

**EAST VENTURA COMMUNITY COUNCIL BYLAWS  
CALIFORNIA CORPORATION # C2061092  
ADOPTED: SEPTEMBER 19, 1996  
REVISED OCTOBER 2021**

**ARTICLE I - NAME**

Section 1.

The name of this organization is the East Ventura Community Council (hereafter referred to as EVCC or Council).

Section 2.

The EVCC is established and governed by the provisions set forth in these bylaws.

**ARTICLE II - PRINCIPAL OFFICE**

Section 1.

The principal office for the transaction of the business of the Corporation may be established at any place or places within or without the State of California by resolution of the Board.

**ARTICLE III - PURPOSE**

Section 1.

The EVCC is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Corporation Law of California as a 501(c)(3) ("California Nonprofit Corporation Law") for charitable purposes.

Section 2.

The purpose of this nonpartisan Council is as follows:

- A. To encourage residents to identify and understand East Ventura-area problems, needs and expectations, and to either recommend or initiate the development and implementation of programs which respond to these problems, needs, and expectations. The East Ventura area may hereafter be referred to as the community.
- B. To facilitate communication between residents of the community and government agencies, local leaders and other third parties of interest to East Ventura residents.

**ARTICLE IV- LIMITATIONS**

Section 1.

The Corporation has been formed under California Nonprofit Corporation Law for the charitable purposes described in Article 3, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or

distribution of statements) on behalf of, or in opposition to, any candidate for public office.

#### Section 2.

Prohibited Activities. The Corporation shall not, except in any insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in Article 3. The Corporation may not carry on any activity for the profit of its Officers, Directors or other persons or distribute any gains, profits or dividends to its Officers, Directors or other persons as such. Furthermore, nothing in Article III shall be construed as allowing the Corporation to engage in any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or (ii) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Code.

### **ARTICLE 5 - DEDICATION OF ASSETS**

#### Section 1.

Property Dedicated to Nonprofit Purposes. The property of the Corporation is irrevocably dedicated to charitable purposes stated in Articles of Incorporation as 501 (c)(3) purposes. No part of the net income or assets of the Corporation shall ever inure to the benefit of any of its Directors or Officers, or to the benefit of any private person, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

#### Section 2.

Distribution of Assets Upon Dissolution: Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes stated in Articles of Incorporation and which has established its tax exempt status under Section 501(c)(3) of the Code.

### **ARTICLE IV - POWERS**

Section 1. The powers of the East Ventura Community Council are as follows:

- A. To recommend and/or initiate programs which respond to the needs of the East Ventura area.
- B. To advise appropriate government bodies and their staff on any matter which is of need or concern to the East Ventura area.

## **ARTICLE V - MEMBERSHIP**

### Section 1.

All residents, property owners and licensed businesses of the East Ventura area are eligible for membership. Limit one (1) vote per member.

### Section 2.

Application for membership requires the completion of an application form providing date, name, address of residence/property owned or business owned with a copy of the business license and phone number. Receipt of this information in written form or online by the Secretary of the EVCC constitutes acceptance for general membership.

### Section 3.

The membership boundaries for the East Ventura area are as follows: north of the Santa Clara River, south of the crestline of the hills, and east of Victoria. The Montalvo area is represented by its own community council.

## **ARTICLE VI - ORGANIZATION**

### Section 1.

The organization of the East Ventura Community Council includes the General Membership, an Executive Board, and Committees when duly appointed under the provisions set forth in these bylaws.

A. General Membership: The General Membership is comprised of all those individuals and businesses whose completed membership forms are on file with the EVCC Secretary, as defined in Article IV - Membership.

B. Officers: EVCC Officers are the Chair, Vice-Chair, Secretary, Treasurer, and Corresponding Secretary.

1) Authority: EVCC Officers officiate over all meetings of the Executive Board and General Council meetings.

2) Elections: Each Council Officer will be elected by a majority vote of the General Membership at the Fall Annual Meeting of the East Ventura Community Council. Nominees for the Council Officers will be selected by the Ad Hoc Nominations Committee. Nominations may be taken from the floor during the Fall Annual Meeting. Only East Ventura Community Council Members with a membership form on file may nominate eligible Council Members to a specific office. People nominated from the floor must be present to accept the nomination and with a membership form on file. No absentee or proxy voting will be permitted. A written notice will be sent to all members one month in advance of the Fall Annual Meeting notifying them that Council Officers will be elected at the meeting.

