



C i v i c C o u n c i l

BYLAWS

Effective January 6, 2010

INDEX

BYLAWS OF THE OAK VIEW CIVIC COUNCIL

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BYLAWS OF THE OAK VIEW CIVIC COUNCIL

Approved by the Board of Directors: December 15, 2009
Approved by the membership of the organization: January 6, 2010
Certified by the duly elected Secretary of the organization: January 6, 2010

ARTICLE 1: ORGANIZATION

1. The name of the organization shall be The Oak View Civic Council, hereinafter referred to as the organization, the Council or the OVCC.
2. The organization shall have a logo, which shall be in the following form:
Colored graphic of Lake Casitas nestled in the mountains; white oak leaf at the lower left corner with Oak View in gold print immediately below the oak leaf and within the graphic box; Civic Council printed in blue or black on the outside of the overall graphic box:



3. The organization may at its pleasure by approval of the Officers of the Executive Board of Directors (hereinafter referred to as Executive Board) and by a vote of the Members, change its name and/or logo.
4. It is incumbent upon the Executive Board to ensure that any organizational name change is properly processed to all appropriate authorities, including State and Federal entities.

ARTICLE 2: ENTITY STATUS

1. The organization was incorporated, qualified, organized, and registered through the State of California Office of the Secretary of State on April 12, 1957 and is exempt from tax under Revenue and Taxation Code Section 23701f.
2. The organization is a non-profit corporation recognized by the Department of the Treasury as exempt from Federal income tax under section 501(c)(4) [a civic social welfare organization] of the Internal Revenue Code.
3. Contributions, donations and dues are not tax-deductible.

ARTICLE 3: PURPOSE

The following are the purposes for which this organization has been organized:

1. To act as a non-profit coordinating group with a primary focus on youth-oriented community events and activities.
2. To take an active part in the civic, cultural, educational, social welfare, and philanthropic advancement of the community.

ARTICLE 4: PARTICIPATION IN THE COUNCIL

The Oak View Civic Council is a non-profit, non-partisan, non-sectarian, non-political organization that welcomes all individuals to participate as either a MEMBER or a FRIEND of the Council. Membership is not required for "participation" in Council meetings, events and activities.

Section 1: MEMBER of the Council

Individuals wishing to exercise voting rights and/or desire to serve the community on the Board of Directors must be Members of the organization. Membership in this organization shall be open to all whom:

- a. Are legal residents of the State of California
- b. Have the community of Oak View and/or unincorporated areas of the Ojai Valley as a whole as an interest.
- c. Complete an application and submit annual membership dues to the First Vice President.

Section 1-A: Dues

The dues of the organization, which may be amended from time to time by a majority vote of the Executive Board, are as follows:

1. \$5.00 Member for annual membership.
2. \$20.00 Patron Member includes annual membership and one complimentary ticket to the Annual Awards Dinner.
3. \$100.00 Premier Member includes annual membership and multiple complimentary tickets to the Annual Awards Dinner.
4. \$500.00 Lifetime Member includes membership in perpetuity and multiple complimentary tickets in perpetuity to the Annual Awards Dinner.

Section 1-B: Requirements

1. The term of membership shall be annual and begin with the start of each new fiscal year in July.
2. Payment of membership dues may be accepted at any time during the year.
3. Dues are not pro-rated.
4. Termination of membership shall occur as a result of the expiration of the membership term (June 30th of each year), failure to submit annual dues, or resignation of the Member.
5. A **Member in good standing** shall be understood to be current in dues, an attendee of regular monthly meetings, and a participant in or supporter of the events and activities that the Council sponsors.
6. A membership must be valid for 30 days prior to a Member being granted voting privileges.
7. Each Member shall have one vote and such vote, whether by voice or ballot, may not be done by proxy.
8. Members shall not violate, either by practice or teaching, any State or Federal laws.

Section 1-C: Revocation or suspension of membership

A revocation or suspension of membership shall be determined by a majority vote of the Board of Directors as a result of a Member's:

- a. Failure to satisfy membership requirements or qualifications
- b. Failure in a material or serious degree to observe the organization's rules of conduct; or
- c. Engagement in conduct materially and seriously prejudicial to the purposes and interests of the organization.

