

MISSION STATEMENT (Spring 2020)

“We are friends and neighbors who desire to build community, and maintain or improve our quality of life through social engagement and advocacy while recognizing our unique natural environment and history.”

Little Tuscany Neighborhood Organization Bylaws

(Amended April 28, 2019)

Article I -- Name

The name of the corporation shall be the Little Tuscany Neighborhood Organization, hereafter referred to as the Organization. The Little Tuscany Neighborhood Organization is organized as a Nonprofit Public Benefit Corporation under the California Nonprofit Public Benefit Corporation Law for public purposes, and intends to become a tax-exempt organization under Internal Revenue Code Section 501(c)(4) and California Revenue and Taxation Code Section 23701f.

Article II -- Principal Office

The principal office of the Organization shall be the residence of the then-current Secretary of the Organization. The mailing address shall be the residence of the then-current Secretary of the Organization or a United States Post Office Box, as designated by the Board of Directors.

Article III -- Purpose

The Little Tuscany Neighborhood Organization is a group of neighbors organized to address a range of issues for the purpose of maintaining and improving the livability and character of the Little Tuscany neighborhood by encouraging neighborhood identity and participation. The Little Tuscany Neighborhood Organization also facilitates communication with the City of Palm Springs through its active involvement as an officially recognized Neighborhood Organization and member of Organized Neighborhoods of Palm Springs (“ONE-PS”).

Article IV -- Neighborhood Boundaries

The Little Tuscany Neighborhood Organization boundaries are identified in the City’s Neighborhood Organization’s Map to include:

All of Section 3 and Section 4 west of Highway 111/North Palm Canyon Drive
Southern: The north side of West Vista Chino, also including the addresses 801 & 815 Panorama Road.

Article V -- Communications

Communication to members and eligible members within the Little Tuscany Neighborhood Organization boundaries will be done using any one or more of the following manners of communication: mail, hand-delivery, telephone, posted signs in prominent locations in the neighborhood, email, social media, postings on the Organization's website and/or personal contact. Notice of the Annual and any special General Membership meetings shall be made pursuant to Article X Section 3 below.

Article VI -- Membership and Voting

Section 1: All individuals claiming primary or secondary residency (including business occupants) and property owners within the area defined in Article IV are eligible for membership.

Section 2: Membership is activated by signing in at an Annual meeting, or submitting a membership application in a manner to be determined by the Board of Directors.

Section 3: Members may vote at the Annual, and any special, General Membership meetings. Each residential or business address is entitled to one vote.

Section 4: Additional non-voting associate memberships are available to any adult person or business who wishes to be a friend of the Organization, if they are not a resident, property owner or business occupant of the area defined in Article IV.

Article VII -- Dues

Section 1: Membership dues, if established by the Board, shall be voluntary and shall not bar any resident, business occupant or property owner from participation in the Organization. Voluntary dues, contributions, program activity revenues, grants or donations may be used by the Organization as determined by the Board of Directors.

Section 2: The Board of Directors shall determine the annual voluntary membership dues for the upcoming fiscal year at least one month prior to the end of the current fiscal year and notify the General Membership via any one or more of manners of communication set out in Article V.

Article VIII -- Board of Directors

Section 1: The management of all affairs of the Little Tuscany Neighborhood Organization shall be vested in the Board of Directors, which shall have complete discretion in determining all expenditures in order to carry out the purpose of the Organization and establish policies and procedures to guide ongoing operations. The members retain the right to amend these policies and procedures in accordance with Section 21 of this Article VIII.

