

Bylaws

Ladera Ranch Civic Council (LRCC)

Adopted May 5, 2008 | Last Amended November 20, 2017

Article I. Organization Name

1.1 Name

The name of this organization shall be the Ladera Ranch Civic Council, Incorporated ("LRCC"). LRCC is a 501(c)(4) mutual benefit corporation.

Article II. Purpose and Goals

2.2 Purpose

The purpose of this organization is to promote social welfare by encouraging and gathering public comment on a range of topics that may affect the community of Ladera Ranch. Topics may include, but are not limited to public works, traffic/safety, land use, economic development, and education. LRCC represents the interests of Ladera Ranch Residents (Residents) as a volunteer, non-profit public benefit organization.

Article III. Office and Area of Service

3.1 Principal Office

The principal office of LRCC shall be located in the County of Orange within the unincorporated community of Ladera Ranch, California.

3.2 Other Offices

LRCC may also have offices at such other places as its business may require and as the Council may from time to time designate.

Article IV. The Civic Council

4.1 Composition

LRCC shall consist of seven (7) individuals ("Councilmember") subject to Article 4.9. Councilmember funding contributions may be voted on annually, as deemed necessary to support LRCC operations and/or in achieving its intended purpose.

LRCC may also be referred to as the "Council" and will have the same meaning.

4.2 Authority

The Council shall exercise the authority of LRCC to control its assets and conduct its affairs in accordance with applicable laws.

The Council's authority includes:

- (a) Establish the goals and policies of LRCC and determine the method or plan upon which the authority of LRCC shall be exercised.
- (b) Adopt rules and regulations consistent with the law and these Bylaws for the guidance of the Council and management of LRCC.
- (c) Establish such committees as may be deemed necessary or desirable and fix the duties and authorities thereof.
- (d) Solicit sponsorship funding.
- (e) Approve the annual operating budget and oversee fiscal management of LRCC.
- (f) Change the name of the Organization.
- (g) Fill vacancies in the Council.
- (h) Change the number of Councilmembers.
- (i) Encourage and gather public comment on topics that may affect Ladera Ranch and provide option.

4.3 Term of Office

Each Councilmember shall serve a two (2) year term.

4.4 Duty of Care

Councilmembers owe a duty to LRCC to act in good faith and in a manner that a reasonably prudent person would believe is in the best interest of LRCC.

4.5 Compensation

Councilmembers shall serve without compensation; however, Councilmembers may be reimbursed for reasonable expenses incurred in conducting the business of the Council subject to approval by a majority of the Council. Expense details and/or receipt documentation must accompany any reimbursement request.

4.6 Elections

Councilmembers will be elected by a vote of Residents. Subject to these Bylaws, only Residents will be entitled to cast a ballot.

(a) Time and Schedule

Annual elections will be held in the month of September. The Council will fix and publicize the time for conducting elections. The Council will also request and fix the date Councilmember candidate statements are due, fix the Record Date, coordinate "Meet the Candidates" events, as well as fix and coordinate the Election Dates and any other events or dates deemed appropriate by the Council.

- (i) Elections - On an annual basis, the Council shall set the following year's annual Election Date(s) within thirty (30) days of the original Election Date. Elections may be conducted over multiple dates. The method of conducting elections may be by a balloting method approved by the Council. The method may include traditional, electronic, or any other trustworthy balloting system.
- (ii) Record Date - If a Resident wishes to cast a ballot in any election, the Resident must register with LRCC on or before the Record Date, which shall be seven (7) days prior to the annual Election Date(s) established by the Council pursuant to provision (i) above.
- (iii) Candidate Statement Due Date - The Council shall establish a due date for candidate statements not fewer than forty-five (45) days or greater than sixty (60) days prior to the Election Date.

(b) Voting rights

Each valid address in Ladera Ranch shall be entitled to cast ballots based on the following:

- (i) Each Resident will be entitled to cast one (1) ballot. The total number of votes will be determined by the number of open seats (e.g. 3 open seats = 3 available votes).
- (ii) There is no cumulative voting.