Section 2: FRIEND of the Council

Individuals wishing to participate in Council meetings, events or activities but do not wish to become a Member or have the privileges commensurate with membership (such as voting privileges) may be a Friend of the Council. Participation as a Friend of the Council is open to all whom:

1. Are legal residents of the State of California;
2. Have the community of Oak View and/or unincorporated areas of the Ojai Valley as a whole as an interest;
3. Wish to participate in the open discussion or debate on Council programs, events, activities or issues pertinent to the organization as a whole; and/or
4. Desires to volunteer in the production of the various events and activities of the Council.

Section 2-A: Requirements

1. Friends of the Council shall attend and/or participate in regular monthly meetings and/or various events and activities of the organization;
2. Friends of the Council shall not violate, either by practice or teaching, any State or Federal laws.

ARTICLE 5: EXECUTIVE OFFICERS OF THE BOARD OF DIRECTORS

The Executive Officers of the Board of Directors (Executive Board) shall consist of:

1. President
2. First Vice President
3. Second Vice President
4. Secretary
5. Treasurer

The positions of the President, Secretary & Treasurer must at all times be filled to ensure that the Council remains a legal, viable & functioning organization.

ARTICLE 6: OTHER OFFICERS OF THE BOARD OF DIRECTORS

Other officers of the Board of Directors (hereinafter referred to as Other Officers) shall consist of:

6. Parliamentarian
7. First Member-At-Large
8. Second Member-At-Large
9. Honorary Mayor

The above Other Officers and any Committee Chairpersons, unless they are also Executive Officers of the Board (Officers #1 through #5 above), shall not be considered an Officer of the Executive Board but may attend any special meetings or meeting of the Executive Board if requested by the President, or in his/her absence, the First Vice President.

ARTICLE 7: NOMINATING COMMITTEE

1. A Nominating Committee shall be formed in April to establish a slate of officers for consideration as candidates for office.
2. The Nominating Committee shall be composed of no fewer than three (3) Members in good standing. The Executive Board shall select one Member, preferably not from the Board, who shall be designated as the Chairperson.
3. The other two Nominating Committee members shall be Members in good standing and shall be selected from the floor at the April meeting.
4. The Nominating Committee shall present a slate of qualified candidates for the Executive Board at the June Council meeting, the minimum of which shall be the President, Secretary and Treasurer to maintain a viable organization.
5. All candidates shall be elected for one (1) year at the annual meeting in July, with the exception of Secretary and Treasurer who shall be elected for two years preferably in alternating years.
6. It is the responsibility of the Nominating Committee Chairperson to ensure that prospective candidates for office are informed and educated as to the responsibilities and duties of the position to which said candidates are being nominated.
7. The slate of qualified candidates shall consist of the following Executive Officers:
 - President
 - First Vice President
 - Second Vice President
 - Secretary (if term expired)
 - Treasurer (if term expired)

Process for the Other Officers of the Board of Directors:

- The Parliamentarian shall be appointed by the President.
 - First Member-At-Large shall be qualified by the Nominating Committee and included in the slate of candidates presented by the Committee at the regular monthly meeting held in June (or June meeting) of each year.
 - Second Member-At-Large shall be qualified by the Nominating Committee and included in the slate of candidates presented by the Committee at the June meeting.
 - The Honorary Mayor shall assume office as a result of fundraising efforts associated with the Annual Awards Dinner and, therefore, shall become a member of the Board of Directors.
8. Floor nominations for all offices, should there be any, shall be accepted at the June meeting.
 9. Floor nominations shall NOT be accepted at the regular monthly meeting in July of each year (or annual meeting) at which time the election takes place.
 10. In the event an incomplete slate of candidates for the Executive Board is presented at the July meeting, the Nominating Committee shall not be retired, but shall fulfill the obligations of the Committee to qualify potential candidates in an effort to complete the Executive Board, the minimum of which shall be the President, Secretary and Treasurer, and shall cause a special election to be held at a subsequent meeting.
 11. It shall be the privilege of the Nominating Committee Chairperson to choose the installing officer for the newly elected Board of Directors and the installation process shall be performed at the conclusion of the election process and prior to the adjournment of the July meeting.

