

# LAKE SAN MARCOS COMMUNITY ASSOCIATION

Incorporated 1971



## By-Laws 2024

### ARTICLE I: NAME AND AREA OF INTEREST

1. The name of this corporation shall be the "Lake San Marcos Community Association", a non-profit Corporation.
2. The geographical area of interest to the Association is the community of Lake San Marcos and the land, air, and water adjacent to it. The boundaries of the Lake San Marcos Community are fully described in the official maps of San Diego County.

### ARTICLE II: PRINCIPAL OFFICE

1. The principal place for the transaction of business of the Association is located at 1030 La Bonita Drive, Suite 342, Lake San Marcos, County of San Diego, State of California. The Directors may at any time change the location of the principal office to another location within the boundaries of Lake San Marcos.

### ARTICLE III: PURPOSE

1. The general purpose for which the Association is formed is to operate exclusively for community betterment and education. However, the Community Association is not structured to mediate or resolve complaints and/or disputes between residents of Lake San Marcos. In matters which affect or pertain to the entire community, the Association will study and investigate these matters. The Association will strive to disseminate information, and improve communication and understanding within the entire community. The Association will represent Lake San Marcos in discussions and negotiations with county, city, and state agencies, as well as the Citizens Development Corporation (C.D.C.), and other organizations providing services to Lake San Marcos.

2. No part of the revenues, properties or assets of the Association shall inure to the benefit of any individual, member, or Director of the Association, except salary and benefits for office personnel. Upon liquidation or dissolution, all properties and assets of the Association, remaining after paying or providing for all debts and obligations, shall be distributed to such fund, foundation, or non-profit corporation organized and operated for the civic, educational, or charitable purposes as the Lake San Marcos Community Association Board of Directors shall determine.

3. The Association shall not carry on propaganda or otherwise attempt to influence legislation, except legislation consistent with Paragraph 1 of Article III. The Association shall not participate in any political campaign on behalf of any candidate for public office, except in furtherance of the purposes as set forth in Paragraph 1 of Article III.

### ARTICLE IV: MEMBERSHIP

1. Membership in the Association shall be open to all present and subsequent property owners, HOAs, POAs, Business persons, and renters, as well as Social Clubs with activities primarily at Lake San Marcos and registered with the Lake San Marcos Community Association. Properly registered Social Clubs may use the Association office as their official address.

2. The Board reserves the right, by a majority vote of its members, to deny **LSMCA** membership to any new or renewing applicant, or revoke the membership of any current **LSMCA** member, who, in the sole reasonable discretion of the Board, has demonstrated hostility toward, or nonsupport of, the stated mission and purpose of the Lake San Marcos Community Association.

3. All members are entitled to vote: however, there will be only one vote per membership.

4. The Board shall fix and determine annually the membership dues to be paid by each Member. Membership dues are due and payable to the Association on or before October 1 of each year.

5. The Annual Meeting shall be held in November, on a date prior to the regularly scheduled November Board meeting. The announcement of the Annual meeting shall be communicated to all members, via the October Association Newsletter, at least 20 days prior to the Annual Meeting.

6. Special meetings of the Association membership may be called by the Board, or in writing, signed by at least 20 members of the Association on 20 days' written notice sent to all members. The notice shall include a meeting agenda stating the purpose for which the meeting is called.

7. A majority vote of the members voting by ballot will constitute a valid determination of any issue.

8. Notwithstanding the above provisions of Article IV, the LSMCA Board may, in its sole discretion and by a majority vote of Board members, elect to change any of the provisions above or in Articles V, VI or VII, if the Board believes there are "special circumstances" that warrant such an action. Such changes may include, but are not limited to: changing the date (either earlier or later) by which the Nominating Committee must present a slate of willing-to-serve candidates to the Board, changing the date by which the ballot must be mailed to the membership, extending the two-year terms which some Directors serve, changing the month of the Annual Meeting (to be earlier or later than November), and/or changing the date by which membership dues are due and payable (to be earlier or later than January 1). "Special circumstances" could include, without limitation, financial, legal, community, medical or political conditions, or weather-related incidents or Acts of God such as fires, flood, earthquakes, etc.

