Making the Sweetwater Valley the best place to live.

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The Sweetwater Valley Civic Association Adopted Bylaws

Revised Oct. 7, 2026

Felix and Associates, LLC

~ Insight, Expertise and Leadership~

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SWEETWATER VALLEY

CIVIC ASSOCIATION
BYLAWS

Article I - Name and Purpose

Section 1 - Name

The name of the organization is called The Sweetwater Valley Civic Association (SVCA).

Section 2 - Purpose

The SVCA is a non-profit organization created in conformance with the California General Non-profit Laws (Part 1, Division 2, Title 1, Corporation Code) that fosters cooperative civic dialogue and interest with local County elected officials, law enforcement, emergency responders and other organizations that promote cultural, educational, and ecological betterment of the community located in San Diego County that represents the area known as Sweetwater Valley that is defined in the Sweetwater Community Planning Area Map. The aforesaid purposes of the SVCA shall be to:

A. Represent the interests of the community.

B. Promote communication and the interchange of ideas among the residents and our elected/appointed officials.

C. Organize and conduct programs and events to improve the quality of life in Sweetwater Valley.

Section 3 - Nonpartisan Activities

The SVCA activities shall be nonpartisan and nonsectarian and shall not discriminate against any person or persons by reason of race, color, sex, creed,

religion, national origin, gender identity, sexual orientation, or physical handicap, nor shall the SVCA take part officially or unofficially, or lend its influence in, the election of any candidate for political office. The SVCA may take positions on issues, including ballot initiatives that affect its residents and communicate its concerns to appropriate elected representatives and candidates for political office. Nothing in these Bylaws shall prohibit any Officer, District Representative, Director-At-Large or any Board Member for that matter, acting in their individual capacity, to partake in any political activities or to join or promote the activities of any group, so long as such actions are lawful, and such activity is not represented to be on behalf of the SVCA or any of its subsidiary organizations.

Article ll - Primacy of Bylaws

Section 1 - Primacy of Bylaws

Robert's Rules of Order revised, 12th Edition, shall be the Parliamentary Authority utilized by the SVCA. These Bylaws shall take effect upon approval by the SVCA Board. Provisions that apply to elections shall take effect at the next regular election. Provisions that apply to incumbent Officers, District Representatives and Directors-At-Large shall take effect whenever an office becomes vacant or at the next election or appointment for that office.

Article lll - Fiscal Year

Section 1 - Fiscal Year

The fiscal year of the SVCA shall be from July 1 and shall end June 30 of each year. Dues shall be set by the Board of Directors of the association and payable at the first of the Fiscal Year and become delinquent thirty (30) days after the beginning of the Fiscal Year.

Article lV - Membership

Section 1 - Classification of Members

A. Active Member- Any person shall be considered an Active Member of the SVCA as long as they are at least eighteen (18) years of age and are a

resident in or owns real property located in the SVCA area as referenced in the Sweetwater Community Planning Area Map. A membership committee member will furnish forms or direct potential members or renewals to the website. Potential members shall state their residence address or description of real property that would qualify them for membership. Active memberships can include families, nonprofits and local businesses.

B. Associate Member - The Board of Directors may elect any person to this membership who may not qualify for Active Membership. This will be at the Board's discretion.

C. Honorary Member - The Board of Directors may elect any person to this membership who has made a valuable contribution to the community or Civic Association. Gold members who move out of the area can become Honorary Members.

Section 2 - Voting Members

Upon the receipt of a financial contribution (dues) in the amount established by the SVCA Board of Directors, an Active Member shall become a Voting Member. Dues are non-refundable after thirty (30) days. Each Active member shall be entitled to one vote as long as they retain eligibility and is a member in good standing. Good standing is defined as a member that is current (paid in full) on their membership fees and that has attended at least two (2) consecutive meetings within the calendar year of the election with an exception for just cause. No member shall be entitled to carry more than one vote. However, family memberships (two individuals that reside at the same residence) get two votes. Associate members have the right to vote. Membership categories that include gold, silver, nonprofit and local businesses also have the right to vote. But, Honorary Members do not carry that right.

Article V - The SVCA Board of Directors

Section 1 - Organization

The SVCA Board of Directors shall consist of District Representatives: Organizational Directors as defined in Article VI, elected Directors-At-Large as defined in Article Vll, and all Officers of the SVCA as defined in Article Vlll. An Organizational Chart summarizing the SVCA is attached in Diagram A.

