Canyon Palms Neighborhood Organization
Bylaws

Amendments which are highlighted in <word/phrase> indicate a technical correction to the preceding <~~word/phrase~~>. These technical corrections were unanimously approved by the Board of Directors at their regular Board meeting on October 5, 2021. The Board agreed to recommend their unanimous consent by all Members present at the General Membership Meeting.

Article I -- Name

The name of the association shall be the Canyon Palms Neighborhood Organization**,** hereafter referred to as the Organization. The Canyon Palms Neighborhood Organization is organized as an unincorporated nonprofit association under Title 3 of the California Corporations Code.

Article II -- Principal Office

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

Article III -- Purpose

Section 1: The Canyon Palms 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 Canyon Palms neighborhood by encouraging neighborhood identity and participation. The Canyon Palms 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").

Section 2: The Organization will at all times be guided by Palm Springs Ordinance 1952, adopted February 7, 2018, and codified in Chapter 2.55 of the Palm Springs Municipal Code ("Ordinance"), the Bylaws of ONE-PS and the guidelines, policies and regulations of ONE-PS and the City of Palm Springs Office of Neighborhoods (together, "Policies") now in force or hereafter from time to time adopted or amended, insofar as any provisions of such Ordinance, Bylaws and Policies may be applicable to the activities of the Organization.

DRAFT

Article IV -- Neighborhood Boundaries

The Canyon Palms neighborhood boundaries are:

Northern and Western: La Verne Way between E. Twin Palms Dr and S. Camino Real.

Eastern: Eastern edge of Section 26, between E. La Verne Way down to and including 2482 S. Toledo Avenue.

Southern: A line beginning at the eastern edge of Section 26 and ending at S. Camino Real aligned to the northern property lines of the homes on the north side of Sierra Way.

Article V -- Communications

Communication to Members and Eligible Members (as such terms are defined in Article VI Sections 1 and 2) within the Canyon Palms Neighborhood Organization boundaries will be done using any one or more of the following manners of communication: U.S.P.S. mail, email, hand delivery, postings on the Organization's website if it has one, social media, physical postings in prominent locations in the neighborhood and/or personal contact.

Article VI -- Membership and Voting

The operation of the Canyon Palms Neighborhood Organization is the responsibility of the Board, whose members are elected by the membership and whose actions are subject to amendment by the membership. This Article VI defines membership; see Articles VIII and IX regarding the Board and its Officers.

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 ~~of~~ in the Canyon Palms Neighborhood Organization ("Eligible Members").

Section 2: An Eligible Member becomes a "Member" of the Organization by any one of the following manners:

a) submitting a membership application in the form to be determined by the Board, which shall be posted on the Organization's website if it has one,
b) requesting membership in writing to a member of the Board along with the information to be provided in the membership application, or
c) signing into an Annual or Special General Membership Meeting (as such terms are ~~defined~~ respectively defined in Article X Sections 1 and 2).

Section 3: ~~Membership is for one year and 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 or Special General~~

DRAFT

~~Membership Meeting, or certifying that such information is current or providing updated information in writing to the Secretary prior to the Annual General Membership Meeting~~. Membership is for one year and is automatically renewed for each subsequent year unless or until the Secretary or a designated officer determines the individual is no longer eligible.

Section 4: Members may vote in person at the Annual and Special General Membership Meetings. Proxy voting is not permitted. Each residential or business address is entitled to one vote. However, in cases where there is both a property owner and a resident who is a renter at a single address, both will be entitled to vote.

Section 5: Additional non-voting associate memberships are available to any adult person or business who wishes to be a friend of the Organization, if they are not a resident, property owner or business occupant of the area defined in Article IV.

DRAFT

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, if any, 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 Canyon Palms Neighborhood Organization shall be vested in the Board, which shall have complete discretion in determining all Organization expenditures and in establishing policies and procedures to guide ongoing operations. The Members retain the right to amend such policies and procedures in accordance with Section 14 of this Article VIII.

Section 2: [Current language] The Board shall consist of nine members ("Directors"). [Proposed language] The Board shall consist of an odd number of members ("Directors"), with a minimum of seven Members, up to a maximum of eleven. ~~Notwithstanding the previous sentence, the initial board shall consist of eleven members ("Directors").~~ Any Member is eligible to be elected to the Board for a two-year term. Only one member of a household at a time may be seated on the Board. There shall be no term limit for Directors. ***Board of Directors approved this change at its October 5, 2021 meeting by a vote of six in favor, none opposed, and no abstentions. Reaffirmed unanimously at Board of Directors meeting on March 22, 2022.***

Elections

Section 3: Elections for the Board will take place at the Canyon Palms Neighborhood Organization Annual General Membership Meeting. [Note: Changes to this section are contingent on any change made to the previous section and will be addressed if the Membership approves the proposed amendment to Article VIII Section 2].

