

Topanga Community Club Bylaws, Effective January 2015

ARTICLE I – PURPOSE

Section 1. Name

The name of this organization shall be the Topanga Community Club, (TCC), a nonprofit charitable corporation organized under the laws of the State of California.

Section 2. Non-Profit Purpose

The Topanga Community Club is and shall be conducted and operated as a non-profit charitable organization as set forth in Section 23701 (d) of the California Revenue and Taxation Code, and Section 501 (c) (3) of the 1954 Internal Revenue Code, to receive gifts and donations, to promote charitable and fundraising events, to accrue profits from Investments and otherwise to accumulate property to be given to charitable organizations and/or used for charitable purposes, no part of which will inure to the benefit of any individual.

Upon dissolution or abandonment, all assets remaining after the payment or provision for payment of all debts and liabilities of this Club these assets shall be given to an organization that is exempted under Section 501 (c) (3) of the 1954 Internal Revenue Code and no part shall inure to the benefit of any director, officer, or member thereof or the benefit of any private person.

Section 3. Mission

The Topanga Community Club (TCC) is a community-oriented, non-profit, volunteer organization dedicated to serving the Community of Topanga by providing access and support for philanthropic, educational, and community activities and services. To that end, the TCC is committed to protect, maintain, upgrade, and enhance the Community House and grounds entrusted to its care.

Section 4. Use and Access

The Topanga Community Club (TCC) grounds and facilities will be open to use by all TCC members during operational hours. The TCC continues to reserve the right to have short-term events and rentals throughout the year that may preclude open usage. A rental precluding open usage that lasts longer than two weeks is considered long term and will require approval by the Board of Directors but shall not exceed one month.

Section 5. Collected Funds

Any funds collected by the TCC are to remain part of the TCC coffers and not to be gifted or granted to any individual or group unrelated to the benefit of the TCC or beyond the grounds of the TCC.

ARTICLE II – MEMBERSHIP

Section 1. Any qualified person may become a Member of the corporation in the manner prescribed by these Bylaws, and such Member shall have the rights, privileges, and duties stated in this Article. Following are the categories of membership:

- (a) Individual membership; and
- (b) Family membership, as defined by two adults in the same household
- (c) Discount memberships for seniors aged 65 plus, senior couples, and junior members, aged 18 to 25.
- (d) Business membership, to be held only in company name and not eligible for event discounts

Section 2. The membership period will run 11 months from the last day of the month in which the member joins.

Section 3. The annual dues of this organization shall be:

\$25 for junior membership, and \$25 individual seniors

\$40 for individuals and senior couples

\$75 for families of two adults per household + children (under 21yrs)

\$150 for businesses, permitted only in *Company / DBA Name*, not individuals. Business members are not eligible for event discounts.

Section 4. The Board of Directors has the right to create incentives for early membership renewal such as a discount on membership cost or a free additional month of membership.

ARTICLE III – OFFICERS

Every two years, the Topanga Community Club shall elect a Board of Directors, comprised of a President, Vice President of Facilities, Vice President of Fundraising, Vice President of Membership, Recording Secretary, Corresponding Secretary, and a Treasurer.

- a) Officers shall be current members in good standing of the Topanga Community Club and meet all requirements for office as outlined below.
- b) Officers shall serve for a term of two years or until an officer's successor is appointed.
- c) Officers assume their duties January 1 following a November election and December handover of information and materials.
- d) Should an Officer vacate a position before the end of his or her term, the President will appoint a replacement and the Officers shall vote to confirm this appointment. If the president vacates, an interim President shall be elected by the officers for the remainder of the vacated President's term.
- e) At the October meeting prior to elections, nominations may be made from the floor. Any nominee shall have met attendance requirements at a minimum of 3 full TCC general membership or committee meetings within the previous 12 months.

f) Biennial elections shall be held on even years at the November general membership meeting.

