

**MONTEZUMA VALLEY VOLUNTEER COMMUNITY SERVICE ORGANIZATION
(MVVCSO)
BYLAWS**

Ratified June 18, 2025

ARTICLE I: OFFICES

Section 1: Principal Office

The principal office for the transaction of business of the Montezuma Valley Volunteer Community Service Organization (MVVCSO) is located at 37370 Montezuma Valley Rd, Ranchita, CA 92066, in the County of San Diego. The mailing address for MVVCSO is also 37370 Montezuma Valley Rd, Ranchita, CA 92066. The Board of Directors may change the principal office location within San Diego County by resolution, with notice to members.

ARTICLE II: AFFILIATION

MVVCSO may affiliate with other organizations as deemed advisable by the Board of Directors to further its mission of serving the Ranchita community. Affiliations must be approved by a simple majority vote of the Board and align with MVVCSO's purpose.

ARTICLE III: MEMBERS

Section 1: Classes of Membership

MVVCSO shall have the following classes of membership:

1. **Voting Member:** An individual who:
 - Is at least 21 years of age;
 - Maintains a primary residence within the mapped boundary defined by the Board;

- Submits a written membership application and is approved by the Board of Directors;
- Remains in good standing as defined by the Board through a publicly available policy.

Note: Voting membership is required to sit on the Board of Directors. Good standing minimally requires at least one meeting attendance annually (in-person or virtual), a signed pledge to support MVVCSO's mission and bylaws, and no recorded misconduct.

2. **Non-Voting Member:** An individual who supports MVVCSO's mission but resides outside the boundary or does not meet Voting Member criteria.
3. **Honorary Member:** An individual who significantly contributes time or resources to MVVCSO, as approved by a majority vote of the Board. Honorary Members have no voting rights.
4. **Additional Membership Classifications:** To foster engagement and recognize diverse contributions, the Board may establish optional membership categories through policy documents, including but not limited to:
 - Affiliate Member
 - Associate Member
 - Student or Youth Member
 - Supporting Member
 - Provisional Member
 - Legacy Member
 - Service Member
 - Organizational Member
 - Emeritus Member

These additional categories shall be non-voting unless otherwise specified by the Board and detailed in MVVCSO's Standard Operating Procedures, or if the member meets Voting Member requirements.

Emeritus Members, defined as former Directors who have served in good standing and are approved by the Board for this classification, shall have the right to attend all regular, special, and other meetings of the Board of Directors. The Board shall provide proper notice to Emeritus Members for all such meetings, consistent with the notice requirements for Directors as outlined in Article IV, Section 3. Emeritus Members may participate in discussions to provide institutional knowledge, answer questions, and offer mentorship during Board transitions, but they shall have no voting powers unless expressly prescribed by these Bylaws in critical situations, such as filling Board vacancies (Article IV, Section 5) or responding to emergencies like natural disasters (Article XVI). This provision ensures continuity, resilience, and the preservation of organizational expertise without compromising the authority of the elected Board.

Section 2: Voting Rights

1. Each Voting Member is entitled to one vote on matters subject to membership vote, including the election of directors, bylaw amendments, and major financial decisions.
2. Voting Members may vote in person, by mail, or electronically, as authorized by the Board, to ensure accessibility.
3. Proxy voting is not permitted to maintain direct member participation.
4. The Secretary shall maintain a public roster of Voting Members, updated annually, accessible in person at the principal office with large-print options and assistance for disabled members (per Article XV). Limited online access (e.g., view-only, no downloads) may be provided with Board approval, ensuring compliance with the California Consumer Privacy Act (CCPA) and accessibility for all members.

Section 3: Membership Enrollment and Verification

1. Membership is established by submitting a written application (available at the principal office or online) and receiving Board approval within 60 days.

2. Voting Member status requires verification of primary residence through documentation.
3. The Board shall define “good standing” in a publicly available policy, ensuring fairness and transparency. Voting Members shall ratify the Good Standing policy.
4. Additional membership categories may have specific eligibility criteria and membership powers (e.g., Emeritus Member) set by the Board, detailed in policy documents.

