



# **Adopted Bylaws**

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# **SCRIPPS RANCH CIVIC ASSOCIATION**

## **BYLAWS**

### **Article I - Name and Purpose**

#### ***Section 1 - Name***

The corporation is called the Scripps Ranch Civic Association (SRCA).

#### ***Section 2 - Purpose***

The SRCA is a nonprofit corporation (501c4) created in order to promote the social, cultural, educational, and ecological betterment of the community located in the area of San Diego County that roughly approximates the 92131 zip code commonly called Scripps Ranch (SR). Toward accomplishing the aforesaid purposes, the SRCA shall:

- A. Represent the interests of the community.
- B. Provide communication and promote the interchange of ideas among the residents.
- C. Organize and conduct programs and events to improve the quality of life in SR.

#### ***Section 3 - Nonpartisan Activities***

The SRCA activities shall be nonpartisan and nonsectarian and shall not discriminate against any person or persons by reason of race, color, sex, creed, religion, national origin, gender identity, sexual orientation, or physical handicap, nor shall the SRCA take part officially or unofficially, or lend its influence in, the election of any candidate for political office. The SRCA may take positions on issues, including ballot initiatives that affect SR residents, and may communicate its positions to the appropriate elected representatives and to candidates for political office.

Nothing in these Bylaws shall prohibit any Officer, District Representative, or Board Member, acting in their individual capacity, to partake in any political activities or to join or promote the activities of any group, so long as such actions are lawful, and such activity is not represented to be on behalf of the SRCA or any of its subsidiary organizations.

### **Article II - Primacy of Bylaws**

#### ***Section 1 - Primacy of Bylaws***

All previous Bylaws of the SRCA are replaced by the Bylaws herein. These Bylaws shall take effect upon approval by the SRCA Board in accordance with the most recent previous Bylaws. Provisions that apply to elections shall take effect at the next regular election. Provisions that apply to incumbent Officers,

District Representatives, and At-Large Members, shall take effect whenever an office becomes vacant or at the next election or appointment for that office.

## Article III – Fiscal Year

### *Section 1 – Fiscal Year*

The fiscal year of the SRCA shall be from September 1 and shall end August 31 of each year.

## Article IV – Membership

### *Section 1 - Resident Member*

Any person shall be considered a Resident Member of the SRCA as long as they are at least eighteen (18) years of age and are a resident of a single-family or multi-family dwelling unit located in the area commonly referred to as SR and designated by the United States Postal Service as zip code 92131.

### *Section 2 - Voting Member*

Upon the receipt of a financial contribution in the amount established from time to time by the SRCA Board, a Resident Member shall become a Voting Member.

### *Section 3 - Homeowners Associations*

Any Homeowners Association in SR may join as a Business Supporter as defined under Article IV, Section 4.

### *Section 4 - Business Supporter*

Any business located or operating within San Diego County shall be eligible as a Business Supporter. For this purpose, the term “business” shall include any business, professional, or non-profit entity.

Business Supporters shall be recognized through various methods of communication to the community together with such other privileges as may be granted by the SRCA Board. Business Supporters do not have voting rights.

## Article V – The SRCA Board of Directors

### *Section 1 - Organization*

The SRCA Board of Directors (hereinafter “the Board”) shall consist of all District Representatives as defined in Article VI, all At-Large Members as defined in Article VII, and all Officers of the SRCA as defined in Article VIII.

### *Section 2 – Powers*

The Board, upon a majority vote of its members, shall have the power to manage and control the policy, direction, and operations of the SRCA, or any of its subsidiary organizations, including activities and expenditures of funds and resources. Its specific purpose is to guide the SRCA in its future path of serving the residents and businesses of Scripps Ranch. It further shall establish policy and positions as representative of Scripps Ranch at-large, except in specific critical cases where the Board deems it desirable to have a referendum vote. Each year, the Board shall approve an overall strategic plan for the SRCA setting forth the policy and operational direction of the SRCA for the coming year. The Board shall have the power to authorize a financial audit. Operations include, but are not limited to, the SRCA Website, Newsletter and the SRCA Community Center. Annually, the Board will establish goals which focus on community efforts, and will approve a budget for the SRCA.