Section 2 - Powers

The Board of Directors, upon a majority vote of its members, shall have the power to manage and promote the policy, direction, and operations of the SVCA, or any of its subsidiary organizations, including activities and expenditures of funds and resources. Its specific purpose is to guide the SVCA in its future path of serving the residents and businesses of Sweetwater Valley. It further shall establish policy and positions as representative of the community, except in specific critical cases where the Board deems it desirable to have a referendum vote. Each year if deemed necessary, the Board of Directors shall approve an overall strategic plan for the SVCA setting forth the policy and operational direction of the SVCA for the coming year. Further, the Board of Directors shall have the power to authorize a financial audit. Operations include, but are not limited to, the SVCA Website, Newsletter (Spotlight) and SVCA records. Annually, the Board of Directors will establish goals, which focus on community efforts and approve a budget for the SVCA.

Section 3 - Duties and Participation

The Board of Directors has a duty to attend and participate in all SVCA meetings, activities, committee or Advisory Groups, membership campaigns, and to vote on all actions of the Board. Board members are elected to communicate concerns and opinions that affect the Association and its community at SVCA meetings. Any Board Member who has four (4) consecutive absences without sufficient cause or reason from the monthly SVCA meetings in a twelve-month period, may be removed from their position. Absences are defined in Article XIIl, Section 10.

Section 4 - Compensation

Board of Director Members are volunteers. No compensation shall be paid to any Board Member. However, Board of Director Members may be reimbursed for expenses incurred that have been pre-approved by the Board or at a general

meeting related to official business matters and services, such as, material supplies, printing and copy services, etc…

Article Vl - District Representatives

For the purpose of representation of the Sweetwater Valley Community, the District Representatives shall be composed of Organizational Directors as defined herein under Article VI.

Section 1 - Organizational Directors

The incumbent Board of Directors may, by a two-thirds (2/3) vote, grant such directorship as follows:

A. An organization must have a minimum membership of thirty (30) members and be governed by official organizational bylaws.

B. Each Organizational Director shall pay a fee determined by the Board of Directors, as of July 1 of that Year. Gold members are exempt.

C. The term of office for Organizational Directors is for one (1) year from the date of appointment.

D. Organizational Directors shall serve at the convenience of both their parent organization and the SVCA. Either organization may remove the Director according to the specific laws of each organization.

Section 2 - Vacancies

Upon a vacancy arising from an Organizational Director as a result of resignation, removal, disability or death, the remaining members of the Board shall have the authority to approve a new director to fill the unexpired term. Each District Representative so appointed shall hold office for the remaining term, or if the Board chooses, a vacancy may be filled by a special election.

Section 3 - Duties and Participation

District Representatives have the duty to attend and participate in all SVCA meetings and activities, including committees, Advisory Groups, membership campaigns, and vote on all actions of the Board. District Representatives are appointed to communicate concerns and opinions to and from residents and businesses and represent such concerns and opinions at SVCA meetings. Each District Representative must be an active member of a minimum of one (1) SVCA committee or Advisory Group and participate as a Voting Member during each membership year. Any District Representative who has accumulated four (4) consecutive absences without sufficient cause or reason from the monthly SVCA meetings in a twelve-month period, may be removed from their position. Absences are defined in Article X, Section 1.

Section 4 - Qualifications

Nominees for District Representatives must show attendance for at least two (2) SVCA meetings within the calendar year and be a voting member in good standing.

Section 5 - Recall of District Representatives

Any District Representative may be removed from office by a simple majority of the Voting Members, upon receipt of a petition by those Voting Members at a regularly-scheduled SVCA meeting. Verification of membership status and removal shall take place at the next regularly-scheduled SVCA meeting.

Article Vll - Directors-At-Large

Section 1 - Directors-At-Large

Five (5) Directors-At-Large shall represent the Sweetwater Valley community established and defined by the incumbent Board of Directors prior to the Annual Meeting. Directors-At-Large shall serve for two (2) years.

A. For continuity, the division will be by odd and even seats that correspond to odd and even election years. Odd seats: 1, 3, 5 and Even seats: 2 & 4.

B. The term of office will commence on the date of the Annual Membership meeting, which commences on the first Wednesday of June and terminates upon expiration of the term of office unless reelected.

Prior to the Annual Meeting, the Board of Directors shall re-evaluate the number of seats and consider adding or deleting as needed. Any changes in the Directors-At-Large shall be approved by the Board of Directors and filed with the Secretary.

Section 2 - Vacancies

Upon a vacancy arising in the Directors-At-Large as a result of resignation, removal, disability or death, the remaining members of the Board shall have the authority to appoint a new director to fill the unexpired term. Each Director-At-Large so appointed shall hold office for the remaining term or if the Board chooses, a vacancy may be filled by a special election.