The terms of five Directors shall expire at each Annual General Membership Meeting in odd years, and the terms of four Directors shall expire at each Annual General Membership Meeting in even years. The terms of the five highest vote getters

DRAFT

elected at the Organization's initial General Membership Meeting in 2019 will expire at the 2021 Annual General Membership Meeting, and the terms of the remaining vote getters will expire at the 2020 Annual General Membership Meeting. All terms will commence no later than January 1, following the election. If following the election there are fewer Directors than provided in Section 2 of this Article VIII, the Board shall use its best efforts to fill the vacant Board positions.

Section 4. 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 5. For the election of the Board, 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 6. The candidates receiving the greatest number of votes (based on the number of seats available) will be seated on the Board. In the event of a tie, an immediate run-off election will be held.

Section 7: In the event of a death, resignation, disability, or disqualification of a Director, the remaining Directors shall elect a successor to serve the uncompleted term of the Director being replaced.

Meetings

Section 8: The following standards apply to Board meetings:

a) The Board shall meet at least four times each year, including the Canyon Palms Neighborhood Organization Annual General Membership Meeting.
b) Meetings will be conducted using Rosenberg's Rules of Order.
c) All decisions will be arrived upon by a simple majority of the Directors present at its meetings (including electronically, see Section 9 of this Article VIII.)
d) A majority of the Directors shall constitute a quorum. In the absence of a quorum, the Directors in attendance may discuss the matters on the agenda but may not take any action.
e) All meetings of the Board shall be open and public, and all persons shall be

permitted to attend any meeting of the Board.

f) Board prior approval is required for any expenditure more than $100.00.

Section 9: Directors shall make a good-faith effort to attend Board meetings. Directors 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 Directors participating in the meeting are able to hear one another.

Section 10. 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 Member or Eligible Member who requests such notification in writing to the Secretary.

Section 11: Special meetings of the Board may be called by the Chairperson, Vice Chairperson, Secretary or any two Directors. Notice shall be given to all Directors 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.

Standards of Conduct

Section 12: 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 13: [Current Language] Directors shall not use their position for personal gain and shall disclose any potential self-dealing transaction to the Board for evaluation. [Proposed Language] Directors shall not use their position or materials expressly created to identify, promote, and/or brand the Organization, for personal gain or promotion of a private business. No compensation of any kind

shall be paid to the Directors. However, they are entitled to reimbursements for approved expenses. **[*On March 22, 2022, the Board of Directors by a vote of seven in favor and one abstention, with one Director not voting, agreed to recommend this amendment to the full Membership].***

Section 14. 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.

Section 15. Expression of a range of opinions is encouraged and productive discussion based on differing perspectives is welcome. In so doing, however, Directors must adhere to the provisions of Article XII -- Standards of Conduct.

Section 16. The Board, by a three-fourths majority vote of the Directors at a duly noticed meeting, may vote to dismiss a Director for missing two or more Board meetings during a 12-month period or repeated violations of the Standards of Conduct (Article XII). A dismissed Director may be reinstated by a two-thirds majority vote of the Members present at a duly called Annual or Special General Membership Meeting.

<u>Article IX -- Officers</u>

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 Canyon Palms 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
e) Communications Officer

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

Section 4: All Officers are responsible for assuring compliance with these Bylaws.

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

DRAFT

a) Preside over all Annual and Special General Membership Meetings and Board meetings, including overseeing the planning and scheduling and establishing the agendas of such meetings.
b) Ensure the fulfillment of the responsibilities to report to Palm Springs Office of Neighborhoods ("Office of Neighborhoods") and ONE-PS specified in Section 11 of this Article IX.
c) Have authority to pay any Organization-related expenditures for amounts up to $100.00 and authority with co-signature by the Treasurer to pay any Organization-related expenditures for amounts more than $100.00.
d) 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.
e) Prepare an annual budget with the Treasurer, to be approved by the Board.
f) Prepare an annual report on the status of the Organization.

Section 6: 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.

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

a) Record the minutes of the Board meetings as well as of the Annual and Special General Membership Meetings, transmit such minutes to the Board and all appropriate parties, in coordination with the Communications Officer, post them on the Organization's website if it has one and make them available to Members and Eligible Members upon request.
b) In coordination with the Communications Officer, notify the Members and Eligible Members of the Annual and Special General Membership Meeting at least 15 days in advance in accordance with Article X Section 3.
c) Maintain the Organization's Annual and Special General Membership Meeting sign-in sheets.
d) In coordination with the Communications Officer, provide notification of the Board and Annual and Special General Membership Meetings and their agendas to any Member or Eligible Member who has requested them in accordance with Article VIII Section 10 and Article X Section 6, respectively.
e) Keep the archives and transmit them within 30 days of the end of his or her term as Secretary to the successor Secretary.
f) 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.

g) If required, file the Change of Address or Responsible Party form with the IRS within 60 days of the change of the Organization's address.