### *Section 3 – Duty to Participate*

Any Board Member who has accumulated four (4) absences from the monthly SRCA meetings in the preceding twelve-month period, shall be removed from their position(s) on the Board. Absences are defined in Article XIII, Section 8.

### *Section 4 – Compensation*

Board Members are volunteers. No compensation shall be paid to any Board Member. Any Board Member may be reimbursed for expenses approved by the Board.

### *Section 5 - Proxies*

Every Board Member shall have the right to vote in-person at all SRCA meetings, closed sessions or special meetings. Proxy rights cannot be given to any other person on behalf of a Board Member.

## Article VI – District Representatives

### *Section 1 - District Representatives*

For the purpose of representation Districts have been determined by dividing SR (or 92131) geographically into contiguous regions. Residential dwellings shall be located in these Districts, each of which shall be entitled to elect one District Representative. Any change to Districts comprising land



areas of SR (or 92131) shall be designated by the Board not less than two months prior to the Annual Meeting.

Any Voting Member residing in a District may be a candidate for election as the Representative for that District. In voting for District Representatives, each Voting Member shall have one vote. Such vote may be cast in-person only for a District Representative nominee who stands for election for the District in which the Voting Member is residing. The District Representative nominee in each District who receives the highest number of votes cast, irrespective of how many or how few, by Voting Members who are residents of such District shall be deemed elected.

If a Voting Member desires to be a District Representative in an area outside of where they live because their District already has a Representative, and there is an open seat for a District in which no resident has run as a candidate or the District Representative has resigned, the Voting Member willing to become a District Representative can be appointed to the open District by a majority vote of the Board.

### *Section 2 - Duties*

District Representatives have the duty to attend and participate at all meetings of the SRCA, to become familiar with and participate in the activities of the SRCA, to participate in one or more committee or Advisory Group, to participate in membership campaigns, and to vote on all actions of the Board.

District Representatives are elected to communicate concerns and opinions to and from residents and businesses in their particular District, and represent such concerns and opinions at any SRCA meeting. Each District Representative must be an active member of a minimum of one (1) SRCA committee or Advisory Group and participate as a Voting Member during each membership year.

Any District Representative who has accumulated four (4) absences from the monthly SRCA meetings in the preceding twelve-month period, shall be removed from their position(s) on the Board. Absences are defined in Article XIII, Section 8.

### *Section 3 - Districts*

Insofar as practicable, each District shall have approximately the same number of residents, shall have approximately the same land area, and shall have common interests. The number of Districts and District Representatives shall be set by the Board.

### *Section 4 - Number*

The number of District Representatives of the SRCA shall be not less than eleven (11) nor more than twenty (22), unless the Board increases the number because additional residences are built in the 92131 zip code. The exact number of District Representatives shall be fixed from time to time within the limits specified by this section by resolution duly adopted by the Board. Nothing in this section shall be interpreted as empowering the Board to remove a District Representative by decreasing the number of Districts.

### ***Section 5 - Qualifications***

The District Representatives shall be SRCA Voting Members in good standing as of February 15 of each year, and shall reside within the Districts they represent. If no candidate is available from a District and pursuant to Section 1 of this Article, a resident from another District can be appointed by the Board to represent that District for the remainder of the term.

Nominees for District Representatives must have attended at least two (2) SRCA meetings within the last year as evidenced by meeting sign-in sheets retained by the Secretary.

### ***Section 6 - Election and Term of Office***

District Representatives shall serve two-year terms. In order that there shall be continuity of management, the terms shall be staggered such that District Representatives for all even-numbered Districts shall be elected in even numbered years and District Representatives for all odd numbered Districts shall be elected in odd numbered years.

