

CARMEL VALLEY RECREATION COUNCIL

Bylaws

Article I – Name

The name of the organization shall be the Carmel Valley Recreation Council (The COUNCIL), chartered by the City of San Diego Park and Recreation Department (The DEPARTMENT) as a nonprofit unincorporated association or a nonprofit corporation.

ARTICLE II – Purpose

The purpose of the COUNCIL shall be to promote recreation programs in the community through planning, administering, publicizing and coordination with vendors and city staff. The COUNCIL shall also make recommendations to the DEPARTMENT, the Park and Recreation Board and the Community Parks Area Committees regarding park and recreation programs and facilities within the COUNCIL's jurisdiction, as identified in the Special Use Permit (The PERMIT). The COUNCIL may raise funds and work with the City of San Diego to provide programs, special events, enhanced services, facilities, equipment and supplies for the benefit of the public.

This COUNCIL is organized exclusively for charitable, educational and public purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, as well as making distributions to local government for public purposes.

No substantial part of the activities of this organization shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the organization shall not participate or intervene in any political campaign on behalf of any candidate for public office.

Members shall not identify affiliation with the COUNCIL in public communications unless specifically directed by the COUNCIL to be their official representative. This includes, but is not limited to, written communications, public testimony and newspaper interviews.

ARTICLE III - Council Duties

It shall be the duty of each COUNCIL member to attend all COUNCIL meetings. A report of attendance and a copy of the draft COUNCIL minutes which include the number of yea, nay, and abstention votes taken on each matter acted upon for each meeting shall be available to the public at a central area within the Recreation Center or from the DEPARTMENT representative at least seven (7) calendar days prior to the next regular meeting. Copies of approved minutes shall be available to the public not more than seven (7) days after they are approved. COUNCIL actions on specific items should indicate final voting results. The COUNCIL shall adopt written procedures for confirming voting eligibility.

Any member of the COUNCIL with a direct/indirect economic interest in any action that comes before the COUNCIL or its subcommittees must disclose to the COUNCIL that economic interest, and must recuse from voting and not participate in any manner as a member of the COUNCIL for that item on the agenda. In limited circumstances, COUNCIL members may abstain from either voting on an action item, or from participating and, voting on an action item.

ARTICLE IV – Membership

1. The COUNCIL shall consist of not less than five (5) members, nor more than fifteen (15) members, provided however, when a larger membership would give better representation to a community, the DIRECTOR may approve such larger membership. All members shall indicate a desire and commitment to serve based upon the purpose as set forth in Article II. The bylaws shall state the total number of members and the percentage of at large members. Membership for the COUNCIL shall be through a confirmation process. COUNCIL members/directors shall be, to the extent possible, representative of the AREA as depicted in the map attached as Exhibit A.
2. Each COUNCIL member has one (1) vote on the COUNCIL and must be present to vote. An individual may not represent more than one member (organization or at large) at one time. All membership correspondence must be submitted to the COUNCIL'S Recording Secretary. Additionally, organizations must submit correspondence on the organization's official letterhead signed by a member of the organization's board.
3. Membership categories:
 - a. Each organization (nonprofit recreation or community services agency or organization open to the public) which operates in the COUNCIL permit area served by the COUNCIL, shall be eligible to become a member, holding one (1) seat on the COUNCIL.
 - b. Individuals, who reside, work or own property in the COUNCIL permit area served by the COUNCIL, shall be eligible to become a member, holding one (1) seat on the Council. Individual members are At-Large members.
4. To become a member, the individual or organization member must be at least eighteen (18) years of age and must follow the following confirmation process. The confirmation process consists of first attending three full consecutive regular COUNCIL meetings. At the third meeting, apply for membership by submitting a written letter of intent. Membership is confirmed by the COUNCIL at the start of the next regular COUNCIL meeting. However, in no event, shall any member/director enter into or have any financial contract with the COUNCIL. Additionally, no individual who has any financial contract with the COUNCIL shall be eligible to be a member/director of the COUNCIL.
5. The COUNCIL shall find that a vacancy exists upon receipt of a resignation in writing from one of its members or upon receipt of a written report from the COUNCIL's Recording Secretary reporting the third consecutive absence or the fourth absence in the calendar year, of a member(s) from the COUNCIL's regular meetings. New members are added to the COUNCIL in the order that they have qualified and submitted their written letter of intent. In the case where the COUNCIL has reached its membership limit, qualified individuals or organizations must wait until a vacancy exists to become a member of the COUNCIL.
6. To participate as a member, an organization must have a copy of its current bylaws and an up to date list of its officers on file with the COUNCIL. The organization may send an alternate to any meeting if the recognized representative will be absent provided the organization submits a letter to the COUNCIL's Recording Secretary prior to the meeting.
7. No person or organization shall be denied membership because of race, color, national origin, religion, sex, age, or mental or physical disability.