- Section 2: No more than nine members shall comprise the Board of Directors, and it shall always be an odd number. All decisions will be arrived upon by a simple majority (50% + 1) of the members of the Board of Directors present at its meetings, either in person or through use of conference telephone or electronic video screen communication pursuant to Section 13 of this Article VIII.
- Section 3: Any member is eligible to be elected to the Board of Directors for a two-year term.
- Section 4: There shall be no term limit for members of the Board of Directors.
- Section 5: Elections for the Board of Directors will take place at the Little Tuscany Neighborhood Organization Annual General Membership meeting. The terms of five Directors shall expire at each Annual General Membership meeting on an even numbered year. The terms of four Directors shall expire at each Annual General Membership meeting on an odd numbered year.
- Section 6: Members of the Organization who wish to serve on the Board of Directors may nominate themselves by declaring their interest and submitting their name and contact information to the Secretary at least 30 days prior to the Annual General Membership Meeting. The names of candidates will be included in the meeting notice sent in accordance with Article X Section 3. Members declaring their interest and submitting information less than 30 days before the election will become write-in candidates.
- Section 7: Members may cast only as many votes as there are available seats, but may not cast more than one vote per candidate. If pre-printed paper ballots are used, ballots showing more than one vote for a single candidate or more than the number of available seats will be invalid.
- Section 8: Candidates must receive at least a simple majority of the total votes cast. Of candidates meeting this threshold, the candidates receiving the greatest number of votes (based on the number of seats available) will be seated on the Board. In the event of a tie, an immediate run-off election will be held.
- Section 9: In the event of a death, resignation, disability, or disqualification, the remaining members of the Board of Directors shall elect a successor to serve the uncompleted term of the Board of Directors member being replaced.
- Section 10: 50% plus one of the elected members of the Board of Directors participating at a Board meeting shall constitute a quorum.
- Section 11: No compensation of any kind shall be paid to the members of the Board of Directors. However, they are entitled to reimbursements for approved expenses.
- Section 12: The Board of Directors shall meet at least six times each year, including the Annual Little Tuscany Neighborhood Organization General Membership meeting.

Meetings will be conducted using Rosenberg's Rules of Order unless otherwise specified in these Bylaws.

- Section 13: Directors shall make a good-faith effort to attend Board meetings. Directors may participate in a meeting through use of conference telephone or electronic video screen communication. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this Section constitutes presence in person at that meeting as long as all Directors participating in the meeting are able to hear one another.
- Section 14. Members and eligible members will be notified of the place, date and time of regular Board of Directors meetings not less than seven days prior to the meeting date by postings in any one or more of the manners of communication set out in Article V. The meeting agenda shall be posted in any one or more of such manners at least two days prior to the meeting date. Notification of the Board meeting and its agenda shall also be provided by e-mail to any property owner or resident who requests such notification in writing to the Secretary.
- Section 15: Special meetings of the Board of Directors may be called by the Chairperson or any four Directors. Notice shall be given to all Directors personally or by telephone (including a voice messaging system or other system or technology designed to record and communicate messages) or email at least 48 hours before any such meeting. The notice shall indicate that the meeting is being called as a special meeting, and shall state the date, time, place and business to be transacted at the meeting. The notice shall also be posted in any one or more of the manners of communication set out in Article V.
- Section 16: All meetings of the Board of Directors shall be open and public, and all persons shall be permitted to attend any meeting of the Board of Directors.
- Section 17: Board of Directors approval is required for any expenditure over \$100.00.
- Section 18: The Board of Directors shall not at any time, in any way, involve the Organization in political campaigns on behalf of or in opposition to any candidate for public office or ballot referenda, propositions, measures or initiatives, nor shall it authorize or approve any Officer or member to do so in the name of the Organization.
- Section 19: Members of the Board of Directors shall not use their position for personal gain and shall comply with Sections 5233 and 5234 of the California Corporations Code and disclose any potential self-dealing transaction to the Board of Directors for evaluation in accordance with such Sections.
- Section 20. Expression of a range of opinions is encouraged and productive discussion based on differing perspectives is welcome. In so doing, however, Directors must adhere to the provisions of Article XII -- Standards of Conduct.

Section 21. The members, by a two-thirds vote of those present at a duly called Annual or special General Membership Meeting, retains the right to revise, amend or repeal any policies and procedures adopted by the Board of Directors.

Article IX -- Officers

Section 1: The Board of Directors shall elect the Officers by a simple majority, from within its own ranks. This is to be completed within 30 days of the Little Tuscany Neighborhood Organization Annual General Membership meeting.

Section 2: The Officers are:

- a) Chairperson
- b) Vice Chairperson
- c) Secretary
- d) Treasurer
- e) Communications Officer

Section 3: The Officers shall serve a one-year term with no term limits.