### ***Section 7 - Vacancies***

A vacancy or vacancies in the District Representatives shall be deemed to exist in case of the death, resignation, or removal of any District Representative, or if the Voting Members fail at any annual or special meeting to elect the fully authorized number of District Representatives at that meeting. Vacancies in the District Representatives may be filled by a majority vote of the Board pursuant to Section 1 of this Article. Each District Representative so appointed shall hold office for the remaining term of the District Representative whose position he/she was appointed to fill or if the Board chooses, a vacancy or vacancies may be filled by a special election.

### ***Section 8 – Recall of District Representatives***

Any District Representative may be removed from office by a simple majority of the Voting Members of that District, upon receipt of a petition by those Voting Members at a regularly-scheduled SRCA meeting. Verification of membership status and removal shall take place at the next regularly-scheduled SRCA meeting.

### ***Section 9 –Co-District Representatives***

One Voting Member can be appointed by and serve at the pleasure of the Board, to serve as Co-District Representative of a particular district. The purpose of this position is to aid the District Representative for that district and the Board as they each direct. Only one vote per District is permitted. The Co-District Representative is empowered to act in all capacities including voting as directed by the respective District Representative, and can be removed from office as set forth in Section 8 of this Article.

## Article VII – At-Large Members

### *Section 1 – At-Large Members*

All At-Large Members are appointed by the Board. Any Voting Member residing in SR may be a candidate for appointment as an At-Large Member.

### *Section 2 - Duties*

At-Large Members have the duty to attend and participate at all meetings of the SRCA, to become familiar with and participate in the activities of the SRCA, to participate in membership campaigns, and to vote on all actions of the Board.

At-Large Members are elected to communicate concerns and opinions to and from residents and businesses in their constituency, and represent such concerns and opinions at any SRCA meeting. Each At-Large Member must be an active member of a minimum of one (1) SRCA committee or Advisory Group and participate as a Voting Member during each membership year.

Any At-Large Member who has accumulated four (4) absences from the monthly SRCA meetings in the preceding twelve-month period, shall be removed from their position(s) on the Board. Absences are defined in Article XIII, Section 8.

### *Section 3 - Number*

The exact number of At-Large Members of the SRCA shall be fixed from time to time by the Board.

### *Section 4 - Qualifications*

The At-Large Members shall be SRCA Voting Members in good standing and shall reside within SR.

Appointees for At-Large Member seats must have attended at least two (2) SRCA meetings within preceding twelve-month period as evidenced by the meeting sign-in sheets retained by the Secretary.

### *Section 5 - Appointment and Term of Office*

At-Large Members shall serve one-year terms. At the regularly scheduled May Board meeting each year, the Board shall establish the number and appoint the At-Large Members.

### *Section 6 - Vacancies*

Any At-Large Member seat(s) shall cease to exist in case of the death, resignation, or removal of any At-Large Member, or if the Board fails, at the May Board meeting, to appoint the fully authorized number of At-Large Members at that meeting.

## Article VIII – Officers

### *Section 1 - Officers*

The Officers of the SRCA shall be a Chair of the Board, President, Secretary, and Treasurer.

### *Section 2 - Qualifications*

All Officers of the SRCA shall be elected from among the Voting Members in good standing as of February 15 of each year.

### *Section 3 - Election*

All Officers shall be elected by a majority of Voting Members present at the April meeting and shall serve a term of two years. For continuity of governance, the Chair and Secretary shall be elected in even-numbered years, and the President and Treasurer shall be elected in odd-numbered years. Each Officer shall hold office until they resign, are removed from office, or otherwise disqualified to serve, or until a successor shall be elected.

### *Section 4 - Duty to Participate*

Officers have the duty to attend all meetings and vote on all actions of the SRCA Board. An Officer who has accumulated four (4) absences from the monthly SRCA meetings in the preceding twelve-month period shall be removed from their position(s) on the Board. Absences are defined in Article XIII, Section 8.