ARTICLE 8: REQUIREMENTS FOR OFFICE

1. All officers and members of the Board of Directors shall be restricted to Members in good standing.
2. The President shall have been a member of the Board of Directors for no less than one (1) year and all other candidates shall have been Members in good standing in the organization for no less than one (1) year.
3. The Treasurer shall have some tangible and demonstrable experience in bookkeeping and/or accounting practices.
4. Candidates for the positions of President, Secretary and Treasurer must be eighteen (18) or more years of age due to bank signatory requirements.

Section 1: Resignations

Any officer or member of the Board of Directors or a Committee Chairperson wishing to resign from their position prior to the termination of elected or volunteer service shall submit a resignation letter in writing to the President of the organization. Either the President or the Secretary of the organization shall then read this resignation letter to the general membership at the next regularly scheduled monthly meeting, which shall cause this resignation letter to be entered into the minutes of that meeting wherein it shall become official.

ARTICLE 9: RESPONSIBILITIES OF THE BOARD OF DIRECTORS

The Board of Directors shall consist of five (5) Executive Officers and four (4) Other Officers.

Section 1: Executive Officers

The **President** shall:

1. Preside at all regular monthly, special and Executive Board meetings.
2. By virtue of the office be Chairman of the Board of Directors.
3. Present at each annual meeting of the organization an annual report of the work of the Civic Council.
4. Enforce order and uphold the bylaws of the Oak View Civic Council in conjunction with or in lieu of the Parliamentarian.
5. Appoint all committees, temporary or permanent for a term as is required to fulfill the duties of such committee(s).
6. Be a member ex-officio of all committees and as such shall be notified of all committee meetings.
7. Ensure that all books, reports and certificates required by law are properly kept and/or filed.
8. Be one of the three (3) Executive Officers who may sign the checks or drafts of the organization.
9. Review and approve the out-going correspondence of the organization.
10. Be responsible for collecting the incoming mail of the organization and distributing to the appropriate members of the Board.
11. Ensure that members of the Executive Board retain copies of the current bylaws of the organization and, in conjunction with or in lieu of the Parliamentarian, effect some degree of education and training in same.
12. Typically not cast a vote unless such vote is necessary to breaking a tie.
13. Have such powers as may be reasonably construed as belonging to the chief executive of any organization.

The **First Vice President** shall:

1. Assist the President in the discharge of duties.
2. Preside at regular monthly and/or special meetings in the absence of the President.
3. Be in charge of the membership of the organization and the prime duty as such shall be to increase membership.
4. Maintain an up-to-date list of all Members of the organization, provide a copy to the Board of Directors and ensure that this up-to-date list is available at all meetings to ascertain official membership for voting purposes.
5. Submit all out-going correspondence to the President for review and approval prior to distribution.
6. Become the acting President of the organization with all the rights, privileges and powers as if he/she had been duly elected President in the event of the absence or inability of the President to exercise that office.

The **Second Vice President** shall:

1. Assist the President and First Vice President in the discharge of their duties.
2. Have charge of all publicity for the Council.
3. Act as supervisor and oversee the production of the annual events and activities of the Council.
4. Submit all out-going correspondence to the President for review and approval prior to distribution.
5. Become acting President of the organization with all the rights, privileges and powers as if he/she had been the duly elected President in the event of the absence or inability of the President and First Vice President to exercise that office.

