

# BYLAWS

FOR THE REGULATION, EXCEPT AS  
OTHERWISE PROVIDED BY LAW OR ITS  
ARTICLES OF INCORPORATION,

-of-

## VAL VERDE COMMUNITY ADVISORY COMMITTEE

a California Corporation

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[NOTE : Citations in these Bylaws identified by the section symbol (§) mean and refer to a section of these Bylaws. All references to the "General Corporation Law," which appear in these Bylaws, mean the General Corporation Law of the State of California, as set forth in the California *Corporations Code*, effective January 1, 1977 and as may be amended from time to time.]

## **ARTICLE 1. ORGANIZATION**

### **1.1. Name of Organization; Governing Law.**

1.1.1 The name of this organization is the VAL VERDE COMMUNITY ADVISORY COMMITTEE (hereinafter referred to as the "**Corporation**") which was organized under the laws of the State of California and exists as a nonprofit public benefit corporation. These Bylaws are supplemented by all laws and regulations affecting or relating to nonprofit public benefit corporations, and shall be applied and interpreted in a manner that is consistent therewith.

### **1.2. Principal Office.**

1.2.1 The principal office of the Corporation is hereby fixed and located at 30133 San Martinez Road, Unit "A," Val Verde, California 91384-2466. The Board of Directors of the Corporation is hereby granted full power and authority to change said principal office from one location to another. Any such change shall be noted in these Bylaws by the Secretary, by amendment hereto.

### **1.3. Mission.**

1.3.1 The mission of the Corporation is to serve as a liaison between the Chiquita Canyon Landfill and the community as a means for the community to communicate with the Regional Planning Commission and other regulatory agencies on an ongoing basis regarding issues involved in the development and operation of the Chiquita Canyon Landfill.

### **1.4. Exclusively Charitable Organization.**

1.4.1 The Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(C)(4) of the Internal Revenue Code and of Section 23701f of the California Revenue & Taxation Code.

1.4.2 Notwithstanding any other provision of the Corporation's Articles of Incorporation or in these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code or under Section 23701f of the California Revenue & Taxation Code.

## **ARTICLE 2. NON-MEMBERSHIP ORGANIZATION**

### **2.1. No Members.**

2.1.1 The Corporation shall not have any Members.

### **2.2. Membership Rights to Vest In Board of Directors.**

2.2.1 Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval by the Board of Directors. All rights which would otherwise vest in members under the Nonprofit Public Benefit Law are vested in the directors.

## ARTICLE 3. DIRECTORS

### 3.1. Establishment of Board of Directors.

3.1.1 All powers of the Corporation shall be exercised by or under the authority of, and the business affairs of the Corporation shall be conducted by, a Board of Directors (hereinafter referred to as the "Board") which shall be vested with all management powers permitted by law.

### 3.2. Number of Directors.

3.2.1 The authorized number of directors of the Corporation, on the date of adoption of these Bylaws, shall be nine (9), which may be changed to be a different number from time to time, by an amendment to this section in the manner provided hereinbelow for all amendments of these Bylaws. No reduction in the number of directors that may be authorized from time to time shall work to eliminate the position of any sitting director.

### 3.3. Qualifications.

3.3.1 The directors of the Corporation shall be adult persons who are residents of the State of California. A majority of the seats on the Board shall be reserved for persons who reside within the geographic area of Val Verde. No person shall be disqualified from serving as a director on the basis of race, gender, age, national origin, physical disability, religious affiliation or sexual orientation.

### 3.4. Appointment of Directors By Appointing Authority.

3.4.1 All persons qualified to be a director under the preceding Section 3.3 shall be appointed by the member of the Los Angeles County Board of Supervisors representing the Fifth District (the "Appointing Authority"). If the supervisorial districts of Los Angeles County are changed, then the person representing the resulting district in which the community of Val Verde is situated shall be the Appointing Authority. If the community of Val Verde lies within more than one supervisorial district, then the super-BYLAWS of VAL VERDE COMMUNITY ADVISORY COMMITTEE (Page 4)visors representing each affected district shall collectively comprise the Appointing Authority.