Section 4: The Chairperson's role and responsibilities are:

- a) Preside over all General Membership and Board of Directors meetings.
- b) Establish the agendas for all General Membership and Board of Directors meetings.
- c) Assure compliance with the Articles of Incorporation and Bylaws.
- d) Have signatory authority with the Treasurer.
- e) Direct the Treasurer to make payments and reimbursements for Organization-related expenses as properly approved by the Board of Directors, or as allowed for within the approved annual budget.
- f) Have authority to initiate any Organization-related expenditures for amounts up to \$100.00.
- g) Prepare an annual report on the status of the Organization.
- h) Prepare an annual budget with the Treasurer, to be approved by the Board of Directors.
- i) Oversee the planning and scheduling of Board of Director meetings and all General Membership meetings.
- j) Act as the Official Alternate for the Little Tuscany Neighborhood Organization to ONE-PS, unless the Board of Directors has designated another person to so act pursuant to Section 9 of this Article VIII.

Section 5: The Vice Chairperson's role and responsibilities are:

- a) Act as the Chairperson during any absences of the Chairperson.
- b) Assist the Chairperson and as requested in the execution of the duties of the Chairperson.

- c) Act as the Official Representative for Little Tuscany Neighborhood Organization to ONE-PS, unless the Board of Directors has designated another person to so act pursuant to Section 9 of this Article VIII.

Section 6: The Secretary's role and responsibilities are:

- a) Record the minutes of the Board of Directors meetings as well as of the Annual, and any special, General Membership meetings.
- b) Transmit such minutes to all appropriate parties, the Board of Directors and make them available to members upon request.
- c) Prepare official correspondence.
- d) Notify the General Membership of the Annual, and any special, General Membership meeting at least 15 days in advance in accordance with Article X Section 3.
- e) Maintain the Organization's General Membership meeting sign-in sheets.
- f) Provide notification of the Board and General Membership meetings and their agendas to any property owner or resident who has requested them in accordance with Article VIII Section 13 and Article X Section 4, respectively.
- g) Provide the Palm Springs Office of Neighborhoods ("Office of Neighborhoods") with the notification of any General Membership meetings and their agendas at the same time they are sent in accordance with Article X Sections 3 and 4.
- h) Notify ONE-PS and the Office of Neighborhoods of any changes of the Organization's Official Representative and Official Alternate to ONE-PS.
- i) File the minutes of any General Membership meetings with the Office of Neighborhoods and ONE-PS within 30 days of such meeting.
- j) File the list of the members of the Board of Directors in exercise following the Annual General Membership meeting and the expiration dates of their terms of office with the Office of Neighborhoods within 30 days of such meeting.
- k) File all changes to the Articles of Incorporation and Bylaws with the Office of Neighborhoods and ONE-PS within 30 days of their adoption by submitting the Bylaws and Articles of Incorporation as amended, certified by the Secretary as being in effect.
- l) Serve as agent for service of process of the Organization, unless the Board of Directors has designated another person or entity to so act.
- m) Send to the members the annual report required by Section 6321(a) of the California Corporations Code.

Section 7: The Treasurer's role and responsibilities are:

- a) Receive and deposit monies.
- b) Pay all expenses properly approved by the Board of Directors and/or Chairperson, or as allowed for within the approved annual budget.
- c) Maintain ongoing bank records and make such records available to the Chairperson and Vice Chairperson on request.

- d) Maintain and make available a detailed current financial statement for distribution at Board of Directors meetings.
- e) Create the annual report required by Section 6321(a) of the California Corporations Code.
- f) Assist the Chairperson in preparing an annual budget.
- g) Collect dues if established by the Board and maintain a list of all dues-paying members.
- h) Notify members if their voluntary dues payment has expired.
- i) Follow the financial best practices policies for neighborhood organizations established by ONE-PS.
- j) Chair the Finance Committee, if one is established by the Board of Directors.
- k) Prepare or have prepared the Organization's annual federal and state exempt organization returns, charitable trust registrations and statements of information.

Section 8: The Communications Officer's role and responsibilities are:

- a) Establish regular communication channels by which members and eligible members of the Organization are informed of meetings, events and other matters affecting the neighborhood.
- b) Working with the Secretary, facilitate formal communication between members and eligible members of the Organization, the City and its representatives, and/or other public and private entities.
- c) Maintain a database with address, email and other contact information for property owners and residents in the neighborhood boundaries set out in Article IV.
- d) Develop strategic means to communicate meetings and other events to the neighborhood residents using the manners of communication set out in Article V.
- e) Assume the designation of a "Lead" at Nextdoor.com and coordinate responsibilities with the Chairperson and Vice Chairperson in executing related functions. The "Lead" designation shall be held as long as the "Communication Officer" title is held.
- f) Maintain records to show the Organization's efforts at outreach and the level of participation in its activities.