3) Term of Office: Each Council Officer serves for a term of one (1) calendar year or until his or her successor has been elected. There is a term limit of two (2) consecutive terms for each officer. If a Council Officer's position is open at the time of the Fall Annual election, the newly elected officer shall immediately take office to serve out the present year prior to commencing to serve the regular calendar year term. A partial year

of service does not count as a full term for the purposes of term limits. Each Officer, including an Officer appointed to fill a vacancy, shall hold office until the expiration of the term for which they were elected and until the election and qualification of a successor, or until that Officer's earlier resignation, recall or removal in accordance with these Bylaws and California Nonprofit Corporation Law.

4) By resolution, the Board may arrange for terms to be staggered.

5) Duties: The duties of all officers shall include additional duties and responsibilities as may be prescribed from time to time by the Executive Board. Specific duties are as follows:

a. Chair: The Chair presides at all meetings of the Executive Board and General Council and prepares the agenda in collaboration with the board. The Chair is the official spokesperson and representative for the Council. The Chair may exercise and perform such other powers and duties as may from time to time be assigned to them by the Board or prescribed by these Bylaws.

b. Vice-Chair: The Vice-Chair performs the duties of the Chair in his or her absence and conducts ongoing membership recruitment. The Vice-Chair of the Corporation (the "Vice Chair") shall, in the absence or disability of the Chair, perform all the duties of the Chair and, when so acting, have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall have such other powers and perform such other duties as may be prescribed by the Board.

c. Secretary: shall attend to the following:

i. Bylaws: The Secretary shall certify and keep or cause to be kept at the principal office of the Corporation the original or a copy of these Bylaws as amended to date.

ii. Minute Book: The Secretary shall keep or cause to be kept a minute book of regular and board meetings. The Secretary documents in the official minutes that a quorum is present and signs all minutes that have been approved by the Executive Board or the General Council.

iii. Notices: The Secretary shall give, or cause to be given, notice of all meetings of the Board in accordance with these Bylaws.

iv. Corporate Records Upon request, the Secretary shall exhibit or cause to be exhibited at all reasonable times to any Officer, or to his or her agent or attorney, these Bylaws and the minute book.

v. Corporate Seal and Other Duties: The Secretary shall keep or cause to be kept the seal of the Corporation, if any, in safe custody, and shall have such other powers and perform such other duties incident to the office of Secretary as may be prescribed by the Board or these Bylaws.

d. Correspondence Secretary: The Correspondence Secretary carries on the official correspondence of the East Ventura Community Council.

i. The Correspondence Secretary, with direction from the Chair and/or the Board shall prepare official correspondence of the EVCC, including but not limited to, press releases, public statements, and general correspondence of the Board.

e. Treasurer: The Treasurer has access and custody of all funds of the East Ventura Community Council and accepts and expends funds as directed by a majority vote of the Executive Board or General Council at any official meeting. The Treasurer also shall attend to the following:

i. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Officer at all reasonable times.

ii. Financial Reports: The Treasurer shall prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports. The Treasurer shall provide monthly financial reports to the Board and make financial reports to the Membership at the General meetings.

iii. Deposit and Disbursement of Money and Valuables: The Treasurer shall deposit, or cause to be deposited, all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board; shall disburse, or cause to be disbursed, the funds of the Corporation as may be ordered by the Board; shall render, or cause to be rendered to the Chair and Board, whenever they request it, an account of all of their transactions as Treasurer and of the financial condition of the Corporation; and shall have other powers and perform such other duties incident to the office of Treasurer as may be prescribed by the Board or these Bylaws.

iv. Audit: The Treasurer shall make the books available for audit to the auditor, appointed by the Board, and as directed at the date and time directed by the Executive Board.

v. The Treasurer shall prepare, or cause to be prepared, the Annual Registration Renewal Fee Report to the Attorney General of California for EVCC and file it and the annual renewal fee to the Registry of Charitable Trusts at the end of each accounting period, ending on December 31 of each year.

vi. The Treasurer shall prepare, or caused to be prepared, the annual State of California and Federal tax returns on behalf of the EVCC and file it with the appropriate taxing authority by the annual corporate tax filing date each year.

vii. The Treasurer shall file form SI-100 with the California Secretary of State bi-annually on or before November 1 of every of odd year in 2021 and thereafter.

viii. The Treasurer shall file form 990N e-postcard with the Internal Revenue Service on or before September 30 annually.