Section 4: Member Meetings

1. An Annual General Meeting of Voting Members shall be held each December to elect Directors whose two-year terms are expiring or to fill vacancies, review the annual report, and discuss MVVCSO’s plans. At least 30 days’ public notice is required, posted at the principal office, community bulletins, and online, with accommodations for non-digital access.
2. Special Member Meetings may be called by the President, a majority of the Board, or 5% of Voting Members, with 10–90 days’ notice per California Corporations Code § 5511. The Secretary may call special meetings only for emergencies (e.g., quorum loss, legal deadlines), with Board approval.
3. Notices shall be accessible, with accommodations for residents lacking digital access.
4. If a member meeting lacks quorum, it may reconvene within 14–60 days with 7 days’ notice via online postings, food bank postings, and mailed flyers. Present Voting Members form quorum. Bylaw amendments failing quorum twice may be adopted with a two-thirds Board vote and 25% Voting Member approval via a 30-day mail/electronic vote.

ARTICLE IV: BOARD OF DIRECTORS

Section 1: Composition and Term

1. The Board shall consist of 5 to 9 Directors, all of whom must be Voting Members in good standing, at least 21 years of age, and full-time residents within the boundary set by the bylaws.
2. Directors are elected by Voting Members at the Annual General Meeting for two-year terms, with a limit of three consecutive terms. Terms are staggered to ensure continuity.
3. Directors may not serve more than three consecutive terms unless approved by a two-thirds vote of Voting Members due to exceptional circumstances.
4. No more than one individual from the same household may serve on the Board simultaneously.
5. The Board may review and adjust its size as needed, with at least 30 days' public notice via food bank postings, community bulletins, and online channels, and shall hold a community forum for member input. Adjustments to the number of Directors require a board resolution after the forum. Decision factors (e.g., participation levels, program growth) shall be outlined in a Board-adopted policy.

Section 2: Powers

1. The Board shall manage MVVCSO's affairs, authorize expenditures, and oversee the use of facilities, prioritizing community benefit, transparency, and accountability.
2. The Board shall actively pursue grants and partnerships to fund community services, with input from Voting Members via public forums or surveys.
3. Major expenditures, including capital improvements, major equipment purchases, or financial commitments exceeding \$10,000, shall require majority approval by Voting Members, unless they are part of a previously approved grant-funded or Board-approved project.
 - Before such a vote, the Board shall hold a community forum to gather feedback with at least 14 days' notice via food bank postings, community bulletin boards, and online channels.

- This provision applies to unplanned or discretionary use of MVVCSO funds. It does not apply to grants, donations, or revenue received with an obligation to spend, nor to spending already approved within a Board- or grant-authorized project scope.

Section 3: Meetings

1. Regular Board Meetings shall be held at least quarterly, open to Voting Members and the public, with agendas and notices posted 7 days in advance. Meetings shall be accessible according to relevant Board-approved policies.
2. A quorum is a simple majority of seated Directors. In case of a tie, the President casts the deciding vote.
3. The President, Vice President, or two Directors may call special meetings with 48 hours' notice to Directors and public posting. The Secretary may call special meetings only for emergencies (e.g., quorum loss, legal deadlines), with Board approval.
4. Minutes shall be published within 14 days, with accommodations for non-digital access.
5. If only one voting Director remains, they may call a properly noticed meeting.
6. Remote Participation: Board meetings may be held via remote platforms (e.g., Zoom, Microsoft Teams) when physical attendance is not possible (e.g., during pandemics). Remote participation counts toward quorum, and all votes shall be conducted electronically for proper documentation.
7. Voting Members may participate remotely in regular meetings. The Board shall ensure accommodations for virtual attendance, including providing necessary technology platforms and clear instructions.

Section 4: Removal of Directors

1. Directors may be removed for cause per California Corporations Code §§ 5221–5223, by a two-thirds vote of Voting Members at a special meeting with 30 days' notice.
2. A Director missing three consecutive regular meetings without cause, as defined in a Board-approved policy detailed in MVVCSO's Standard Operating Procedures, may be removed by a majority Board vote, with a 14-day response period provided. The policy shall be posted within 7 days at the food bank, community bulletins, and online channels (if available), with large-print and screen-reader-compatible formats, ensuring transparency and member access.

