

BY-LAWS FOR
THE DEL DIOS / MT. ISRAEL TOWN COUNCIL

ARTICLE I -- NAME

The name of this organization shall be: The Del Dios/Mt. Israel Town Council.

ARTICLE II -- PRINCIPAL OFFICE

The principal office for the transaction of activities and affairs of this organization is located at 21055 Elm Lane, Escondido, San Diego County, California 92029

ARTICLE III -- PURPOSE

The purpose of The Del Dios/Mt. Israel Town Council is to:

- provide an open forum for members of the community to express their interests, ideas, and issues;
- to maintain the quality of rural community living;
- to preserve the unique character of the Del Dios/Mt. Israel area;
- to help protect the natural environment;
- to have members of the Board of Directors or their designees act as representatives of the Town Council in matters concerning the welfare of the community.

The Town Council and its Board of Directors has no legal authority, and is not a legislative body for its members. The Town Council and its Board of Directors exists solely for the welfare of its members in addressing community interests and outside agencies.

The Board of Directors and/or the Town Council may seek to raise funds by initiating fund raising campaigns for projects and activities to be undertaken by the Town Council and/or the Board of Directors.

Monthly meetings of the Board of Directors and monthly open community meetings of the Town Council will be conducted in the pursuit of these general purposes. The Board of Directors is charged with implementation of policy and empowered to act on behalf of the Town Council.

ARTICLE IV -- MEMBERSHIP QUALIFICATIONS

Membership in The Del Dios/Mt. Israel Town Council is open to any person, 18 years of age or older, who is a resident or who is a non-resident landowner whose property lies within the boundaries shown on the attached map. The map, in general, shows the communities of Campo Del Dios and Mt. Israel.

To be eligible to vote in Town Council elections and other Town Council issues that require a vote, a member must be registered with the Town Council's Registrar Of Voters. To apply for voting membership, applicants must submit their name and address and satisfactory proof of eligibility to the Registrar Of Voters, who will validate the eligibility and authorize voting privileges. Each member registered to vote is entitled to one vote in Town Council elections and in votes on other issues.

Membership shall terminate upon the sale of a member's property, the vacation of a rental agreement or when a member no longer resides within the established geographical boundaries.

ARTICLE V -- ANNUAL ELECTION FOR THE BOARD OF DIRECTORS

1. Annual elections for the Board of Directors shall be held the 2nd Wednesday of October of each year at the regular monthly Town Council Meeting. During the meeting, a minimum period of one (1) hour must be allocated for voting.
2. The Board of Directors, by majority vote, shall select two (2) non-Board of Directors members to work with the Registrar Of Voters as the designated Voting Committee for the annual election. This Voting Committee is to create a ballot and oversee the election process and the counting of votes.

3. At the regular monthly September Town Council Meeting, the Board of Directors will present a list of Town Council members who have requested to be candidates for the forthcoming annual election for the Board of Directors. Additional nominations and requests for candidacy will also be taken from the floor at this meeting.
4. Notice of the October election for the Board of Directors and a list of all candidates shall be published in the monthly Town Council newsletter distributed prior to the October Town Council Meeting. This newsletter shall also publish the location and specific time period allocated for voting.
5. For the election, the Voting Committee is responsible for validation of voter eligibility, authorization of voting privileges, and the counting of the vote. For election night, the Voting Committee is to have an alphabetized sign-up sheet of registered voters to use to check against ballots cast.
6. Voting shall be by secret ballot. Each registered voting member shall have the right to cast one vote. The vote may be cast in person or by absentee vote.
7. To receive an absentee ballot, a registered voting member requests the ballot from the Registrar Of Voters. The member is personally responsible for filling out their ballot and may not allow their vote to be made by proxy. The Registrar Of Voters will keep a list of all absentee ballots distributed. To be eligible to be counted, an absentee ballot must be received by the Registrar Of Voters by the close of the voting period at the election night meeting. To be valid, on the outside the sealed ballot, an absentee ballot must have voter name, address, signature and date. All absentee ballots are to be kept sealed and opened only when all members of the Voting Committee are present and performing the tally of the vote count. Absentee ballots are to be opened and counted in a manner that preserves the secrecy of each ballot.
8. The absentee ballots and ballots from the election meeting will be tallied by the Voting Committee election night. The Voting Committee will have an official tally sheet to record votes of all candidates. The tally sheet will be kept as an official record of the vote and accurate documentation of the candidates and the number of votes each received. The tally sheet will be signed by all members of the Voting Committee once all votes are tallied and documented. The tally sheet will be given to the current Secretary for filing and shall be a matter of public record.