6) Recall: Each Council Officer will be subject to recall by the General Council. The Executive Board or a General Council meeting may, by majority vote, schedule a recall

election for the next General Council meeting. The written notification of that meeting indicates that a recall election will be held. A majority vote by secret ballot of those in attendance at that General Council meeting is required for recall. Vacancies on the Executive Board created by recall will be filled at the same meeting by election of nominees offered from the floor. People nominated from the floor must be present to accept the nomination. Individuals elected to replace recalled Council Officers will serve out the remaining term of office.

7) Resignation: Any Officer may resign by giving written notice to the Chair, the Secretary, or the Board. Such a written resignation will be effective on the later of (i) the date it is delivered or (ii) the time specified in the written notice that the resignation is to become effective. No Director may resign if the Corporation would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the California Attorney General.

C. Executive Board: The Executive Board will consist of the East Ventura Community Council Officers.

1) Qualifications: Each Executive Board Member must be a member of the East Ventura Community Council. No member who holds an elective office with any public agency may serve on the Executive Board, nor may any member serve on the Executive Board who has filed his or her candidacy for elective office. All Council Officers must be members of the East Ventura Community Council with a membership form on file for at least six (6) months.

2) The Executive Board reviews and approves all contracts, expenditures of funds, and plans for fundraising. The board works collaboratively to develop speakers and programs for the East Ventura Community Council's monthly meetings, advocacy, goal setting and committee work.

3) Powers: The Executive Board plans and directs all work necessary to meet the stated purposes of the East Ventura Community Council and has the authority to delegate duties and assign tasks as required. Each Executive Board Member has one vote.

4) Vacancies: Any vacancy on the Executive Board will be filled by appointment by a majority of the remaining Council Officers. Three (3) consecutive absences from regular board meetings will constitute resignation unless the member obtains permission from the Chair.

D. Committees: Committees may be created by the Executive Board to consider matters which are likely to be of concern to the East Ventura Community Council. The Executive Board may dissolve a committee after its purpose has been accomplished.

1) A standing committee will exist for technology responsibilities in order to create continuity for that important part of the functioning of the EVCC.

2) Officers: Each Committee selects their own officers, as needed, to facilitate the work of the East Ventura Community Council.

3) Powers: Each committee will plan and direct all work necessary to meet its stated purpose for the East Ventura Community Council. The chair of each committee shall attend all General Council Meetings, or notify the Chairperson or Secretary when absence is unavoidable.

4) Reporting Responsibilities: All committees will present their findings, recommendations, and minutes of meetings to the Executive Board.

5.) Corporate Powers Exercised by Board: Subject to the provisions of the Articles of Incorporation of the Corporation (the "Articles of Incorporation"), California Nonprofit Corporation Law and any other applicable laws, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the board of Directors (the "Board"). The Board may delegate the management of the activities of the Corporation to any person or persons, management company or committee however composed, provided that the activities and affairs of the Corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

E. Representation: The Council Chair is the official spokesperson of and representative for the EVCC. No individual may speak for or obligate the East Ventura Community Council in any way, or, present any of its policies, positions and/or recommendations, except as delegated by the Council Chair or as noted below:

- 1) Any member may state their personal opinion as long as they include in their statement that "this statement is my personal opinion."
- 2) Any member may provide to or read to anyone: any board approved press releases, resolutions, newsletters, or minutes of meetings.
- 3) A limited delegation of representation may be made to committee chairs in order for them to raise interest in their projects.

## **ARTICLE VII - MEETINGS**

### Section 1.

The East Ventura Community Council conducts official business only at the meeting duly called and conducted according to the procedures prescribed in these bylaws.

### Section 2

The East Ventura Community Council will convene not less than two (2) General Council meetings each year, including one designated as the Annual Meeting. The election of the Council Officers will be conducted at the Fall Annual Meeting. A report of the past year's activities, and a Treasurer's report will also be presented during that Annual Meeting.

### Section 3.

The Executive Board may schedule additional General Council Meetings during the year as deemed necessary and appropriate to fulfill the stated purposes of the East Ventura Community Council. The Secretary must provide a written notice of all General Council meetings to each Council Member at least seven (7) days before the scheduled meeting, except that the notice will be sent the month prior to any Council Meeting during which an election or recall is scheduled, including but not limited to, the annual election meeting in November, and announced at the October meeting the month prior to the election.