Section 5: Vacancies

1. If the Board falls below quorum (fewer than half of seated Directors), the Secretary, or, if unavailable, an alternative officer or designee (e.g., an Emeritus Secretary or other Voting Member in good standing) as defined in a Board-approved policy detailed in MVVCSO's Standard Operating Procedures, shall notify Voting Members within 7 days via public postings at the food bank, community bulletin boards, and online channels (if available), with large-print formats and accommodations for non-digital access. The policy shall be posted within 7 days with accessible formats, ensuring transparency.
2. Recruitment efforts shall begin immediately, including a 30-day public solicitation of letters of intent from Voting Members in good standing, with preference given to Emeritus Board Members who meet Voting Member criteria (Article III, Section 1A), as defined in a Board-approved policy detailed in MVVCSO's Standard Operating Procedures. If qualified candidates apply, the remaining Board members may appoint by majority vote. The policy shall be posted within 7 days with accessible formats, ensuring transparency.
3. If insufficient applicants apply to restore quorum, the Board may temporarily extend the terms of seated Directors (including those at term limits) until quorum

is restored. This extension shall be reported in the 7-day notice and may not exceed 60 days without additional public notice and justification.

4. Appointments during reduced quorum shall be posted within 7 days at the food bank lot, community bulletins, and online, including appointee names and brief qualifications (e.g., community involvement), with large-print options.

Section 6: Conflict of Interest

1. Directors and officers shall disclose any financial or personal interests in MVVCSO decisions and recuse themselves from related votes.
2. The Board shall adopt a comprehensive Conflict of Interest Policy compliant with California law. Failure to disclose conflicts is grounds for review and potential removal.

Section 7: Board Vacancy and Crisis Management

1. **Only One Director Remains:** If only one Director remains, they may:
 - Authorize operational expenditures (e.g., utilities, routine food bank costs) up to \$300 per instance, with a monthly cap of \$900, excluding recurring payments and already approved items. Emergency expenditures up to \$1,000 per instance require written justification and shall be ratified within 30 days of quorum restoration. All expenditures must be documented and reported to Voting Members within 14 days via public postings at the food bank, community bulletins, and online channels (if available), with large-print and screen-reader-compatible formats. If inconsistencies arise between authorized expenditures and the treasury report upon quorum restoration, an audit shall ensure accuracy and alignment with Board-approved spending, per California Corporations Code § 5231 (duty of care).
 - Call upon Emeritus Board Members, as defined in a Board-approved policy detailed in MVVCSO's Standard Operating Procedures (SOPs), to

temporarily serve as voting Directors to form a quorum (per Article IV, Section 3B) until a new Elected Board is seated through Voting Member elections (per Article IV, Section 1B). Emeritus Board Members must meet Voting Member criteria (Article III, Section 1A) and be approved by the sole Director via resolution. Their appointment shall be posted within 7 days at the food bank, community bulletins, and online channels (if available), with large-print and screen-reader-compatible formats, and may not exceed 60 days or the next Annual General Meeting (AGM) without Voting Member approval at a special meeting (Article III, Section 4B). Emeritus Board Members' voting authority is limited to forming a quorum and facilitating elections or vacancy appointments (per Article IV, Section 5), ensuring compliance with California Corporations Code § 5220 (member elections).

2. **Completely Vacated Board:** If the Board is completely vacated due to mass resignation, accident, disaster, or unforeseen circumstances, Emeritus Board Members, as defined in a Board-approved SOP, may immediately convene to repopulate the Board as interim voting Directors until a new Elected Board is seated through Voting Member elections (per Article IV, Section 1B).
 - The process shall be initiated by an Emeritus Secretary or, if unavailable, a designated Voting Member committee, as outlined in a Board-approved SOP compliant with California Corporations Code § 5210 (Board authority).
 - Emeritus Board Members must meet Voting Member criteria (Article III, Section 1A) and be approved by majority vote of convening Emeritus Members via resolution. Their appointment shall be posted within 7 days at the food bank, community bulletins, and online channels (if available), with large-print and screen-reader-compatible formats, ensuring transparency per the California Nonprofit Integrity Act (Government Code § 12586).

- Interim service may not exceed 60 days or the next AGM without Voting Member approval at a special meeting (Article III, Section 4B). Interim Directors' voting authority is limited to forming a quorum, facilitating elections, or appointing vacancies (per Article IV, Section 5), ensuring compliance with California Corporations Code § 5220. The SOP shall be posted within 7 days with accessible formats, aligning with the Americans with Disabilities Act (28 CFR § 36) and California Civil Code § 51 (Unruh Civil Rights Act).

