

DICTIONARY HILL OPEN SPACE ADVOCATES

A California Public Benefit Corporation

BYLAWS

ARTICLE I

NAME, PRINCIPAL OFFICE, AND PURPOSE

SECTION 1: *Name.* The name of the organization shall be Dictionary Hill Open Space Advocates, Inc.

SECTION 2: *Principal Office and Change of Address.* The principal office of the corporation for the transaction of its business is located in San Diego County California. The registered office of the corporation shall be located at 2130 La Mesa Ct., Spring Valley, CA 91977. The board of directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed an amendment of these bylaws:

_____ Dated _____
_____ Dated _____
_____ Dated _____

SECTION 2: *Purpose and Activities.* The purpose of Dictionary Hill Open Space Advocates is to work with others in the community to preserve and maintain Dictionary Hill and Bancroft Creek Canyon as open space, thereby protecting its biologically unique environment, while providing a focal point for the community and assuring exceptional environmental educational opportunities. We will accomplish our goals by working with other public agencies and environmental organizations; by establishing on-going contacts with community groups, educational institutions, and various political bodies; and by using all opportunities to make information available to the community through speakers, educational materials, and a website. All funds raised by members of the organization from dues, donations, fund raising activities, grants, etc., will be solely expended in support of gaining the designation of ecological preserve for Dictionary Hill and Bancroft Creek Canyon, and, upon achievement of such designation, in providing on-going financial assistance and community leadership in the maintenance and protection of the preserve, promoting its use as an educational resource, and ensuring its on-going enjoyment by the community as a biologically diverse open space.

ARTICLE II

BOARD OF DIRECTORS/MEMBERS

SECTION 1: *Board of Directors.*

a. *Election and Term of Office:* The board of directors, serving as members at large in accordance with Section 3(c) below, shall be elected by a majority of the voting members present at the annual meeting. The board shall consist of three (3) persons, and will serve for two years, taking office on January 1.

b. *Powers:* Subject to the provisions of the California Nonprofit Public Benefit Corporation law and any limitations in the articles of incorporation and bylaws relating to action required or permitted to be taken or approved by the members of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the board of directors.

c. *Duties:* It shall be the duty of the directors to:

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

(2) Appoint and remove, employ and discharge, and, except as noted otherwise in these bylaws, prescribe the duties of all officers;

(3) Supervise all officers of the corporation to assure that their duties are performed properly;

(4) Meet at such times and places as required by these bylaws;

(5) Register their mailing and e-mail addresses with the secretary of the corporation. Notices of meetings that are mailed or e-mailed to them at such addresses shall be valid notices thereof.

d. *Quorum.* Two members of the Board shall constitute a quorum for the transaction of business. Decisions requiring a vote by the board shall be determined by a simple majority.

e. *Term Vacancy:* In the event that a board member resigns, is removed from office, or otherwise is unable to complete their term, the board shall act immediately to appoint another member at large who, with the approval of voting members at the next regular or special meeting, shall serve the remainder of the term.

SECTION 2: *Compensation.* No compensation shall be paid to any member for any effort and/or responsibilities in conjunction with their membership.

SECTION 3: *Membership and Categories.*

a. *Associate Members:* All persons who are interested in the preservation of Dictionary Hill and Bancroft Creek Canyon as open space are welcome to attend all meetings, and will, at their request, be considered associate members. To receive notification of meetings, other information, and notices, associate members are encouraged to provide their e-mail address and/or mailing address, indicating by which they choose to receive correspondence.

b. *Voting Members.* All persons who are interested in the preservation of Dictionary Hill and Bancroft Creek Canyon as open space, and who further elect to pay annual membership dues and whose dues are current, are eligible to vote. To receive notification of meetings, other information, and notices, all voting members shall provide their e-mail address and/or mailing address at the time they become voting members, indicating by which they choose to receive correspondence.

c. *Members at Large.* Those members, actively involved in their community and/or other community groups, who have agreed to provide their specialized knowledge, expertise, and abilities to the organization for a specific period of time, either at the request of the board, an officer or officers of the corporation; by a member of an appointed committee; or by nomination to the board during the election process by a voting member.