Section 8: The Treasurer's role and responsibilities are:

a) Receive and deposit monies, pay all expenses properly approved by the Board and/or Chairperson or as allowed for within the approved annual budget, and maintain ongoing bank records and make such records available to the Board on request.

b) Maintain and make available a detailed current financial statement for distribution at Board meetings and inclusion in the meeting minutes.

c) Assist the Chairperson in preparing an annual budget.

d) Collect voluntary dues if established by the Board and maintain a list of all dues-paying Members.

e) Notify Members if their voluntary dues payment has expired.

f) Follow the financial best practices policies for neighborhood organizations established by ONE-PS.

g) Chair the Finance Committee, if one is established by the Board.

h) 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.

i) If required, prepare or have prepared the Organization's Annual federal and state exempt organization returns and charitable trust registrations.

j) If required, 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 within 60 days of the change of the Organization's responsible party.

Section 9: The Communications Officer's role and responsibilities are:

a) Establish regular communication channels by which Members and Eligible Members of the Organization are informed of meetings, events and other matters affecting the neighborhood.

b) Working with the Secretary, facilitate formal communication between Members and Eligible Members of the Organization, the City and its representatives, and/or other public and private entities.

c) Maintain a database with address, email and other contact information for

DRAFT

Members and Eligible Members.

d) Develop strategic means to communicate meetings and other events to Members and Eligible Members using the manners of communication mentioned in Article V.

e) Assume the designation of a "Lead" at Nextdoor.com and coordinate responsibilities with the Chairperson and Vice Chairperson in executing related functions. The "Lead" designation shall be held as long as the "Communication Officer" title is held.

f) Maintain records to show the Organization's efforts at outreach and the level of participation in its activities.

Section 10: 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 persons so designated shall be Members of the Organization but need not be Directors, who 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 11: The following reporting requirements to the Office of Neighborhoods and ONE-PS are the responsibilities of an Officer or the designated Representative or Alternate(s):

a) Provide the Office of Neighborhoods with the notification of Annual and 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.

b) Notify the Office of Neighborhoods and ONE-PS and of any changes of the Organization's Official Representative and Official Alternate(s) to ONE-PS.

c) File the minutes of Annual and Special General Membership Meetings with the Office of Neighborhoods and ONE-PS within 30 days of such meeting.

d) File the list of the Directors 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.

e) File an updated list of the Directors in exercise with the Office of Neighborhoods within 30 days if there are changes in the Directors since the last Annual General Membership Meeting.

f) File all changes to the Bylaws with the Office of Neighborhoods and ONE-PS within 30 days of their adoption by submitting the Bylaws as amended, certified by the Secretary as being in effect.

Section 12: In the event of the death, resignation, disability or disqualification of an Officer or

DRAFT

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 a meeting of the Members in the ~~first~~ last calendar quarter of each year at a place, time, and date designated by the Board ("Annual General Membership Meeting").

Section 2: A meeting of the Members between Annual General Membership Meetings ("Special General Membership Meeting") may be called by the Chairperson or the Board as deemed necessary or desired to consider issues specific to the Canyon Palms 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 Canyon Palms Neighborhood Organization Annual or Special General Membership Meetings, or any adjourned Annual or Special General Membership Meetings, shall be given by any one or more of the manners of communication mentioned in Article V, in order to ensure that all Members and Eligible Members are given reasonable notice of all such meetings.

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 Member or Eligible Member 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: Annual and Special 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 Director as a member. The Board shall name the chair of such body, whether a Director 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 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 these Bylaws.

Article XIII – Amendments; Governing Law; Fiscal Year

DRAFT

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 Directors and subsequent approval by a majority vote of Members of the Canyon Palms Neighborhood Organization present at an Annual or 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, Title 3 of the California Corporations Code as then in effect shall apply.

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

DRAFT

CERTIFICATION OF BYLAWS

I, the Canyon Palms Neighborhood Organization's Secretary, do hereby certify that I am the duly elected and qualified Secretary of the Canyon Palms Neighborhood Organization and that the Bylaws to which this Certification is attached have been duly adopted by the members of the Canyon Palms Neighborhood Organization pursuant to the requirements of the Bylaws and are in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereto set my hand this ___ day of November, 2021.

_____

TBD, Secretary and Official Representative to ONE-PS

DRAFT