ARTICLE IV – DUTIES OF OFFICERS

It shall be the duty of the officers on the Board of Directors, both individually and collectively, to:

(a) Uphold and promote the mission, purpose, Bylaws, policies and procedures of the TCC and Topanga Community House;

(b) Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation of this corporation, by these Bylaws, and by the membership;

(c) Maintain the integrity of the TCC and exercise due diligence in carrying out their legal and fiduciary responsibilities for the TCC;

(d) Maintain financial responsibility for the TCC, to include at a minimum but without limitation, the long-term and short-term financial solvency of the corporation, and to that end to conduct fundraising activities and exercise sound institutional financial management practices to promote the financial well-being of the organization.

(e) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all agents and employees of the corporation;

(f) Supervise all officers, agents, and employees of the corporation to assure that their duties are performed properly;

(g) Appoint ad hoc and standing committees, as further set further herein, to carry on the work of the club;

(h) Meet at such times and places as required by these Bylaws, regularly attend board and membership meetings, and participate actively in events and fundraisers.

(i) Provide community relations functions, which promote the interest of the TCC, insure the TCC meets the needs of the community, and assume personal responsibility for expanding membership and including members in TCC activities;

(i) Involve the membership in articulating a vision and policy for the future and operation of the TCC and insure implementation of that policy; and

(k) Register their addresses and those of members with the corresponding secretary of the club; notices of meetings and other correspondence mailed or e-mailed to them at such addresses shall be deemed valid notices of the contents thereof.

A. Additional Duties of the President

(1) The president shall be the chief executive officer of the corporation, responsible for carrying out the policy of the TCC as reflected by the majority decisions of the board and the membership, and shall to that end, subject to the oversight of the board of directors and of the membership, supervise the affairs of the corporation and the activities of the officers.

(2) He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the board of directors or the membership.

(3) The president shall preside at all meetings of the board of directors and at all meetings of the members (unless the president shall have a personal interest in the matters being debated, in which case the president shall relinquish the chair to another officer of the board).

(4) Consistent with his or her duties, the president may send correspondence to members as needed, in consultation with the corresponding secretary.

(5) If the president is unable to preside at a meeting of the board of directors and has not designated his/her replacement, the attending officers will appoint a presiding officer.

B. Additional Duties of the Treasurer

(1) The treasurer shall have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the board of directors;

(2) receive, and give receipt for, all monies and property due and payable to the corporation from any source whatsoever;

(3) disburse, or cause to be disbursed, in conjunction with the president or at least one other duly designated officer, the funds of the corporation as may be directed by the board of directors, taking proper vouchers for such disbursements;

(4) hire and work in conjunction with the paid TCC Bookkeeper with Board approval, keep and maintain true and accurate accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses;

(5) exhibit at all general meetings, the books of account and financial records.

(6) prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports;

(7) together with the paid TCC Bookkeeper, see that all books and papers are delivered to the corporation's auditor in a timely fashion;

(8) prepare, or cause to be prepared and submitted, all required tax and other financial filings, including but not limited to State welfare exemption papers, on a timely basis;

(9) within a reasonable period after taking office and on at least a quarterly basis thereafter, prepare and deliver said report to the general membership a budget and financial report;

(10) provide a monthly summary financial statement prior to the beginning of each regular Board of Director's meeting for inclusion in the minutes of the meeting.

(11) At the conclusion of his or her term, deliver all monies, books, records and papers to his or her successor in good order and in a timely fashion.

C. Additional Duties of the Recording Secretary

The Recording Secretary shall

(1) certify and keep at the Topanga Community House the original, or a copy of the Articles of Incorporation and these Bylaws, as amended to date;

(2) maintain an accurate set of minutes of all meetings of directors and executive committees of directors, and of members, recording therein the time and place of holding of the meeting, whether regular or special, how called, the names of those present or represented at the meeting, and the proceedings thereof;

(3) distribute or post online such minutes in a timely manner in advance of the next meeting of the group for which the minutes were taken to all members thereof;

(4) maintain a book of said minutes, as well as the minutes and reports of all committees established by the board of directors or by these Bylaws, at the Topanga Community House or at such other place as the board may direct;

(5) present copies of the minutes of each meeting of the members and the board of directors,

(6) serve as custodian of the records and of the seal of the corporation,

(7) keep at the Topanga Community House a membership record containing the name and address of each and any member, and, in the case where any membership has been terminated, the Secretary shall record such fact in the membership book together with the date on which such membership ceased and the reason therefore.