9. The newly elected Board of Directors shall take office immediately after the election.
10. The new Board of Directors shall have a Board meeting no later than two (2) weeks after the October election. The new Board of Directors shall select its own Chairperson, Vice-Chairperson, Treasurer, Secretary and other officers at this first Board of Directors meeting.

ARTICLE VI. - CODE OF CONDUCT OF THE BOARD OF DIRECTORS AND COMMITTEES

In this Article VI, the term “BOARD” refers to both Board of Directors members and Committee members.

1. Members of the Board of Directors and Committees shall conduct themselves at all times in accordance with the requirements of the Bylaws for the Del Dios / Mt. Israel Town Council. BOARD members shall not engage in unlawful practices, misappropriation of funds, vote on items where they have a conflict of interest, or conduct activities which are intended to undermine the effectiveness of the BOARD. The tone and demeanor of all activity by BOARD members shall reflect a professional manner.
2. Members of the Board of Directors shall not imply either in verbal or written communications that they speak for the Board of Directors, or engage in activities on behalf of the Board of Directors, unless:
 - they have specific authority or endorsement from the simple majority of Board of Directors members relating to the specific subject or activity.
3. Members of Committees shall not imply either in verbal or written communications that they speak for a Committee, or engage in activities on behalf of a Committee, unless:
 - they have specific authority or endorsement from the simple majority of Board of Directors members relating to the specific subject or activity;
 - the position or activity of the Committee has been endorsed by a majority of the Committee.

4. Where BOARD members communicate BOARD decisions and positions, such communications shall be accurate representations of those BOARD decisions and positions - BOARD members shall not make statements which deliberately distort the position of the BOARD.
5. BOARD members have the right to communicate as individuals with anyone at any time on any subject. However when engaged in activities or discussions that can be perceived as BOARD activities and when not representing the BOARD, they shall in all written and oral communications, preface their remarks with a statement that they are speaking as individuals and not for the BOARD.
6. All written correspondence from the Board of Directors or its committees or sub-committees shall be signed by the respective Chairperson and/or BOARD members and shall be copied to the Secretary of the Board of Directors.

ARTICLE VII - TOWN COUNCIL MEETINGS

1. Town Council Meetings shall be held on the 2nd Wednesday of each month at the Del Dios Fire Station/Community Center, unless the Board of Directors fixes another date or time or location and so notifies the members. This is a general membership, open community meeting.
2. The purpose of the Town Council Meeting is to:
 - provide an open forum for members of the community to express their interests, ideas, and issues;
 - to have the Board of Directors or their designees inform the community of their activities and of matters concerning the welfare of the community;
 - to have the Board of Directors conduct a vote of the general membership on those issues the Board of Directors brings before the Town Council for a vote.
3. All meetings will be conducted pursuant to "Robert's Rules of Order".
4. The Secretary shall take and retain on file, minutes of each Town Council meeting.

5. To notify the community of the planned agenda for each Town Council Meeting, the agenda shall be published in the monthly Town Council newsletter that is distributed prior to each monthly Town Council Meeting. If the Board of Directors is to have an issue voted on by the Town Council, notification of the planned vote must be published and made available to the community at least eight (8) days prior to the Town Council Meeting.
6. Issues the Board of Directors brings to the Town Council membership for a vote require that for a vote to be conducted, a quorum of twenty-five (25) registered voting members must be present, four (4) of which must be on the Board of Directors. A vote is determined by a simple majority vote. The Board of Directors may use either a vote by voice, raised hand, or written ballot.
7. The Board of Directors, at their discretion, may convene special meetings of the Town Council in addition to the regular monthly meetings. Notification of such a meeting, along with the planned agenda, must be published and made available to the community at least eight (8) days prior to the special Town Council Meeting.
8. Members of the community may request of the Board of Directors that a special meeting of the Town Council be held. Such a request must be submitted in writing to the Board of Directors, and specify the nature of the what is to be transacted. The decision to convene a special meeting of the Town Council is at the discretion of the Board of Directors.

