

**BYLAWS**  
**Of the**  
**Fila Cacao Road Committee.**

**1. FCRC Mission Statement:**

The Fila Cacao Road Committee is an all-volunteer neighborhood organization dedicated to the improvement and maintenance of the 4.1 k ridge portion of the road Fila Cacao, aka Cacao Ridge safe and solid road for all to use and enjoy in all seasons.

**2. USE OF FUNDS:**

(a) 100% of funds or contributions collected from the community will be applied to the repair and maintenance of the road Fila Cacao.

(b) Funds or contributions collected by an individual will be applied to the section of the road they use. Explanation: funds collected from the individual will be applied between their principal entrance and the entrance of Fila Cacao, which is located at the intersection with the San Juan De Dios Road.

(c) Administration fees will be borne by members of the committee and will not be taken from general contributions.

(d) All funds dispersed by the committee will be transparently reported to the community.

**3. MEMBERSHIP:** the committee will consist of a minimum of 5 members: President, Vice President, Treasurer, Secretary, vocal. The committee can elect to have more members. All members of the Committee shall serve as unpaid volunteers without compensation.

(a) Membership Requirements: Persons eligible for Membership in the Committee shall meet the following:

(I) Own property on Fila Cacao or an ancillary road connected to Fila Cacao.

(II) Contribute the annual contribution request approved by the committee.

(III) Not miss more than three consecutive meetings. A member who has automatically been removed from the committee for lack of attendance can be reinstated on the committee on attending a second consecutive meeting and by majority vote of the current committee members.

(IV) All members must affiliate with the San Juan De Dios Comité of Desarrollo.

(b) Voting: Decisions of the committee shall be by vote of a majority of those present and voting, but not less than one-half of the members then serving.

(c) Termination of Membership: The Member may terminate a membership if the Member sends written notice by email to the President. Any and all monies held by a Committee Member on behalf of the committee should be immediately turned over to another member of the committee upon resignation. A written receipt acknowledged by both parties should be issued upon receipt of the monies.

(d) A committee Member will automatically be terminated if they do not meet the Membership Requirements.

(e) When there is a vacancy, the President will send out a notice to all property owners for anyone interested to submit their name. The names are then put to a majority vote by the current members.

**4: OFFICERS:** The Committee shall have a minimum of 3 officers - President, Secretary, and Treasurer. The committee can have additional officers added at their discretion by a simple majority vote, e.g. Vice-president. The Officers shall be elected annually by the Members at the first Annual Meeting of the Members.

(a) Term: Each officer shall hold office for a term of two years or until a successor is duly elected. No officer shall serve more than two consecutive full terms except by a unanimous vote by current members, upon adoption of these bylaws.

(b) Resignation: An officer may resign only by submitting a written resignation by email to the President or to the other members if the resigning member is the President. (c) Authority and Duties: The Officers shall have the authority and responsibility delegated by the Board and as follows:

(I) The President shall preside at and conduct all meetings. The President may sign all contracts and agreements in the name of the Committee after the committee has approved them, serve as the representative of the Committee in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties that are ordinarily the function of the office, or that are assigned by the members. The President will serve as a member on any and all subcommittees formed.

(II) The Vice-President shall perform the duties of the President if the President is unable to do so or is absent, perform such other tasks as may be assigned by the Committee and, at the request of the President, assist in the performance of the duties of the President. In the event that the office of the President becomes vacant, the Vice-President shall automatically become President.

(III) The Secretary shall keep accurate records and minutes of all meetings of the Committee, make available copies of the minutes of the previous meeting and distribute

them in advance of each meeting, cause to be delivered all notices of meetings to members, maintain the Minutes Book of the Committee and a current listing with phone numbers, email, and ID numbers of the Members and maintain a current membership roster and make such roster available at all meetings where votes may be taken.

(IV) The Treasurer shall oversee the deposit of funds of the Committee; the recording of all receipts and disbursements from such account or accounts; the preparation of the records of the finances of the Committee; the preparation of financial reports of the accounts for each Board meeting; and the preparation and filing of all end of the year financial reports.

(V) Members can perform the duties of an Officer if assigned by an Officer and with the approval of a simple majority of the committee.

## **5. MEETINGS:**

(a) The committee will hold a minimum of 2 Regular Meetings per year and may be scheduled more often by the President.

(b) All regular meetings will be conducted with an agenda prepared by the President. The President will request agenda items for consideration from Members one week in advance of the meeting.

(c) Non-scheduled agenda items will be considered, time permitting under miscellaneous business. which will be listed near the end of each agenda.

(d) Minutes will be taken at all meetings, action items will be identified and assigned with a deadline for completion and the minutes will be published to all committee members

(e) Special Meetings: Special meetings of the committee can be held at any time when called by the President or by at least 2 members. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

(f) Notice of Meetings: Notice of meetings shall be emailed and delivered at least one week and no more than thirty days before the day of the meeting. Notices of special meetings shall state the purpose of the special meeting and may be given orally or in writing at least forty-eight hours prior to the meeting time. The items of consideration will be limited to the stated purpose of the special meeting, All persons entitled to vote at the meeting must be emailed or otherwise delivered proper notice of the meeting.

**6. SUB-COMMITTEES:** The Committee may create sub-committees with such powers as it deems wise to have. The President shall appoint persons to chair and serve on

those committees, including persons who are not Officers. The President shall serve on all sub-committees.

**7. CONFLICT OF INTEREST:** Any Member having an interest in a contract or other transaction or determination presented to the Committee, shall give prompt, full and frank disclosure of his or her interest to the contract, transaction or determination.

The committee shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is found to exist, such person shall not vote on, nor use his or her personal influence on, nor participate in discussion of (other than to present factual information or to respond to questions in the discussions or deliberations with respect to such contact, transaction or determination) the issue. Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon.

The minutes of the meeting shall reflect the disclosure made, the vote thereon, any abstention from voting and participation, and whether a quorum was present.

**8. COMPENSATION:** All members of the Committee shall serve as unpaid volunteers without compensation.

**9. FISCAL YEAR:** The fiscal year of the Committee shall be from November 1st to October 31st. Which coincides with the start of the annual fundraiser.

**10. AMENDMENTS:** These bylaws may be amended by a majority vote of the Members provided the proposed amendment(s) has (have) been submitted to the Members in writing by email with written notice of the meeting to decide on the proposed amendment(s) at least one week prior to the meeting date.

**11. NONDISCRIMINATION:** The Members and Officers shall be selected in a non-discriminatory manner with respect to age, sex, race, color, national origin, sexual orientation and political or religious opinion or affiliation.

Adopted by the Membership this \_\_\_\_\_ day of \_\_\_\_\_, 2021.

I, the undersigned, being Secretary of the Corporation, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Membership.

\_\_\_\_\_ Secretary \_\_\_\_\_ Date

