

# **Old Las Palmas Neighborhood Organization**

## **Bylaws**

### **Article I -- Name**

The name of the corporation shall be the Old Las Palmas Neighborhood Organization, hereafter referred to as the Organization. The Old Las Palmas Neighborhood Organization is organized as a Nonprofit Public Benefit Corporation under the California Nonprofit Public Benefit Corporation Law for public purposes, and is a tax-exempt organization under Internal Revenue Code Section 501(c)(4) and California Revenue and Taxation Code Section 23701f.

### **Article II -- Principal Office**

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

### **Article III -- Purpose**

The Old Las Palmas Neighborhood Organization is a group of neighbors organized to address a range of issues for the purpose of maintaining and improving the livability and character of the Old Las Palmas neighborhood by encouraging neighborhood identity and participation. The Old Las Palmas Neighborhood Organization also facilitates communication with the City of Palm Springs through its active involvement as an officially recognized Neighborhood Organization and Member of Organized Neighborhoods of Palm Springs (“ONE-PS”).

### **Article IV -- Neighborhood Boundaries**

The Old Las Palmas neighborhood boundaries are: On the North, West Stevens Road; On the West, North Via Monte Vista to its end and then the developable area of the mountain; On the South, West Tahquitz Canyon Way up to, but not including, number 412, and then the developable area of the mountain on a line at the southern tip of the Historic O’Donnell House; On the East, North Palm Canyon Drive.

### **Article V -- Communications**

Communication to Members and Eligible Members (as such terms are defined in Article VI) within the Old Las Palmas Neighborhood Organization boundaries will be done using any one or more of the following manners of communication: USPS mail, email, hand delivery, postings on the

Organization's website and social media, physical postings in prominent locations in the neighborhood and/or personal contact. Notice of the Annual and any special General Membership meetings shall be made pursuant to Article X Section 3 below.

#### Article VI -- Membership and Voting

Section 1: All individuals claiming primary or secondary residency (including business occupants) and property owners within the area defined in Article IV are eligible for Membership ("Eligible Members").

Section 2: Membership is activated by submitting a Membership application in a manner to be determined by the Board. The Membership application shall be posted on the Organization's website if it has one. An Eligible Member who has submitted a Membership application is a Member of the Organization. An Eligible Member who signs into an Annual or special General Membership meeting without having completed a membership application shall be considered a Member for purposes of Article X and all other references to voting under these Bylaws.

Section 3: Membership is renewed for each subsequent year by submitting a new membership application for the year, certifying that the membership information on file is current when signing into the Annual General Membership meeting, or certifying that such information is current in writing to the Secretary prior to the Annual General Membership meeting.

Section 4: Members may vote at the Annual, and any special, General Membership meetings. Each residential or business address is entitled to one vote. However, in cases where there is both an owner and a resident who is a renter at a single address, both will be entitled to vote.

#### Article VII -- Dues

Section 1: Membership dues, if established by the Board, shall be voluntary and shall not bar any Member or Eligible Member from participation in the Organization. Voluntary dues, contributions, program activity revenues, grants or donations may be used by the Organization as determined by the Board.

Section 2: The Board shall determine the annual voluntary membership dues for the upcoming fiscal year at least one month prior to the end of the current fiscal year and notify the Members and Eligible Members via any one or more of manners of communication mentioned in Article V.

#### Article VIII -- Board of Directors

- Section 1: The management of all affairs of the Old Las Palmas Neighborhood Organization shall be vested in the Board of Directors (the “Board”), which shall have complete discretion in determining all expenditures in order to carry out the purpose of the Organization and establishing policies and procedures to guide ongoing operations. The Members retain the right to amend such policies and procedures in accordance with Section 21 of this Article VIII.
- Section 2: The Board shall consist of 13 members. All decisions will be arrived upon by a simple majority of the members of the Board present at its meetings, either in person or through use of conference telephone or electronic video screen communication pursuant to Section 13 of this Article VIII.
- Section 3: Any Member is eligible to be elected to the Board for a one-year term.
- Section 4: There shall be no term limit for members of the Board.
- Section 5: Elections for the Board will take place at the Old Las Palmas Neighborhood Organization Annual General Membership meeting. The terms of all Board members shall expire at each Annual General Membership meeting.
- Section 6. Members of the Organization who wish to serve on the Board may nominate themselves by declaring their interest and submitting their name and contact information to the Secretary at least 30 days prior to the Annual General Membership Meeting. The names of candidates will be included in the meeting notice sent in accordance with Article X Section 3. Members declaring their interest and submitting information less than 30 days before the election will become write-in candidates.
- Section 7. Members may cast only as many votes as there are available seats but may not cast more than one vote per candidate. If pre-printed paper ballots are used, ballots showing more than one vote for a single candidate or more than the number of available seats will be invalid.
- Section 8. The candidates 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. If following the election there are fewer Board members than provided in Section 2 of this Article VIII, the Board shall use its best efforts to fill the vacant Board positions.
- Section 9: In the event of a death, resignation, disability, or disqualification of a Board member, the remaining Board members shall elect a successor to serve the uncompleted term of the Board member being replaced.
- Section 10: A majority of the members of the Board shall constitute a quorum. In the absence of a quorum, the Board members in attendance may discuss the matters on the agenda but may not take any action.

