

ELFIN FOREST/HARMONY GROVE TOWN COUNCIL

BYLAWS

ARTICLE I

NAME

The name of this organization shall be the **Elfin Forest/Harmony Grove Town Council, Inc.** .

ARTICLE II

PURPOSE

The purpose of the Town Council shall be to provide an open forum for the members of the community to express their interests, ideas and issues; to maintain the quality of rural community living; to act as a representative of the community in dealing with outside interests; and to preserve the uniqueness and character of our area

ARTICLE III

MEMBERSHIP

Section 1. The boundaries of the Elfin Forest/Harmony Grove Town Council shall be that area as depicted in the map approved by the members of the Elfin Forest/Harmony Grove Town Council in an amendment to the bylaws in February 2009. (Map is attached to these bylaws.)

Section 2. Anyone whose name is on the title for property, who resides within the boundaries of the Elfin Forest/Harmony Grove Town Council, and who is 18 years of age or older, shall be considered a member of the Town Council.

Section 3. Residents of parcels represented by a Home Owners' Association or a Specific Plan shall not be members of the Town Council.

ARTICLE IV

DUTIES AND OFFICERS

Section 1. Board of Directors. The Board of Directors shall consist of nine (9) members including the offices of Chairperson, Vice-Chairperson, Secretary and Treasurer.

Section 2. Duties of the Board. The duties of the Board are to:

1. Conduct, manage and direct the affairs of the Council,
2. Make rules, regulations and judgments necessary for the operation of the Council, consistent with these By-Laws of the Town Council and community input,
3. Maintain communication with the community by appropriate current means, that may include such media as the Website, Facebook, E Alerts and Announcements, and the *Chaparral* newsletter, for the purpose of communicating the actions and affairs of the Board to Town Council members.

Section 3. The Board may collect information, then form and submit opinions on issues and activities outside the Town Council border. However, the Board will not represent the opinions or desires of anyone who is not a member of the Town Council.'

Section 4. Duties of the Chairperson. The duties of the Chairperson are to preside at Town Council and Board meetings. The Chairperson shall have general supervision and direction of the affairs of the Council and Board of Directors.

Section 5. Duties of the Vice-Chairperson. The Vice-Chairpersons' duties shall be those of the Chairperson when the Chairperson is not in attendance.

Section 6. Duties of the Treasurer. The Treasurer shall collect, safeguard and account for all funds. The Treasurer may be authorized by the Board to disburse funds as necessary to the operations of the Town Council. All disbursements in excess of \$250.00 shall be approved by a majority of the Board members and shall bear the approval and signatures of two (2) of the four (4) officers of the Board. All funds shall be kept in a Federally insured financial institution.

Section 7. Duties of the Secretary. The secretary shall take, keep and maintain minutes of all general and special Town Council meetings and Board Meetings. These minutes shall be a matter of public record for the Elfin Forest/Harmony Grove Town Council, and will be stored in the Town Council library. Minutes shall include all items presented to the board members for a vote, as well as the results.

ARTICLE V

MEETINGS

Section 1. Town Council community meetings shall be held, as needed, on the first Wednesday of the month at the Elfin Forest Firehouse.

Section 2. Town Council community meeting notices shall be published at least 72 hours prior to the meeting, and shall include the date, time, location, and agenda for the meeting. Notices shall be published on the website and in an E Alert.

Section 3. A Town Council community meeting agenda shall be published at least 72 hours prior to the meeting. Notice of agenda items requiring membership vote or input shall be posted to the Town Council website at least 30 days prior to the meeting when the vote will be held and an E Alert advising of it's posting will be sent out.

Section 4. A quorum of five (5) Board members must be present at a Town Council community meeting to transact business. If a quorum is present, and if Town Council business has been adequately announced in a meeting agenda and notice, that business can be decided by the Town Council members present at that scheduled meeting.

Section 5. Postponing a business item. A majority of the Board members present at any given meeting can vote to postpone a business item to a future meeting so they have time to collect additional information.

Section 6. Special Town Council meetings may be called by the Board, with as much notice as possible, to the Town Council for urgent communication and discussion regarding matters affecting the community.

Section 7. Action by Consent. Any action which must be taken prior to the next scheduled Town Council meeting is permitted if a 72 hour notice is given to all Board members before a special meeting of the Board of Directors is convened and a quorum of at least five (5) Board members are present at that meeting and agree to such action. The minutes of this meeting will be read and entered into the minutes of the next Town Council meeting under old business.

Section 8. The Board shall meet separately from the Town Council as often as is necessary for conducting their Town Council-related business at times and locations of their choosing. A quorum of five (5) members must be present to transact business. Board members shall be notified of a meeting at least 72 hours before the meeting date, unless there is an emergency, in which case as much notice as possible will be given to all Board members.