(c) Election and Nomination Committee

A committee of three (3) individuals is to be appointed by the Council to oversee the election process. This Election and Nomination Committee will be responsible for overseeing the nomination process as well as act as Inspectors of the Election. Members of the Election and Nomination Committee must be

unbiased and impartial and cannot be (1) a candidate for an open seat, (2) related by blood or marriage to a candidate, (3) living in the same residence as a candidate, or (4) a business partner or business associate of a candidate.

(d) **Qualifications of Council Candidates**

- (i) Every Council candidate and Councilmember shall be a current resident of Ladera Ranch and shall have been a resident of Ladera Ranch for at least six (6) months prior to any election.
- (ii) If a Councilmember relocates from Ladera Ranch, the Council may by majority vote invite such Councilmember to serve in an ex-officio (non-voting) capacity until expiration of their elected term.
- (iii) Only one person per residential household may serve on the Council at a time.

4.7 Appointment of a Councilmember

A Councilmember may be appointed to the Council to fill a vacancy at any time by the vote of a majority of all Councilmembers. The appointed Councilmember will serve out the remaining term of the vacant seat to which he/she was appointed. The Council will notify the community of any vacancies and will request candidacy statements with a minimum of fourteen (14) calendars days' notice for potential candidates to respond.

4.8 Removal of a Councilmember and Resignations

- (a) Any Councilmember may be removed from the Council at any time by the affirmative vote of 75% of all Councilmembers.
- (b) Whenever a Councilmember is absent in excess of four (4) meetings of the Council within one year, whether Public or Working Group, the Council may, at its next Public meeting, consider whether said Councilmember shall be removed. Upon a majority vote of the Council, said Councilmember shall be removed. Consideration of the question shall be listed as an agenda item for any such meeting.
- (c) If a Councilmember chooses to resign his/her position, a written notice of the resignation is to be submitted to the Chair of the Council.

4.9 Changing Number of Councilmembers

From time to time the number of Councilmembers may be changed by a majority vote of the seated Councilmembers. The Council cannot consist of less than five (5) or more than seven (7) Councilmembers. The total number of Councilmembers can only be changed to an odd number.

- (a) If the total number of Councilmembers is decreased, any vacant seat may be filled through appointment in accordance with Article 4.7.
- (b) If the total number of Councilmembers is increased, the Council may appoint Councilmembers in accordance with Article 4.7.

Article V. Meetings

5.1 Public Meetings

The Council shall hold at least four (4) Public meetings per year that are open to the public. The Secretary shall deliver notice of the time and place of Public meetings, as well as an agenda thereof, to each Councilmember no less than 72 hours prior to any such meeting.

5.2 Special Meetings

Special meetings of the Council may be called by the Chair and, if unable or unwilling to be called by the Chair, by the Vice Chair. Notice of the time, place, and agenda of the meeting shall be communicated to each Councilmember prior to the time of the meeting. LRCC's 501(c)(4) status does not require meetings to comply with Brown Act meeting requirements.

5.3 Conduct of Meetings

When present, the Chair will preside at all meetings of the Council. The Vice Chair will preside in the Chair's absence. In the event neither the Chair nor the Vice Chair are in attendance and quorum is present, the Councilmembers present will select a Chair Pro Tem to conduct the meeting. The Chair Pro Tem shall have the authority of the Chair for determining meeting conduct, which includes keeping order and preserving decorum. The Chair shall decide all question of order subject to the action of a majority of the Council.

5.4 Quorum.

A quorum shall consist of a majority of the total Councilmembers. Every act or decision made by a majority of a quorum of the Council present at a meeting is an act of the entire Council.

5.5 Adjournment

A majority of the Council present, whether a quorum is achieved or not, may adjourn any meeting to another time and place.

5.6 Decorum in Debate

All Councilmembers shall address their remarks to the Chair and confine them to the business pending and subject to discussion before the Council, avoiding personalities and reflections upon anyone's motives.

Article VI. Officers

6.1 Titles

Officers of the Council shall include a Chair, Vice Chair, Secretary, and Treasurer.

6.2 Qualifications, Election, Term of Office and Vacancies

Officers of the Council shall be confirmed at the first Public meeting scheduled after an election by a vote of the Councilmembers. Officer terms shall begin upon their election and shall terminate upon a successor being elected. The organization of Officer positions shall be reestablished by the Council annually following the election.