Section 9: The Official Representative to serve on ONE-PS shall be the Vice Chairperson. The Official Alternate shall be the Chairperson. However, the Board of Directors may designate other members of the Organization, whether or not they are members of the Board of Directors, to serve as Official Representative and Official Alternate to ONE-PS.

Section 10: Prior to voting on a motion to make a public policy recommendation at ONE-PS or responding to a survey addressed to the ONE-PS Official Representatives and Official Alternates, the Official Representative or Official Alternate who will be

voting on the motion or responding to the survey shall first consult with and take direction from the Board of Directors at a Board meeting.

Section 11: In the event of an Officer's death, resignation, disability, or disqualification, the Board of Directors shall elect a successor to serve the uncompleted term of the Officer being replaced. The Chairperson shall be automatically succeeded by the Vice Chairperson until the vacancy is addressed by the Board of Directors.

Article X – General Membership Meetings

Section 1: There will be an Annual Meeting of the General Membership in the first calendar quarter of each year at a place, time, and date designated by the Board of Directors.

Section 2: Special General Membership meetings may be called by the Chairperson or the Board of Directors as deemed necessary or desired to consider issues specific to the Little Tuscany neighborhood. The Board of Directors shall also call such a meeting if requested in writing by 5% of the members.

Section 3: Notice of the place, time and date of the Annual, or any special, Little Tuscany Neighborhood Organization General Membership meetings shall be given either by mailed, emailed or hand delivered notice to each member and eligible member at least 15 days prior to the date of the General Membership meeting. Email notice may only be given to members who have consented to electronic transmission by the Organization in accordance with Section 20 of the California Corporations Code. The meeting notice shall also be posted on the Organization's website and social media platforms.

Section 4: The meeting notice shall state (1) in the case of a special General Membership meeting, the general nature of the business to be transacted, and no other business may be transacted, and (2) in the case of the Annual General Membership meeting, those matters which the Board of Directors, at the time the notice is given, intends to present for action by the members.

Section 5: One-fifth of the members shall constitute a quorum at the Annual or any special General Membership meetings.

Section 6: The full agenda of the Annual General Membership meetings shall be posted in any one or more of the manners set out in Section 3 of this Article X at least seven days prior to the meeting date. Notification of the agenda shall also be provided by e-mail to any property owner or resident who requests such notification in writing to the Secretary.

Section 7: All Annual and special General Membership meetings shall be open and public, and all persons shall be permitted to attend any Annual and special General Membership meetings. To the extent feasible, every person eligible for

membership in the Organization may participate in the conduct of business, deliberation and decision-making at such meetings.

Section 8. All members and participants must adhere during Annual and special General Membership meetings to the provisions of Article XII -- Standards of Conduct.

Section 9: General Membership Meetings will be conducted using Rosenberg's Rules of Order.

Article XI -- Committees

Section 1: The Board of Directors will endeavor to form committees and task forces that reflect the concerns, needs and interests of the members and eligible members.

Section 2. Any interested members or eligible members of the Organization may serve on committees and task forces. Additionally, others who are not members or eligible members of the Organization may serve on committees and task forces, as needed, if permitted by a vote by the Board of Directors.

Section 3. Each committee or task force shall have at least one Director as a member. All actions and recommendations of a committee require ratification or vote by the Board of Directors before being given effect.

Article XII -- Standards of Conduct

At all meetings and in all communications media affiliated with the Organization, all members are expected to:

- a) Agree to listen to and consider all member input.
- b) Treat each other with respect and common courtesy.
- c) Abide by decisions made in accordance with the Articles of Incorporation and these Bylaws.
- d) Abide by any rules of order established by any Organization component (i.e., committee, task group, Board of Directors, Membership, etc.).
- e) Refrain from any behavior or actions inconsistent with the Organization's purpose as articulated throughout the Articles of Incorporation and these Bylaws.

Article XIII -- Amendments

These Bylaws may be altered, amended, replaced or repealed by a motion to such effect being approved by a majority vote of the members of the Board of Directors and subsequent approval by a majority vote of members of the Little Tuscan Neighborhood Organization present at the Annual General Membership meeting or at a special General Membership meeting. Notice of proposed changes approved by the Board shall be given in accordance with Article X Section 3 above prior to any meeting at which action is to be taken on such changes. Any proposed change to the Bylaws must be submitted in writing to the Secretary at least 30 days prior to the Annual or special General Membership meeting.