



Carmel Valley Association

preserving the beauty, resources, and rural character of the Valley since 1949

BYLAWS

(as revised and approved March 24, 2019)

ARTICLE I: NAME AND LEGAL STATUS

The name of the Corporation shall be the Carmel Valley Association, Incorporated (CVA). It shall be an incorporated nonprofit association with principal offices, if any, located in Carmel Valley, County of Monterey, in the State of California. CVA is a 501(c)4.

ARTICLE II: OBJECTIVES

SECTION 1: To preserve, protect and defend the natural beauty, resources and rural character of the Carmel Valley, and in so doing give due consideration to the pertinent interests and rights of residents and property owners.

SECTION 2: To encourage appropriate residential and commercial growth and development so as to preserve and/or enhance scenic values, air quality, water quality and availability, natural resources, traffic circulation and safety, and the general quality of life, specifically

- a) to monitor and influence, for the benefit of residents and property owners, the planning and provision of required services such as water supply, sewage disposal, refuse disposal, utilities, police protection, fire protection, roads, parks and trails.
- b) to disseminate information on issues affecting lives and property in the Carmel River watershed.
- c) to provide a forum at Board, Committee and General Membership meetings for open discussion of pertinent concerns.
- d) to coordinate CVA policies and activities with those of other organizations for the attainment of mutual goals.

ARTICLE III: MEMBERSHIP

SECTION 1: Membership is open to anyone who supports the mission of CVA.

SECTION 2: A person qualified for membership as provided in these bylaws may become a member at any time by paying his or her annual membership dues. Annual membership renewal forms will be mailed during the anniversary month of initial membership.

SECTION 3: Membership shall be lost by resignation, death, loss of membership qualification, or nonpayment of dues.

SECTION 4: Members working against the interests of CVA

The membership of any member may be terminated by the Board of Directors by the affirmative votes of not less than two-thirds (2/3) of the Board members thereof, at a meeting called for that purpose. The member shall be given at least ten (10) days notice in writing of such pending action, said notice to be served personally or by certified or registered mail to the address of said member, who shall have the opportunity to submit to the Board a written answer and/or to appear in

person.

ARTICLE IV: DUES

SECTION 1: The amount of annual dues shall be established by the Board of Directors.

SECTION 2: Dues are payable in the anniversary month of membership and become delinquent after three (3) months. The Board of Directors may, at its discretion, declare vacant the office of a member of the Board whose dues are delinquent, and thereupon elect a successor to his office.

SECTION 3: No member of this Corporation shall be assessable for any purpose.

ARTICLE V: MEETINGS OF GENERAL MEMBERSHIP

SECTION 1: One (1) or more regular meetings of the general membership of the Association shall be held annually at a place to be determined by the Board of Directors. The first such regular meeting of each year, hereafter called the Annual Meeting, shall be held by March 30 to announce election results, introduce the new Officers and Directors and to transact business. Notice of the annual meeting shall be mailed or emailed to members at least 21 days prior to the meeting. Notice of other general membership meetings shall be mailed or emailed to members at least ten (10) days prior to the meeting.

SECTION 2: Special Membership meetings

a) Special meetings of the membership may be called by the President or Secretary at the direction of the Board of Directors. Notices of each special meeting and its purpose shall be emailed, or upon request mailed to the members at least five (5) days prior to the meeting.

b) A special meeting shall be called by the Secretary at the request of not less than twenty-five (25) active members. Notice of the time, place and purpose of the meeting shall be mailed or emailed to the general membership at least ten (10) days prior to the meeting.

SECTION 3: Five (5) percent of the active members shall constitute a quorum for the transaction of business at all meetings of the membership.

SECTION 4: In the event of the absence of the President and Vice President from any duly called meeting of the Association, the members present shall ascertain that a quorum exists and then elect a chairperson pro-tem who shall preside and cause written minutes of the meeting to be prepared and delivered to the Secretary and the President.

