

Bylaws

Adopted on 17 March 2018



ARTICLE I - NAME

The name of the Organization shall be the Tahquitz Creek Golf Neighborhood Corporation hereafter referred to as "the Organization". The Tahquitz Creek Golf Neighborhood Organization is organized as a Nonprofit Public Benefit Corporation under the California Nonprofit Public Benefit Corporation Law for public purposes, to be a tax-exempt Organization under Internal Revenue Code Section 501(c)(4).

ARTICLE II - PRINCIPAL OFFICE

The principal office of the Organization shall be at the residence of the Secretary of the Organization. The mailing address shall be the residence of the then-current Secretary of the Organization or a United States Post Office Box, as designated by the Board of Directors.

ARTICLE III - PURPOSE

The Tahquitz Creek Golf Neighborhood Organization is a group of neighbors organized to address a range of issues for the purpose of maintaining and improving the quality of life by encouraging neighborhood identity, a sense of community and facilitating communication with the City of Palm Springs. The Tahquitz Creek Golf Neighborhood Organization is not an HOA and will not impose restrictions on individual properties. The Organization also facilitates communication with the City of Palm Springs through our active involvement as an officially recognized Neighborhood Organization and member of the Organized Neighborhoods of Palm Springs ("ONE-PS").

ARTICLE IV - NEIGHBORHOOD BOUNDARIES

The Tahquitz Creek Golf Neighborhood Organization is the area bordered by the Tahquitz Creek Wash on the north, and the streets of Golf Club Drive on the east, East Palm Canyon Drive on the south and Gene Autry Trail on the west.

ARTICLE V - MEMBERSHIP

Section 1: All property owners and residents (including business occupants) within the area defined in Article IV are eligible for membership. Notwithstanding the number of adults, each household shall have

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one vote in matters relating to a vote of the membership of the Organization.

Section 2: Voting privileges are conferred by household or other physical entity (commercial establishment, municipal service, etc.). Each household is entitled to one vote which can be either the tenant resident or non-resident property owner, by separate agreement between those parties. In addition, one qualified administrator representing each business, institution, and municipal service within the area, as defined in Article IV, is also entitled to one vote.

Section 3: Non-payment of any membership dues, if established by the Organization by amendment to these bylaws, shall not bar any resident, occupant or property owner from participating or voting in neighborhood meetings.

ARTICLE VI - BOARD OF DIRECTORS ("the Board")

Section 1 The Board of Directors of the Organization shall be comprised of seven (7) members. Decisions will be arrived at by a simple majority vote at meetings at which a quorum of Board members is present.

Section 2 The Board of Directors shall be vested with the authority to manage the affairs of the Organization, notably, the establishment of policies and procedures, as approved at the annual General Membership meeting, to guide ongoing operations. This authority includes, but is not limited to: 1) the expenditure of funds in accordance with the budget approved at the General Membership meeting, and 2) oversight of neighborhood initiatives, community grants, committees, and administrative activities. The General Membership retains the right to amend these policies and procedures in specified circumstances.

Section 3 The Board of Directors will meet at least once per calendar quarter including the annual Tahquitz Creek Golf Neighborhood Organization General Membership meeting.

Section 4 Any member of the Organization can be elected to the Board of Directors. Only one member of a household at a time may be seated on the Board.

Section 5 There shall be no term limit for Board members.

Section 6 Election of the Board of Directors will take place at the annual General Membership Meeting. Three (3) Directors will be elected

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on odd numbered years with the remaining four (4) Directors elected on even numbered years.

- Section 7 Annual elections will be implemented via pre-printed paper ballots with the names of candidates declaring their interest and submitting the requested contact information and statement of candidacy at least one week prior to the election. Members declaring their interest and submitting the requested information less than one week before the election will become write-in candidates.
- Section 8 Members may vote for any number of candidates, up to the number of positions being replaced, but may not cast more than one vote per candidate. Ballots showing more than one vote for a single candidate or more than the number of positions being replaced in total will be invalid.
- Section 9 Candidates must receive a simple majority of the votes of the total eligible ballots cast at the annual meeting. Of candidates meeting this threshold, those receiving the greatest number of votes will be seated on the Board. In the event of a tie, an immediate run-off election will be held.
- Section 10 Five Board Members shall constitute a quorum for the purpose of conducting Board business requiring a decision or vote on an action item.
- Section 11 No compensation of any kind shall be paid to the members of the Board of Directors. The Board Members shall be entitled to reimbursement for approved expenses.
- Section 12 The Board of Directors is authorized to accept donations as offered by the membership and to use them to fund activities authorized by the membership in the annual General Membership Meeting. Neither membership nor voting rights are predicated upon donations.
- Section 13 Should a vacancy occur on the Board of Directors in the middle of a term and one or more members express an interest in serving, a simple majority vote of the Board of Directors at its next meeting at which a quorum is present can fill the position(s). Candidates appointed in this manner shall be of equal status and privilege as other Board members. This action must be ratified by a majority vote of the General Membership at its next meeting. Vacancies filled in this manner do not begin a new two-year term, but complete the term of the Board member that they replace.