Section 3 - Duties and Participation

Directors-At-Large have the duty to attend and participate in all SVCA meetings and activities, including committees, Advisory Groups, membership campaigns, and vote on all actions of the Board. Directors-At-Large are appointed to communicate concerns and opinions to and from residents and businesses and represent such concerns and opinions at SVCA meetings. Each Director-At-Large must be an active member of a minimum of one (1) SVCA committee or Advisory Group and participate as a Voting Member during each membership year. Any Director-At-Large who has accumulated four (4) consecutive absences without sufficient cause or reason from the monthly SVCA meetings in a twelve-month period, may be removed from their position. Absences are defined in Article IX, Section 1.

Section 4 - Qualifications

For Directors-At-Large, they shall be SVCA Voting Members in good standing and shall represent the community as defined by the SVCA Bylaws. If no candidate is available pursuant to Section 1 of this Article, the Board may appoint one to represent the community for the remainder of the term. Nominees for Directors-At-Large must have attended at least two (2) SVCA meetings within the calendar

year.

Section 5 - Election and Term of Office

Directors-At-Large shall serve two-year terms. In order that there shall be continuity of management, the terms shall be staggered such that Directors-At-Large for all even-numbered seats shall be elected in even numbered years and Directors-At-Large for all odd numbered seats shall be elected in odd numbered years.

Section 6 - Recall of Directors-At-Large

Any Director-At-Large may be removed from office by a simple majority of the Voting Members, upon receipt of a petition by those Voting Members at a regularly-scheduled SVCA meeting. Verification of membership status and removal shall take place at the next regularly-scheduled SVCA meeting.

Article VlII - Officers

Section 1 - Officers

The Officers of the SVCA shall be the President, Vice President, Secretary, and Treasurer.

Section 2 - Qualifications

Each officer shall be elected at the Annual Membership Meeting. All Officers of the SVCA shall be elected by the Voting Members in good standing. Unless there is an event of excuse with just cause, each nominee shall have attended at least two regular SVCA meetings immediately preceding the meeting at which their nomination is voted upon.

Section 3 - Nominations and Elections

Nominated candidates for office shall be identified by a Nominating Committee elected by voting members and approved by the Board of Directors. Along with

the President, the Board shall have the power to establish or abolish Nominating Committees as deemed necessary to provide recommendations for the benefit of the SVCA's operation and function. The Nominating Committee will be instituted no later than January of each year. This exercise of discretion is admissible provided that all members have been notified of such action and it is ratified by a two-thirds (2/3) vote at a regular or special meeting. Voting members shall vote for one Director-At-Large as Chair and one Voting Member as Co-chair. The Chair and Co-chair shall then select a third and or fourth individual if needed, for the Nominating Committee. Such committee shall present nominees to the membership at the regular meeting two months preceding the Annual Membership Meeting. Each nominee shall provide written consent to serve and uphold the Bylaws of the Association, prior to the general election.

Officers shall be elected by a majority of Voting Members present at the annual Membership meeting in the month of June and shall serve a term of one year. Each Officer shall hold office until they resign, are removed from office, or otherwise disqualified to serve, or until a successor is elected.

Section 4 - Duty to Participate

Officers have the duty to attend all meetings and vote on all actions of the SVCA Board. An Officer who has accumulated four (4) absences without sufficient cause or reason from the monthly SVCA meetings in a twelve-month period may be removed from their position. Absences are defined in Article X, Section l.

Section 5 - Removal and Resignation

Any Officer may be removed from office by a two-thirds (2/3) vote at a special meeting of the SVCA Board of Directors. Any Officer may resign at any time by giving written notice to the Board. Any such resignation shall take effect at the date of receipt of such notice or at a time specified in the letter.

Section 6 - Vacancies

A vacancy is defined as the absence, resignation, removal, disability, or death of an elected member. A vacancy in any office may be filled by a majority vote of the Board of Directors for which a quorum (4 officers) is present. The Board of

Directors may appoint a temporary successor with the exception of the accession of the Vice President as President.

Section 7 - Term Limits

Subject to the exceptions set forth in Article II, Section 1, no person may serve in any SVCA office for more than 4 years without a break in service of no less than one (1) year.

Section 8 - President

The President is the executive officer and subject to the control and oversight of the board, shall preside over all SVCA meetings to include general supervision, direction, and control of the business of the SVCA. In addition to other duties as required, the President shall have the general powers and responsibilities of managing and appointing committees deemed necessary for the benefit of the SVCA, subject to the ratification of the Board of Directors. The President shall report, at each regularly scheduled Board meeting of the SVCA, all executive actions taken in the preceding month, and shall provide an update on work toward future events. The President shall also prepare an annual budget proposal along with a State of the Association, implement a Board-approved strategic plan, represent the SVCA in public, meet with the public as needed, and perform other such duties as prescribed by the Board of Directors and in representation of the Voting Members of the SVCA. The President shall be elected by the Voting Members. The President shall be counted for quorum purposes and shall have a vote.

