance Committee, Elections Committee, and the Bylaws Committee. Other standing committees may be established as deemed necessary by the membership or the Board.

Standing committee meetings shall be open to any interested persons.

Section 5.2 Special Committees: The President or the Board 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.

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. A "dark month" may be established with the approval of the Board.

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 Trustees, at least two (2) of whom shall be Officers.

Section 6.1.2 Voting at Board of Trustees Meetings: Each Board member 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 with quorum. Any votes so taken by email shall be incorporated into the minutes of the following Board 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 five (5) 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 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 Trustee members 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 six (6) Board members (at least two (2) of whom shall be Officers) and five (5) members who do not hold Trustee member positions, for a total of eleven (11) votes.

Section 6.2.2 Voting at Town Hall: Each member in good standing (as validated by the membership chair'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 pertinent to the well-being and advancement of the community. 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, reschedule items brought before the membership 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 membership, with each candidate having an opportunity to speak from the podium in his 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 2nd 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.

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	DARK: 4 th of July Celebration
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 for review, discussion and approval. Fiscal and Calendar year are not the same.

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

Section 7.2.1 Grant Applications: The Board 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 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 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 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 Committee shall compile a list of all nominees, together with their qualifications, for the elective offices of the Council. The Election Committee shall submit this information to the general membership 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 membership with a Statement of Candidacy, which shall follow the guidelines set up by the Election Committee as to the content and length.

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

Section 8.3 Election Voting: The Election Committee shall prepare paper ballots to be distributed to the General Membership upon signing in at the meeting.

The votes shall be tabulated by at least three (3) members of the Election Committee. If appropriate, a voice vote can be performed instead of a paper ballot.

Plurality vote shall constitute an election to an office. All Board of Trustee seats are at-large. 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 January Town Hall meeting. Any positions not filled by the election process shall be appointed as provided in the Article on Officers and Trustees.

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 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 in a manner to be determined by the membership. This shall be consistent with the objectives and policies of the Council.