6.3 Election Procedure

All nominations for officers of the Council shall be by motion and second. The Council shall vote on each nominee in the order nominated until a nominee is selected by a majority of the Council for each officer position.

6.4 Duties of Chair

The Chair shall preside at all meetings of the Council and/or Executive Committee. The Chair shall perform all duties incident to the office as provided in these Bylaws, or as may be prescribed from time to time by the Council. The Chair may choose to defer an action until the next Public meeting, which shall be reflected in the minutes.

6.5 Duties of Vice Chair

The Vice Chair shall perform all duties and exercise all authorities of the Chair when the Chair is absent or is otherwise unable to act. The Vice Chair shall perform such other duties as may be prescribed from time to time by the Council.

6.6 Duties of Secretary

The Secretary shall keep minutes of all meetings of the Council, shall be the custodian of LRCC records, shall give all notices as are required by law or by these Bylaws. The Secretary shall perform all duties incident to the office of Secretary and such other duties as may be required by Law, these Bylaws, or which may be assigned from time to time by the Council.

6.7 Duties of Treasurer

The Treasurer shall render reports and accountings to the Council monthly that summarize the finances of the Council and shall submit all reports and accountings as may be required by law.

Article VII. Committees

7.1 Purpose of Committees

Each committee shall exist for the purpose of providing advice, recommendations and technical assistance to the Council. A Committee shall not have authority to take any action which requires approval of the Council.

7.2 Executive Committee

There shall be an Executive Committee composed of officers of the Council. The Chair may include other (non-voting) persons to provide additional support.

7.3 Standing Committees

Standing Committees of the Council may be established by the Council or the Chair. Membership on a Committee shall be decided by the Council. The Council shall select the Chair for each committee.

7.4 Ex-Officio Membership

The Chair of the Council shall be an ex-officio member of all committees or may delegate the Vice Chairperson to act in that capacity.

Article VIII. Residents

8.1 Resident Qualifications

To be considered a Resident of Ladera Ranch, an individual must:

- (a) Own, lease, or rent a property in Ladera Ranch;
- (b) Be at least 18 years of age;
- (c) Be considered a member as defined by corporate code.

There is no limitation on the number of Residents per household, subject to the voting restrictions set forth in Article 4.6 (b).

Article IX. Miscellaneous Provisions

9.1 Fiscal Year

The fiscal year of the Council shall be January 1 through December 31.

9.2 Execution of Checks, Notes, Contracts

Except as otherwise provided by law, checks, drafts or orders for the payment of money shall be signed by the Chair and Treasurer. In the event one of these primary persons is not available, the Vice Chair and Secretary are authorized to sign such documents.

9.3 Effective Date of Bylaws

These Bylaws shall become effective immediately upon their adoption. Amendments to these Bylaws shall become effective immediately upon their adoption.

9.4 Amendment

These Bylaws may be altered, amended, or repealed and new Bylaws adopted by a majority vote of the Council at any Public meeting. A review of the Bylaws should be conducted annually in October.

9.5 Certification and Inspection

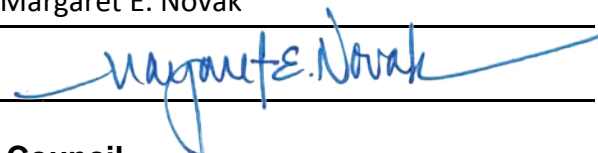
The original and a copy of the Bylaws as amended or otherwise altered to date, certified by the Secretary of the Council, shall be recorded and kept in a location made accessible to all current Councilmembers. Such information shall be made available for review by Residents during reasonable times within normal office hours. The Bylaws shall be provided on the LRCC website.

I certify that the foregoing Bylaws, consisting of eight (8) pages, are the Bylaws of Ladera Ranch Civic Council, the last amendment of which was adopted by the Council at the Public Meeting held on November 20, 2017.

Ladera Ranch Civic Council

Dated: 12/1/2017

Name: Margaret E. Novak

Signature: 

Secretary, Council