Section 9 - Vice President

The Vice President is the deputy executive officer and subject to the control and oversight of the Board of Directors. The Vice President shall assist the President in the preparation of the Agenda. As needed, the Vice President may provide oversight for Advisory, Ad hoc, membership and nominating committee meetings. The Vice President shall also help the President prepare an annual budget proposal, the State of the Association, implement a Board-approved SVCA strategic plan, represent the SVCA in public, meet with the public as needed, and perform other such duties as prescribed by the Board of Directors and in

representation of the Voting Members of the SVCA. In the event of the absence, resignation, removal, disability or death of the President, the Vice President will assume the duties and powers of that office and shall perform such duties as the Board of Directors may deem necessary. The Vice President shall also provide and assist in finding coverage for the Treasurer and Secretary in the event of absences and or vacant positions until those positions are back filled. The Vice President shall be elected by the Voting Members. The Vice President shall be counted for quorum purposes and shall have a vote.

Section 10 - Treasurer

The Treasurer is the chief financial officer of the SVCA and shall, subject to the control and oversight of the Board of Directors, keep and maintain adequate and correct accounts of the properties and business transactions of the SVCA or any of its subsidiary organizations. The Treasurer is responsible for financial recording in accordance with all federal, state, and local accounting laws applicable to the organization and subsidiaries. All financial records of the SVCA, and/or any of its subsidiary organizations, shall be available for inspection by any Board Member. The Treasurer shall deposit all monies and other valuables in the name of and to the credit of the SVCA with such depositories as may be designated by the Board of Directors. The Treasurer shall disburse all SVCA funds as may be authorized by the Board of Directors and report any variance thereof. The Treasurer shall provide a budget status report and any financials at each regularly scheduled Board meeting of the SVCA. Whenever requested, the Treasurer shall render to the President or Board of Directors an accounting of all transactions and financial condition of the SVCA, any of its subsidiary organizations, and shall have other such powers and perform such other duties as prescribed by the Board of Directors.

If necessary, the Treasurer will prepare or authorize a second party to prepare, annual Tax Returns. Upon completion of the Treasurer's term of office, the Treasurer shall render an accounting to the Board of Directors. The new Treasurer shall then examine (audit) the books and financial records of the SVCA, and any of its subsidiary organizations, and report his or her findings to the Board of Directors. In the absence or disability of the Secretary, the Treasurer shall perform the duties of the Secretary in regards to recording the minutes, and

when so acting shall have all the powers of, and be subject to all the restrictions upon, the Secretary. The Treasurer shall be elected by the Voting Members. The Treasurer shall be counted for quorum purposes and shall have a vote.

Section 11 - Secretary

The Secretary shall, subject to the control and oversight of the Board of Directors, be responsible for keeping all records of the SVCA, and any of its subsidiary organizations. The Secretary is responsible for keeping the minutes of all regular monthly meetings, special meetings, and closed sessions of the Board of Directors, as well as, all reported committee and Advisory Group actions. Minutes of all meetings and sessions of the Board shall include the time and place of holding such meetings or sessions, the names of those present, the number of Board Members present, and the proceedings thereof. Minutes shall be posted on the SVCA website within one month of approval by the Board of Directors and Voting Members. The Secretary shall give, or cause to be given, notice of all regular monthly meetings and any special meetings as required by the bylaws.

The Secretary shall maintain the Board Roster, SVCA committee and Advisory Group member listing, and attendance records of the Board of Directors. In the absence or disability of the Treasurer, the Secretary shall perform those duties, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Treasurer. The Secretary shall appoint a Board Member to take minutes at meetings where the Secretary is presiding as the Treasurer. In the absence of the Treasurer and Secretary, the Members with the most seniority shall perform those duties, and when so acting shall have all the powers of, and be subject to all the restrictions upon, those positions. The Secretary shall be elected by the Voting Members. The Secretary shall be counted for quorum purposes and shall have a vote.

Article lX - Board Advisory Groups and Committees

Section 1 - Ad Hoc Advisory Groups, Standing and Nominating Committees

The President along with the Board of Directors shall have the power to establish or abolish Ad Hoc Advisory Groups, Standing and Nominating Committees as deemed necessary to provide recommendations to the Board for the benefit of

the SVCA's operation and function. This exercise of discretion is admissible provided that all members have been notified of such action and it is ratified by a majority vote at a regular or special meeting. Members of such committees will be Voting Members, but other individuals may be appointed. There is no length to the term of the chair or members of the groups. The President shall report to the Board of Directors the membership of all groups and committees established under this Article.