Section 9. Where consistent with these By-Laws, **Robert's Rules of Order** shall be used to govern the conduct of all meetings.

ARTICLE VI

ELECTION PROCEDURES

Section 1. The Board shall solicit candidates for the town council in January of each year **and publish the slate of candidates** for the Board on the website by February 1st.

Section 2. Nominees for board positions must be members of the Town Council.

Section 3. Nominations for Board members shall be taken from the floor at the January or February Town Council meeting, or they may be sent to the Secretary of the Board at any time prior to the election meeting in February.

Section 4. Ballots will be distributed in January and may be returned either by mail, email or in person at the February Town Council meeting. Ballots will allow for write-in candidates.

Section 5. Each Town Council member over the age of 18 who is listed on the title of a property within the boundary of the Town Council shall be entitled to one vote on Town Council business. Each property owner may vote only once regardless how many properties are owned.

Section 6. Voting may be exercised by mail-in (non-secret) ballot, email (non-secret) ballot or by secret ballot submitted in person at the February Town Council meeting. To be valid, mail-in ballot forms must be sent in an envelope with the name and address of the voting member on the outside of the envelope. All mail-in and electronic votes must be received by the Secretary prior to the start of vote counting at the February Town Council meeting. All members voting at the February Town Council meeting must register upon arrival. Registration shall be compared to a list of property owners within the Town Council border, if such list is available.

Section 7. Town Council members shall elect nine (9) Directors to the Board. The persons receiving the highest number of votes shall then elect among themselves persons to fill the offices of Chairperson, Vice-Chairperson, Secretary and Treasurer. Elections shall be by anonymous ballot that is collected and recorded by the Secretary.

Section 8. Term for each elected person shall be for two (2) years beginning at a special meeting of both outgoing and incoming Board members to be held within three (3) weeks of the February Town Council meeting. Terms will be staggered, so only half the board membership (i.e. either 4 or 5) will be replaced (or re-elected) in any year. Although the term of a Board member is two years, officers are re-elected every year by other Board members.

Section 9. Town Council members who have run for election but are not elected, or who have been appointed with the approval of a majority of the Board, may attend board meetings in an "at large" capacity. At-large board members shall have the option to attend all general and special board meetings, and participate in all board discussions, whether in person or online, but may not vote on board business. The term of an at-large board member is only one year.

Section 10. If an office becomes vacant for any reason, the Board of Directors can fill the vacancy by selecting one of the Town Council at-large members. The selected at-large member must be confirmed by a majority of the Board. The Board vacancy will be occupied by the appointed at-large board member until the end of the vacated term.

Up to three vacancies may be filled by at-large members before the next election. If more than three vacancies exist at once, a special election must be held.

Section 11. Community Liaison. One private citizen representing any community within or adjoining the Town Council may petition the board to attend general and special board meetings as a Liaison for that community. The Liaison's petition should include recommendations from three other constituents from the Liaison's community. The Liaison may be included in private board correspondence at the discretion of the board members. The Liaison may not represent a for-profit business, may not vote on board business, and will not sit at the board table during a public Town Council meeting. The term of a Liaison is only one year.

Section 12. Directors may be removed by a vote of a majority of the board members.

ARTICLE VII

COMMITTEES

Section 1. The Chairperson, with the approval of the Board of Directors, shall create standing and ad hoc committees as deemed necessary. Creation of the committee will be announced at the next Town Council meeting and published on the website.

Section 2. The Chairperson for each committee must be a Board member and shall be appointed by the Town Council Chairperson with the approval of the Board. The Committee Chairperson shall organize and manage the affairs of the committee with the advice and consent of the committee members.

Section 3. Any member of the Town Council or the greater community who is willing to serve and who can fairly represent the Town Council may be appointed by the committee chair.

Section 4. The Board will ensure that committees are functioning effectively and are in compliance with the Bylaws. The Board is responsible for considering the committee's input and representing the entire town council as much as possible regarding the range of perspectives on the topic being addressed by the committee.

Section 5. The committee chair shall publish minutes from all their meetings. Minutes will be distributed to all meeting attendees, to the Board, and filed in the Town Council library.

Section 6. Only the Committee chair or other board member shall publish the committee findings and recommendations to the public or any organization, to include developers, elected officials, government agencies, and news organizations. Committee findings and recommendations shall not be conveyed as a Board position.

Section 7. Once the Board has reviewed the committee recommendation, they will vote on a Board position, then publish the majority opinion as the opinion of the Board.

ARTICLE VIII

GENERAL PROCEDURES

Section 1. No member of the Town Council shall represent this organization through correspondence to any governmental agency, corporation, media, or person unless authorized. Authorization shall require the approval of at least four other Board members and shall be entered into the records of the Town Council. All correspondence should represent both the majority and minority consensus.