The **Secretary** shall:

1. Keep a fair and accurate record of the minutes of regular monthly, Board and any special meetings that require a record be kept.
2. Submit the minutes of each regular monthly meeting for public review and Member approval in a timely manner each month.
3. Record the minutes in a manner consistent with the standard meeting agenda format (Article 14).
4. Keep minutes and records of the organization in appropriate books.
5. File any and all certificates required by any Federal or State statute and retain a copy of same.
6. Work closely with the First Vice President to maintain a current and up-to-date roster of Members and Friends of the Council.
7. Provide a form at each meeting for Members, Friends and the general public to record their attendance. This record of attendance shall serve to facilitate the notification of meetings to these individuals. In addition to the names of attendees, this list may include other pertinent information (such as street addresses, phone numbers, email addresses) for the purpose of maintaining an accurate and comprehensive list of participants in the business of the organization. The Secretary shall add attendees to the list of Friends of the Council and provide those names to the First Vice President for pursuit of potential membership.
8. Give and serve all notices including notice of regular monthly meetings (which may include the agenda) to Members and Friends of the Council based on the roster that he/she maintains.
9. Provide a form at each meeting for Officers of the Board of Directors to record their attendance. This register of attendance shall become part of the minutes of the meeting.
10. Consult with the President no fewer than five (5) days prior to a regular monthly meeting to establish and perfect the agenda for such meeting.
11. Submit all out-going correspondence to the President for review and approval prior to distribution.
12. Be the official custodian of the records and seal (if any) of this organization.
13. Be an alternate signatory on all banking accounts in the event either the Treasurer or President is unavailable to counter-sign checks and/or drafts.
14. At the direction of the President, notify the Executive Board of any communications addressed to the organization which would require discussion at a regular monthly or special meeting attended by Members, Friends and the general public.
15. At the direction of the President, read at meetings any communication addressed to the organization.
16. Work closely with the President or a designated Officer to attend to the general correspondence of the organization.
17. Exercise all duties incident to the office of Secretary.

The **Treasurer** shall:

1. Have some tangible and demonstrable experience in bookkeeping and/or accounting practices.
2. Be responsible for processing the appropriate signatory documents in coordination with the banking entity of the organization.
3. Be the custodian of all State and Federal tax-related documents of the organization and shall be responsible for filing all documents related to same.
4. Be responsible for processing the liability insurance policies of the organization on an annual basis or, as necessary, on a case-by-case basis.
5. Have the care and custody of all monies belonging to the organization and shall be the primary individual responsible for such monies or securities of the organization.
6. Ensure that funds issued from any specific account do not exceed the authorized budgeted guidelines established at the beginning of the fiscal year.

7. Ensure that the bank accounts pertinent to the organization are utilized exclusively for the fiscal management of officially approved programs, events and/or activities sanctioned by the organization. No Oak View Civic Council banking account may be utilized for any other purpose or function.
8. Submit other matters of expenditures to the Executive Board for their approval.
9. Form a committee of three (including the Treasurer) to prepare and present a proposed budget to the Executive Board for approval prior to the first monthly meeting of each new fiscal year.
10. Provide monthly reports of all accounts at regular monthly or special meetings.
11. Be the primary signatory on all banking accounts and sign checks of the organization in duality with either the President or Secretary.
12. Ensure that an audit of the books is performed prior to the end of each fiscal year either by the acquisition of an independent public accountant or by the formation of an Executive Board appointed Audit Committee, which shall consist of one or more persons other than directors of the organization, to review the organization's books to satisfy the Members that the organization's financial affairs are in order.
13. Submit all out-going correspondence to the President for review and approval prior to distribution.
14. Exercise all duties incident to the office of Treasurer.

The above Officers shall, by virtue of their office, be members of the Executive Board.

Section 2: Other Officers of the Board

The **Parliamentarian** shall:

1. Be appointed by the President.
2. Be familiar with The Oak View Civic Council Bylaws and general parliamentary procedure as written in Robert's Rules of Order.
3. Support the President in the exercise of maintaining order at all meetings of the organization.
4. Be the deciding voice in all issues or questions relating to meeting order and parliamentary procedure.
5. Be responsible for maintaining the bylaws in an up-to-date and current format in conjunction with the Executive Board.
6. Ensure that members of the Executive Board retain copies of the current bylaws of the organization and, in conjunction with the President, effect some degree of education and training in same.