8. A member found to be in willful violation of Bylaws, Articles of Incorporation, or the PERMIT may, by two-thirds vote of the current membership of the COUNCIL, be removed from the COUNCIL upon confirmation by the DIRECTOR. The member shall be informed by the COUNCIL in writing at least 30 calendar days in advance of any action to revoke the membership or privileges of any member/director of the COUNCIL.

ARTICLE V – Officers

1. The elected officers of this Council shall be: Chair, Vice-Chair, Corresponding Secretary, and Treasurer. The Recording Secretary shall be a San Diego Park and Recreation Department staff member who shall serve as a non-voting, exofficio member of the COUNCIL.
2. Elected officers shall not serve more than four consecutive years, consisting of four (4) consecutive one (1) year terms, in the same office.
3. Any vacancy occurring in the office of the Chair shall be filled by the Vice-Chair. Vacancies in other elected offices shall be filled by the Chairs appointment upon confirmation of the membership.

ARTICLE VI - Quorum

A quorum of members must be present in order to conduct' business and/or vote on projects or actions at regular COUNCIL meetings. A quorum shall be defined as no less than the greater of either twenty-five (25%) of the COUNCIL's membership or three (3) members. Absences shall not reduce the number needed for a quorum. **Proxy or phone votes are not permitted.** The Chair or Vice-Chair should also be present to conduct business,' except that, in the absence of the Chair and Vice-Chair, a temporary Chair may be selected.

ARTICLE VII – Meetings

1. Regular meetings of the COUNCIL shall be held on the 1st Tuesday of each month at 7:00 p.m. at (Location may vary). The meeting shall not exceed 1.5 hours unless there is a majority approval of those present to extend the meeting.
2. Special meetings may be called by the Chair, the Executive Board, or upon petition of five members of the COUNCIL.
3. All meetings of the COUNCIL or its committees shall be open to the public and news media except for matters dealing with their personnel or litigation.

Note: Notification of meetings is addressed in Rules of Order, Article 1.

ARTICLE VIII - Executive Board

The COUNCIL may empower its officers to act as an Executive Board for the purpose of transacting necessary business in the event of emergency, or lack of a full quorum.

ARTICLE IX - Committees

Standing and special committees may be appointed by the Chair for the purpose of making recommendations to the full COUNCIL or executing special assignments.

ARTICLE X - Parliamentary Authority

This COUNCIL shall be governed by Robert's Rules of Order, Revised, unless otherwise provided for in these bylaws.

ARTICLE XI- Dissolution

Upon dissolution of the COUNCIL, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code or shall be distributed to the federal government, or to a state, or local government for a public purpose. Such distribution of assets upon dissolution shall be in accordance with any permit or agreement with the City of San Diego currently in affect at the time so long as such agreement also complies with provisions of the Internal Revenue Code described above. It is the intent of this COUNCIL that upon dissolution, the funds would be available for expenditure within the COUNCIL PERMIT area from which the funds were derived.

