

**GREATER GOLDEN HILL  
MAINTENANCE ASSESSMENT DISTRICT  
CLEAN GREEN AND SAFE COMMITTEE BYLAWS**

FEBRUARY 25, 2008 – APPROVED  
AMENDED MARCH 17, 2008 – APPROVED  
AMENDED APRIL 6, 2009 - APPROVED

**ARTICLE I NAME**

- Section 1. The name of this organization shall be the Greater Golden Hill Maintenance Assessment District Oversight Committee (“Oversight Committee”), first elected in 2008 to support functions of the Greater Golden Hill Maintenance Assessment District. The Greater Golden Hill Maintenance Assessment District Oversight Committee may also be referred to as the Management Committee, as referenced in the *Greater Golden Hill Maintenance Assessment District Engineer’s Report, Pursuant to the San Diego Maintenance Assessment District Ordinance of the San Diego Municipal Code and Landscape and Lighting act of 1972 California Streets and Highway Code, April 2007*, and any amendments, referred to as the MAD Engineer’s Report. The committee is a partner with the Greater Golden Hill Community Development Corporation (GGH CDC) which may also be referred to as GGH CDC in these bylaws.
- Section 2. All Oversight Committee activities shall be conducted in the name of Oversight Committee.

**ARTICLE II MISSION**

- Section 1. As stated in the *MAD Engineer’s Report* and approved by City Council Resolution R-2007-1158, the Oversight Committee shall oversee the operation of the district. The Oversight Committee is a partner of the GGH CDC which will administer the District’s finances.
- Section 2. The mission of the Oversight Committee is to support the implementation of the use of the maintenance assessment for cleaning, improving, and maintaining sidewalks, landscaping, trails and canyons in the Greater Golden Hill area, as defined in City Council Resolution R-2007-1157.
- Section 3. Although providing independent oversight, the Oversight Committee has the responsibility to support the function of the GGH CDC as the currently elected agency to manage the provision of goods and services for the Golden Hill maintenance assessment.

**ARTICLE III POLICY**

- Section 1. All meetings, as defined by the Brown Act, of Oversight Committee, its standing committees, and its officers shall be noticed and open to the public in accordance with the Brown Act, except for matters related to personnel or litigation, and shall currently be conducted in general accordance with *Webster’s New World Robert’s Rules of*

*Order, Simplified and Applied 2<sup>nd</sup> Edition.* The bylaws supersede Robert's Rules of Order.

Section 2. The official positions and opinions of the Oversight Committee shall be established or determined only by the Oversight Committee at public meetings held in conformance with the Brown Act. Any member speaking on behalf of the Oversight Committee must represent the officially voted positions of the Oversight Committee.

Section 4. A report of attendance and a copy of the draft Oversight Committee minutes which include the number of yea, nay, and abstention votes taken on each matter acted upon for each meeting shall be available to the public at least seven (7) calendar days prior to the next regular meeting. Copies of approved minutes, including any corrections shall be available to the public not more than three (3) days after they are approved.

#### **ARTICLE IV COMMITTEE MEMBERSHIP**

Section 1. The Oversight Committee shall not consist of less than eight (8) members nor more than fifteen (15) members unless granted authorization by changes in the Engineers report.

Section 2. All members must be at least eighteen (18) years of age and must meet the criteria established in the MAD Engineer's Report.

Section 4. Membership shall be determined by election by property owners.

Section 5. It shall be the duty of each member to participate in the work of the Committee, regularly attending Oversight Committee meetings and participating when possible on committees. If the member must miss a regular meeting of the Oversight Committee, he/she may request an excused absence. The member may also request an extended Leave of Absence if it is necessary to be absent for several consecutive meetings. Excused absences shall be requested in advance of the meeting but may also be requested within 24 hours following the meeting. Absences may be requested by telephone or email, addressed to the Membership Chair or the Chair. Excused absences and Leaves of Absence will be reported by the Membership Chair and recorded in the minutes.

Section 6. Members with three consecutive unexcused absences shall be notified that they are no longer members. Although the Membership Chair will attempt a courtesy contact before a member's third consecutive unexcused absence, it is ultimately the responsibility of the member to maintain attendance obligations.

Section 7. If a member requests to be reinstated and their slot has not yet been filled, the committee may vote on re-instatement.

Section 8. No membership dues shall be required although Oversight Committee may from time to time request voluntary contributions.

Section 9. Any member of the Oversight Committee with a direct/indirect economic interest in any action that comes before the Oversight Committee must disclose to the Oversight

Committee that interest, and shall not vote or participate in any manner as a member of the Oversight Committee on that action.

Section 10. Members are valued and appreciated volunteers and shall be treated with respect.