ARTICLE VIII -- BOARD OF DIRECTORS MEETINGS

1. All actions taken by the Board of Directors shall be on behalf of the Del Dios / Mt. Israel Town Council and for the welfare of the community.
2. A simple majority consent of Board of Directors members is necessary to establish a position on an issue, make a decision on an issue, or conduct an activity on an issue. A consent in writing (including electronic mail) may be done in place of a Board of Directors Meeting, and can enable approval without conducting an assembled meeting. All such consents shall be filed with the minutes of the proceedings of the Board of Directors.

3. A monthly Board of Directors Meeting shall be held on the last Wednesday of each month, unless the Board of Directors fixes another date and so notifies the Board of Directors members. Upon proper notification to all board members, additional Board of Directors meetings may be held as deemed necessary by the Board of Directors.
4. Board of Directors Meetings shall be closed meetings, not generally open for attendance by community members. Anyone however, may submit a request to have a special meeting with the Board of Directors. The decision to approve such a request is at the discretion of the Board of Directors.
5. The Secretary shall take and retain on file, minutes of all Board of Directors meetings, Board of Directors correspondence, and written consents. Board of Director minutes shall be available to Town Council members on request. All Board of Directors correspondence shall be available to Town Council members on request.
6. To keep the community informed of Board of Directors activities, a summary report of each month's Board of Directors meetings and significant actions shall be published in the monthly Town Council newsletter that is distributed prior to each monthly Town Council Meeting.

ARTICLE IX - THE BOARD OF DIRECTORS

Section 1 - General Powers

The Board of Directors is granted the powers to act as a representative of the Del Dios/Mt. Israel Town Council in dealing with outside interests and to conduct activities and affairs on behalf of the community, subject to the following limitations:

- (a) The Board of Directors may not borrow money, incur indebtedness, or impose fees.
- (b) The Board of Directors may not initiate or be party to any litigation.
- (c) The Board of Directors may not endorse political candidates.

The Board of Directors is authorized to raise funds through campaigns to solicit funds for projects and activities to be undertaken on behalf of the Town Council.

Board of Directors members may not receive compensation for their services as Board members, but may receive reimbursement of just and reasonable expenses pre-approved by the Board of Directors.

Section 2 - Term Of Office

All members of the Board of Directors are elected for a one-year (1) term of office - from one annual election for the Board of Directors to the next annual election. Members who join the Board after an annual election shall serve until the next annual election.

There is no limit for the number of one-year terms a Board member may serve, with the requirement that the Board member has to be re-elected for each new term.

Section 3 - Number Of Members Of The Board of Directors

Membership on the Board of Directors is open only to membership of the Del Dios/Mt. Israel Town Council.

The authorized number of members of the Board of Directors is seven (7). Five (5) of these seven positions are normally allocated to residents of Del Dios. Two (2) of these seven positions are normally allocated to residents of Mt. Israel.

Section 4 - Order Of Election Of The Board of Directors

Members for the Board of Directors are to be elected by a Town Council vote at the annual Board of Directors elections. In this election, the five (5) nominees from the residents of Del Dios that receive the highest number of votes are elected to the Board of Directors. The two (2) nominees from the residents of Mt. Israel that receive the highest number of votes are elected to the Board of Directors.

If, at the time of the annual election, Mt. Israel does not have two residents as nominees to serve on the Board of Directors, these one or two vacant positions shall be allocated to residents of Del Dios who are nominees for Board membership and who finish as runner-up nominees with the 6th and, if needed, 7th highest vote count amongst the Del Dios nominees. This allocation shall remain in effect until the next annual election, subject to the regular process for filling Board vacancies that occur between annual elections.