### ARTICLE V: NOMINATIONS AND ELECTIONS

1. A Nominating Committee, selected by the President at the August meeting, shall consist of three members of the Board, and two Association members at large. This committee shall prepare a slate of willing-to-serve candidates for the Director positions. A nominee must be an individual and a member of the Association, unrelated by marriage to or immediate family of any Director or other nominee, and must submit his/her biography, and sign a conflict-of-interest statement, prior to being placed on the ballot. The slate will be presented to the Board at the September meeting, unless the Board has changed this date as allowed above in Article IV, paragraph 7.

2. A nomination for Director may also be made in writing, signed by at least 20 members, together with a biography, a written statement from the nominee that he/she would serve if elected, and a signed conflict of interest statement. This must be received in the Association office one week prior to the regular September Board meeting. unless the Board has changed this date as allowed above in Article IV, paragraph 7.

3. The election will be by ballot only. All names of candidates, with a brief biography of each, a ballot, and the annual meeting agenda will be mailed to the membership in October, at least 20 days before the Annual Meeting. The ballot will specify the number of votes to be cast, and the last date for the ballots to be returned to the Association office. Cumulative or ranked voting is not allowed. unless the Board has changed this date as allowed above in Article IV, paragraph 7.

#### **ARTICLE VI: DIRECTORS AND DUTIES**

1. There shall be nine (9) elected Directors. Directors shall be elected prior to the Annual Meeting by balloting as prescribed under Article V, Paragraph 3. The results of this vote will be given at the Annual Meeting. Five (5) Directors will be elected in even-numbered years, and four in odd-numbered years. Each Director shall be elected for a two-year term, unless the Board has extended the terms, as allowed above in Article IV, paragraph 7.

2. Any Director who resigns, is removed, or otherwise leaves the position as Director will be replaced by a majority vote of the remaining Board to serve the unexpired term of the departing Director.

3. Any Director may be removed for cause, or failure to attend three consecutive Board Meetings without an excuse rendered prior to such meetings, by a majority vote of the remaining Directors.

4. Directors and/or Officers shall serve without compensation of any kind.

5. Directors shall meet on the second Thursday of each month at the Association office. Board Meetings shall be open to any Association member unless the meeting is specifically closed pursuant to special legal or personnel matters.

6. A majority (5) of the Board of Directors, each having one vote, shall constitute a quorum for the transaction of Association business. If an LSMCA Board meeting or a committee meeting starts with a quorum, the quorum continues even if some members leave during the meeting, so long as at least two members remain. This allows the LSMCA Board or committee to continue to vote on matters under consideration

7. It shall be the duty of the Officers and Directors, as well as any other duly appointed Association member, to represent the Association on matters affecting the Association. The Board shall be the primary policy-making body of the Association. No policy shall be inconsistent with these By-laws.

8. The efforts of the Board of Directors to maintain and improve the quality of living in Lake San Marcos, as outlined in Article III, Paragraph 1, may require contact with governmental agencies. In such event, the President may convene the Board to bring to the attention of the government agencies the views and attitudes of the Association concerning matters affecting the Lake San Marcos community, and to receive from these agencies' information of interest to the Association.

9. Special meetings of the Board of Directors may be called by the President or any three Directors on reasonable notice to all Directors.

10. The Board may adopt rules and regulations as may be necessary to carry out its duties. These rules and regulations must be consistent with the By-laws of the Association.

#### **ARTICLE VII: OFFICERS AND DUTIES**

1. The Association shall have the following officers:

President  
First Vice President  
Second Vice President  
Secretary/Treasurer

2. At the regular meeting in November, the President shall appoint three members of the existing Board as an Officer Nominating Committee. This Committee shall (to the extent possible) consult with all members of the next year's Board (both returning and newly elected) and submit its recommendations at a special meeting in December, to the new Board, for the purpose of voting on officers for the following year. These November and December actions may be delayed if the Board has made changes as allowed above in Article IV, paragraph 7. Additional nominations may be made from the floor, and the election held at this meeting. If more than one candidate for an office is nominated, the balloting for that office shall be in writing. The ballot will be voted in secret and the ballots shall be counted by two members of the new Board not on that ballot.