## **ARTICLE V ELECTION OF OFFICERS**

Section 1. Officers shall be elected for a term of one calendar year.

Section 2. At the First meeting following the approval of the bylaws, an election will take place. Yearly thereafter, a Nominating Committee (See *Section VII, Committees*) consisting of no less than three members, shall be elected by the Oversight Committee. The Chair, with the approval of the committee, shall appoint a Chair of the Nominating Committee. The committee shall secure the consent of qualified nominees, and present the slate at the following meeting.

Section 3. At the next meeting following that in Section 2, additional nominations may be made from the floor, provided the written consent of the nominee has been submitted to the Recording Secretary by the meeting. In the event of a single slate of officers, elections may be held by “voice vote” at the meeting. Otherwise, voting shall be by written ballot at the following meeting. There shall be no “write ins”.

Section 4. After counting the ballots, written ballots shall be held by the CDC staff representative and shall be available to the public for review for no less than 30 days following the election.

Section 5. The officers shall be elected from and by the members of the Oversight Committee. The officers shall consist of Chairperson (Chair), and Vice Chairperson (Vice Chair). Additional officers may be added by a two thirds vote of the membership.

Section 6. The Oversight Committee expects ethical and honorable conduct from its members. Under Robert’s Rules of Order, officers can be censured for behavior such as not performing duties, acting beyond the scope of the bylaws, and fraud. Webster’s New World Robert’s Rules of Order, Simplified and Applied, defines the censuring process.

## **ARTICLE VI OFFICERS**

Section 1. Chairperson (Chair) shall be the principal officer of the Oversight Committee, shall preside over meetings, sign the approved minutes and review annual Oversight Committee reports. The Chair may appoint standing or special committees and may serve as an ex officio (non voting) member of all committees. When the Chair cannot perform these duties, the Chair must delegate authority to the Vice Chair or another officer or appropriate committee chair if the Vice Chair is unavailable. The Chair shall be the official representative for the Oversight Committee, the Chair and/or alternate shall present the official voted positions and opinions of the Oversight Committee. If the Chair wishes to testify at a hearing, or other venue regarding his/her individual positions, the Chair should register and introduce himself/herself as speaking as an individual, not as the Oversight Committee chair.

- Section 2. Vice Chairperson (Vice Chair) in the absence of the Chair shall perform all the duties and responsibilities of the Chair.
- Section 3. The following function will be performed according to guidelines established by the Oversight Committee, and is not defined as an Officer Position in these by-laws. Corresponding Secretary shall prepare all Oversight Committee correspondence and provide that correspondence to the Oversight Committee members routinely and to the GGHCDC, City of San Diego and General public when requested.
- Section 4. The following function will be performed according to guidelines established by the Oversight Committee, and is not defined as an Officer Position in these by-laws. Recording secretary takes minutes of all Oversight Committee meetings and facilitates timely distribution. Any corrections, additions, and/or deletions to the minutes must be adopted by a majority vote of the members that were present at the meeting. The corrected minutes shall be distributed as the official record of the meeting. If there is a request to document a minority opinion, the recording secretary will append the documentation provided to the minutes. The Recording Secretary and Chair shall sign the approved minutes, and prepare the Agenda as defined for subsequent distribution.
- Section 5. The following function will be performed according to guidelines established by the Oversight Committee, and is not defined as an Officer Position in these by-laws. Membership Chairperson (Membership Chair) shall compile and maintain an up to date list of confirmed members' contact information. Contact information must be provided by members and may be email or physical addresses. Telephone numbers and home addresses will be kept confidential He/she shall maintain an attendance record and provide a membership report at each Oversight Committee meeting. Members seeking excused absences or Leaves of Absence shall contact either the Chair or Membership Chair who shall report same at the meeting. Excused absences and Leaves of Absence will be a matter of record but shall not require a vote of the membership. The Membership Chairperson will also be responsible for compiling information on candidates for Oversight Committee membership prior to an election.

## **ARTICLE VII SUB-COMMITTEES**

- Section 1. Standing and special sub-committees may be established by the Chair for the purpose of making recommendations to the full Oversight Committee or executing special assignments. Membership shall consist of any interested members who desire to participate.
- Section 2. Usually sub-committees deal in greater depth with issues and develop recommendations which will later be brought to the Oversight Committee for action. Sub-committees shall vote on recommendations to be brought to the Oversight Committee. When the chair of the sub-committee brings action to the Oversight Committee, he/she states, "The sub-committee recommends and I move....". Consistent with Robert's Rules, a second to the motion is not required. As provided for in Robert's Rules, a minority report may be presented by any sub-committee member who does not agree with the majority's recommendations.