SECTION 4. *Voting Rights for Voting Members:* Voting members shall cast their vote by ballot only. Each voting member is entitled to one vote and may not vote or act by proxy. The outcome of a vote shall be determined by a simple majority of the voting members present at any regular, annual, and/or special meeting.

ARTICLE III

DUES AND MEMBERSHIP YEAR

SECTION 1: *Membership Dues.* The amount of annual dues for voting members shall be determined by the board of directors. Notice of a change in the amount shall be announced at the first regular meeting of the year and via email. Dues will be paid to the treasurer at least one month prior to being eligible to vote.

SECTION II: *Membership Year.* The membership year is from January to December.

ARTICLE IV

MEETINGS

SECTION 1: *Board of Directors Meetings:* Board meetings shall be held on a quarterly basis (October, January, April, and July), following the regular meeting.

SECTION 2: *Regular Meetings.* Regular meetings shall be held on the third Saturday of each month at a place and time determined by the board of directors. The regular meeting on the third Saturday of October shall be reserved for the annual meeting.

SECTION 3. *Annual Meeting.* The annual meeting of the membership, held on the third Saturday in October, shall be for the purpose of 1) electing three (3) members at large who, collectively, will serve as the board of directors for the following two years, and 2) electing four (4) officers to serve the organization for the following two years. Election of candidates shall be determined by a simple majority of votes cast by voting members present.

SECTION 4: *Special Meetings.*

Special Meetings of the Board of Directors: A meeting of the board of directors may be called at any time by the chairperson of the board or by any two directors provided four (4) day's notice is given to each director, or each director personally waives the notification period and agrees to meet at an earlier date. The board is not required to notify members of special meetings. However, a summary of any special meeting(s) shall be made available to the membership at the next regular meeting, indicating the circumstances, purpose, and outcome of the meeting(s).

ARTICLE V

OFFICERS

SECTION 1: *Officers.* To be eligible for office, members are required to have been voting members of the organization not less than one (1) year prior to election. Officers will be elected by voting members, and shall be a President, Vice President, Secretary, and Treasurer.

SECTION 2: *Term of Office.* The term of office is two years beginning January 1 following their election at the annual meeting.

SECTION 3: *Resignation and Removal.* An elected officer may resign effective upon giving written notice to the board of directors. Officers may be removed without cause by the board of directors. Officers may also be removed at a regular meeting through a motion carried by a majority vote.

SECTION 4: Term Vacancy, Elected Officer: Should an elected officer resign, be removed from office, or otherwise be unable to complete their term, the board shall act immediately to nominate a voting member, eligible to serve as an officer in accordance with Section 1, above, to serve the remainder of the term. The nominee will assume the office after receiving approval from the majority of the voting membership at the next regular meeting.

ARTICLE VI

DUTIES OF THE OFFICERS

SECTION 1: *President.* The president shall be the chief executive officer of the organization, subject to the control of the board of directors. The president shall preside over regular meetings and is responsible for effective communication and overall direction of the organization. Duties include community education and outreach, involvement in community wide activities that help further the goals of the organization, outreach to new members, effective use of member interests and skills, recognition of membership achievements, and in the planning, implementing, and monitoring of activities. The president, with approval of the board, shall be responsible for the appointment of committees and for the timely selection of a member or members at large for assistance with specific tasks.

SECTION 2: *Vice President.* In the absence or disability of the president, the vice president shall perform all of the duties of the president, and when so acting shall have all the powers of, and be subject to, all the restrictions upon the president. The vice president shall have such other powers and perform such other duties as from time to time may be prescribed respectively by the board of directors.

SECTION 3: *Secretary.* The secretary shall keep or cause to be kept a book of minutes of all meetings of the board of directors and the membership as required by the bylaws. Minutes shall be posted at regular meetings, and will be provided to members upon request. The secretary shall give or cause to be given, notice of all meetings to the members as required by the bylaws and shall have such powers and perform such other duties as may be prescribed by the board of directors.

