

BYLAWS OF THE SOUTH SKYLINE ASSOCIATION (V_2022-11-10)

I. AREA. The South Skyline is defined by the area along Skyline Boulevard or with access from Skyline Boulevard and is bounded on the North by Bear Gulch Road and on the South by the southern terminus of Skyline Boulevard at Bear Creek Road. Also included are upper portions of Gist Road, Black Road, Highway 9 North to Heather Heights, Page Mill Road, and Old La Honda Road; Highway 9 South to the Waterman Gap area; Alpine Road west to Rogers Gulch; and Portola Park Road, including the Middleton Tract.

II. PURPOSE. The purpose of the South Skyline Association, henceforth SSA, is to foster a sense of community spirit, to keep residents and property owners informed of public agency and private corporate actions along with other items of concern in the South Skyline sphere of influence, to protect the rights and represent the interests of the residents and property owners of our area, to engage in projects that foster our unique quality of life, and to enhance the special environment we live in.

III. POLICY. Policies can be made either by majority vote of the board of directors or by a majority of voting SSA members. In either case new or changed policy shall be communicated to the voting membership.

- A. SSA will take reasonable care that all sides of an issue are considered before a policy decision is made.
- B. SSA shall ensure that no voting member or group of people may express an opinion for, or solicit money or obligate the South Skyline Association, unless authorized by a majority of the board of directors or by a majority of the voting members at a general meeting.
- C. The South Skyline Association shall not endorse candidates for political office.

IV. MEMBERSHIP

- A. *Voting Member.* A voting member is a resident, property owner, or lessee over 18 years old within the South Skyline area and who pays the annual membership dues. Each voting member has one vote when the voting membership is voting. A family or group residing at one address normally constitutes a single membership. Voting members receive newsletters digitally, as default, but may opt-in to USPS mail.
- B. *Associate Member.* An associate member is a person or group who has an interest in the South Skyline area and pays the annual dues but lives outside the boundaries of SSA. Associate members do not have the right to vote or to serve on the board of directors. They receive newsletters, but only digitally.
- C. *Removal of Membership.* Involuntary removal of any member for due cause shall be by majority vote of the SSA Board of Directors. Voting members may request removal of any member by a written request to the board of directors.

V. BOARD OF DIRECTORS.

- A. *Composition.* The board of directors shall be composed of eleven (11) voting members. These include the five (5) officers comprising the Executive Committee: President, Vice President, Treasurer, Secretary, and Technical Director. Every effort shall be made to attract members from the SSA Area. For voting purposes, a quorum is defined as a majority of the existing board members. Board decisions require a majority vote of the quorum of board members present at the time of the vote.
- B. *Duties.*
 - 1. *Board Members.* The board members should make a good faith effort to attend business meetings, general meetings, and other SSA functions. The board conducts

the business of SSA, including budgeting, spending, deciding policy, filling positions, administering grants, publishing a newsletter, organizing meetings and planning events. Each board member should keep generally informed about issues before the board and about member opinion on these issues. Board members may be asked by the president to take on special assignments.

2. *President.* The president shall be responsible for upholding the bylaws, policies, and positions of SSA. The president or their appointee shall be responsible for scheduling meetings, preparing agendas, presiding at meetings, executing the decisions of the board, appointing committees, signing letters, and representing SSA at outside meetings.
3. *Vice President:* The vice president shall assist the president and take the place of the president when the president is unable to perform their duties. The duties of the vice president include overseeing program and event planning responsibilities.
4. *Treasurer.* The treasurer presents a proposed budget for approval at the first board meeting of the calendar year. The treasurer collects dues, maintains membership payment records, and acts as a prudent custodian of the funds. The treasurer or their appointee should be prepared to give a financial report at any meeting of the SSA. Conflicts of interest should be avoided unless approved by a majority of the remainder of the board. At their discretion, the treasurer is authorized to issue checks:
 - a. Totaling up to the budgeted amount on a project previously approved by the board of directors, or
 - b. For unexpected, non-budgeted expenses the treasurer may pay an amount up to **\$250** without prior board approval but must notify the board within 72 hours, or
 - c. Any other expense over two hundred fifty dollars (\$250) shall be specifically authorized by the board before payment.
5. *Secretary.* The secretary or their appointee should take minutes, maintain a record of all minutes, conduct correspondence as directed by the board, record the persons who make and second any motion and should record the number of votes for, against, and abstaining from all board votes
6. *Technical Director.* The technical director or their appointee is responsible for managing board-funded activities such as the SSA website, on-line meetings and developing such policy as needed to provide for digital governance.