Section 5 - Reserve Members Of The Board of Directors

In addition to the seven (7) elected Board members, two (2) reserve members are to be designated from the runner-up nominees in the annual Board of Directors election. From runner-up nominees willing to serve as reserve members, the First Reserve shall be the person in this group who received the highest number of votes in the Board election. The Second Reserve shall be the person in this group who received the next highest number of votes

Section 6 - Filling Vacancies On The Board of Directors

The Board of Directors shall strive at all times to maintain seven (7) working Board members. A vacancy is deemed to exist in the case of the termination of membership, resignation, removal or recall of a Board member, or in the case that there are not enough candidates at the annual election. In the event there is a vacancy on the Board of Directors, the Board shall strive to fill the vacancy immediately, according to the following order of procedure.

If a Reserve designee for The Board of Directors is available, that person is automatically appointed a member of the Board of Directors. This appointment shall be done in priority order, the First Reserve shall fill the first Board vacancy that occurs, then the Second Reserve shall fill the next vacancy that occurs. If a Reserve cannot fill a Board vacancy at the time it occurs, that Reserve designee still maintains backup eligibility for the next vacancy on the Board of Directors.

If no Reserve designees are available, either because they have already filled vacancies or are unable to serve at the time a vacancy in the Board of Directors occurs, then the Board of Directors is authorized to solicit candidates to fill the vacancy. Public notice shall be made to residents of Del Dios and Mt. Israel at the next Town Council Meeting or via the next Town Council newsletter, that candidates are being accepted. Fourteen (14) days after public notice, the candidacy shall be closed. If no candidates have come forward, then the Board is authorized to seek further without requiring additional public notifications.

Once one or more candidates have been identified, the Board of Directors shall vote for one to fill the vacancy on the Board of Directors. If the vacancy is for a Mt. Israel representative on the Board, then the Board of Directors should give preference to any Mt. Israel candidates. If the vacancy on the Board is for a Del Dios representative, then the Board of Directors should give preference to any Del Dios candidates. The selected candidate needs approval of a majority of the Board of Directors currently in office - a unanimous vote for approval is not required.

The new incoming member Of The Board of Directors does not assume any Officer or Committee position held by the vacating member they are replacing. Such Officer and Committee positions are subject to explicit assignment by the Board of Directors.

Section 7 – Termination Of Membership From The Board of Directors

If, for a member of the Board of Directors, membership in the Town Council terminates (such as upon sale of a member’s property or relocation of residency outside of the established geographical boundaries), then membership on the Board of Directors terminates concurrently.

Section 8 - Resignation From The Board of Directors

Any member of the Board of Directors may resign by giving written notice to the Chairperson or the Secretary Of The Board. The resignation shall be effective when the notice is given unless it specifies a future time for the resignation to become effective. If the notice specifies a future time for the effectiveness of such resignation, a successor may be selected before such time to take office when the resignation becomes effective.

Section 9 - Removal From The Board of Directors

The Board of Directors may declare vacant the office of a member of the Board of Directors for the following conditions:

- (a) The Board member’s participation has been unsatisfactory in a significant amount of Board activities over a period of time.
- (b) The Board member has significantly misrepresented the Board of Directors or Town Council, has significantly exceeded the limits of their office, or has brought disrepute, condemnation, or dishonor to the membership.

To declare the office of a Board member vacant, the Board of Directors must approve this removal by a majority vote of the Board members currently in office. To conduct such a vote, all Board of Directors members must be notified of an intended vote at least eight (8) days prior to the vote. A vote in favor of removal must then be ratified by a majority vote at a Town Council Meeting. If the Town Council vote does not approve the removal, then the removal is not ratified and the Board member’s office is not vacated at this time. The Board of Directors may declare the vacancy again at a future time for another Town Council vote, if they so choose.

