

**By-Laws of the Glendale Gardens Community Council  
d.b.a. Glendale Community Council**

Amended and approved during the general meeting held January 18, 2017.

**RECEIVED**

**JAN 27 2017**

**CITY RECORDER**

**ARTICLE I NAME AND LOCATION:**

- Section 1.1 The name of this organization shall be the Glendale Gardens Community Council doing business as Glendale Community Council.
- Section 1.2 The area served by the Glendale Gardens Community Council (the "Council") shall be bounded on the east by Interstate I-15, on the south by the City limits, on the west by the City limits, and on the north by the 9-Line Trail.

**ARTICLE II PURPOSE AND POLICY:**

- Section 2.1 The purpose of this organization shall be to promote the well-being and interests of the Glendale Community.
- Section 2.2 This organization may study, make recommendations, support and take action upon community measures and policies in the best interest of the Glendale Community.

**ARTICLE III MEMBERSHIP:**

- Section 3.1 The General Membership of the Council shall be composed of two types: Individual and Organizational.
- 3.1.1 Individual membership shall be granted to any resident of the area by the Council.
- 3.1.2 Organizational membership shall be granted to any property owner, civic organization, business, service agency, or institution located in the area served by the Council. Each organization becoming a member shall appoint a maximum of one delegate to represent it.
- Section 3.2 Duties of the General Membership of the Council: The membership of the Council shall determine the general policy for the Council, shall elect a Board of Directors, and shall delegate to the Board of Directors the management of the activities of the Council.

**ARTICLE IV OFFICERS AND THEIR DUTIES:**

- Section 4.1 The officers of the Council shall be Chair, a First Vice Chair, a Second Vice Chair, a Secretary, and a Treasurer. These officers shall be elected by the members of the Council at the appropriate annual meeting. These officers shall compose the Executive Committee. The term of office shall be two (2) years. The term of office for the Chair, First Vice Chair, and Second Vice Chair shall commence on even numbered years and the term of office for the Secretary and Treasurer shall commence on odd numbered years. Newly elected officers shall assume office immediately after the conclusion of the annual meeting. The officers must be residents of the Council area.

- Section 4.2 The Chair: The Chair shall preside at all meetings of the Council and of the Board of Directors. He/She shall co-sign checks, drafts and notes with the Treasurer, and in the absence or disability of the Treasurer, co-sign checks, drafts and notes with another Executive Officer. He/She shall be an ex-officio member of all committees, with the capacity to advise and vote in committee meetings. The Chair shall have such usual powers of supervision and management as may pertain to the Chair of the Community Council, and shall perform such other duties as may be designated by the Board of Directors or membership.
- Section 4.3 The First Vice Chair: In the event of resignation, absence, disability or death of the Chair, the First Vice Chair shall possess all the powers and perform all of the duties of that office until the next general election, at which time any remaining balance of the term shall be filled by a candidate elected from the membership of the Council. The fulfillment of this vacancy does not constitute a term.
- Section 4.4 The Second Vice Chair: In the event of resignation, absence, disability or death of the First Vice Chair, the Second Vice Chair shall possess all the powers and perform all the duties of that office until the next general election, at which time any remaining balance of the term shall be filled by a candidate elected from the membership of the Council. The fulfillment of this vacancy does not constitute a term. In the event the Second Vice Chair must assume the powers and duties of the First Vice Chair or in the event of resignation, absence, disability or death of the Second Vice Chair, any remaining balance of the term shall be filled by a candidate elected by the Council to serve as Second Vice Chair at the next general meeting. The fulfillment of this vacancy does not constitute a term.
- Section 4.5 The Secretary. The Secretary shall keep the minutes of all the meetings of the Council and of the Board of Directors. He/She shall submit the agenda and minutes to the City for notification of the members concerning the meetings, and shall perform such other functions as may be incident to the office. The Secretary shall prepare minutes prior to the next general meeting, make them freely available, and distribute them. When staffed, some of the responsibility may be delegated to staff. In the event of resignation, absence, disability or death of the Secretary, any remaining balance of the term will be filled by a candidate elected from the membership of the Council at the next general meeting. The fulfillment of this vacancy does not constitute a term.
- Section 4.6 The Treasurer. The Treasurer shall co-sign with the Chair or Vice Chair all contracts, checks, and other papers when so authorized by the Board of Directors, shall present a report at least quarterly to the general members, and shall follow a financial control policy established by the Board. When staffed, some of the responsibility may be delegated to staff. In the event of resignation, absence, disability or death of the Treasurer, any remaining balance of the term will be filled by a candidate elected from the membership of the Council at the next general meeting. The fulfillment of this vacancy does not constitute a term.