3. Officers are elected for a one-year term beginning January 1 of each year, unless the Board has extended the terms as allowed above in Article IV, paragraph 7. Officers may serve consecutive terms, limited only by their membership on the Board.

4. Any Officer who resigns, or is otherwise unable to continue serving for whatever cause, will be replaced by a majority vote at the next regular or special meeting

of the Board of Directors to serve the unexpired term of the departing Officer.

5. The President shall preside at all meetings of the Association, and of the Board of Directors. In the absence or incapacity of the President, the First Vice President shall perform the President's duties. In the absence or incapacity of both the President and First Vice President, the 2nd Vice President shall perform the President's duties.

6. The Secretary/Treasurer shall be responsible for the safekeeping of the minutes, and the by-laws as a permanent record in the Association office. He/she shall act as parliamentarian and assure that all meetings are conducted under Roberts Rules of Order.

7. The Secretary/Treasurer shall function as the Board's coordinator of the Association office staff. He/she shall be responsible for the member roster and the Association's database.

8. The Secretary/Treasurer shall see that the office staff keep adequate and correct accounts of all business transactions of the Association, including account of its liabilities, receipts and disbursements, and prepare a Monthly Statement for the Board. He/she shall approve the disbursement of Association funds as authorized by the Board and will be the signatory for all disbursements.

9. The books of account shall be open for inspection by any Association member at any reasonable time during normal business hours. The Secretary/Treasurer shall monitor the deposit of all monies and other valuables in the name, and to the credit of the Association with such depositories as may be designated by the Board. He/she shall approve the funds of the Association as authorized by the Board.

#### **ARTICLE VIII: COMMITTEES**

1. The President may appoint such committees and committee chairpersons to serve for such period of time as are deemed necessary.

2. All committee chairpersons will be directly responsible to the Board and shall make monthly reports to the Board.

3. The LSMCA Board of Directors may disband or dissolve any committee by majority vote of the Board. The Board must give the committee chair and members at least ten (10) days written notice prior to the date the committee will be disbanded or dissolved. The Board may vote to disband or dissolve a committee as of a specified future date.

4. The LSMCA President is an ex-officio member of all committees and may also be a voting member of any committee that the President chooses to be on as a regular member, not just an ex-officio member. All Board members are voting members of all committees on which they sit, unless specified otherwise.

#### **ARTICLE IX: AMENDMENTS**

1. Notification of proposed changes in these By-Laws must be submitted to the Board of Directors at least ten (10) days prior to a regular or special meeting, at which time these By-Laws may be changed by a majority vote of the Board.

2. Notification of By-Laws revisions will be communicated to the members via the Association Bulletin Board, and will be kept on file in the Association office.

#### **ARTICLE X: RULES**

1. Meetings shall be conducted under Robert's Rules of Order insofar as such rules are consistent with these By-Laws.

#### **ARTICLE XI: DATE OF ADOPTION**

1. The Association By-Laws were originally adopted on July 8, 1971, and amended July 20, 1972; April 22, 1975; September 21, 1976; February 23, 1978; August 23, 1979; March 26, 1981; December 14, 1989; and new By-Laws replacing all others were adopted January 16, 1992.

2. The By-Laws adopted on May 13, 1993 replaced all previous By-Laws. The By-Laws were again amended on August 10, 1995; September 12, 1996; September 10, 1998; October 9, 2000; January 11, 2001; September 11, 2004; July 13, 2006, September 8, 2011 and December 8, 2011, July 24, 2012, August 13, 2015, January 14, 2016, October 13, 2016, January 10, 2019, May 11, 2023, September 4, 2024.

*(End of By-Laws)*