Two **Members-At-Large** shall:

1. Be elected annually.
2. Serve as Ambassadors of the Council to the community at large.
3. Assist the 1st VP in increasing the membership of the organization; and
4. Assist the 2nd VP in the promotion and production of the annual events and activities of the Council and participate in same.
5. Be considered as potential candidates to fill unexpected vacancies on the Executive Board.

The **Honorary Mayor** shall:

1. Serve on an annual basis.
2. Assume office as a result of fundraising efforts associated with the Annual Awards Dinner.
3. Assume the title at the conclusion of the Annual Awards Dinner.
4. Serve as an Ambassador of the Council in all activities related to the Council.
5. Be considered as a potential candidate to fill unexpected vacancies on the Executive Board.

Section 3: Standard of care

1. An Officer of the Board of Directors shall perform the duties of a Board member and/or duties as a member of any committee, in good faith, in a manner the Board member believes to be in the best interest of the organization and with such care as an ordinarily prudent person in a like situation would use under similar circumstances.
2. In performing the duties of a Board member and/or committee member, a Board member shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:
 - a. One or more officers of the organization whom the Board member believes to be reliable and competent in the matters presented;

- b. Counsel, independent accountants or other persons in which the Board member believes to be within such person's professional or expert competence; or
 - c. A committee of the Board upon which the Board member does not serve, as to matters within its designated authority and in which the Board member believes to merit confidence, so long as the Board member acts in good faith after reasonable inquiry when the need is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.
3. Except as provided in Article 9, Sections 1 and 2, a person who performs the duties of a Board member in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a Board member, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the organization, or assets held by it, are dedicated.

ARTICLE 10: MANAGEMENT OF THE ORGANIZATION

1. Subject to the provisions and limitations of the Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation or bylaws regarding actions that require approval of the members, the business and affairs of the organization shall be managed, and all organizational powers shall be exercised, by or under the direction of the Executive Board of Directors.
2. The Executive Board shall consist of five (5) Executive Officers (Article 9, Section 1) or, if circumstances necessitate, the minimum of the President, Secretary and Treasurer.
3. The Executive Board shall present to the general membership suggestions that advance the interests of the Civic Council. In an emergency, the Executive Board shall act on the decisions that promote the welfare of the community and such decisions must have final approval of the general membership.
4. The Executive Board shall have an equal share of the responsibilities of the conduct of the entire Board of Directors in the control and management of the affairs and business of the organization.
5. The Executive Board shall only act in the name of the organization when it shall be convened by its chairman (the President or in his/her absence the First Vice President) after due notice to all applicable officers of such meeting.
6. All members of the Board of Directors representing the organization in such a capacity when attending any governmental, club, civic group and/or organization shall be required to notify the President of such attendance and representation within 24 hours of such attendance and any/all proposals to be made or materials to be distributed shall have the approval of the Executive Board, in particular the President.
7. Any/all proposed correspondence to anyone other than the Executive Board or the Board of Directors that is representative of the organization must be submitted to the President for review and approval prior to the release of said correspondence, whether it is to be delivered by hand, post, email or any other method of delivery.
8. The Executive Board may make such rules and regulations covering its meetings as it may in its discretion determine necessary.
9. Vacancies in the Executive Board shall be filled by a vote of the majority of the remaining officers for the balance of the year. A vacancy in the Executive Board shall be filled by a member of the Executive Board or Other Officer currently serving on the Board of Directors provided a conflict of interest does not exist (as in President/Secretary, President/Treasurer, Secretary/Treasurer).
10. Alternatively, vacancies in offices may be filled by a Member in good standing and by a special election of the membership of the organization wherein a simple majority of all votes cast, or fifty-one percent (51%), shall be necessary for the election of said officer.
11. An individual 18 or more years of age is required to fill a vacancy in the office of President, Secretary and/or Treasurer.
12. It is incumbent upon the Executive Board and most specifically the Treasurer to ensure that any/all bank accounts pertinent to the organization are utilized exclusively for the fiscal management of officially approved programs, events and/or activities sanctioned by the organization. No Oak View Civic Council banking account may be utilized for any other purpose or function.
13. The President of the organization by virtue of the office shall be Chairman of the Board of Directors.
14. In the event the duly elected Secretary of the Board is unavailable to record the minutes of a meeting, whether a regular monthly meeting, Executive Board or Board of Directors meeting, or any special meeting, the President or members of the Executive Board shall appoint a Secretary Pro Tem to record the minutes.