### *Section 5 - Removal and Resignation*

Any Officer may be removed from office by a three-quarters (3/4) vote of the Board who hold office at a special meeting of the SRCA Board called for that purpose. Any Officer may resign at any time by giving written notice to the Board to the Chair of the Board or to the Secretary. Any such resignation shall take effect at the date of receipt of such notice or at any later time specified therein and unless specified therein, the acceptance of such resignation shall not be necessary to make it effective.

### *Section 6 - Vacancies*

A vacancy in any office may be filled by a majority vote of the Board for which a quorum is present.

### *Section 7 – Term Limits*

Subject to the exceptions set forth in Article II, Section 1, no person may serve in any one SRCA office for more than 10 years without a break in service of no less than one (1) year.

### *Section 8 – Chair of the Board*

The Chair of the Board (Chair) shall prepare the Agenda for, and preside at, all meetings of the Board and Operations Oversight Board Advisory Group. The Chair shall be elected by the Voting Members. The

Chair shall be counted for quorum purposes and shall have a vote. The Chair shall, subject to the control and oversight of the Board, have the general powers and duties of oversight usually vested in the office of chairperson of a corporation, and shall have such powers and duties as prescribed by the Board and in representation of the Voting Members of the SRCA.

### *Section 9 - President*

The President is the executive officer of the SRCA and shall, subject to the control and oversight of the Board, have general supervision, direction, and control of the business of the SRCA. The President shall be elected by the Voting Members. The President shall be counted for quorum purposes and shall have a vote.

The President shall have the general powers and duties of management usually vested in the office of president of a corporation, and shall have such powers and duties as prescribed by the Board. The President shall report, at each regularly scheduled Board meeting of the SRCA, all executive actions taken in the preceding month, and shall provide an update on work toward future events. The President shall also prepare an annual budget proposal, represent the SRCA in public, meet with the public as needed, implement the Board-approved strategic plan of the SRCA, and perform other such duties as prescribed by the Board and in representation of the Voting Members of the SRCA.

### *Section 10 - Treasurer*

The Treasurer is the chief financial officer of the SRCA and shall, subject to the control and oversight of the Board, keep and maintain adequate and correct accounts of the properties and business transactions of the SRCA or any of its subsidiary organizations. The Treasurer shall be elected by the Voting Members. The Treasurer shall be counted for quorum purposes and shall have a vote. The Treasurer is responsible for financial recording in accordance with all federal, state, and local accounting laws applicable to the organization and subsidiaries. All financial records of the SRCA, and/or any of its subsidiary organizations, shall be available for inspection by any Board Member.

The Treasurer shall deposit all monies and other valuables in the name of and to the credit of the SRCA with such depositories as may be designated by the Board. The Treasurer shall disburse all SRCA funds as may be authorized by the Board, and report any variance thereof. The Treasurer shall provide a budget status report at each regularly scheduled Board meeting of the SRCA.

The Treasurer shall render to the President or Board, whenever they request it, an accounting of all the Treasurer's transactions and of the financial condition of the SRCA, and/or any of its subsidiary organizations, and shall have other such powers and perform such other duties as prescribed by the Board.

The Treasurer will prepare or authorize a second party to prepare, annual Tax Returns. Upon completion of the Treasurer's term of office, the Treasurer shall render an accounting to the Board and the new Treasurer shall examine the books and financial records of the SRCA, and any of its subsidiary organizations, and report the Treasurer's findings to the Board.

In the absence or disability of the Chair, the Treasurer shall perform all duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chair.

### ***Section 11 - Secretary***

The Secretary shall, subject to the control and oversight of the Board, be responsible for keeping all records of the SRCA, and any of its subsidiary organizations. The Secretary shall be elected by the Voting Members. The Secretary shall be counted for quorum purposes and shall have a vote.