D. Additional Duties of Vice President, Facilities

The Vice President, Facilities

- (1) is responsible for the maintenance and repairs of the TCC property; overseeing the bidding and work on said projects.
- (2) Works in conjunction with all applicable committees, create a Master Calendar of TCC property maintenance and upgrades for the year and disseminate the information to all board members;
- (3) keep accurate records of all income and expenses from all property maintenance and provide copies thereof to the treasurer and secretary on a monthly basis; and
- (4) provide notice of property maintenance, repairs, upgrades and ground closures on-site.

E. Additional Duties of Vice President, Fundraising & Events

The Vice President, Fundraising & Events shall

- (1) serve as the TCC's Program Chair in charge of designing and implementing a schedule of programs and events that will be a benefit to the club;
- (2) shall solicit cash and in-kind donations for the TCC and seek out sponsorships for the TCC and its events from businesses and foundations as appropriate;
- (3) shall ensure that any advertising from any such sponsorships is displayed tastefully and unobtrusively;
- (4) shall keep true and accurate records of all donations and financial transactions related thereto, and provide copies thereof to the Treasurer and the recording secretary on a monthly basis;
- (5) chair or co-chair committees as appropriate to further the fundraising objectives of the office.

F. Additional Duties of Vice President, Membership

In general, the Vice President, Membership shall

- (1) serve as the TCC's membership chair,
- (2) assume responsibility for soliciting new members and encouraging the renewal of existing and former memberships, including setting up and staffing the membership area of fundraising events;
- (3) subject to approval by the board of directors, create and oversee a program of general membership benefits and communicate with members and nonmembers

about the benefits of membership;

(4) subject to approval by the board of directors, prepare an application form for prospective members designed to obtain both contact information and areas in which the prospective member is interested in being of service;

(5) In conjunction with the Recording Secretary and Corresponding Secretary, maintain an accurate membership list, including up-to-date contact information for each member, and provide the recording secretary and corresponding secretary with a copy thereof;

(6) maintain a system to remind members when their dues are due for renewal;

(7) In conjunction with the Treasurer, send out receipts and membership cards when dues are received;

(8) utilize outreach programs and data collected from membership applications to provide other directors and committee chairs with names and contact information for prospective volunteers for programs and activities of the TCC;

(9) provide accurate membership records on a timely basis as necessary to the elections committee chair in September and have up-to-date and accurate membership data on hand at the October general membership meeting for use in determining eligibility of candidates to run and members to vote in TCC elections;

(10) using attendance data provided by the recording secretary as part of the minutes, maintain a readily accessible database attendance at TCC meetings to be used in determining eligibility of candidates to run and members to vote in TCC elections.

G. Additional Duties of Corresponding Secretary

The Corresponding Secretary shall

(1) oversee all official correspondence of the TCC.

(2) The Corresponding Secretary shall see that all notices are duly given in a timely fashion and in proper form in accordance with the provisions of these Bylaws or as required by law or otherwise.

(3) The Corresponding Secretary shall conduct the correspondence of the TCC by, among other methods, sending written or e-mail invitations to the members for TCC events and meetings, as appropriate, and sending other official TCC written or e-mail to the Club's members or the public at large, including but not limited to get well, condolence, and thank-you cards. The Corresponding Secretary shall also coordinate public relations and publicity for the TCC, including but not limited to,

(4) providing informational press releases and event calendars to media outlets concerning the TCC and its activities;

(5) coordinating public relations activity, including signs, flyers, advertising, and other promotional contact between the TCC, its members, and the general public;

(6) soliciting or providing through in-kind or contractual services graphic arts assistance as necessary for the programs, events and activities of the club; and assisting other board and committee members with public relations in conjunction with their activities.