SECTION 4: *Treasurer.* The treasurer shall, subject to the board of directors, have general supervision, direction, and control of the funds of the organization. The treasurer shall receive all funds, and shall keep regular, true, and full accounts of all receipts and disbursements. The

treasurer shall prepare detailed financial reports for 1) presentation at quarterly board meetings, or more often at the board's request; 2) as required by the auditing committee; and 3) as needed per the requirements of federal and state agencies. All disbursements shall be approved by both the treasurer and president. All monies of the organization shall be kept in a bank or banks or other depository as the board of directors from time to time may direct or approve of. The treasurer shall perform other duties in connection with the administration of the financial affairs of the organization as assigned by the board of directors.

ARTICLE VII

BUDGET AND DISBURSEMENTS

SECTION 1: *Budget.* The actual year-to-date and the proposed budget for the following year shall be submitted to the board of directors at the annual meeting in October. Following an opportunity for review, the board shall make an outline of the actual and proposed budgets available to members at the next regular meeting. Time will be available for members to review and discuss both actual and proposed budgets with board members

SECTION 2: *Fiscal Year.* For budgetary purposes, the fiscal year shall be from January 1st to December 31st.

SECTION 3: *Disbursements.* Funds received shall be distributed according to policy set down by the board of directors, and shall be used to meet expenses that are generated by educational activities and community outreach related to obtaining designation of Dictionary Hill and Bancroft Creek Canyon as an ecological preserve; and, following such designation, in providing on-going financial assistance for the maintenance of the preserve and in continued community education and outreach. Incidental expenditures of no more than \$100.00 can be reimbursed in a case by case basis with the approval of the president and the treasurer.

ARTICLE VIII

BOOKS AND RECORDS

SECTION 1: *Location and Inspection of Articles of Incorporation and Bylaws.* A copy of the documents of incorporation and the bylaws are available in the “documents” section of our website:
www.dictionaryhill.info

SECTION 2: *Audit.* The books of the organization shall be audited once a year by an auditing committee appointed by the board of directors.

SECTION 3: *Books and Records.* The organization shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its board of directors, membership, and committees. All books and records of the organization may be inspected upon the written request of any member for any proper purpose and at any reasonable time.

ARTICLE IX

MISCELLANEOUS

SECTION 1: *Rules.* Robert’s Rules of Order shall be the Parliamentary Authority for the conduct of all meetings of the organization.

SECTION 2: *Committees.* Committees may be appointed as needed by the president. The appointment of two committees is required as follows:

1) A Nominating Committee shall be appointed every two years a month prior to the annual meeting. At the annual meeting, the committee shall present the membership with the names of nominees for election to the board of directors to include three (3) members at large; and the names of nominees for election as officers to include four (4) voting members. Following the presentation, the committee will accept nominations from the floor for each elective office. The committee will check the eligibility of all nominees. Voting members will cast a ballot at the annual meeting. The nominating committee will count the votes and announce the results at the meeting.

2) An Auditing Committee, composed of at least two members, shall be appointed on an annual basis in sufficient time to allow completion of an accurate, complete, and timely audit to the board of directors at the quarterly board meeting in July. Audits may be made at any time as deemed necessary by the Board, but at least once per year.

ARTICLE X

AMENDMENTS

SECTION 1: *New/Amended Bylaws:* New bylaws may be adopted or amended at the annual meeting in October, provided that the proposed changes to the by-laws be announced one month prior to the annual meeting. Proposed changes will also be posted on the DHOSA website. Acceptance, and/or rejection of the changes shall be determined at the annual meeting, following an adequate opportunity for discussion. Acceptance of the change(s) is subject to a simple majority vote of the voting members who are present.

ARTICLE XI

DISSOLUTION

SECTION 1: *Dissolution of the Organization:* The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. In the event of dissolution of the corporation for any cause, all moneys, securities, or other assets which may at the time be owned by or under the absolute control of the organization shall, following payment or provision for payment of all debts and liabilities of this corporation, be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE XII

**WRITTEN CONSENT OF DIRECTORS
ADOPTING BYLAWS**

We, the undersigned, are all of the persons named as the initial directors in the articles of incorporation of Dictionary Hill Open Space Advocates, Inc., a California nonprofit corporation, and, pursuant to the authority granted to the directors by these bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the forgoing bylaws, consisting of nine (9) pages, as the bylaws of the corporation.

Dated: _____

Jim Merzbacher

Sonya M. Heiserman

Gena M. McClain