Section 1: Removal from office

Any Officer of the Board may be removed from office when sufficient cause exists for such removal. The Executive Board may entertain charges against any officer who is a member of the Board. The officer being considered for removal may be represented by counsel upon any removal hearing. The Executive Board

shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of the organization. Cause or reason for removal from office may be but is not limited to:

1. Failure to perform the duties of the office to which an Officer is elected.
2. Multiple unexcused absences from meetings, whether monthly, Board of Directors or Executive Directors meetings.
3. Representing the Council in an unbecoming manner.
4. Behavior unbecoming a Member and Officer of the organization.
5. A violation of the bylaws of the organization.

ARTICLE 11: QUORUM

1. **EXECUTIVE BOARD**: In issues involving the Executive Board, three (3) of the five (5) Executive Board officers shall constitute a quorum. Should the Executive Board be reduced to the Primary Officers of President, Secretary and Treasurer, two (2) of the three (3) shall constitute a quorum.
2. **BOARD OF DIRECTORS**: In issues involving a vote of the Board of Directors, five (5) of the nine (9) Board of Directors shall constitute a quorum.
3. **MEMBERSHIP**: In issues involving a vote of the Council membership a majority, or fifty-one percent (51%), of the Members present for said vote shall constitute a quorum.
4. **REGULAR MONTHLY MEETINGS**: The presence of no fewer than three (3) Executive Board members and five (5) other Members shall constitute a quorum.
 - A. Each member shall have one vote and such vote, whether by voice or ballot, may not be done by proxy.
 - B. A quorum is at all times a requirement of the organization to the achievement of a proper vote. Should a quorum not be present, any and all business requiring such vote shall be suspended until the quorum requirement is achieved.
 - C. The President shall cast the tie-breaking vote when necessity dictates.

ARTICLE 12: MEETINGS

1. All meetings involving the organization, with the exception of Board of Directors or Executive Board meetings, shall be held at the Oak View Community Center, or any public place in the event that the Center is unavailable, unfeasible or unnecessary.
2. Discussion and/or debate on any topic at any meeting of the organization shall necessarily be limited to three (3) minutes per individual unless more time is allocated or allowed at the discretion of the President or presiding Officer of the Executive Board.

Section 1: Regular Monthly Meeting

1. Regular monthly meetings of the organization shall be held on the first Wednesday of each month beginning at 6:00 pm and concluding no later than 8:00 pm.
2. A temporary change in the date of the regular monthly meetings may be made by a majority vote of the Executive Board and the Members so notified of this change by the Secretary by the most expeditious method.
3. A proposal to permanently change the date of the regular monthly meetings may be made by a majority vote of the Executive Board. Such permanent change in the date of the regular monthly meetings requires amending the current and existing bylaws, wherein appropriate protocol shall be followed.
4. A quorum shall be necessary to conduct the business of the organization (Article 11).
5. Three Officers of the Executive Board may adjourn a regular monthly meeting for a period of not more than two (2) weeks from the date scheduled and the Secretary or designee shall cause a notice of this newly scheduled meeting to be sent to all Members.

Section 2: Executive Board or Board of Directors Meeting

1. An Executive Board or Board of Directors meeting shall be called periodically by the President to discuss the business of the organization and/or any matters that may be pertinent to the operation of the organization.
2. The Other Officers of the Board of Directors (Article 6) and any Committee Chairpersons, unless they are also Officers of the Executive Board (Article 5), may attend any special meeting or meeting of the Executive Board if requested by the President, or in his/her absence, the First Vice President.