- Section 11: No compensation of any kind shall be paid to the members of the Board. However, they are entitled to reimbursements for approved expenses.
- Section 12: The Board shall meet at least 9 times each year, including the Annual Old Las Palmas Neighborhood Organization General Membership meeting. Meetings will be conducted using Rosenberg’s Rules of Order.
- Section 13: Board members shall make a good-faith effort to attend Board meetings. Board members may participate in a meeting through use of conference telephone or electronic video screen communication. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this Section constitutes presence in person at that meeting as long as all Board members participating in the meeting are able to hear one another.
- Section 14. Members and Eligible Members will be notified of the place, date and time of regular Board meetings not less than seven days prior to the meeting date by postings in any one or more of the manners of communication mentioned in Article V. The meeting agenda shall be posted in any one or more of such manners at least two days prior to the meeting date. Notification of the Board meeting and its agenda shall also be provided by e-mail to any property owner or resident who requests such notification in writing to the Secretary.
- Section 15: Special meetings of the Board may be called by the Chairperson or any 3 Board members. Notice shall be given to all Board members personally or by telephone (including a voice messaging system or other system or technology designed to record and communicate messages) or email at least 48 hours before any such meeting. The notice shall indicate that the meeting is being called as a special meeting, and shall state the date, time, place and business to be transacted at the meeting. The notice shall also be posted in any one or more of the manners of communication mentioned in Article V.
- Section 17: Board approval is required for any expenditure more than \$500.00.
- Section 18: The Board shall not at any time, in any way, involve the Organization in political campaigns on behalf of or in opposition to any candidate for public office or ballot referenda, propositions, measures or initiatives, nor shall it authorize or approve any Officer, Member or Eligible Member to do so in the name of the Organization. Nothing in these Bylaws prohibits the Organization from holding candidate forums in which all candidates for office are invited or public policy issue forums in which all views on the issue are represented.
- Section 19: Members of the Board 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 for evaluation in accordance with such Sections.

Section 20. 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 XII -- Standards of Conduct.

Section 21. The Members, by a two-thirds vote of those present at a duly called Annual or special General Membership Meeting, retain the right to revise, amend or repeal any policies and procedures adopted by the Board.

#### Article IX -- Officers

Section 1: The Board shall elect the Officers by a simple majority, from within its own ranks. This election shall occur whenever possible at a Board meeting to take place immediately following the adjournment of the Old Las Neighborhood Organization Annual General Membership meeting and in any case within 30 days of such meeting.

Section 2: The Officers are:

- a) Chairperson
- b) Vice Chairperson
- c) Secretary
- d) Treasurer

Section 3: The Officers shall serve a one-year term with no term limits.

Section 4: The Chairperson's role and responsibilities are:

- a) Preside over all General Membership and Board meetings.
- b) Establish the agendas for all General Membership and Board meetings.
- c) Assure compliance with the Articles of Incorporation and these Bylaws.
- d) Have authority to pay any Organization-related expenditures for amounts up to \$500.00 and authority with co-signature by the Treasurer to pay any Organization-related expenditures for amounts more than \$500.00.
- e) Direct the Treasurer to make payments and reimbursements for Organization-related expenses as properly approved by the Board, or as allowed for within the approved annual budget.
- f) Prepare an annual report on the status of the Organization.
- g) Prepare an annual budget with the Treasurer, to be approved by the Board.
- h) Oversee the planning and scheduling of Board meetings and all General Membership meetings.
- i) Act as the Official Alternate for the Old Las Palmas Neighborhood Organization to ONE-PS, unless the Board has designated another person to so act pursuant to Section 9 of this Article VIII.

