

**Carmel Valley Association**  
P.O. Box 157, Carmel Valley, California 93924  
*www.carmelvalleyassociation.org*



Since 1949

Proposed changes indicated by ~~strike through~~ (delete) *italic* (new)

**“To preserve, protect and defend the natural beauty and resources of Carmel Valley ~~and the County of Monterey.~~”**

**BYLAWS**

*(as amended and approved February 28, 2010)*

**ARTICLE I: NAME AND LEGAL STATUS**

The name of the Corporation shall be the Carmel Valley Association, Incorporated (CVA). It shall be ~~an nonprofit~~, incorporated *nonprofit* association ~~of members~~ with principal offices, if any, located in Carmel Valley, County of Monterey, in the State of California. *CVA is a 501(c)4.*

**ARTICLE II: OBJECTIVES**

SECTION 1: To preserve, protect and defend the natural beauty and resources of the Carmel Valley, ~~and the County of Monterey~~ and in so doing give due consideration to the ~~property~~ *pertinent interests and rights of ~~citizens~~ residents and property owners.*

SECTION 2: ~~To monitor and influence the improvement, adoption and implementation of the Carmel Valley Master Plan~~ *To encourage orderly, carefully planned and carefully controlled appropriate residential and commercial growth and development (both residential and commercial)* so as to preserve *and/or enhance* scenic values, air quality, water quality *and availability*, ~~noise control, riparian vegetation, natural resources~~, *traffic circulation and safety*, and the general quality of life, *specifically*

- a) to monitor and influence, for the benefit of ~~Carmel Valley~~ *residents and property owners*, the planning and provision of required services such as water supply, sewage disposal, refuse disposal, utilities, police protection, fire protection, roads, parks and trails.
- b) to disseminate information ~~to all residents of Carmel Valley~~ on all issues affecting ~~their~~ lives and property ~~in this area in the Carmel River watershed.~~
- c) to provide a forum at Board, Committee and General Membership meetings for open discussion of ~~Valley area affairs and problems~~ *pertinent concerns.*
- d) to coordinate CVA policies and activities with those of other ~~appropriate Carmel Valley~~ organizations for the attainment of mutual ~~by agreed-upon~~ *goals.*

**ARTICLE III: MEMBERSHIP**

SECTION 1: There shall be two classes of membership:

- a) Active members. Any adult owning real property *in, or* residing in or ~~in~~ *near* Carmel

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*“To preserve, protect and defend the natural beauty and resources of Carmel Valley and the County of Monterey”*

Valley is eligible for active membership. An active member in good standing is eligible to hold office and shall be entitled to one (1) vote on each matter submitted to a vote of the members. ~~The spouse or housemate of an active member is also eligible for active membership.~~ *Members joining as a household have (1) vote each.*

~~b) Associate members. Organizations or homeowner's associations located in Carmel Valley are eligible for associate membership. Associate members in good standing are eligible to attend all meetings of the Corporation and to participate in discussion, but are ineligible to hold office or vote, except *other than* in opinion polls.~~

b) Life members. Life members of CVA may be chosen by vote of the Board of Directors based upon outstanding service to the goals of CVA.

SECTION 2: A person qualified for membership as provided in these bylaws may become a member at any time by paying his or her annual membership dues. Annual membership renewal forms will be mailed during the *anniversary* month ~~of the anniversary~~ of initial membership.

SECTION 3: Membership shall be lost by resignation, death, loss of membership qualification, or nonpayment of dues. ~~within the period designated.~~

SECTION 4: *Members working against the interests of CVA*

The membership of any member may be terminated by the Board of Directors ~~for a *any* reason which the Board may deem sufficient,~~ by the affirmative votes of not less than two-thirds (2/3) of the *Board* members thereof, at a meeting called for that purpose. The member shall be given at least ten (10) days notice in writing of such pending action, ~~the said~~ notice to be served ~~either~~ personally or by certified or registered mail to the address of said member, ~~and he~~ *who* shall have the opportunity to submit to the Board a written answer and/or to appear in person.