ARTICLE XII – Amendments

These bylaws may be amended at any regular meeting of the COUNCIL by a majority vote of those present, provided such amendment has been presented in writing to the COUNCIL at the previous regular meeting and receives the approval of the Park and Recreation Director.

RULES OF ORDER

ARTICLE I - Noticing of Meetings and Agendas

Agendas containing the date time and place of meetings shall be e-mailed to the Members of the COUNCIL one week prior to the scheduled meeting , no less than seventy-two (72) hours prior to the COUNCIL meeting, and posted at a central area within the recreation center; The agenda shall list items of discussion in as much detail as practical. Items brought up for discussion or action after the agenda has been e-mailed shall be acted upon only after unanimous consent of the members present. Meetings may be canceled due to lack of sufficient agenda items. Notices of cancellation shall be emailed as per the above.

ARTICLE II - Minutes and Records

1. The written minutes of all meetings shall be distributed on a regular and timely basis and shall be kept on file at the Recreation Center and available to the public. If there is no Recreation Center available, the file of the minutes shall be kept by the Corresponding Secretary and the Recording Secretary.
2. All written records of the COUNCIL shall be maintained in a safe and secure location for a minimum of five years.

ARTICLE III - Duties of the Officers

CHAIR - The Chair shall preside at all meetings, as well as review annual COUNCIL financial reports. The Chair shall ONLY vote to break a tie. The Chair may appoint standing or special committees. Upon appointment by the Park and Recreation Board Chair, the Chair may be the COUNCIL's representative to the respective area committee. The Chair is the only officer that is not specifically recognized as an at-large or organizational member. The Chair must review and sign the minutes of each COUNCIL meeting in which he or she is in attendance.

VICE-CHAIR - The Vice-Chair shall assist the Chair and preside over all meetings in the absence of the Chair. The Vice-Chair has one (1) vote.

CORRESPONDING SECRETARY - The Corresponding Secretary shall attend to all correspondence of the Council, and shall keep the Chair accurately informed of all correspondence of the COUNCIL. The Secretary has one (1) vote. He or she is to provide correspondence to the COUNCIL and general public upon request of the COUNCIL, the City, or any member of the general public.

RECORDING SECRETARY - The Recording Secretary shall be appointed by the DEPARTMENT and shall be a Park and Recreation Department staff member. He or she shall keep an accurate and permanent record of all meetings, and keep a correct copy of the Bylaws and Minutes at all times. The Recording Secretary shall compile a correct list of members' names, addresses and phone numbers and shall assist in the preparation and distribution of the agenda. He or she shall not have voting privileges. The Recording Secretary shall not have the authority to sign checks of the COUNCIL.

TREASURER - The Treasurer shall be accountable for overseeing the receipt, deposit, and disbursement of all COUNCIL funds, and shall ensure submission of all necessary returns and/or income reporting forms as required by federal and/or state law or regulations. Disbursements of any COUNCIL funds shall comply with all applicable law including, but not limited to, ensuring that any such disbursements serve a public and park purpose and are not a gift of public funds. He or she shall review to ensure accuracy of all financial transactions as required by the PERMIT and the DEPARTMENT. The Treasurer shall keep an accurate record of all financial transactions under the guidelines set forth by the DEPARTMENT. He or she shall submit at each regular meeting, a financial report covering all transactions since the prior meeting. All disbursements must be approved by the COUNCIL by a majority vote of the COUNCIL membership. Any disbursements by the COUNCIL shall require the signatures of at least two (2) officers. The Treasurer has one (1) vote. At the discretion of the COUNCIL, the Treasurer may be bonded.

ARTICLE IV - Nominations and Elections

1. The officers of the COUNCIL shall be elected annually from and by the members of the COUNCIL. By the October meeting, a Nominating Committee, consisting of no less than three members, shall be appointed by the Chair. The Nominating Committee shall select its own Chair. This Committee shall secure the consent of qualified nominees and present the slate by the November meeting. Officers to be elected are Chair, Vice-Chair, Corresponding Secretary, and Treasurer.
2. At the November meeting additional nominations may be made from the floor provided the written consent of the nominee has been submitted to the Recording Secretary by the November meeting.
3. At the November or December meeting, the officers shall be elected by written ballot. In the event of a single slate, the election may be held by "voice vote".
4. Officers shall assume their duties at the January meeting.