Section 8: Emergency Powers

In emergencies, the Board may take urgent actions by majority vote, including expending up to \$10,000 without member approval. Actions must be reported to Voting Members within 14 days.

ARTICLE V: OFFICERS

Section 1: Officer Roles

The officers shall include:

- President
- Vice President
- Secretary
- Treasurer

Additional roles, including Vice roles (e.g., Vice Treasurer, Vice Secretary), may be appointed by the Board as needed to support community growth or grant activities. The Roles and Responsibilities of all officers shall be enumerated in a Board-approved policy, maintained in MVVCSO's Standard Operating Procedures, and made publicly available with accessible formats to ensure transparency and member access.

Section 2: Election and Term

1. Officers are elected annually by the Board from among Directors at the first meeting following the Annual General Meeting.
2. Officers serve one-year terms, renewable up to five years, aligned with Board term limits.

Section 3: Duties

Primary Duties

- **President:** Acts as Chief Executive Officer, oversees operations, presides at meetings, leads strategic planning, ensures transparency.
- **Vice President:** Assumes President's duties in absence, assists with grant applications and community outreach.
- **Secretary:** Records and publishes minutes, maintains membership roster, posts notices, manages elections.
- **Treasurer:** Manages finances, provides monthly and annual reports, ensures grant compliance, and may be bonded if handling over \$10,000 annually.
- **Vice Roles:** Vice officers, when appointed, shall assist their respective officers and may be delegated specific duties by the Board (e.g., pursuing designated grants for a Vice Treasurer, serving as a spokesperson for a Vice Secretary). Vice roles have no independent authority beyond Board-delegated tasks to prevent power consolidation.

These primary duties are supplemented by specific and expanded duties defined in a Board-approved Standard Operating Procedure (SOP), approved by majority vote and detailed in MVVCSO's SOPs. The SOP shall be posted within 7 days at the food bank, community bulletins, and online channels (if available), with large-print and screen-reader-compatible formats as needed, ensuring transparency and member access.

Section 4: Vice Authorities

The Board may establish Vice roles to support officers during significant community growth or grant opportunities.

- Vice officers' duties shall be defined in a Board-approved Standard Operating Procedure (SOP), approved by majority vote and detailed in MVVCSO's SOPs, ensuring alignment with MVVCSO's mission and transparency to members. The SOP shall be posted within 7 days at the food bank, community bulletins, and online channels (if available), with large-print and screen-reader-compatible formats.
- All actions by Vice officers require Board oversight and reporting for accountability.
- Delegated tasks (e.g., grant applications) must be approved by Board resolution and recorded in minutes.

ARTICLE VI: COMMITTEES

Section 1: Standing Committees

1. **Finance Committee:** Comprises two Directors and three Voting Members. Oversees budgets, audits, financial statements, and compliance with the California Nonprofit Integrity Act.
2. **Grant Committee:** Comprises one Director and two Voting Members. Researches grants, drafts applications, ensures compliance, and updates the community.
3. **Community Engagement Committee:** Comprises one Director and three Voting Members. Organizes public forums, collects feedback, promotes MVVCSO activities.
4. **Ethics Committee:** Formed as needed, investigates complaints with impartiality, reports findings publicly (excluding confidential details).
5. **Election Committee:** Comprises at least one Director and two Voting Members in good standing. Oversees all MVVCSO elections, special elections, and votes

of no confidence. Members may not be active candidates in elections they oversee.

Section 2: Committee Appointments

Committees are appointed by the Board, with Chairs designated by the President. Committees must reflect MVVCSO's inclusivity goals.

Section 3: Additional Committees

The Board may authorize additional standing or ad hoc committees when need or prudence requires, by majority vote via resolution, to address specific organizational needs or opportunities (e.g., fundraising, emergency response). Committee purposes, compositions, and durations shall be defined in the resolution and detailed in MVVCSO's Standard Operating Procedures. New committees shall include at least one Director and reflect inclusivity goals (per Section 2). Committee creation and memberships shall be posted within 7 days at the food bank, community bulletins, and online channels (if available), with large-print options, ensuring transparency and member access.

ARTICLE VII: CORPORATE RECORDS AND REPORTS

Section 1: Records

MVVCSO shall maintain accurate records of minutes, finances, and membership at its principal office or via public postings, with accommodations for non-digital residents and deference to individual privacy.