The process for ratification of a removal by the Town Council vote is as follows. Public notification of the proceeding shall be made at the next Town Council Meeting or via a Town Council newsletter. The Town Council vote for ratification shall occur at the first Town Council Meeting that occurs 30 days or more after public notification. A simple majority vote of eligible voters in attendance at the Meeting, including Board members, will ratify removal. The vote shall be done by secret ballot.

10. - Recall Of A Director From The Board Of Directors

The Town Council may declare vacant the office of a member of the Board of Directors by the following process of recall. First, there must be approval of conducting a recall vote.

- (a) A notification of intent to request a recall vote must be submitted in writing to the Board of Directors at least eight (8) days prior to the publishing of the next monthly Town Council newsletter, and the request must bear the signature of a minimum of ten (10) registered voting members.
- (b) To notify the full Town Council membership of the intent to undertake a recall, it shall be published as an agenda item in the monthly Town Council newsletter made available to the community at least eight (8) days prior to the next Town Council Meeting.
- (c) The decision to conduct a recall vote shall then be voted on by the general Town Council membership at the next Town Council Meeting. Approval of conducting a recall vote requires a quorum of twenty-five (25) registered voting members be present at the Town Council Meeting, and it requires approval by a simple majority vote.

If the decision for conducting a recall vote is approved, then the recall shall be voted on at the next Town Council Meeting following this approval. The recall vote requires the following:

- (a) Notification of the pending vote be published in the monthly newsletter made available to the community at least eight (8) days prior to the next Town Council Meeting.
- (b) A quorum of twenty-five (25) registered voting members must be present at the Town Council Meeting to conduct the vote.
- (c) Approval of the recall by a simple majority vote.

If the recall of the member of the Board of Directors is approved, the office is rendered vacant immediately upon the conclusion of the vote.

ARTICLE X -- OFFICERS OF THE BOARD OF DIRECTORS

Section 1 - Officers Of The Board of Directors

The Officers of the Board of Directors shall be: Chairperson, Vice-Chairperson, Secretary, Treasurer, Registrar Of Voters, and Newsletter Editor.

The Board of Directors, as a body, is granted the powers to represent the Del Dios /Mt. Israel Town Council in dealing with outside interests and to conduct activities and affairs on behalf of the community. Thus representations and activities by Board Officers on behalf of the Board and Town Council shall require specific authorization from a majority of the Board of Directors.

Section 2 – Election Of Officers

Officers of the Board of Directors shall be elected by the Board at the first Board Meeting after the annual election of the Board of Directors. Officers shall be elected by majority vote of the Board of Directors

Section 3 - Removal Or Resignation Of Officers

Officers shall serve at the pleasure of the Board. The Board of Directors may remove any Board officer from their officer position with or without cause, by a majority vote of the Board members. To conduct such a vote, all Board of Directors members must be notified of an intended vote at least eight (8) days prior to the vote.

Any Board officer may resign their officer position at any time by given written notice to the Board. The resignation shall take effect on the date the notice is received unless it specifies a future time for the resignation to become effective.

A vacancy in any officer position because of resignation or removal or termination of Board membership shall be filled immediately by a Board election for that office.

Section 4 - Duties Of The Chairperson

The Chairperson is the chief administrator of the Town Council and the Board of Directors. The duties of the Chairperson are to preside at all Town Council and Board Meetings and administrate the general scheduling of affairs, the activities of the other Officers Of The Board, and the activities of Committees.

Section 5 - Duties Of The Vice-Chairperson

The Vice-Chairperson's duties shall be those of the Chairperson when the Chairperson is not in attendance.

Section 6 - Duties Of The Secretary

The Secretary shall take, keep and maintain minutes of all general and special meetings of the Board of Directors and Town Council. These minutes shall be a matter of public record for the Del Dios/Mt. Israel Town Council. The minutes of meetings shall include the time and place the meeting was held, whether the meeting was annual, monthly or special, the notice given, the names of the persons present at Board Meetings, and the number of members present at Town Council Meetings.

The Secretary shall also cause to be kept all correspondence related to activities of the Board of Directors and Town Council.