The Secretary is responsible for keeping the minutes of all regular monthly meetings, special meetings, and closed sessions of the Board, as well as all reported committee and Advisory Group actions. Minutes of all meetings and sessions of the Board shall include the time and place of holding such meetings or sessions, the names of those present, the number of Board Members present, and the proceedings thereof, and shall post the minutes on the SRCA website within one month of their approval by the Board.

The Secretary shall conduct annual elections as defined in Article XIV. The Secretary shall give, or cause to be given, notice of all regular monthly meetings and any special meetings as required by the bylaws.

The Secretary shall maintain the Board Roster, SRCA committee and Advisory Group member listing, and attendance records of the Board.

In the absence or disability of the Chair and Treasurer, the Secretary shall perform all duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Secretary shall appoint a Board Member to take minutes at meetings where the Secretary is presiding. In the absence of the Chair, Treasurer, and Secretary, the Board Member with the most seniority shall perform all duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chair.

## **Article IX – Board Advisory Groups**

### ***Section 1 – Standing and Ad Hoc Advisory Groups***

The Board shall have the power to establish or abolish as many Standing and/or Ad Hoc Advisory Groups as is deemed necessary to provide advice to the Board. The Board shall appoint a Board Member as chair for each Advisory Group established under this section. There is no length to the term of the chair or members of the Advisory Groups.

### ***Section 2 – Operations Oversight Advisory Group***

There shall be a standing Operations Oversight Advisory Group, consisting of the Chair, President, and at least three (3) members of the Board appointed by action of the Board at the May meeting. The Chair shall also serve as chairperson. The Operations Oversight Advisory Group is responsible for approving all new employees and contractors, termination of employment, compensation changes for employees and contractors, entering into of new contracts, and termination of contracts, for any operations of the SRCA

or businesses operated by the SRCA. The Operations Oversight Advisory Group is responsible for consulting and advising the President on the hiring, performance evaluation, supervision, and termination of each person who is an employee or who receives any remuneration from the SRCA or businesses operated by the SRCA. All approval actions of the Operations Oversight Advisory Group shall be reported to the Secretary for recordation.

### ***Section 3 – Budget Advisory Group***

There shall be a standing Budget Advisory Group, consisting of four (4) members of the Board and the Treasurer. The members of the Budget Advisory Group shall be appointed by action of the Board at the May meeting. The members shall elect their own chairperson. The Budget Advisory Group shall request a budget proposal from the President no later than July of each year. The Budget Advisory Group shall be responsible for preparation of the annual budget for the SRCA, and for presenting it to the Board for consideration in September of each year. The Budget Advisory Group, from time to time, shall review the expenditures against the currently-approved budget, and may recommend budget adjustments to the Board as needed.

### ***Section 4 – Membership***

Membership in any Standing or Ad Hoc Advisory Group is open to all Voting Members as vacancies allow. Anyone may volunteer for Advisory Group service subject to approval by the Advisory Group chair.

### ***Section 5 – Oversight***

Advisory Groups shall address the Board at least yearly or when requested by the Board, and may address the Board at any time to present recommendations, or to receive guidance and support on strategic and operation matters. The Board and Advisory Group chairs will make every reasonable effort to reach agreement on issues. Final authority resides with the majority vote of the Board.

## **Article X – Presidential Committees**

### ***Section 1 – Establishment***

The President may establish or abolish as many committees as necessary to assist the President in execution of the President's activities and responsibilities. The President shall appoint the chairs and members of such committees. Normally members of such committees will be Board or Voting Members, but other individuals may be appointed. There is no length to the term of the chair or the length of service of the committee members. The President shall report to the Board the membership of all committees established under this Article.

## Article XI – Transparency and Indemnity

### *Section 1 – Transparency*

All matters involving the hiring, supervision, compensation, and/or termination of employees or contractors shall be kept confidential and not disclosed without an action of the Board.