Section 2 - Nominating Committee Selection

The purpose of the Nominating Committee is to provide a qualified slate of executive board candidates for the Annual Election of Officers. This is an ongoing search during the 12 month appointment. The Nominating Committee has allegiance only to the SVCA. Members must have the following:

A. A clear understanding of how the Association functions.

B. Knowledge about the Association's Mission Statement, stated goals and objectives.

C. Ability to evaluate where the Association is vulnerable or at risk.

Section 3 - Nominating Committee General Duties

Before interviewing possible candidates, the nominating committee will meet to define necessary candidate skills, knowledge, and experience. Nominating Committee members develop sets of questions that are both general and specific to the board position for which they are recruiting. Committee members should follow generally accepted interview techniques and ask questions that elicit well thought-out responses. Yes or no answers do not provide enough insight into problem-solution analyses.

The Nominating Committee is responsible for putting together a slate of candidates that will complement each other synergistically so the Association can achieve its mission in serving, protecting and bringing residents together as a community with one voice.

Section 4 - Ad Hoc Advisory Group, Standing and Nominating Committee Membership

Membership in any Ad Hoc Advisory Group, Standing and Nominating Committee is open to all Voting Members as vacancies allow. Anyone qualified may volunteer for service subject to approval by the President and or Board.

Section 5 - Operations Oversight Advisory Group

Should the need arise, there shall be a standing Operations Oversight Advisory Group, consisting of the Vice President as chair, and at least three (3) members of the Board appointed by action of the Board of Directors. The Operations Oversight Advisory Group is responsible for approving all new employees and contractors, termination of employment, compensation changes for employees and contractors, entering into and termination of contracts, for any operations of the SVCA or businesses operated by the SVCA. The Operations Oversight Advisory Group is responsible for consulting and advising the President on the hiring, performance evaluation, supervision, and termination of each person who is an employee or who receives any remuneration from the SVCA or businesses operated by the SVCA. All approval actions of the Operations Oversight Advisory Group shall be reported to the Secretary for record keeping.

Section 6 - Budget Advisory Group

Should the need arise, there shall be a standing Budget Advisory Group, consisting of the Treasurer and three (3) members of the Board. The newly elected President shall request a budget proposal from the Budget Advisory Group no later than June 30th of each year. The members of the Budget Advisory Group shall be appointed by action of the President and Board of Directors at the June meeting. The Budget Advisory Group shall elect their own chairperson from the selected Board members. The Budget Advisory Group shall be responsible for preparation of the annual budget for the SVCA, and for presenting it to the voting members for approval in the August meeting of each year. The Budget Advisory Group, from time to time, shall review the expenditures against the currently-approved budget, and may recommend budget adjustments to the Board of Directors as needed.

Section 7 - Oversight

Advisory Groups/committees shall address the Board of Directors at least yearly or when requested by the Board to present recommendations, or to receive guidance and support on strategic and operational matters. The Board of Directors and Advisory Group/committee chairs will make every reasonable effort to reach agreement on issues. Final authority resides with a majority vote of the Board of Directors.

Article X - Punitive Action

Section 1 - Removal from Office

Any Director may be removed from office for the following:

A. Absence from four (4) meetings without sufficient cause or reason.

B. Commission of an act that involves moral turpitude.

C. Failure to represent the majority of actions desired by the active members.

D. Arguing for or voting upon any issue in which the Director has a financial or political interest in the outcome of the vote.

Section 2 - Hearings

At a special meeting, a Director may be removed from the Board by a two-thirds (2/3) vote of members present. However, the following shall be exercised:

A. Adequate facts must be presented by reliable witnesses in the presence of the accused Director, who has the right to rebut the accusations.

B. A petition may be filed requesting the removal of a Director. Such petition must be signed by a two-thirds (2/3) vote of the Active members.

C. The Board shall notify the Accused Director in writing of the hearing they are requested to attend.

Article XI - Transparency and Indemnity

Section 1 - Transparency

All matters involving the hiring, supervision, compensation, and/or termination of employees or contractors shall be kept confidential and not disclosed without an action of the Board of Directors. All Board Members have the duty to maintain the confidentiality of the membership database and all personal, health, and/or financial information contained therein, or any other personal data collected. Other than the matters listed above in this section, all other business of the SVCA is open for inspection by any Voting Member. If confidentiality is intentionally breached, the Board Member shall be held personally liable for any judgment against the SVCA.

Section 2 - Indemnity for Board Members

The SVCA shall indemnify each Board Member for any error or omission in any action taken by the Board, Advisory Group, or any committee established by the Board of Directors, the President, or these Bylaws.