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- Section 14 The Board of Directors, by a two-thirds vote of Board members at a duly called meeting, may vote to dismiss a member for cause including repeated violations of the Standards of Conduct (Article XI). A dismissed member may be reinstated by a two-thirds majority vote of the General Membership.
- Section 15 Board members shall make a good-faith effort to regularly attend Board meetings. Board members missing three or more meetings during a 12-month period may be dismissed from the Board by a two-thirds vote of Board members at a duly called meeting.
- Section 16 Expression of a range of opinions is encouraged and productive discussion based on differing perspectives is welcome. In so doing, however, Board members must adhere to the provisions of Article XI: Standards of Conduct.
- Section 17 Board members must submit a copy of the Bylaws that has been signed by them to indicate the document has been read.
- Section 18 The General Membership, by a two-thirds vote, retains the right to revise, amend, or repeal any action taken by the Board of Directors.
- Section 19: The Board of Directors shall not at any time, in any way, involve the Organization in political campaign activities, nor shall it authorize or approve any Officer or member to do so in the name of the Organization.
- Section 20: Members of the Board of Directors shall not use their position for personal gain and shall comply with Sections 5233 and 5234 of the California Corporations Code and disclose any potential self-dealing transaction to the Board of Directors for evaluation in accordance with such Sections.

ARTICLE VII - OFFICERS

- Section 1 The Board of Directors shall elect the Officers within thirty days of the annual Organization General Membership meeting.
- Section 2 The Officers shall serve a one-year term with no term limits.
- Section 3 The Officers are:
A) Chairperson
B) Vice Chairperson
C) Secretary
D) Treasurer

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- E) Communications Officer

- Section 4 The Chairperson's role and responsibilities are:
- A) Preside over the General Membership meeting.
 - B) Preside over the Board of Directors meetings
 - C) Assure that the Bylaws are enforced.
 - D) Have signatory authority with the Treasurer.
 - E) Initiate payments and reimbursements for Organization related expenses, as approved by the Officers.
 - F) Have authority to initiate any expenditure for amounts less than \$100
 - G) Prepare an annual report on the status of the Organization.
 - H) Prepare an annual budget with the Treasurer.
 - I) Oversee the planning and scheduling of Board of Directors meetings and the General Membership meetings.
 - J) Act as the Primary representative for the Organization at all Organized Neighborhoods of Palm Springs (ONE-PS) events unless the Board of Directors has designated another person to act.

- Section 5 The Vice Chairperson's role and responsibilities are:
- A) Act as the Chairperson during any absence of the Chairperson.
 - B) Assist the Chairperson, as requested, in the execution of the Chairperson's duties.
 - C) Act as the Alternate representative for the Organization at ONE-PS events unless the Board of Directors has designated another person to act.

- Section 6 The Secretary's role and responsibilities are:
- A) Record the minutes and maintain all formal records of the Board of Directors and the annual Organization Membership meeting.
 - B) Transmit such records to all appropriate parties, including the Board of Directors and make them available to members upon request.
 - C) Prepare official correspondence.
 - D) Notify all members and eligible members (property owners and residents including business occupants) of the annual meeting at least thirty days in advance.
 - E) Notify the Board of Directors of meeting times and location as set by the Chairperson at least fourteen days in advance of any Board of Directors meeting.
 - F) Maintain the meeting sign-in sheets.

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- G) Notify ONE-PS and the Palm Springs Office of Neighborhood Involvement of any changes of the Organization's Representative and Alternates to ONE-PS.
- H) Serve as agent for service of process to the Organization, unless the Board of Directors has designated another person or entity to so act.