ARTICLE VI: BOARD OF DIRECTORS

SECTION 1: Membership and Tenure. The Board of Directors shall consist of a minimum of thirteen (13) and maximum of seventeen (17). Directors serve three (3) year staggered terms, and hold office until a qualified successor has been elected. The Board terms begin on April 1.

a) The officers of the corporation, known as the Executive Committee, are President, Vice President, Secretary, and Treasurer, who serve one year, renewable terms.

b) Should any officer or director die or resign during his or her elected term, or be absent from three (3) consecutive regular monthly meetings without consent of the board, that directorship shall be declared vacant. In that event, the board may fill the vacancy for the unexpired term from candidates proposed by any member of the board or

the nominating committee.

c) The outgoing President serves as President Emeritus, coinciding with the term of his or her successor, unless the President was removed for cause from office before his/her term was completed. The President Emeritus has voting power, but is not counted in the maximum number of directors on the board.

SECTION 2: General Powers of the Board. The Board of Directors, subject to the limitations of the Articles of Incorporation, the bylaws and Laws of the State of California, shall have the management and control of the business of the Corporation and, without prejudice to such general powers, shall have the following powers:

a) to select and remove all agents and employees of the Corporation, and prescribe such powers and duties for agents and employees as is consistent with the law, the Articles of Incorporation, and the bylaws. The Board of Directors shall fix compensation of all agents and employees of the Corporation. No employee shall serve as an officer or director of CVA.

b) to conduct, manage, and control the affairs and business of the Corporation, consistent with the Articles of Incorporation and these bylaws.

c) to appoint one or more persons to represent CVA before other organizations or agencies and to report back to the Board on any such activities and their results.

d) to perform and transact all other business and acts, which a nonprofit corporation is permitted to transact by the Laws of the State of California.

e) to authorize duly appointed committees to exercise specified powers of the Board and to report back to the Board for confirmation of their activities.

(f) to accept on behalf of the Corporation any contribution, gift or bequest for the general purpose, or for any special purpose of the Corporation.

SECTION 3: The Board of Directors, or its designated representative, shall act and speak for and on behalf of the general membership in all matters pertaining to the organizational purpose of the Corporation. No person shall take a public position in the name of CVA without the expressed prior consent of the Board except to confirm or reinforce positions previously taken by the Board.

SECTION 4: The Board of Directors, collectively and severally, is responsible to the general membership for the policies and positions promulgated by the Board. The Board of Directors shall endeavor to ascertain the view of the members of the Association on matters of policy and

shall faithfully attempt to maintain positions and policies that represent the majority opinion of those members.

SECTION 5: Powers and Duties of Officers (Executive Committee)

a) The President, subject to the control and direction of the Board of Directors, shall have general direction of the affairs of the Corporation, shall preside at all meetings of the membership and the Board and be an ex-officio member of all committees. If the President resigns or is otherwise unable to perform the duties of the office, the Vice President shall succeed to the office of President and the Board shall immediately elect a new Vice President.

1) The President, with the advice and consent of the Board, shall appoint a Nominating Committee no later than September 1. The Nominating Committee shall consist of five (5) members, at least two (2) of whom shall be Board members.

2) The President, with the advice and consent of the Board, shall appoint such select committees as are deemed advisable for the proper functioning of the Corporation.

3) The President shall work closely with the Vice President in overseeing all committees and represent the association before organizations and agencies.

b) The Vice President

1) in the absence of the President, shall exercise the authority and fulfill the duties of the President;

2) will work closely with the President to oversee all committees and represent the association before organizations and agencies.

c) The Treasurer shall have custody of all property, funds and accounts of the Corporation, shall prepare a monthly financial report for Board meetings and prepare and submit the books and accounts of the corporation for independent review at the close of every fiscal year.

d) The Secretary shall keep the minutes of the meetings of the membership and the Board of Directors, and maintain a permanent record of actions taken by the Board of Directors.

SECTION 6: Meetings of the Board of Directors.

a) Regular meetings of the Board of Directors shall be held once each month at such time and place as may be designated by the President or Secretary.

b) Special meetings

1) Special meetings of the Board of Directors may be called by the President, or by the Secretary at the direction of the President, by giving notice to the Directors at least twenty-four (24) hours prior to such meeting.

2) A special meeting may be called by the Secretary at the written request of any four (4) Directors acting jointly, by giving notice of such meeting and its purpose at least five (5) days prior to such meeting to all members of the Board by mail, email and/or phone.

3) The person or persons authorized to call special meetings of the Board may fix any place within Carmel Valley for holding any such special meeting.

c) A simple majority of members of the Board of Directors, excluding the President Emeritus, shall constitute a quorum for the transaction of business at any regular or special meeting of the Board.