Section 3. Sub-committee meetings will be noticed to all members and open unless dealing with matters relating to personnel or litigation. Although the initial committee chair may be appointed by the Oversight Committee Chair, at the first meeting the members of the sub-committee may vote for a permanent sub-committee chair as provided for in Robert's Rules of Order.

## **ARTICLE VIII MEETINGS**

Section 1. Regular meetings of the Oversight Committee shall be held on a monthly basis. Regular meetings shall be held at public meeting sites.

Section 2. A majority vote of members present shall be necessary to approve any Oversight Committee decision act, or resolution. Every act, decision, or resolution passed by a majority vote shall be considered an act, decision, or resolution of the Oversight Committee.

Section 3. According to Robert's Rules of Order, a motion shall be made and seconded in order to have discussion. As stated in Article VII, Section 2, a committee recommendation does not require a second. The Robert's Rules process protects the rights of members whose opinions on an issue are in the minority. It is the duty of all members to make sure that every member has the opportunity to be heard and that diversity of opinion is respected. A request to document a minority position must be made at the time a motion is passed, and written documentation provided to the recording secretary within seventy-two (72) hours of the meeting.

Section 4. The Oversight Committee shall conduct general public meetings as needed in order to raise the consciousness of citizens relative to planning and implementation of the assessment district, to obtain broad based public opinion, and to act as liaison with the GGHCDC.

Section 5. As stated in Article III, Section I, all meetings of the Oversight Committee and its committees shall be open to the public except for matters dealing with personnel or litigation.

Section 6. Agendas, draft minutes, and attendance reports shall be delivered to members and if possible, posted at a central area at least seventy-two (72) hours in advance of the next regular meeting. Agendas shall contain the date, time, and place of meetings, and shall list all action items in as much detail as practical. Additional action items may be added with a motion, second and two-thirds consent of the members present, as provided by Robert's Rules of Order.

Section 7. The Chair or Vice Chair shall be present to conduct business, except that in the absence of the Chair and Vice Chair, a temporary chair may be appointed.

Section 8. Proxy votes are not permitted.

Section 9. Preliminary agendas for the subsequent meeting are established at the end of each regularly scheduled meeting. The Recording Secretary prepares the agenda notice.

Additional agenda items can be added prior to the issuance of the agenda notice by any Oversight Committee member. A standing agenda item will be an opportunity for public input, restricted to one minute per person. The agenda shall be noticed, in accordance with the Brown Act, no fewer than seventy-two (72) hours prior to the Oversight Committee meeting.

Section 10. A quorum shall be determined as 50% plus one of the current active membership. Active membership includes all those members not on Leave of Absence.

## **ARTICLE IX AMENDMENTS TO Oversight Committee BYLAWS**

Section 1. Amendments to these bylaws may be proposed by Oversight Committee members by first bringing the request to the Chair or requesting it as an agenda item. At the next Oversight Committee meeting, the Chair shall establish a special committee, comprised of interested members, who shall study the proposed amendment and make recommendations at a subsequent regular meeting.

Section 2. When the amendment is ready to be brought to the Oversight Committee, it shall be presented at one meeting and voted on at the next. This process shall also be followed at the initial adoption of the bylaws. The presentation shall include the proposed wording of the amendment and an explanation of the proposed changes.

Section 3. At a subsequent meeting, the proposed amendment will be properly noticed as a formal action item requiring a motion, second, debate, and approval by two-thirds (2/3) vote of the members present. The specific proposed wording of the amendment shall accompany the agenda for that meeting.

Section 4. If anything in the bylaws contradicts the Engineer's Report, the Engineers report supersedes the by-laws, and they are to be amended.

## **ARTICLE X ELECTION OF MEMBERS**

Section 1. A 2009 second election of Oversight Committee members shall occur two years after the initial election, and subsequently at one-year intervals. One-third (1/3) of the membership positions will be open for reelection at each election, to be staggered within the logical groups defined in the MAD Engineer's Report. Initial members to be selected for re-election status will be chosen by lottery.

Section 2. Nominations are solicited from property owners as well as from the Greater Golden Hill Planning Committee, Friends of 32<sup>nd</sup> Street Canyon, the South Park Action Council, and similar Golden Hill community-oriented organizations.

Section 3. Membership shall be determined by election by property owners with notices mailed to Property Owners in categories specified in the MAD Engineers Report.

## **ARTICLE XI REPLACEMENT OF COMMITTEE MEMBERS**

Section 1.

A resigning member or one who is no longer eligible under the criteria established in the Engineer's Report has the responsibility to designate a replacement in accordance with the Engineer's Report requirements. In the case that the committee member does not find a replacement, board members will have the individual responsibility to recommend replacement candidates to the vacating member for his or her selection for the remainder of the term. A designation must be made in writing to the Chair within 30 days of the effective date of the resignation. Replacements must attend two meetings before becoming voting members.