Section 7 The Treasurer's role and responsibilities are:

- A) Receive and deposit monies.
- B) Pay all expenses approved by the Board and/or Chairperson.
- C) Maintain on-going bank records and make such records available to the Chairperson and Vice-Chairperson on request.
- D) Maintain and make available a detailed current financial statement to the Board of Directors for distribution at Board meetings. Create and make available a detailed fiscal year-end financial statement for the General Membership meeting.
- E) Assist the Chairperson in preparing an annual budget for approval by the membership at the General Membership meeting.
- F) Collect dues, if established, and maintain a list of all members who have paid.
- G) Open a bank account with the Chairperson for any funds received via donations, fund raising events, dues if established, etc.
- H) - Prepare or have prepared the Organization's annual federal and state exempt organization returns and statements of information.

Section 8 The Communication Officer's role and responsibilities are:

- A) Establish regular communication channels by which members of the neighborhood are informed of meetings, events and other matters affecting the neighborhood.
- B) Facilitate formal communication between members of the neighborhood, eligible members, the City and its representatives, and/or other public and private entities.
- C) Maintain a data base with address, e-mail and other contact information for all property owners and residents in the boundaries of the neighborhood.
- D) Develop strategic means to communicate meetings and other events to the neighborhood residents. These will include, but are not limited to, a mix of traditional mail and electronic means.
- E) A blog or other Internet group could be established for communication.

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ARTICLE VIII - GENERAL MEMBERSHIP MEETINGS

- Section 1 There will be an Annual Meeting of the General Membership at a time and place designated by the Board of Directors, which will occur in the first quarter of each calendar year.
- Section 2 Additional membership meetings may be called by the Board of Directors as deemed necessary.
- Section 3 The Board of Directors will elect Officers by a simple majority vote as defined in Article VII.
- Section 4 Notification of the place, date and time of an Organization General Membership meeting, either annual or special, shall be given by a manner determined by the Board of Directors to all residents and property owners within the neighborhood's boundaries. This notification shall occur at least thirty days prior to the meeting date of the General or special Membership meeting.
- Section 5 Notification of the place, date and time of Board of Directors meetings will be supplied either by mail, e-mail or phone to any property owner or resident (including business occupants) who requests such notification in writing to the Secretary.
- Section 6 All meetings will be open and public and will permit, to the extent feasible, every person eligible for membership to participate in the discussion of business, deliberation and decision-making.

ARTICLE IX - COMMITTEES

- Section 1 The Board of Directors will approve the formation, viability, and productive operation of standing committees and *ad hoc* task groups in a manner that reflects the concerns, needs, and interests of the neighborhood.
- Section 2 Committee members shall make a good-faith effort to attend committee meetings. A committee member may be dismissed for lack of participation (unexcused absence from three or more meetings) by a two-thirds vote by that committee.
- Section 3 All reasonable committee member input shall be considered by the group and its members agree to abide by the decisions of the majority of its members.
- Section 4 Expression of a range of opinions is encouraged and productive discussion based on differing perspectives is welcome. In so

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doing, however, committee members must adhere to the provisions of *Article XI: Standards of Conduct*.

Section 5 The Board may establish and maintain a committee operations policy to define policies and procedures that govern the operation of committees.

Section 6 The Board may establish and maintain a committee member volunteer policy to govern relevant committee membership processes, including a Committee Member Sign-Up Form that outlines standards of conduct for members.

ARTICLE X - COMMUNICATION

Communication with members of the neighborhood will be conducted through public meetings, mail, e-mail, social media, website postings, telephone, newspaper announcements and personal contact, or by any other means deemed appropriate by the Board. The Communications Officer will be responsible for these communications.

ARTICLE XI - STANDARDS OF CONDUCT

At all meetings, and in all communications media affiliated with the Organization, all members are expected to:

- 1) Agree to listen to and consider all member input.
- 2) Treat each other with respect and common courtesy.
- 3) Abide by decisions made in accordance with these Bylaws.
- 4) Abide by any rules of order established by any Organizational component (i.e.: committees, task groups, Board, General Membership).
- 5) Refrain from any behavior or actions inconsistent with the Organization's purpose as articulated throughout the bylaws.

ARTICLE XII - AMENDMENTS

These Bylaws may be altered, amended, replaced or repealed by a motion to such effect being approved by a majority vote of the members of the Board of Directors and subsequent approval by a two-thirds majority vote of members at the annual General Membership meeting or at a special membership meeting convened in conjunction with these Bylaws. Any proposed change to the Bylaws must be submitted in writing to the Secretary forty-five days prior to the annual or special membership meeting.

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Board Members

Please sign, indicating you have read these bylaws

Signature and Date _____

Print Name _____