ARTICLE V – MEETINGS

General Membership meetings shall be held on the second Thursday of the month. Officers shall meet on the fourth Thursday of the month. All meetings will be held at the Community House and shall be open to the public except in the event that Officers may from time to time meet in closed session to resolve particular issues.

Any regular General or Board meeting that would fall on a legal or religious holiday, or other day of major cultural significance, may be rescheduled by the Board, with at least 30 days notice of the new schedule to be provided to the membership via e-mail and posting on the TCC website.

- a) The Executive Board shall create committees as are deemed necessary.
- b) A General Meeting quorum consists of seven (7) members.
- c) During an election year, a member must have attended and signed in at beginning (with a 30 minute grace period; by 7:30pm for a general membership meeting) and be counted at the end of at least two meetings (including Topanga Days) for attendance to count toward eligibility to vote. The November general membership meeting does not count toward the two required meetings. *For more about eligibility to vote, see Article VI, Section 7 of Procedure.*
- d) A quorum at an Officers' meeting shall consist of four (4) officers.
- e) Whenever an emergency exists requiring a decision of the board to be made before a regular or special meeting of the board can be convened, a motion may be made by e-mail to dispense with meeting in person and to put the matter to a vote via e-mail.

ARTICLE VI – PROCEDURE

Roberts Rules of Order, revised shall be present at all meetings. These rules shall govern the organization where applicable and not in conflict with these Bylaws and Articles of Incorporation.

Elections Procedure

Section 1. Elections Committee

- a) An elections committee will be formed at the August general membership meeting.

b) At the August general membership meeting, the president will call for at least five and no more than 10 volunteers to serve on the elections committee. Any dues paid member of the club is eligible to serve. Those who cannot attend the August general membership meeting can submit their names to the president or the corresponding secretary in advance of the August general membership meeting. The Elections Committee selection closes at the end of the August general meeting.

c) If more than 10 members volunteer to serve, the names of the committee members will be drawn at random by the president during the meeting. The first 10 names of eligible members drawn will be appointed to serve.

d) The committee members will elect a chair. In addition to the five to 10 members selected, the board will appoint a co-chair who must have previously served on the elections committee in any capacity.

e) The committee co-chairs, whether elected by the committee or appointed by the board, will not be eligible to run for office in the election in question. The members of the election committee shall be required to execute a written agreement waiving their right to run for office in the election in question as a condition precedent to their election or appointment to the committee.

f) Election committee meetings will be open to the public, and any club member may attend and speak when acknowledged by the chair for up to 2 minutes. Meetings will be held at the Topanga Community Club in a public forum.

g) The responsibilities of the elections committee will include conducting as broad as possible a search for candidates; advising candidates and the membership of the duties and requirements of office, as provided in the Bylaws; informing the membership whether a prospective candidate meets the qualifications for office established in the Bylaws; recommending election procedures (compliant with the Bylaws) to the club's membership; and ministerial administration of the election. The committee's responsibilities will not include subjective evaluation of prospective candidates for purposes of recommending a slate of candidates to the club. However, no individual member of the club will be precluded from organizing a group of candidates to run as a slate or from promoting individual candidates or a slate of candidates for election.

h) The elections committee will present the nominees at the October general membership meeting. Written consent of the candidate in writing or email form must be obtained prior to the nomination.

Section 2. Nominations from the Floor.

a) Any eligible member may be nominated from the floor during the October general membership meeting. Any nominee shall have met attendance requirements at a minimum of 3 TCC meetings within the previous 12 months.

b) The proposed candidate must either be present in person to accept or reject the nomination or the person nominating the candidate must have in their

possession a signed statement from the candidate agreeing to accept the nomination.

Section 3. Close of Nominations.

a) All nominations shall be closed as of the adjournment of the October general membership meeting.