Article XII - Fundraising Activities

Section 1 - Fundraising

It shall be the duty of all Board Members to assist in fundraising for the SVCA. A Fundraising Campaign (for Voting Members and Businesses) shall be established by a resolution of the Board annually.

Section 2 - Fundraising Year

The fundraising year commences August of each year and runs through June of the following year.

Article XIII - Meetings

Section 1 - Place of Meetings

All meetings of the Board shall be held at the Bonita Library Community Room unless otherwise noted.

Section 2 - Conduct of Meetings

All meetings shall be conducted in accordance with the Association's Parliamentary Authority, following Robert's Rules of Order as a guideline. To help keep the order, the President is to preside over the meeting. In the absence of the President, the Vice President will preside over the meeting. **This person enforces the rules and designates who is to speak at any given time**. A primary purpose of holding a meeting is to make decisions that impact the Association in some way. It may decide on anything from taking a position on a major public issue to organizing an event. To begin the process of making a decision, a member must offer a proposal by making a motion. A motion is one whose introduction brings business before an assembly. There should be no debate on the matter prior to the motion. Likewise, only one motion may be heard before the assembly for action at a time.

In following the conduct of meetings, a member must stand up immediately after the previous speaker has finished and call-out "Mr. President" or "Madame President". Only then, will the President recognize and designate the member as the next speaker in Que. A member is then authorized to speak when they have been called by name and title and told "**you have the floor**". When a member takes the floor and speaks, they may commence by stating the following, "**I move that we …**" and then clearly describe the proposal. It is important to say precisely what the words of the motion are. It is then that the group has the opportunity to debate on the matter on a "**turn-by-turn**" discussion when called upon by the President. When a speaker has finished, they say "thank you" and politely sit down. This is referred to as yielding the floor. When the group has exhausted the debate, then a vote can be held on the motion, executing any action taken based on the exact language. However, the President can require the speaker making the motion to also submit it in writing for proper written record by the Secretary in the minutes.

Section 3 - The Parliamentarian

To facilitate order, the voting members will nominate and elect a Parliamentarian by motion. The Parliamentarian shall be an SVCA Voting member in good standing and who has attended at least two (2) SVCA board meetings. The Parliamentarian has the duty to attend and participate at all SVCA meetings and activities. The Parliamentarian shall be versed and or be able to refer to the SVCA's Primacy of Bylaws following Robert's Rules of Order to advise the presiding officer in responding to points of order, parliamentary inquiries, and to provide advice on conducting the meeting according to the "rules" with neutrality and unbiased judgment. The presiding officer can ask the Parliamentarian to respond and give explanations directly to its members. Once the Parliamentarian has advised or given an explanation, the chair should act on the proper application of the rules, if needed.

Section 4 - Regular Monthly Meetings

The Board shall hold monthly meetings on the first Wednesday of each month as a forum for the exchange of ideas and discussion of issues affecting the community. At these meetings, the Board of Directors shall conduct business, provide oversight and direction to the operations of the SVCA, and vote on Board actions. All Meetings of the Board, except Closed Session Meetings as defined in Section 5 of this Article, are open to the public. Any months without meetings shall be determined by the Board of Directors and made public.

Section 5 - Annual Meeting

The annual meeting shall be held on the first Wednesday of June each year at 6 pm or 6:30 pm of said day, depending on guest speaker. At such meetings, election of Officers, Directors-At-Large, Parliamentarian, Nominating Committee and Budget Advisory Group shall be held as appropriate.

Section 6 - Special Meetings

Special Meetings of the Board of Directors for any purpose can be called at any time by the President, or if the President is absent, unable to act, or refuses to act, then by the Vice President, or by any two (2) members of the Board of Directors, or upon petition of not less than 10% of the Voting Members. No other

business except as stated in the agenda shall be considered at the Special meeting.

Section 7 - Closed Session

The Board of Directors may convene into a Closed Session at a Regular or Special meeting, to dispense with and discuss sensitive matters including contract negotiations, personnel, discipline, or legal matters pending before the Board. During Closed Sessions, the public shall be asked to leave the meeting room. The Board of Directors shall report to the public in “generalized terms” on any decision taken in Closed Session when appropriate.

Section 8 - Notice of Meetings

Written notice of Regular, Special, and closed session meetings shall be disseminated in an email from the President and on the SVCA website (as time permits or within 72 hours). Special/Closed Session Meetings shall be noticed to include time and place of the meeting on the SVCA website and electronic notice given to each Board member at least forty-eight (48) hours prior to the time of the meeting. All meetings, except Closed Session Meetings as defined in Section 5 of this Article, are open to the public.