Section 5: The Vice Chairperson's role and responsibilities are:

- a) Act as the Chairperson during any absences of the Chairperson.
- b) Assist the Chairperson and as requested in the execution of the duties of the Chairperson.
- c) Act as the Official Representative for the Old Las Palmas Neighborhood Organization to ONE-PS, unless the Board has designated another person to so act pursuant to Section 9 of this Article VIII.

Section 6: The Secretary's role and responsibilities are:

- a) Record the minutes of the Board meetings as well as of the Annual, and any special, General Membership meetings.
- b) Transmit such minutes to all appropriate parties, the Board and make them available to Members and Eligible Members upon request.
- c) Prepare official correspondence.
- d) Notify the Members and Eligible Members of the Annual, and any special, General Membership meeting at least 15 days in advance in accordance with Article X Section 3.
- e) Maintain the Organization's General Membership meeting sign-in sheets.
- f) Provide notification of the Board and General Membership meetings and their agendas to any property owner or resident who has requested them in accordance with Article VIII Section 13 and Article X Section 4, respectively.
- g) Provide the Palm Springs Office of Neighborhoods ("Office of Neighborhoods") with the notification of Annual, and any special, General Membership meetings and their agendas no later than the same time they are sent in accordance with Article X Sections 3 and 4.
- h) Notify the Office of Neighborhoods and ONE-PS and of any changes of the Organization's Official Representative and Official Alternate to ONE-PS.
- i) File the minutes of Annual, and any special, General Membership meetings with the Office of Neighborhoods and ONE-PS within 30 days of such meeting.
- j) Keep the archives and transmit them within 30 days of the end of his or her term as Secretary to the successor Secretary.
- k) Be responsible for the Organization's United States Post Office Box or a private mail service box if one is established by Board decision, including checking the box for incoming mail on a regular basis and within 30 days of the end of his or her term as Secretary turning over access to the box to the successor Secretary.
- l) File the list of the members of the Board in exercise following the Annual General Membership meeting and the expiration dates of their terms of office with the Office of Neighborhoods within 30 days of such meeting.

- m) File an updated list of the members of the Board in exercise with the Office of Neighborhoods within 30 days if there are changes in the members of the Board since the last Annual General Membership.
- n) File all changes to the Articles of Incorporation and Bylaws with the Office of Neighborhoods and ONE-PS within 30 days of their adoption by submitting the Bylaws and Articles of Incorporation as amended, certified by the Secretary as being in effect.
- o) Serve as agent for service of process of the Organization, unless the Board has designated another person or entity to so act.
- p) Send to the Members and Eligible Members the annual report if required by Section 6321(a) of the California Corporations Code.

Section 7: The Treasurer's role and responsibilities are:

- a) Receive and deposit monies.
- b) Pay all expenses properly approved by the Board and/or Chairperson, or as allowed for within the approved annual budget.
- c) Maintain ongoing bank records and make such records available to the Board on request.
- d) Maintain and make available a detailed current financial statement for distribution at Board meetings and inclusion in the meeting minutes.
- e) Create the annual report if required by Section 6321(a) of the California Corporations Code.
- f) Assist the Chairperson in preparing an annual budget.
- g) Collect dues if established by the Board and maintain a list of all dues-paying Members.
- h) Notify Members if their voluntary dues payment has expired.
- i) Follow the financial best practices policies for neighborhood organizations established by ONE-PS.
- j) Chair the Finance Committee, if one is established by the Board.
- k) Archive financial reports, bank statements and the Organization's electronic log-in details and transmit them within 30 days of the end of his or her term as Treasurer to the successor Treasurer.
- l) Serve as responsible party for the Organization's Employer Identification Number and within 30 days of the end of his or her term as Treasurer provide the successor Treasurer with the information needed for the latter to file the Change of Address or Responsible Party form with the IRS.
- m) Prepare or have prepared the Organization's annual federal and state exempt organization returns, charitable trust registrations and statements of information, if required.