#### **ARTICLE IV: DUES**

SECTION 1: ~~Annual dues.~~ The amount of annual dues ~~and any charges therein~~ shall be established by the Board of Directors.

SECTION 2: ~~Membership d-~~ Dues are payable in the anniversary month of membership and become delinquent after three (3) months. The Board of Directors may, ~~in~~ *at* its discretion, declare vacant the office of a member of the Board whose dues are delinquent, and thereupon elect a successor to his office.

SECTION 3: No member of this Corporation shall be assessable for any purpose.

#### **ARTICLE V: MEETINGS OF GENERAL MEMBERSHIP**

SECTION 1: One (1) or more regular meetings of the general membership of the Association shall be held annually at a place to be determined by the Board of Directors. The first such regular meeting of each year, hereafter called the Annual Meeting, shall be held ~~in early February~~ *by March 30* to announce election results, introduce the new Officers and Directors and to transact business. Notice of the annual meeting shall be mailed ~~or emailed~~ to members ~~together with ballots for election of officers and directors,~~ at least 21 days prior to the meeting. Notice of other *general membership* meetings shall be mailed ~~or emailed~~ to members at least ~~seven (7)~~ *ten (10)* days prior to the meeting.

SECTION 2: Special *Membership* meetings

a) Special meetings of the membership may be called by the President or ~~by the Secretary~~ at the direction of the Board of Directors. Notices of each special meeting and its purpose shall be *emailed, or upon request mailed* to the members at least five (5) days prior to the meeting.

b) A special meeting shall be called by the Secretary at the request of not less than twenty-five (25) active members. Notice of the time, place and purpose of the meeting shall be mailed *or emailed* to the general membership at least ten (10) days prior to the meeting.

SECTION 3: Five (5) percent of the active members shall constitute a quorum for the transaction of business at all meetings of the membership.

SECTION 4: In the event of the absence of the President and Vice President from any duly called meeting of the Association, the members present shall ascertain that a quorum exists and then elect a chairperson pro-tem who shall preside ~~at the meeting~~ and ~~who shall~~ cause written minutes of the meeting to be prepared and delivered to the Secretary and the President.

#### ARTICLE VI: BOARD OF DIRECTORS

SECTION 1: Membership and Tenure. The Board of Directors shall consist of ~~the officers of the Corporation: President, both Vice Presidents, Secretary, and Treasurer, who shall serve one year terms; the outgoing President, who shall serve until replaced by his/her successor and a minimum of eight (8) or and a maximum of ten (10) directors at large who shall serve staggered two year terms.~~

*All members of the Board shall hold office until a successor has been elected and qualified. a minimum of thirteen (13) and maximum of seventeen ( 17). Directors serve three (3) year staggered terms, and hold office until a qualified successor has been elected. The Board terms begin on April 1.*

a) *The officers of the Corporation, known as the Executive Committee, are President, Vice President, Secretary, and Treasurer, who serve one year, renewable terms.*

b) *Should any Officer or Director die or resign during his or her elected term, or be absent from three (3) consecutive regular monthly meetings without consent of the Board, that directorship shall be declared vacant. In that event, the Board may fill the vacancy for the unexpired term from candidates proposed by any member of the Board or the nominating committee. (moved from Article VI, Section 8)*

c) *The outgoing President serves as President Emeritus, coinciding with the term of his or her successor, unless the President was removed for cause from office before his/her term was completed. The President Emeritus has voting power, but is not counted in the maximum number of directors on the Board.*

SECTION 2: General Powers of the Board. The Board of Directors, subject to the limitations of the Articles of Incorporation, ~~of the bylaws and of the Laws of the State of California,~~ shall have the management and control of the business of the Corporation and, without prejudice to such general powers, ~~but subject to the same limitations, it is hereby expressly declared that the Board of Directors~~ shall have the following powers: ~~to wit:~~

a) to select and remove all agents and employees of the Corporation, and prescribe such powers and duties for ~~them~~ *agents and employees as may not be inconsistent is consistent* with the law, ~~with the Articles of Incorporation, or and with the bylaws.~~ The Board of Directors shall fix compensation of all agents and employees of the Corporation. No

employee shall serve as an officer or director of CVA.