The Secretary shall also cause to be kept all records and documentation submitted by committees.

If a public notice board is in use, the Secretary shall be responsible for the posting of notices of public meetings and other matters of community interest.

Section 7 - Duties Of The Treasurer

The Treasurer shall collect, safeguard and account for all funds. The Treasurer may be authorized by the Board to disburse funds necessary to the operations of the Board of Directors or Town Council. All disbursements in excess of \$100 shall require the documented approval of two (2) members of the Board, at least one of which must be the Chairperson or Secretary.

Section 8 - Duties Of The Registrar Of Voters

The Registrar Of Voters shall be responsible for maintaining a list of registered voters eligible to vote in Town Council elections, and in conjunction with any voting committees shall oversee Town Council elections, including the creation, distribution and acceptance of absentee ballots.

At the discretion of the Board of Directors, the office and duties of Registrar Of Voters may be combined with another Board officer position.

Section 9 - Duties Of The Newsletter Editor

The Newsletter Editor shall produce and distribute a monthly newsletter to the residents of Del Dios and Mt. Israel. The newsletter shall contain notification of and the agenda for the next Town Council Meeting, a summary of significant activities of the Board of Directors since the previous Town Council Meeting, and information on activities and issues that the community should be aware of.

A copy of each newsletter shall be provided to the Secretary of the Board of Directors for keeping with other Board and Town Council documentation that the Secretary maintains.

At the discretion of the Board of Directors, the office and duties of Newsletter Editor may be combined with another Board officer position.

Section 10 - Additional Duties Of The Board of Directors

The Board of Directors shall endeavor to carry out the following Town Council traditions:

- (a) Two pot-luck events per year should be held for the Town Council.
- (b) Two voluntary trash pickups per year should be held in the Del Dios community, with primary emphasis on Lake Drive.

ARTICLE XI -- COMMITTEES

Section 1 - Creation Of Committees

The Chairperson of the Board of Directors may create standing and Ad Hoc Committees as deemed necessary, with the approval of a majority of the Board of Directors as to the creation of the committee, the composition of the committee, and the role of the committee.

Each committee created, when possible, shall have at least one current member of the Board of Directors appointed to that committee.

Section 2 - Powers

A committee or committee member must have specific written authorization from a majority of the Board of Directors in order to represent the Board of Directors or Town Council, to deal with outside interests, or to conduct activities and affairs on behalf of the community.

Section 3 - Committee Chairperson

A Chairperson for each committee shall be elected by the committee and shall organize and manage the affairs of the committee with the advice and consent of the committee members.

The Chairperson for each committee is responsible for the periodic documenting and providing of reports of committee activity to the Board of Directors

The Chairperson for each committee is responsible for passing on all relevant documentation and correspondence to the Secretary of the Board of Directors for keeping of public record.

Section 4 - Dissolving A Committee

The Board of Directors may dissolve a committee with or without cause, by a majority vote of the Board members.

ARTICLE XII -- AMENDMENT OF THE BYLAWS

These Bylaws may be amended by the following methods and procedures:

1. Every proposed change shall be submitted in writing to the Chairperson of the Board of Directors.
2. The Chairperson may refer the proposal to a committee for study if deemed necessary.
3. Upon completion of the study of the proposed change, the Chairperson shall bring before a monthly Town Council Meeting, the proposal, the notification of a pending vote to amend the Bylaws, and recommendations, if any, from committee and/or the Board of Directors.

4. The complete written text of the amendment shall be available for Town Council members on request, at least thirty (30) days prior to the vote on the amendment.
5. At the next monthly Town Council Meeting following the one where notification of the pending vote was given, the general Town Council membership will vote on the proposed amendment to the Bylaws.
6. To notify the full Town Council membership of the pending vote on amending the Bylaws, it shall be published as an agenda item in the monthly Town Council newsletter made available to the community at least eight (8) days prior to the respective Town Council Meeting.
7. For the vote to be conducted, a quorum of twenty-five (25) registered voting members must be present. A two-thirds (2/3) approval is required to accept the proposed amendment.