Section 9 - Annual Budget Meeting

The annual budget shall be prepared by the Budget Advisory Group and presented for approval at the monthly meeting of the Board in August. The Officers and committee chairpersons shall provide reports of the affairs for the preceding fiscal year at the annual meeting.

Section 10 - Absences

Pursuant to Article V, Section 3, Article VI, Section 3, Article VII, Section 3, and Article Vlll, Section 4 all Board Members/officers have a duty to attend all Board meetings. A Board Member who is not present for four (4) consecutive meetings during a twelve-month period, may be removed from their role on the Board without just cause or reason. The Secretary shall keep attendance records each

month and make them available for review by any Voting Member.

Section 11 - Quorum

A majority (more than half) of the non-vacant seats of the Officers shall constitute a quorum for the transaction of business at any meeting. Every decision made by a majority of the non-vacant seats of the Board shall be regarded as the act of the Board of Directors. When no quorum is present, the meeting is limited in its discretion and abilities to operate. At this point, its function may include setting the time and place to hold another meeting with the anticipation of having a quorum. If enough members attend a meeting, then the Association can resume its business operations. For purposes of a quorum and voting, a member of the Board is counted only once regardless of the number of seats an individual may hold.

Section 12 - Meeting Records

The Secretary will make written record called the “Minutes” of every meeting of the Board, including Closed Sessions, and shall include the attendance at each meeting, the results of each discussion, vote and action. Minutes shall be reported to the public, except that Closed Session discussions, decisions, votes and actions may be subject to exclusion set forth under Section 7 of this Article.

Section 13 - Agenda

The President with the help of the Vice President, shall have the authority to set the Agenda for the Board with advisement from all Board Members. Voting members shall have the right to petition the addition of an item to the agenda. A ten (10) day notification shall be required. The agenda or standard “Order of Business” may include the following:

A. Reading and Approval of Minutes
B. Reports from officers, board or committees
C. Old business carried over from a previous meeting
D. Agendized New Business can be addressed by any member. However, in the practice of time management in keeping with the flow of business

meeting operations, un-agendized items can be added on the next agenda for debate.

Article XlV - Elections

Section 1 - Voting

Voting at the annual meeting shall be by ballot.

Section 2 - Election of Officers

Any candidate for an Officer position shall be nominated by the Nominating Committee. A written ballot with the name of all candidates shall be prepared for the June SVCA meeting. For the purpose of election of Officers, all Voting Members in good standing shall have equal voting rights and shall be entitled to cast one vote. Family members get two (2) votes. The Officers who have the highest number of votes cast will be deemed elected.

Section 3 - Election of Directors-At-Large

For the purpose of election of Directors-At-Large, all Voting Members in good standing shall have equal voting rights and shall be entitled to cast one vote. For continuity, the division will be by odd and even seats that correspond to odd and even election years. Odd seats: 1, 3, 5 and Even seats: 2 & 4. The Directors-At-Large, who are not up for re-election shall conduct annual elections as defined in Article XIV.

Article XV - Operations

Section 1 - Affirmation of Board Action

Any action or policy of the SVCA shall be voted upon in a meeting and shall require an affirmative vote of the majority of non-vacant seats of the Board for passage. No dispersal of funds or commitment of resources by the SVCA or its subsidiary organizations, except as described in Section 5 of this Article, may be undertaken by any Officer, Director, Advisory Group or committee unless

provided in the Budget or approved by the Board.

Section 2 - External Representation

With the exception of actions reserved to the Board or the Operations Oversight Advisory Group, only the President, Vice President or a Board-approved designee shall represent the SVCA. In the absence of the President, the Vice-President shall represent the SVCA.

Section 3 - Employees

The President, upon authorization by the Operations Oversight Advisory Group, may employ individuals/contractors provided the costs are budgeted.

Section 4 - Contracts and Expenditures

The President, upon authorization by the Operations Oversight Advisory Group, is authorized to execute contracts or expend funds on behalf of the SVCA or any of its subsidiary organizations. The President may delegate this authority to committee chairs or members to expend previously budgeted funds (i.e. vendor contracts, permit fees, speaker fees, etc.) in support of Board-approved SVCA activities. Sole sourcing should be discouraged by conducting a Request-For-Proposal from three (3) different sources for any amounts greater than $500.

Section 5 - Emergency Action

In the event of an emergency; such as, a declared disaster or calamity, any Officer of the SVCA may take such reasonable and prudent action as necessary to preserve the SVCA, and to assist its members and community residents, including expenditure of SVCA funds or resources. All emergency actions must be reported at the next regular or special meeting of the Board and shall not continue except as authorized by the Board of Directors.