b) to conduct, manage, and control the affairs and business of the Corporation, ~~and to make such rules and regulations~~ be consistent with the Articles of Incorporation and these bylaws.

c) to appoint one or more persons to represent CVA before other organizations or ~~agencies meetings~~ and to report back to the Board on any such activities and their results.

d) to perform and transact all other business and acts, which a nonprofit corporation is permitted to transact by the Laws of the State of California.

e) to authorize duly appointed committees to exercise specified powers of the Board and to report back to the Board for confirmation of their activities.

(f) to accept on behalf of the Corporation any contribution, gift or bequest for the general purpose, or for any special purpose of the Corporation.

SECTION 3: The Board of Directors, or its designated representative, shall act and speak for and on behalf of the general membership in all matters pertaining to the organizational purpose of the Corporation. No person shall take a public position in the name of CVA without the expressed prior consent of the Board except to confirm or reinforce positions previously taken by the Board.

~~SECTION 4: Every Board position shall be reported to the general membership, either at the next meeting of the general membership, or by mail prior to that meeting.~~

SECTION 5 4: The Board of Directors, collectively and severally, is responsible to the general membership for the policies and positions promulgated by the Board. The Board of Directors shall endeavor to ascertain the view of the members of the Association on matters of policy and shall faithfully attempt to maintain positions and policies that represent the majority opinion of those members.

~~SECTION 6: Powers and Duties of Officers- (this section has been re-written below)~~

~~(a) The President, subject to the control and direction of the Board of Directors, shall have general direction of the affairs of the Corporation, shall preside at all meetings of the membership and the Board and shall be ex-officio member of all committees, except the Nominating Committee. In case the President resigns or is otherwise unable to perform the duties of the office, the first Vice President shall succeed to the office of President and the Board shall immediately elect a new first Vice President.~~

~~(1) The President, with the advice and consent of the Board, immediately upon election shall appoint a Nominating Committee. The Nominating Committee shall consist of five (5) members, at least two (2) of whom shall be Board members.~~

~~(2) The President, with the advice and consent of the Board, shall appoint such select committees as are deemed advisable for the proper functioning of the Corporation.~~

~~(b) There shall be two Vice Presidents of the CVA, a first and second Vice President.~~

~~(1) The first Vice President shall oversee and make recommendations to the Board of all pertinent land use issues facing Carmel Valley and Monterey County.~~

~~(2) The first Vice President shall manage relations with other interested land use bodies throughout Monterey County.~~

~~(3) The first Vice President, in the absence of the President, shall exercise the authority and fulfill the duties of the President.~~

~~(4) The second Vice President shall manage relations with interested homeowner and related associations in Carmel Valley,~~

~~(5) The second Vice President shall oversee social and community functions of the CVA, and make pertinent recommendations to the Board thereof. The second~~

~~Vice President, in the absence of the President and the first Vice President, shall exercise the authority and fulfill the duties of the President.~~

SECTION 6: Powers and Duties of Officers (*Executive Committee*)

*a) The President, subject to the control and direction of the Board of Directors, shall have general direction of the affairs of the Corporation, shall preside at all meetings of the membership and the Board and be an ex-officio member of all committees. If the President resigns or is otherwise unable to perform the duties of the office, the Vice President shall succeed to the office of President and the Board shall immediately elect a new Vice President.*

*1) The President, with the advice and consent of the Board, shall appoint a Nominating Committee no later than September 1. The Nominating Committee shall consist of five (5) members, at least two (2) of whom shall be Board members.*

*2) The President, with the advice and consent of the Board, shall appoint such select committees as are deemed advisable for the proper functioning of the Corporation.*

*3) The President shall work closely with the Vice President in overseeing all committees and represent the association before organizations and agencies.*

*b) The Vice President*

*1) in the absence of the President, shall exercise the authority and fulfill the duties of the President;*

*2) will work closely with the President to oversee all committees and represent the association before organizations and agencies.*

*c) The Treasurer shall have custody of all property, funds and accounts of the Corporation, shall prepare a monthly financial report for Board meetings and ~~shall annually~~ ~~prepare and submit the books and accounts of the corporation for independent audit~~ review at the close of every fiscal year.*

*d) The Secretary shall keep the minutes of the meetings of the membership and the Board of Directors, and maintain a permanent record of actions taken by the Board of Directors.*

SECTION 7: Meetings of the Board of Directors.