All Board Members have the duty to maintain the confidentiality of the membership database and all personal, health, and/or financial information contained therein, or any other personal data collected in the course of the operation of the organization.

Other than the matters listed above in this section, all other business of the SRCA is open for inspection by any Voting Member. If confidentiality is intentionally breached, the Board Member shall be held personally liable for any judgment against the SRCA.

### *Section 2 – Indemnity for Board Members*

The SRCA shall indemnify each Board Member for any error or omission in any action taken by the Board, Advisory Group, or any committee established by the Board, the President, or these Bylaws.

## Article XII – Fundraising Activities

### *Section 1 - Fundraising*

It shall be the duty of all Board Members to assist in fundraising for the SRCA. A Fundraising Campaign (for Voting Members, Homeowners' Associations, and Businesses) shall be established by a resolution of the Board at least annually.

### *Section 2 - Fundraising Year*

The fundraising year commences September 1st of each year and runs through August 31 of the following year. Residents are Voting Members for one (1) year starting from their date of contribution.

## Article XIII - Meetings

### *Section 1 - Place of Meetings*

All meetings of the Board shall be held at an appropriate place which shall be located not more than fifteen (15) miles from the intersection of Pomerado Road and Scripps Ranch Boulevard.

### *Section 2 - Regular Monthly Meetings*

The Board shall hold monthly meetings on the second Tuesday as a forum for the interchange of ideas and discussion of issues affecting the community. At these meetings, the Board shall conduct the business, provide oversight and direction to the operations of the SRCA, and vote on Board actions. Any



months without meetings shall be determined by the Board. All Meetings of the Board, except Closed Session Meetings as defined in Section 5 of this Article, are open to the public.

### ***Section 3- Annual Meeting***

The annual meeting shall be held on the second Tuesday of April each year at 7:30 pm of said day. At such meetings, election of Officers and District Representatives shall be held as appropriate.

### ***Section 4 - Special Meetings***

Meetings of the Board for any purpose or purposes can be called at any time by the Chair, or if the Chair is absent, unable to act, or refuses to act, then by the President, or by any two (2) members of the Board, or upon petition of not less than 10% of the Voting Members.

### ***Section 5 – Closed Session***

The Board may convene into a Closed Session at a Regular or Special meeting, to dispense with and discuss sensitive matters including contract negotiation, personnel, discipline, or legal matters pending before the Board. During Closed Sessions, the public shall be asked to leave the meeting room. The Board shall report to the public any decision taken in Closed Session when appropriate.

### ***Section 6 - Notice of Meetings***

Written notice of regular and special meetings shall be contained in the preceding issue of the SRCA Newsletter and on the SRCA website (as time permits). If inclusion of the Notice of a Special Meeting cannot be included in the preceding issue of the SRCA Newsletter, then notice of the time and place of the Special Meeting shall be placed on the SRCA website and electronic notice given to each Board member at least forty-eight (48) hours prior to the time of the meeting. All meetings, except Closed Session Meetings as defined in Section 5 of this Article, are open to the public.

### ***Section 7 - Annual Budget Meeting***

The annual budget shall be prepared by the Budget Advisory Group and presented for approval at the monthly meeting of the Board in September. The Officers and committee chairpersons shall provide reports of the affairs for the preceding fiscal year at the same meeting.

### ***Section 8 –Absences***

Pursuant to Article V, Section 3, Article VI, Section 2, Article VII Section 2, and Article VIII, Section 4, all Board Members have a duty to attend all meetings of the Board. A Board Member who is not present for four (4) meetings of the Board during the previous twelve-month period, shall be removed from their role on the Board. The Secretary shall keep attendance records each month and make them available for review by any Voting Member.

### *Section 9 – Quorum*

A majority of the non-vacant seats of the Board shall constitute a quorum for the transaction of business at any meeting. Every act or decision done or made by a majority of the non-vacant seats of the Board shall be regarded as the act of the Board. For purposes of a quorum and voting, a member of the Board is counted only once regardless of the number of seats an individual may hold.