#### Section 4.

General members may petition the Executive Board for a special meeting. If the Board votes in favor of the petition, the Executive Board will call a special meeting as soon as practical.

#### Section 5.

The Executive Board will meet as often as necessary, and at least once a month, to meet its stated duties. Executive Board Meetings will be scheduled at the request of the Chair or any four (4) of the Board Members. The Secretary will provide a written notice of the Board Meeting to each Executive Board member seven (7) days prior to the meeting date.

Waiver of Notice. The transactions of any meeting of the Board, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (i) a quorum is present, and (ii) either before or after the meeting, each of the Officers who is not present at the meeting signs or emails to the Chair, Secretary or the Board a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent does not need to specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Also, notice of a meeting is not required to be given to any Officer who attends the meeting without protesting before or at its commencement about the lack of adequate notice. Officers can protest the lack of notice only by presenting a written protest to the Secretary either in person, by first-class mail addressed to the Secretary at the principal office of the Corporation as contained on the records of the Corporation as of the date of the protest, or by email addressed to the email address of the Corporation and the Secretary as contained on the records of the Corporation as of the date of the protest.

#### Section 6.

Committees will meet as often as necessary to fulfill their work programs. The Chair of each committee is responsible for checking the Council's master calendar before scheduling meetings, notifying committee members of the meeting, and keeping the Executive Board advised of committee activities.

#### Section 7.

A quorum for an Executive Board Meeting will be a simple majority. A quorum for a General Council meeting will be not less than five per cent of the membership applications on file with the secretary.

#### Section 8.

All meetings, minutes, and financial records of the East Ventura Community Council will be open to the public as provided by law.

#### Section 9.

"Robert's Rules of Order" will govern the conduct of all meetings within the Council where not otherwise covered by these bylaws.



Section 10. In order for any recommendation, position, or policy to be on record as the official position of the East Ventura Community Council, a majority of those in attendance at a General Council meeting must approve. Subject to Section 5 above, for items of importance which need to be decided before a general meeting can be held, the Executive Board may vote, but it must be expressly stated that position comes from the Executive Board only.

#### Section 10

Adjournment. A majority of the Officers present, whether or not constituting a quorum, may adjourn any meeting to another time and place

### **ARTICLE VIII - FINANCES**

#### Section 1.

The East Ventura Community Council may undertake fundraising efforts to pay operating expenses, improve or implement its programs and may accept donations, grants, and gifts in order to carry out the stated purposes of the East Ventura Community Council.

#### Section 2.

The Chair and Treasurer are the check signers. Both must sign for any amount over \$100. Both must approve if an electronic check is sent. All expenditures over \$50 must be approved by the board.

### **ARTICLE IX - AMENDMENTS**

#### Section 1.

These bylaws may be amended by a majority vote of the General Membership at an East Ventura Community Council meeting.

#### Section 2

The East Ventura Community Council and the Executive Board may adopt additional policies, procedures, and standing rules provided those additions are consistent with the provisions set forth in these bylaws.

#### Section 3.

The general membership at a General Council meeting may reverse any action passed by the Executive Board since the last General Council meeting, provided that two thirds (2/3) of the members in attendance vote for reversal.

### **ARTICLE X EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

#### Section 1.

Execution of Instruments. The Board, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the Corporation to enter into any

contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

#### Section 2

Checks and Notes: Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Corporation shall be signed by the Treasurer and countersigned by the Chair.

#### Section 3

Deposits: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

#### Section 4.

Gifts: The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the charitable or public purposes of the Corporation.

### **ARTICLE XI - CONSTRUCTION AND DEFINITIONS**

Unless the context requires otherwise, the general provisions, rules of construction, and definitions of California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the Corporation and a natural person. All references to statutes, regulations and laws shall include any future statutes, regulations and laws that replace those referenced.

#### CERTIFICATE OF SECRETARY

I certify that I am the duly elected and acting Secretary of East Ventura Community Council, a California nonprofit public benefit corporation; that these Bylaws, consisting of 10 pages, are the Bylaws of this Corporation as adopted by the Executive Board on October \_\_, 2021; and that these Bylaws have not been amended or modified since that date.

Executed on October \_\_, 2021, at Ventura, California.

\_\_\_\_\_  
Judy Alexandre, Secretary  
East Ventura Community Council