*a) Regular meetings of the Board of Directors shall be held once each month at such time and place as may be designated by the President or Secretary.*

*b) Special meetings*

*1) Special meetings of the Board of Directors may be called by the President, or by the Secretary at the direction of the President, by giving notice to the Directors at least twenty-four (24) hours prior to such meeting.*

*2) A special meeting may be called by the Secretary at the written request of any four (4) Directors acting jointly, by giving notice of such meeting and its purpose at least five (5) days prior to such meeting to all members of the Board by ~~registered mail~~ mail, email and/or phone.*

*3) The person or persons authorized to call special meetings of the Board may fix any place within Carmel Valley for holding any such special meeting.*

*c) ~~Seven (7)~~ A simple majority of members of the Board of Directors, excluding the President Emeritis, shall constitute a quorum for the transaction of business at any regular or special meeting of the Board.*

SECTION 8: Vacancies. ~~Should any Officer or Director die or resign during his or her elected~~

~~term, or be absent from three (3) consecutive regular monthly meetings without consent of the Board, that directorship shall be declared vacant. In the event that a directorship shall become vacant, the Board of Directors may, at its next regular meeting, fill the vacancy for the unexpired term from candidates proposed by the Nominating Committee. any member of the Board. (moved to Article VI, Section 1 b, p 3)~~

ARTICLE VII: ~~ELECTION OF OFFICERS AND~~ BOARD OF DIRECTORS AT-LARGE (See proposed re-write below)

~~SECTION 1: Nomination by committee. The Nominating Committee shall prepare a slate of candidates who are members in good standing and who have agreed to serve in an office or directorship if elected. A written report of the Nominating Committee shall be conveyed to the Board of Directors at the ? meeting. The Board of Directors shall ensure that the report of the Nominating Committee, together with instructions for nomination by petition, is mailed to members in good standing, but in no event later than ?.~~

~~SECTION 2: Nominating by petition. For thirty (30) days after the mailing of the report of the Nominating Committee, the Secretary shall accept written petitions of nominations from general members for any office or directorship. To be accepted, petitions must be signed by fifteen (15) members in good standing. The Secretary shall cause these names to appear on the ballot as "petition candidates."~~

~~SECTION 3: Voting procedure. Balloting shall be by mail. Ballots containing the names of all candidates as determined above shall be mailed to all active members in good standing as of December 31 of the previous year, at least twenty one (21) days prior to the date set for the annual meeting. The ballots shall be plainly marked with the date they must be received by the Secretary in order to be counted, which in no event shall be less than twelve (12) days from the date they were mailed to the general membership. At the end of the designated closing day the Secretary shall declare the balloting closed and shall deliver the ballots to the nominating Committee for counting.~~

~~The Nominating Committee shall certify the outcome of the election to the Secretary at least two (2) days prior to the date set for the annual meeting. The new officers and directors shall be announced and, if possible, introduced at the annual meeting.~~

*SECTION 1: Nominating Committee. The Nominating Committee shall prepare a slate of candidates who are members in good standing and have agreed to serve if elected. Upon Board approval of the slate, it will be published in the February newsletter or sent out in a special mailing.*

*SECTION 2: Nomination by Petition. For twenty-one (21) days after the mailing of the slate of nominees, the Secretary shall accept written petitions of nomination signed by fifteen (15) members in good standing, and cause said nominations to appear on the ballot as "Petition Candidates." If there are no petition candidates, the slate of candidates presented by the nominating committee shall be appointed without an election.*