### *Section 10 – Meeting Records*

The Secretary will record meeting Minutes of every meeting of the Board, including Closed Sessions, and shall include the attendance at each meeting, the results of each discussion, vote and action. Minutes shall be reported to the public, except that Closed Session discussions, decisions, votes and actions may be subject to exclusion set forth under Section 5 of this Article.

### *Section 11 – Agenda*

The Chair shall have the authority to set the Agenda for the Board with advice from all Board Members. If two (2) or more Board Members petition the Chair to add an item to the Agenda, the Chair shall include the item on the Agenda for the Board’s consideration.

## **Article XIV - Elections**

### *Section 1 - Voting*

Voting at a meeting shall be by a show of hands or by ballot at the discretion of the presiding officer. If there is a demand made by any member at any election before the voting begins to use ballots, then ballots shall be used.

### *Section 2 - Election of Officers*

Any candidate for an Officer position shall be nominated by a Voting Member or shall declare their candidacy at the February or March SRCA meetings. A written ballot with the name of all candidates shall be prepared for the April SRCA meeting. For the purpose of election of Officers, all Voting Members shall have equal voting rights and shall be entitled to cast one vote. The Officers who have the highest number of votes cast will be deemed elected.

### *Section 3 – District Representatives*

For the purpose of election of District Representatives, all Voting Members within each District shall have equal voting rights and shall be entitled to cast one vote. The District Representatives who have the highest number of votes cast in their respective Districts will be deemed elected.

### *Section 4 - Proxies*

Every Voting Member shall have the right to vote in-person at all SRCA elections or special elections. Proxy rights cannot be given to any other person on behalf of a Voting Member.

## **Article XV – Operations**

### *Section 1 – Affirmation of Board Action*

Any action or policy of the SRCA shall be voted upon in a meeting and shall require an affirmative vote of the majority of non-vacant seats of the Board for passage. No dispersal of funds or commitment of resources by the SRCA or its subsidiary organizations, except as described in Section 5 of this Article, may be undertaken by any Officer, Representative, Advisory Group or committee unless provided in the Budget or approved by the Board.

### *Section 2 – External Representation*

With the exception of actions reserved to the Board or the Operations Oversight Advisory Group, only the President or a Board-approved designee shall represent the SRCA. In the absence of the President, the Chair shall represent the SRCA.

### *Section 3 – Employees*

The President, upon authorization by the Operations Oversight Advisory Group, may employ individuals provided the costs are budgeted.

### *Section 4 – Contracts and Expenditures*

The President or Chair, upon authorization by the Operations Oversight Advisory Group, are authorized to execute contracts or expend funds on behalf of the SRCA or any of its subsidiary organizations. The President or Chair may delegate this authority to committee chairs or members to expend previously-budgeted funds (i.e. vendor contracts, permit fees, speaker fees, etc.) in support of Board-approved SRCA activities.

### *Section 5 – Emergency Action*

In the event of an emergency such as a declared disaster or calamity, any Officer of the SRCA may take such reasonable and prudent action as necessary to preserve the SRCA or to assist Scripps Ranch residents, including expenditure of SRCA funds or resources. All emergency actions must be reported at the next regular or special meeting of the Board and shall not continue except as authorized by the Board.

## Article XVI – Bylaws Amendments

### *Section 1 – Power of Members of the Board*

These bylaws may be amended or repealed by the consent of the Voting Members through their District Representative voting on behalf of their district, by a three quarters (3/4) majority vote of the Board Members present in-person at a Board meeting for that purpose at which a quorum is present.

### *Section 2 – Notification*

Notification of the Board meeting, at which bylaws will be amended or repealed, shall state the substance of the proposed amendment(s). Once adopted, the new bylaws shall be available on the SRCA website.