Section 9: Simultaneously with the annual election of Officers as provided in Section 1 of this Article IX, the Board shall designate the Organization's Official Representative and one or more Official Alternate(s) to ONE-PS. The Board shall confirm the

designations of the Chairperson and Vice Chairperson as provided respectively in Sections 4(j) and 5(c) of this Article IX or alternatively designate other Members of the Organization, whether members of the Board or not, to serve as Official Representative and Official Alternate(s) to ONE-PS. The persons so designated shall confirm to the Board their interest in serving in such capacities. They shall make a good-faith effort to ensure that the Organization is represented at all ONE-PS monthly meetings and to report back to the Board on information provided and action taken at such meetings.

Section 10: In the event of the death, resignation, disability or disqualification of an Officer or the Organization's Official Representative or Official Alternate(s) to ONE-PS, the Board shall elect a successor to serve the uncompleted term of the person being replaced. The Chairperson shall be automatically succeeded by the Vice Chairperson until the Chairperson's vacancy is addressed by the Board.

#### Article X – General Membership Meetings

Section 1: There will be an Annual General Membership meeting in the fourth calendar quarter of each year at a place, time, and date designated by the Board.

Section 2: Special General Membership meetings may be called by the Chairperson or the Board as deemed necessary or desired to consider issues specific to the old Las Palmas neighborhood. The Board shall also call such a meeting if requested in writing by 5% of the Members.

Section 3: Notice of the place, time and date of the Annual, or any special meeting of the Neighborhood Organization General Membership meetings, or any adjourned Annual or special General Membership meetings, shall be given by mailed, emailed or hand-delivered notice to each Member and Eligible Member at least 15 days prior to the date of the General Membership meeting. Email notice may only be given to Members who have consented to electronic transmission by the Organization in accordance with Section 20 of the California Corporations Code. The meeting notice shall also be posted on the Organization's [website and] social media platforms.

Section 4: The meeting notice shall state (1) in the case of a special General Membership meeting, the general nature of the business to be transacted, and no other business may be transacted, and (2) in the case of the Annual General Membership meeting, those matters which the Board, at the time the notice is given, intends to present for action by the Members.

Section 5: One-fifth of the Members shall constitute a quorum at the Annual or any special General Membership meetings.

Section 6: The full agenda of the Annual General Membership meetings shall be posted in any one or more of the manners of communication mentioned in Article V at least seven days prior to the meeting date. Notification of the agenda shall also be provided by e-mail to any property owner or resident who requests such notification in writing to the Secretary.

Section 7: All Annual and special General Membership meetings shall be open and public, and all persons shall be permitted to attend any Annual and special General Membership meetings. To the extent feasible, every Member may participate in the conduct of business, deliberation and decision-making at such meetings.

Section 8. All Members and participants must adhere during Annual and special General Membership meetings to the provisions of Article XII -- Standards of Conduct.

Section 9: General Membership Meetings will be conducted using Rosenberg's Rules of Order.

#### Article XI -- Committees

Section 1: The Board is responsible for the creation of committees, task forces and work groups, which shall reflect the concerns, needs and interests of the Members and Eligible Members.

Section 2. Any interested Members or Eligible Members of the Organization may serve on committees, task forces and work groups. Additionally, others who are not Members or Eligible Members of the Organization may serve on such bodies as needed, if permitted by a vote by the Board.

Section 3. Each committee, task force or work group shall have at least one Board member as a member. The Board shall name the chair of such body, whether a Board member or not, to serve at the discretion of the Board. All actions and recommendations of a committee, task force or work group require ratification or vote by the Board before being given effect.

#### Article XII -- Standards of Conduct

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

- a) Agree to listen to and consider all Member and Eligible Member input.
- b) Treat each other with respect and common courtesy.
- c) Abide by decisions made in accordance with the Articles of Incorporation and these Bylaws.

- d) Abide by any rules of order established by any Organization component (i.e., committee, work group, Board, Membership, etc.).
- e) Refrain from any behavior or actions inconsistent with the Organization's purpose as articulated throughout the Articles of Incorporation and these Bylaws.

Article XIII – Amendments; Governing Law; Fiscal Year

Section 1: 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 and subsequent approval by a majority vote of Members of the Old Las Palmas Neighborhood Organization present at the Annual General Membership meeting or at a special General Membership meeting. Notice of proposed changes approved by the Board shall be given in accordance with Article X Section 3 above prior to any meeting at which action is to be taken on such changes. Any proposed change to the Bylaws must be submitted in writing to the Secretary at least 30 days prior to the Annual or special General Membership meeting.

Section 2: In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

Section 3: The fiscal year of the Organization shall end each year on December 31.