*SECTION 3. In the event there are petition candidates, ballots containing the names of all the candidates shall be emailed or, upon request, mailed, no less than twenty-one (21) days prior to the date of the annual meeting to members in good standing as of December 31st of the previous year. The ballots shall be clearly marked with the date by which they must be received by the Association in order to be counted. That date must be no less than twelve (12) days after being*

*emailed or mailed. Paper ballots must be mailed to CVA. Email voting does not qualify. On the day following the closing date, the Secretary shall deliver the ballots to the Nominating Committee, which shall certify the outcome of the election to the Secretary no less than two (2) days prior to the date set for the annual meeting, at which the officers shall be announced and, if possible, introduced.*

*SECTION 4: When the election of directors is complete, the new Board will meet prior to the Annual Meeting to select the officers for the coming year.*

#### ARTICLE VIII: MONIES AND RECORDS

SECTION 1: All financial records, official correspondence, and minutes of the Corporation may be inspected by any member for any purpose at any reasonable time. ~~The Board of Directors~~ *The executive committee* shall ascertain that the records of the Association are properly maintained and that the monies of the Association are properly expended. The fiscal year of the Corporation shall begin on the first day of January and end on the 31st day of December of each year.

SECTION 2: All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

*SECTION 3: A General Insurance policy and a Directors & Officers Insurance Policy shall be purchased annually.*

SECTION 4: All expenditure of funds, *except for miscellaneous expenditures*, shall be approved by a majority vote of the Board of Directors. The President or Treasurer shall, however, have full authority to spend monies not to exceed the sum of \$500.00 in any three (3) month period for ~~miscellaneous~~ expenses without Board approval.

SECTION 4: In the event the Corporation should be dissolved, any funds remaining in the treasury shall thereupon be given to such nonprofit, charitable, or educational organization having similar purposes as may be designated by the Board of Directors. In no event shall the funds so remaining be distributed among the members of the Corporation.

#### ARTICLE IX: COMMITTEES

This organization will have standing committees and may have ad hoc committees.

SECTION 1: *The following* standing committees are established to address long-standing, continuing issues of importance to ~~CVA~~ *and this organization and/or to administrate: land use, water, traffic, roads and trails, outreach, membership, and nominating.*

- a) Standing committee chairs shall be board members.*
- b) Standing committee chairs shall oversee the work of their committee, attend county meetings and hearings and make recommendations to the Board of all pertinent issues facing the Carmel Valley watershed as related to their committee assignment, and submit articles for the newsletter.*

SECTION 2: As need arises, ad hoc committees shall be appointed by the President *with input from the Board* and ~~approved by the Board of Directors~~. Each committee shall include at least one member of the Board of Directors. ~~All existing committees shall be discharged at the time of the annual general membership meeting or when their work is complete.~~

Such ad hoc committees as ~~deemed necessary by the Board of Directors or by the general membership~~ shall be appointed as required and dissolved once their work is complete.

#### ARTICLE X: AMENDMENTS TO BYLAWS

These Bylaws may be altered, amended or repealed, and new Bylaws may be adopted by two-thirds (2/3) of the members present at any meeting of the general membership at which a quorum is present [five (5) percent of the membership], if at least ten (10) days written notice is given to the members of intention to alter, amend, repeal, or to adopt new Bylaws at such meeting.

#### ARTICLE XI: ~~COORDINATOR~~ ADMINISTRATOR

The Board of Directors may employ an administrative assistant with the title ~~Coordinator~~ *Administrator*, whose duties are to:

- a) serve as the focal point for all CVA communications;
- b) receive and distribute all incoming mail;
- c) distribute appropriate material to Directors;
- d) assist the President, other Officers, committee Chairs, and other Directors as required;
- e) assist in the preparation and mailing of newsletters;
- f) coordinate communications ~~via email the phone tree~~ as authorized by the Board;
- g) act as Secretary pro tem as requested by the President;
- h) maintain permanent historical records of CVA, including correspondence records;
- i) order supplies; and
- j) perform other authorized tasks as requested by the President or other Officers and Directors.

Conditions of employment will be established by the Board on recommendation of the President and other Officers acting as an Executive Committee.