Section 2-A: Action without a meeting

The Executive Board or Board of Directors may take any required or permitted action without a "meeting in person," if all members of the Executive Board or Board of Directors shall individually or collectively

consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. An action by written consent shall have the same force and effect as a meeting in person, with all the requirements pertinent to same being met. Any discussion or debate that may be required prior to an action being taken may be conducted via teleconference or conference call with all pertinent participants and the minutes of such discussion or debate duly recorded by the Secretary or Secretary designee as though it were a "meeting in person."

Section 3: Annual Meeting

1. The annual meeting of the organization shall be held on the first Wednesday of July at 6:00 pm every year except if such day is a legal holiday, then and in that event, the Executive Board shall fix the day but it shall not be more than two weeks from the date fixed by these bylaws. The date of this meeting may be changed by majority vote of the Executive Board.
2. The election and installation of the Board of Directors shall be held at the conclusion of the business of the organization unless a majority of the membership in attendance votes to change such order to facilitate the election occurring at some other time prior to or during the conduct of business of the organization.
3. In addition to the regular business of the Council, members of the Board of Directors shall surrender all appropriate and applicable records and procedure books to the newly elected officers at the Annual Meeting in July.
4. It shall be the responsibility of the outgoing officers to meet with and train their incoming replacements.

Section 4: Special Meeting

1. The President shall call special meetings of the organization when it is deemed to be in the best interests of the organization or by petition of any three (3) Board of Directors or Members of the organization. Such a request must be made in writing to the President at least ten (10) days prior to the requested date. Notices of such meeting shall then be sent to all Members at least three (3) days before the scheduled date set for such special meeting, unless the meeting is an Executive Board meeting (Article 12, Section 2). Such notice shall state the reasons that such special meeting has been called, the business to be transacted at such special meeting and who calls it.
2. No other business other than that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE 13: RULES OF CONDUCT

While Members and Friends of the Council may engage in lively discussion and/or debate, all individuals involved in the business of the organization shall be bound by a code of conduct complimentary to basic common civility and maturity at all times. Individuals exhibiting unbecoming, unruly or otherwise disruptive behavior shall be removed from meetings, events or activities by request of the President, designated person, or if necessary appropriate law enforcement personnel.

ARTICLE 14: ORDER OF BUSINESS OF A REGULAR MONTHLY MEETING

AGENDA FORMAT

1. Call to order
2. Pledge of Allegiance
3. President's welcome & message or report (may include general correspondence)
4. Secretary's report (includes the review & approval of meeting minutes and general correspondence)
5. Treasurer's report
6. 1st VP report: membership update
7. 2nd VP report: events/activities & publicity update
8. Other Board member reports (if applicable)
9. Unfinished Business (may include business not previously included on the agenda: see below)
10. New Business (may include business not previously included on the agenda: see below)
11. Public Comment
12. Adjournment

- A. Any request to change the usual order of business of the organization shall be made to the President prior to the meeting's call to order. Such change, if granted by the President, shall then be made into a motion for such change that shall then be voted upon by the assembled membership of the organization.

- B. Items not originally included on the agenda may be added, at the discretion of the President, during Unfinished Business, New Business, or Public Comment at which time the President calls for any additional business of the organization.

ARTICLE 15: VOTING

1. At all meetings, except for the election of the Board of Directors, all votes shall be by voice.
2. For the election of the Board of Directors, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot. However, at any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers.
3. For all votes by ballot the chairperson of such meeting shall, prior to the commencement of balloting, appoint a committee of two who shall act as "Inspectors of Election" and who shall, at the conclusion of such balloting, certify in writing to the chairperson the results and the certified copy shall be physically affixed to the minutes of that meeting.
4. No Inspector of Election shall be a candidate for office or shall be personally interested in the outcome of such vote.
5. To maintain the integrity of order and objectivity, the President shall not typically cast a vote by voice, but shall reserve that right in the event of an even vote where there is a tie. In such a case, the President shall then cast the tie-breaking vote.
6. The President may participate in a vote by ballot.
7. Should a tie in any office occur, the Nominating Committee Chairperson shall call for a second run-off vote, again by ballot, until such time as the tie no longer exists.