## **ARTICLE V BOARD OF DIRECTORS:**

- Section 5.1 Powers and duties: There shall be a Board of Directors which shall conduct the business of the Council under the general direction of the membership. The Board of Directors may make such rules as it deems necessary for the conduct of its affairs, provided they do not conflict with these By-laws or any future amendments.
- Section 5.2 The Board of Directors shall be composed of the Chair, First Vice Chair, Second Vice Chair, Secretary, and Treasurer (Executive Committee), the immediate past Community Council Chair, and current Committee Chairs not to exceed ten (10) elected to the Board by and from the Council membership.
- Section 5.3 Removal of Directors. Any individual director may be presented to the general members for removal for cause from the board by a vote of the majority of the board at any meeting at which said removal of director is considered. For purposes of this section, "for cause" shall include failure of a director to attend three consecutive board meetings held in the prior 12 months, creation of a hostile or intimidating environment, misfeasance, or malfeasance. In case any director is so removed, the vacancy is filled according to Article IV. In the event of resignation, absence, dismissal, disability, or death of any member of the board other than the Executive Committee, the term shall be fulfilled by a candidate elected by the general membership of the Council at the next general meeting. Fulfillment of this vacancy does not constitute a term.
- Section 5.4 Meetings: The Board of Directors shall meet in regular sessions a minimum of four (4) times a year, as necessary and at such times and places as the board may determine. Special meetings of the Board of Directors may be called at any time by the Chair. Upon written request of five (5) board members or a simple majority, whichever is less, the Chair shall call a special meeting setting forth in writing the purpose of the special meeting.
- Section 5.5 The majority of the members of the Board of Directors shall constitute a quorum.
- Section 5.6 The immediate past Chair of the Council shall be an ex-officio member of the Board of Directors with voting privileges. If removed from office, the position shall remain vacant.
- Section 5.7 Term of office: Except for officers and the immediate past Community Council Chair, all directors shall be up for election at the annual meeting every year. No person shall serve on the board for more than four (4) years in a specific seat, or six (6) consecutive years on the board without retiring for a minimum of two (2) years.
- Section 5.8 An appointed seat on the board shall be offered to the elected City Council representative from District 2, or he/she may select any current board member as his/her liaison. The seat shall carry no voting privileges.

- Section 5.9     Amendment of By-Laws: The Board of Directors shall have the power to amend these By-laws subject to the approval of the general membership of the Council present at a general meeting and provided that the notice of the meeting was freely available, distributed widely, posted at the meeting place, and included an agenda item of amendment of the By-laws. The approval of amendments shall be by ballot with a separate vote for each amended Section. The approval of an amended Section must be by a two-thirds majority of the votes.

#### **ARTICLE VI   GENERAL MEMBERSHIP MEETINGS:**

- Section 6.1     General membership meetings shall be held on the third Wednesday of each month, or as determined by the Board of Directors with approval of the general membership of the Council. The location of the meeting shall be as determined by the Board of Directors and shall be included with the notification of the meeting on the agenda.
- Section 6.2     Upon request in writing of fifteen (15) members of the Council, the Chair shall call a special meeting. This meeting shall occur within 30 days of the request and prior to the next general meeting. At least three (3) days written notice shall be given of the meeting and setting forth the purpose of the special meeting.
- Section 6.3     Quorum: Those members present of the Council shall constitute a quorum at all membership meetings.
- Section 6.4     The annual meeting shall be held each January. Members present at the annual meetings shall elect officers, and transact such other business as may properly come before them.
- Section 6.5     Removal of Directors. Any individual director may be removed from office for cause by a vote of the majority of members at any meeting at which said removal of director is considered. For purposes of this section, "for cause" shall include failure of a director to attend three consecutive general meetings held in the prior 12 months, creation of a hostile or intimidating environment, misfeasance, or malfeasance. In case any director is so removed at a meeting, a successor director shall be elected in accordance with these By-laws.
- Section 6.6     Amendment of By-Laws: These By-laws may be amended or repealed, and new By-laws adopted at any meeting by the vote of a two-thirds majority of members voting at the meeting, provided that the notice of the meeting was freely available, distributed widely, posted at the meeting place, and included an agenda item of amendment of the By-laws. The approval of amendments shall be by ballot with a separate vote for each amended Section.

#### **ARTICLE VII   FINANCIAL ADMINISTRATION:**

- Section 7.1     The fiscal year of the Council shall commence on the first day of January each year.
- Section 7.2     Contributions may be solicited from interested individuals and organizations following notification of the Executive Committee.



- Section 7.3 A budget committee may be appointed by the Board of Directors following the annual meeting to prepare a budget for the ensuing year. The Chair and Treasurer of the Council are automatically on the Budget Committee. The chair of the budget committee is to be designated by the Board of Directors.
- Section 7.4 All financial records shall be made available to members within 15 days of written request.
- Section 7.5 No directors shall receive compensation for board service, other than reimbursement for direct costs incurred.

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

- Section 8.1 There shall be an Executive Committee composed of the officers of the Council. Up to ten (10) other committees may be formed at the discretion of the members of the Council. The Chair of each of these committees shall be elected from and by the membership of the Council, and shall serve on the Board of Directors for a term of one (1) year. Other committee members may volunteer from the general membership of the Council. Each Chair may structure each respective committee as needed.

#### **ARTICLE IX PROGRAM:**

- Section 9.1 The Board of Directors shall initiate such community projects as it deems advisable. Any member of the Council may attend Board of Director meetings and may suggest projects or programs to the Board. The Board shall consider all recommendations made including those from the annual, special or general membership meetings. Members may make motions from the floor at any annual, special or general meeting.

#### **ARTICLE X VOTING:**

- Section 10.1 Each member, as defined in Article III of the Council By-laws, the age of 18 years or older, present shall have one vote upon any motion before the general membership meeting of the Council. No person shall exercise more than one vote per motion. Any motion made by an individual must be seconded in order to be presented to the general membership. Once the motion is before the membership, the Chair shall open the floor to debate the motion before the vote is held. Voting will generally be by the raise of hands. Votes held to elect Officers, to amend the By-laws and other special motions as determined by the Board of Directors shall be made by ballot.
- Section 10.2 The procedure of the counting of a hand vote shall be made by the Chair, or (in the absence of a presiding officer) other person delegated by the general membership. This person shall announce the result of the vote as soon as the vote is counted. Counting of ballot votes shall be made by two (2) members from the Board of Directors and three (3) persons from the general membership of the Council. The Council Chair (or, if necessary, a delegate from the official counting party) shall announce the result of a ballot vote as soon as the results are determined.

**ARTICLE XI NON-DISCRIMINATION:**

Section 11.1 This organization seeks the participation and input of all members regardless of sex, sexual orientation, gender identity, age, race, ethnicity, color, religion, socio-economic status, ability, citizenship status, or national origin.