Section 2. Meetings with commercial or government agencies or developers should include at least two Board or committee members.

Section 3. These By-Laws may be revised, amended or changed by the following procedures:

1. Every proposed change shall be submitted to the Chairperson in writing.
2. If necessary, the Chairperson shall refer the proposal to a committee for study.
3. The Chairperson shall make the proposal and the committee recommendations available to the Town Council membership one (1) month prior to the meeting at which the vote will take place for the proposed change. A majority of votes from the membership is required to accept the proposal.

Section 4. Formal Board letters will be distributed to all Board members for review and approval. A majority of the Board members must approve the letter before it is issued. The letter and its votes will be added to the next Board meeting agenda.

Section 5. A budget for the coming year shall be submitted in January and be approved by majority vote at the February meeting. The approved budget shall be funded by Board sanctioned activities.

Section 6. Conflict of interest shall be defined as competing professional or personal obligations or personal or financial interests that would make it difficult to fairly fulfill the duties of a town council board member or subcommittee member. A conflict of interest develops if any board or committee member exploits their professional or official capacity in some way for their own personal gain.

Any board or committee member who develops a conflict of interest regarding a particular project shall excuse him/herself from participation in that project. If the board member identifies another board or subcommittee member with a conflict of interest regarding a specific project, that board member will submit the issue to the entire board for a vote. If the majority of board members vote that a conflict of interest exists, the board will ask that member to step down from participation in that specific project.

Section 7. Board or subcommittee members shall practice discretion when soliciting any corporate entity for a charitable donation or favor while that member is serving on either the Board or a subcommittee and while the Board is actively engaged in discussion and negotiation with that corporate entity. Members shall avoid the appearance of a conflict of interest.

Section 8. The Board shall represent the community by formally or informally soliciting community input on specific issues. The board shall take positions that are consistent with their community standards and with community input.

Any Board member receiving informal input from a community member shall ask permission to formally submit that input to the board, with attribution to the community member. If the community member declines, that board member must explain that their input cannot be officially considered by the board until it is formally submitted and attributed. The input can be shared anonymously outside the board, either personally, publicly, or with the media, but cannot be attributed to the community member without the express written permission of the community member.

Section 9. The Board shall conduct a self-evaluation of its performance and effectiveness representing the community. If inefficiencies are identified, options will be proposed and voted on by the Board.

By-law change history

Draft 1. 8/26/98.

First release. 8/31/98

Rev. 1. 7/25/00 - changed name from Elfin Forest Town Council to Elfin Forest/Harmony Grove Town Council, Inc.

Rev. 2. 3/6/01- added Article VI, sec. 8, residency requirement for board members.

Rev. 3. 2/26/02 - Article IV, Section 1: changed number of directors from 7 to 9. Rev. 4.

3/1104 - Article III, Section 2: changed the boundaries to include the area of Harmony Grove not previously covered.

Rev. 5. 3/1105 - changes made throughout per footnotes.

Rev 6. 211106 - changes made throughout per footnotes

Rev 7. 6/26/06 - changes made to Article V (Section 9, 10, 11) and Article VII (Section 1 and 3).

Rev 8. 3/04/09 - changes made to Article III (Section 1) to make the boundaries those as depicted on map attached to these bylaws; Article VI (Section 12); Article VII (Section I); Article VIII (Section 8 and 9).

Rev 9. 07/30/13 -

- ◆ change made to Article III (Sections 2 and 3) to require members to reside within the boundaries and to prevent conflict by precluding membership to residents within the boundaries who are represented by Home Owners' Associations and/or Specific Plans.*
- ◆ changes made to Article IV (Sections 3 and 7) Article V (Sections 2 and 3), Article VI (Sections 1 and 4), Article VII (Section 1) and Article VIII (Section 5) to reflect the change to electronic communications.*
- ◆ changes to Article IV (Section 7) to add the taking and keeping of minutes of Board meetings to the Secretary's duties, and to delete the Secretary's responsibility to ensure the posting of notices on the website.*
- ◆ change made to Article V (Section 1) to reflect that Town Council meetings are to be held "as needed" and not necessarily "each month";*
- ◆ changes made to Article VI (Section 6) to allow for electronic voting; to allow a voter to ensure a valid vote by having their name and address anywhere on the outside of their mailing envelope rather than requiring it, along with a signature, on the rear, of which most residents seem to forget or be unaware; and requiring that registration of voters shall be compared to a list of property owners only if such list is available.*
- ◆ change made to Article VIII, (Section 3) to allow changes to the bylaws with a majority vote of the membership.*

Map approved by the members of the Elfin Forest/Harmony Grove
1. Town Council in an amendment to the bylaws in February 2009