ARTICLE 16: SALARIES

Neither Officers nor Members shall receive a salary from the Oak View Civic Council unless such a salary results from a program that is proposed, reviewed and approved by the Executive Board.

ARTICLE 17: DISBURSEMENT OF INCOME

1. The Council shall maintain a reserve account consisting of 20% of the annual budget, the amount of which shall be determined at the Annual Budget Meeting and approved by the Executive Board.
2. The reserve account shall be held in a fund separate and apart from the general operating funds and are to be used in the event of an account shortfall or for the purpose of promoting major community programs that arise outside of the typical annual events or activities, the amount being dependent upon the needs of the programs. Withdrawals from the reserve account must be approved by a majority vote of the Executive Board.
3. The Council shall retain 100% of all income derived from the various fundraising efforts or events and activities that the organization sponsors or promotes for further investment/promotion of same.
4. The Council shall retain a percentage of the income derived from any joint activities with another group(s) or organization(s) with such income divided as agreed to in writing among the group(s) or organization(s) participating in that specific activity. This written agreement shall be submitted to the President for approval and subsequently the Secretary for recording purposes and Treasurer for disbursement purposes.
5. Priority consideration of the distribution of Grant funds shall be given to those groups or organizations that have individuals that are either a Member or Friend of the Council.
6. Payments and/or reimbursements shall be made only when original invoices are presented for such payment or reimbursement. Individuals submitting requests for same must be recognized by the Executive Board as officially associated with the sanctioned programs, events and activities of the organization. Handwritten or copied receipts are not acceptable.

ARTICLE 18: COMMITTEES

1. The President, 2nd Vice President or appropriate designee shall appoint all committees of the organization and their term of service shall be for a period of one (1) year or less if sooner terminated by the expiration of the event to which the Committee is formed, or by action of the President, 2nd Vice President or Executive Board. A subcommittee formed to oversee a specific activity or event does not require appointment by the Executive Board but is selected by the chairperson of the event.
2. When applicable, it shall be the Treasurer's responsibility to coordinate with and supervise each Committee Chairperson in the fiscal management of each event or activity and in the preparation of an Income/Expense report to be presented to the organization at the conclusion of said event.

ARTICLE 19: AMENDMENTS

1. The bylaws of the organization may be altered, amended, repealed or added to by a majority vote of the Board of Directors.
2. It is the responsibility of the Parliamentarian in conjunction with the Executive Board to process any changes to the substantive nature of these bylaws to the appropriate authorities including State and Federal entities.

ARTICLE 20: PARLIAMENTARY PROCEDURE

The Oak View Civic Council Bylaws shall be the primary source of parliamentary procedure under which the organization functions and when necessary, Roberts Rules of Order, Newly Revised shall govern the conduct of the organization.

ARTICLE 21: DISSOLUTION OF THE ORGANIZATION

The organization shall be dissolved in the event that:

1. The primary offices of the Executive Board (President, Secretary, Treasurer) are no longer occupied.
2. The treasury becomes bankrupt.
3. A decision of such dissolution is made by a majority of the existing membership of the organization.

Section 1: Liquidation and public notification

1. On liquidation or dissolution, all remaining properties and assets of the organization shall be distributed and paid over to a local organization dedicated to civic and/or charitable purposes which has established its tax-exempt status under Section 501(c)(3) or 501(c)(4) of the Internal Revenue Code.
2. Notice of such dissolution shall be published in the local newspaper.
3. Notice of such dissolution shall be given to the State of California Secretary of State and the Federal internal revenue service.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting secretary of the **OAK VIEW CIVIC COUNCIL**, a California nonprofit public benefit corporation, and the above bylaws, consisting of 12 pages including this signed certificate, are the most current and updated bylaws of this corporation as approved by the Board of Directors on December 15, 2009 and approved by the membership of the organization on January 6, 2010 and that they have not been amended or modified since that date.

Executed on **January 6th, 2010** at Oak View, California.

(Signature on file) _____
Catherine Lee, Secretary