STANDING RULES

ARTICLE I – Finances

1. COUNCIL financial matters shall be conducted and recorded in accordance with procedures set forth by the DEPARTMENT. Park and Recreation Department staff may assist the COUNCIL in financial matters by doing such things as collecting and tracking revenues, making bank deposits and reconciling bank statements when the COUNCIL annual gross receipts total less than \$100,000. At such point that the COUNCIL's annual gross receipts (this includes monies brought into the COUNCIL by any and all means) equals or are

greater than \$100,000, the COUNCIL shall be required to perform the functions of tracking revenues and reconciling bank statements without the assistance of Park and Recreation Department staff.

2. The COUNCIL shall prepare an annual budget that identifies all anticipated revenue and expenditures.
3. The COUNCIL may retain a maximum 10% contingency reserve. All other income must be budgeted and/or earmarked for specific purposes.
4. Funds derived from contractual programs shall be expended only on COUNCIL approved recreational programs, equipment, facilities and improvements.
5. Revenue derived from fund raising, donations, vending operations or other sources of income may be allocated for any COUNCIL purpose.
6. Equipment purchased by the COUNCIL shall be approved by the City and shall become City property. The City shall not be obligated to maintain or replace such equipment.
7. Computer purchases shall be approved by the DEPARTMENT to insure standardization.
8. The COUNCIL shall not borrow or lend funds without the prior written approval of the Park and Recreation Director or designee.
9. An annual financial statement shall be submitted for each calendar year and when the Treasurer vacates office.
10. An audit, conducted by an independent accounting firm and/or committee, shall be submitted for each calendar year and when the Treasurer vacates office.

ARTICLE II – Policy

1. The City will work cooperatively with the COUNCIL in the fiscal administration, planning, promoting, and development of community recreation programs.
2. The City will issue a "RECREATION COUNCIL - SPECIAL USE PERMIT." The PERMIT is granted for a term of three (3) years.
3. The COUNCIL performs valuable volunteer services which benefit the CITY. In consideration of these services, the CITY hereby agrees to defend and indemnify COUNCIL members from liability for acts the members performed while engaged in COUNCIL duties, as authorized by this PERMIT, provided such acts are performed under the direction of the DEPARTMENT. The CITY shall further defend and can indemnify COUNCIL members from liability for acts performed while acting as a body in conformance with this PERMIT. The CITY shall not, however, defend or indemnify a COUNCIL member or the COUNCIL acting as a body for the acts described above when those acts allegedly occurred: (1) as a result of a criminal act or (2) in violation of this PERMIT, approved Bylaws, approved Articles of Incorporation, or CITY policies and procedures. Further, consistent with City Council Policy 300-01 and Resolution 286906 regarding use of volunteers, the CITY may refuse to defend and indemnify any COUNCIL member if the member acted or failed to act because of fraud, corruption, actual malice, or bad faith, or if the member does not reasonably cooperate with the CITY in the defense of the claim or action. To be eligible for defense and indemnification, the COUNCIL and/or its members must make a written request for representation to the DIRECTOR within five (5) working days of having been

served with the first complaint in any legal action. Nothing in this PERMIT shall require the CITY to indemnify a volunteer against a claim for punitive damages except as authorized by the City Council pursuant to Government Code section 825 (b). The COUNCIL will only be indemnified for activities that take place within the PERMIT AREA and approved activities outside the PERMIT AREA.

These Bylaws reviewed and adopted:

By: _____
COUNCIL Representative Signature Title Date

By: _____
COUNCIL Representative Signature Title Date

By: _____
COUNCIL Representative Signature Title Date

By: _____
COUNCIL Representative Signature Title Date