Section 2: Inspection

All records shall be open to Voting Members and Directors with 7 days' written notice. Where feasible, limited online access (e.g., view-only, no downloads) may be provided with Board approval, ensuring CCPA compliance.

Section 3: Annual Report

The Board shall publish an annual report by January 31, summarizing activities, finances, and grant outcomes, certified by the President, Secretary, or a CPA.

Section 4: Fiscal Year

The fiscal year shall be January 1 to December 31, unless changed by Board resolution with 30 days' notice to Voting Members.

ARTICLE VIII: BYLAWS

Section 1: Amendment

The bylaws may be amended by a two-thirds vote of the Board, followed by a majority vote of Voting Members at a special meeting or via mail/electronic ballot, with 30 days' public notice and a feedback period.

ARTICLE IX: DISSOLUTION

Upon dissolution, MVVCSO's assets shall be distributed to a nonprofit with a similar mission serving Ranchita, or a neighboring community, as approved by the Board and Voting Members, per California Corporations Code § 6716 and IRS requirements.

ARTICLE X: INDEMNIFICATION AND INSURANCE

Section 1: Indemnification

MVVCSO shall indemnify Directors, officers, and volunteers against expenses from actions taken in good faith, per California Corporations Code § 5238.

Section 2: Insurance

MVVCSO may maintain Directors and Officers (D&O) Liability Insurance, General Liability Insurance, and Property Insurance. The Board shall annually review all

insurance coverage to ensure adequacy for risks associated with MVVCSO's operations (e.g., events, property, legal obligations).

ARTICLE XI: WHISTLEBLOWER PROTECTION

MVVCSO shall maintain a policy prohibiting retaliation against individuals reporting suspected misconduct in good faith. The Ethics Committee shall investigate complaints confidentially.

ARTICLE XII: INCLUSIVITY

MVVCSO commits to inclusivity, ensuring governance and programs reflect and support all residents, regardless of age, income, disability, or background.

ARTICLE XIII: VOLUNTEER PROGRAMS

The Board shall establish volunteer programs for community services, coordinated by a Volunteer Committee, with training and recognition.

ARTICLE XIV: GRANT AND PROGRAM SUPPORT

The Board shall pursue grants and develop programs to meet community needs, with input from the Grant Committee and public forums. Programs shall include targeted support for residents facing sudden hardships (e.g., job loss, disability) to ensure inclusivity and resilience.

ARTICLE XV: ACCESSIBILITY

The Board shall ensure all materials and meetings are accessible, including large-print forms, translation services, and technical support for disabled or elderly residents, per the Americans with Disabilities Act (28 CFR § 36) and California Civil Code § 51 (Unruh Civil Rights Act). Digital materials shall include alternative formats (e.g., screen-reader-compatible PDFs). MVVCSO shall partner with local organizations (e.g., churches, reservations) to facilitate volunteer-driven carpools for residents within the

defined boundary, based on volunteer availability and first-come, first-served, up to available resources. The Board shall allocate an annual budget for insurance and coordination costs associated with accessibility and transportation initiatives, as defined in a Board-approved policy, approved by majority vote and detailed in MVVCSO's Standard Operating Procedures. The budget and policy shall be reviewed annually and posted within 7 days at the food bank, community bulletins, and online channels (if available), with large-print and screen-reader-compatible formats, ensuring transparency and member access. Procedures (e.g., request processes, accommodations) shall be detailed in a Board-adopted policy.

ARTICLE XVI: EMERGENCY RESPONSE

In crises, the Board may act swiftly to protect the community, with actions reported to Voting Members within 14 days.

ARTICLE XVII: CONSTRUCTION

Terms used in these bylaws shall be interpreted per the California Corporations Code and applicable nonprofit laws.

CERTIFICATION OF RATIFICATION

We, the undersigned, being the President and Secretary of the Montezuma Valley Volunteer Community Service Organization (MVVCSO), hereby certify that the foregoing Bylaws were duly ratified by a majority vote of the Voting Members of MVVCSO at a vote held in in good faith in June, 2025, in accordance with the procedures set forth in the organization's governing documents and applicable California law.

President: _____

Name: _____ Date: _____

Secretary: _____

Name: _____ Date: _____