Article XVl - Bylaw Amendments

Section 1 - Power of the Members

These bylaws may be amended or repealed by the consent of the Voting Members in good standing by a two-thirds (2/3) majority vote (in-person) at a Board meeting for that purpose at which a quorum is present.

Section 2 - Notification

Notification of the Board meeting, at which bylaws will be amended or repealed, shall state the substance of the proposed amendment(s). Once adopted, the new bylaws shall be available on the SVCA website.

These Bylaws were approved by the Board of Directors on:

Date 10-7-2020

President _____
Felix M. Felix

Vice President _____
MIKE CLOWERS

Treasurer _____
STEPHEN STONEHOUSE

Secretary _____
Elizabeth Lee Stonehouse

Map:

SVCA Map

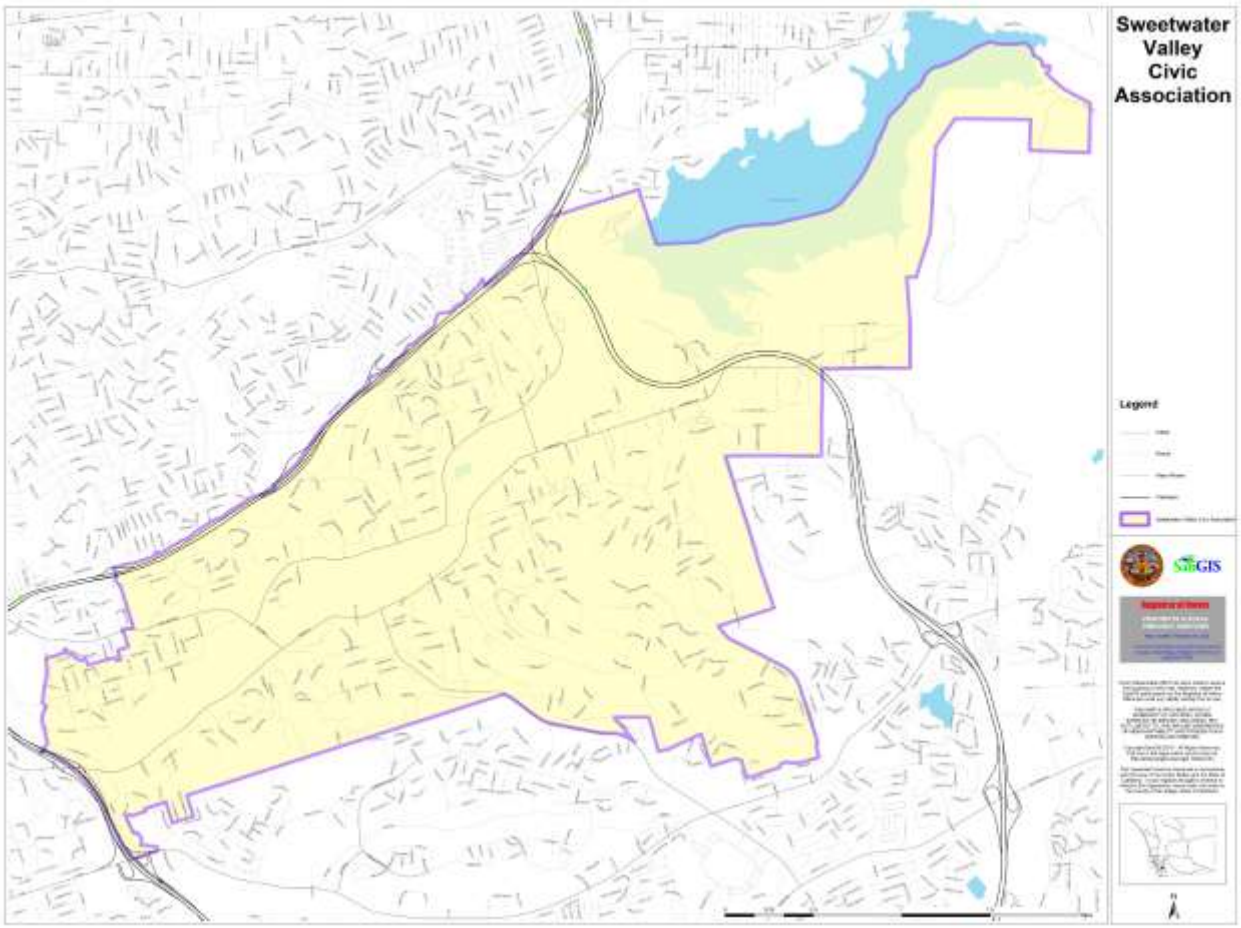


Diagram A:

Sweetwater Valley Civic Association

Organizational Chart