ARTICLE VII: ELECTION OF BOARD OF DIRECTORS

SECTION 1: Nominating Committee. The Nominating Committee shall prepare a slate of candidates who are members in good standing and have agreed to serve if elected. Upon Board approval of the slate, it will be published in the February newsletter or sent out in a special mailing.

SECTION 2: Nomination by Petition. For twenty-one (21) days after the mailing of the slate of nominees, the Secretary shall accept written petitions of nomination signed by fifteen (15) members in good standing, and cause said nominations to appear on the ballot as "Petition Candidates." If there are no petition candidates, the slate of candidates presented by the nominating committee shall be appointed without an election.

SECTION 3. In the event there are petition candidates, ballots containing the names of all the candidates shall be emailed or, upon request, mailed, no less than twenty-one (21) days prior to the date of the annual meeting to members in good standing as of December 31st of the previous year. The ballots shall be clearly marked with the date by which they must be received by the Association in order to be counted. That date must be no less than twelve (12) days after being emailed or mailed. Paper ballots must be mailed to CVA. Email voting does not qualify. On the day following the closing date, the Secretary shall deliver the ballots to the Nominating Committee, which shall certify the outcome of the election to the Secretary no less than two (2) days prior to the date set for the annual meeting, at which the officers shall be announced and, if possible, introduced.

SECTION 4: When the election of directors is complete, the new Board will meet prior to the Annual Meeting to select the officers for the coming year.

ARTICLE VIII: MONIES AND RECORDS

SECTION 1: All financial records, official correspondence, and minutes of the Corporation may be inspected by any member for any purpose at any reasonable time. The executive committee shall ascertain that the records of the Association are properly maintained and that the monies of the Association are properly expended. The fiscal year of the Corporation shall begin on the first day of January and end on the 31st day of December of each year.

SECTION 2: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

SECTION 3: A General Insurance policy and a Directors & Officers Insurance Policy shall be purchased annually.

SECTION 4: All expenditure of funds, except for miscellaneous expenditures, shall be approved by a majority vote of the Board of Directors. The President or Treasurer shall, however, have full authority to spend monies not to exceed the sum of \$500.00 in any three (3) month period for expenses without Board approval.

SECTION 5: In the event the Corporation should be dissolved, any funds remaining in the treasury shall thereupon be given to such nonprofit, charitable, or educational organization having similar purposes as may be designated by the Board of Directors. In no event shall the funds so remaining be distributed among the members of the Corporation.

ARTICLE IX: COMMITTEES

This organization will have standing committees and may have ad hoc committees.

SECTION 1: The following standing committees are established to address long-standing, continuing issues of importance to this organization and/or to administrate: land use, water, traffic, roads and trails, communications, events, membership, nominating, and natural resources.

- a) Standing committee chairs shall be board members.
- b) Standing committee chairs shall oversee the work of their committee, attend county meetings and hearings and make recommendations to the Board of all pertinent issues facing the Carmel Valley watershed as related to their committee assignment, and submit articles for the newsletter.

SECTION 2: As need arises, ad hoc committees shall be appointed by the President with input from the Board. Each committee shall include at least one member of the Board of Directors. Such ad hoc committees shall be appointed as required and dissolved once their work is complete.

ARTICLE X: AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by two-thirds (2/3) of the members present at any meeting of the general membership at which a quorum is present [five (5) percent of the membership], if at least ten (10) days written notice is given to the members of intention to alter, amend, repeal, or to adopt new Bylaws at such meeting.

ARTICLE XI: ADMINISTRATOR

The Board of Directors may employ an administrative assistant with the title Administrator, whose duties are to:

- a) serve as the focal point for all CVA communications;
- b) receive and distribute all incoming mail;
- c) distribute appropriate material to Directors;
- d) assist the President, other Officers, committee Chairs, and other Directors as required;
- e) assist in the preparation and mailing of newsletters;
- f) coordinate communications as authorized by the Board;
- g) act as Secretary pro tem as requested by the President;
- h) maintain permanent historical records of CVA, including correspondence records;
- i) order supplies; and
- j) perform other authorized tasks as requested by the President or other Officers and Directors.

Conditions of employment will be established by the Board on recommendation of the President and other Officers acting as an Executive Committee.