Section 4. Opportunity for Candidates to Address the Membership and Membership to Question the Candidates

a) All eligible nominees will be given an opportunity to address the membership concerning their qualifications, reasons for running, and plans for the club during the October general membership meeting. The time accorded to the candidates for this purpose may be limited by vote of the membership; however, all candidates for a given office shall be given an equal time to speak.

b) The membership will be given a reasonable time during the October general membership meeting to inquire further of the candidates and to discuss the qualifications of the candidates.

c) The board and the membership may adopt rules providing additional opportunities for the candidates and members to communicate with one another concerning elections provided that all candidates for the same office must be afforded an equal opportunity to participate.

Section 5. Election

a) Elections shall be held on even years (biennially) at the November general membership meeting.

b) Elections shall be held by written ballot. Written ballots shall be issued only to members eligible to vote.

c) All written ballots shall be numbered consecutively. The member shall sign a register indicating receipt of their numbered ballot; however, the ballot itself shall not reveal the name or identity of the voter. Prior to the commencement of voting, the register indicating the number of the ballot issued to each voter shall be placed in a sealed envelope maintained separately from the election results, to be opened only upon a vote of the Club if required in order to investigate a claim of voting fraud.

d) After balloting, the numbered ballots shall be similarly sealed in a separate envelope.

e) In order to be elected, a candidate must win a majority of votes cast in the election for the office for which he or she is running.

(1) When only one candidate is running for a given position, the ballot for that position shall provide a place for the member to vote "Yes," or "No." The candidate shall be elected only if he or she receives more "Yes" votes than "No" votes

(2) In any election in which two or more candidates are running for the same position, the member shall also be issued a provisional run-off ballot of a different color on which the name of the run-off candidate of choice may be written. An officer shall be elected in an election where two or more candidates are running for the same position, only if he or she receives a majority of the votes cast in the election. If no candidate receives a majority of the votes cast, a run-off election shall immediately be held between the two candidates receiving the highest number of votes originally cast.

f) If after a run-off election no candidate shall have obtained a majority of the votes cast, or an unopposed candidate shall have received more “No” votes than “Yes” votes, the office shall be deemed vacant and shall be filled pursuant to the provisions governing vacancies in the board of directors provided in these Bylaws.

Section 6. Eligibility to Run for Office.

- A. A candidate must be a member in good standing during each of the 3 meetings required to count toward eligibility.
- B. A candidate must attend 3 full meetings, including the October general but not October board meeting, in order to be eligible to run for office.
- C. No more than one member of an immediate family or household may serve on the Board of Directors at the same time.

Section 7. Eligibility to Vote.

- A. A member must be in good standing for all qualifying events, meetings, and volunteer time with dues current in order to vote in the election at the general meeting.
- B. A member must be present at the time of the election in order to cast their vote. Proxy or absentee voting is not allowed.
- C. A member must have attended at least two full, official, publicly noticed business meetings of the TCC between January 1 of the year in which the election is held and the October general meeting. Attendance is determined by sign-in and verification of the Board of Directors, OR A member must have logged at least 5 active hours on the TCC grounds (not including Topanga Days) and attended a minimum of one full general meeting or one committee meeting (including Topanga Days Committee or Standing Committees or Program Meetings) in order to qualify to vote in the TCC election. A member may arrange with the Committee Chair or Recording Secretary an early departure or late arrival ahead of time (prior to the start time of the meeting in question) in writing or via email for their eligibility to count.

ARTICLE VII – AMENDMENTS

These Bylaws may be amended at any General Membership meeting of the organization by a vote of two thirds of the voting members present provided the amendment has been submitted in writing at the previous meeting, sent to the membership with at least 3 weeks notice, and posted on the TCC website.

When Amendments are approved, they can be added to these Bylaws.

ARTICLE VIII – STANDING COMMITTEES

The Board of Directors shall establish standing committees as deemed necessary during their term. The standing committees shall elect a representative to attend meetings of the Board of Directors if they choose.

ARTICLE IX – PROGRAMS

The TCC hosts a number of ongoing low and no-cost programs, including but not limited to:

Topanga Youth Services

Canyon Sages

Youth Sports

Kids Club