C. *Selection of Board of Directors.*

1. *Nominations.*

- a. A nominating committee appointed by the president in the fall quarter shall present a slate for all open board positions to the board of directors for their approval in November.
- b. The board-approved slate shall then be published in the notice of the annual meeting in January.
- c. Other nominations can be made by voting members either by email to the president before the annual meeting or in person at the annual meeting. Such nominations need to be seconded by a voting member. All nominees must have consented prior to appearing on the ballot.

2. *Elections.*

- a. The president presents the ballot to the assembled voting members at the annual meeting (the first general meeting of a calendar year).
- b. Members of the board are elected by the majority of voting members present at the annual meeting. If there is more than one candidate nominated for a position, then voting for that position shall occur by secret ballot.

3. *Vacancies.* Vacancies occurring mid-term may be filled by majority vote of the board of directors with a quorum present.
4. *Removal from Office.* Any board member may be removed from office by majority vote of the board, or by vote of the majority of the voting members. The vote must occur at a scheduled meeting.
5. *Terms*
 - a. *Board Members.* A board member is elected for two (2) years following the annual meeting. If a board member departs mid-term, the remaining members may choose a new board member by majority vote to fulfill a 2-year term for the departing board member. The replacement will serve the remainder of the departing member's term. If they choose to continue serving on the board when that term is completed, they must go through the regular nomination and voting process. There is no limit to the number of terms a board member may serve.
 - b. *Officers:* Officers are members of the board who are elected for a one-year term by the new board of directors each calendar year at the February board meeting. If an officer is not re-elected for a consecutive year, that officer remains on the board for the rest of their assigned term.

D. *Voting and Decision-making*

1. Board decisions are made at scheduled monthly board meetings. If a decision needs to be made before the next scheduled meeting, the president may call a meeting of the Executive Committee.
2. The board may choose to refer any item to the voting members present at a general meeting.
3. Voting by email:
 - a. A board member may submit a motion to the board and call for a vote at any time.
 - b. The president or vice president must either accept or reject the motion within five (5) days and set a limited timeframe for the debate.
 - c. A debate is conducted among all board members in which all messages are distributed to all members in a timely fashion.
 - d. When the debate has concluded, another board member should second the motion. The president or vice president shall then call for a vote within a set timeframe.
 - e. All board members then cast their vote. The motion passes when a majority of the board members have voted for the motion.
 - f. Limitations: In this situation, expenses authorized for the voting process may not exceed \$1000
 - g. The secretary or their appointee should record the persons who make and second any motion and should record the number of votes for, against, or who abstain for all board votes.

E. *Executive Committee.*

1. The Executive Committee shall consist of the President, Vice President, Treasurer, Secretary and Technical Director. The Executive Committee exists solely for the purpose of making decisions when they must be made before the next business meeting. At least three (3) votes are necessary to make a decision. When making a decision, the Executive Committee must keep in mind the policies, positions, and prior

discussions of the board. All decisions made by the Executive Committee shall be reported at the next scheduled meeting of the board.

2. Election of Executive Committee. The Executive Committee shall be elected from the members of the board of directors by the board of directors at the first business meeting following the annual meeting.

VI. MEETINGS. General meetings of the SSA are held quarterly. The annual meeting is held at the first general meeting of the year. Board meetings are held monthly and as otherwise needed. Voting members may ask any board member to become a board watcher. Board watchers receive the minutes of each board meeting. Any interested party may be allowed to attend any board meeting by notification of the board in advance. The Executive Committee meets as needed and the date is not usually announced to the membership. The board members themselves are notified within three days of any decision taken at an executive meeting. All votes by the voting members, the board, and the Executive Committee shall be taken on the date of the relevant meeting.

VII. DUES. Dues are paid annually to the treasurer and are due by January 31 for the current year. The dues should be set each year by the board of directors. The board shall inform the membership of the rationale for any proposed change.

VIII. AMENDMENTS TO BYLAWS.

- A. An amendment to the bylaws may be proposed to the board by any voting member and must be seconded by any other voting member.
- B. The board of directors shall make a recommendation concerning the proposed amendment.
- C. To pass, an amendment must be first published in the newsletter and then approved by a majority of the voting members in attendance at a general meeting.