### 3.5. No Compensation; Reimbursement of Expenses.

3.5.1 The directors shall not receive compensation for their services as directors or officers.

3.5.2 The Board shall have the power to collectively authorize reimbursement to any director or all directors, officer or officers, for any expense which has been incurred by such director(s) or officer(s) for the benefit of the Corporation if, in the judgment of the Board, such expense was reasonably incurred in the performance of the duties of such director(s) or officer(s). An honorarium paid to the director(s) or officer(s) as mitigation for financial detriment they may otherwise sustain in attending meetings of the Board shall be deemed to be a reimbursable expense within the meaning of this Section.

### 3.6. Meetings of Directors.

3.6.1 The Board shall have a regular meeting not less than one (1) time during each calendar quarter, on such date and at such time as the Board set from time to time, taking into consideration the ability of Board members to attend. Regular meetings may be held without notice if the time and place of such meetings are fixed by the Board. Special meetings of the Board for any purpose or purposes may be called at any time by the Chairman of the Board, the President, a Vice-President, the Secretary or by any two (2) directors. Special meetings of the Board may be held upon four (4) days notice by first-class mail or forty-eight (48) hours' notice delivered personally or by telephone or telegraph. Notice of special meetings may not be dispensed with, however, a notice or waiver of notice need not specify the purpose of any special meeting of the Board. Any meeting of the Board may be held telephonically, provided that all members participating in such meeting can hear one another.

**3.7. Place of Directors Meetings.**

3.7.1 Meetings of the Board of Directors may be held at any place within the Santa Clarita Valley, County of Los Angeles, State of California which has been designated in the notice of the meeting or, if not stated in the notice or if there is no notice, at such other place as shall be fixed by resolution of the Board or by written consent of all members of the Board. In the absence of any such designation, meetings shall be held at the principal executive office of the Corporation.

**3.8. Quorum.**

3.8.1 A majority of the number of directors authorized in these Bylaws constitutes a quorum of the Board for the transaction of business.

**3.9. Action at a Directors Meeting.**

3.9.1 Participation in a meeting of the Board constitutes presence in person at such meeting. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, unless a greater number, or the same number after disqualifying one or more directors from voting, is required by law, by the Articles of Incorporation of the Corporation, or by these Bylaws. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of a director, provided that any action taken is approved by at least a majority of the required quorum for such meeting.

**3.10. Action Without Directors Meeting.**

3.10.1 Any action by the Board may be taken without a meeting if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a unanimous vote of such directors.

**3.11. Waiver of Notice of Directors Meeting.**

3.11.1 Notice of a meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting lack of notice, prior thereto or at its commencement. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

**3.12. Adjournment.**

3.12.1 A quorum of the directors may adjourn any directors meeting to another stated place, day and hour; provided, however, that in the absence of a quorum a majority of the directors present at any directors meeting, either regular or special, may adjourn from time to time until the time fixed for the next regular meeting of the Board.

**3.13. Notice of Adjournment of Directors Meeting.**

3.13.1 Except for regular meetings of the Board, if a directors meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given prior to the time of the adjourned meeting to the directors who were not present at the time of adjournment. Otherwise, notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place is fixed at the meeting adjourned.

**3.14. Committees.**

3.14.1 The Board shall have the power and authority to form and appoint such standing or *ad hoc* committees or task forces as it may from time to time determine in its sole discretion to be in the best interests of the Corporation, including but not limited to an executive committee, a budget committee, a finan-

cial development committee, an administrative committee, or a nominating committee. Unless and until the formation of such committee(s), the functions thereof shall be reposed in the Board.

### **3.15. Term of Office of Directors.**

3.15.1 Each director sitting on the Board of Directors on the date of adoption of these Bylaws, having been appointed to the Corporation's Board by the Appointing Authority, and all directors serving subsequently to the directors sitting on the date of adoption of these Bylaws shall retain his or her seat on the Board for six (6) years, unless §5220 of the General Corporation Law is amended to require a shorter term, or unless the Appointing Authority determines that a shorter term should apply and makes a subsequent appointment of director(s). If the term of a director expires and no subsequent appointment has been made by the appointing authority, and if the director has not resigned, the term of such director shall be deemed to be renewed for a succeeding term of six years. The term of office for all successor directors shall commence on the date of appointment thereof and shall continue until a successor has been duly appointed and qualified.

### **3.16. Removal or Resignation of Directors.**

3.16.1 The Board may declare vacant the office of any director who has been found of unsound mind by a final order of court, or convicted of a felony. Directors may be otherwise removed, with or without cause, in the manner prescribed by law.

3.16.2 Any director may resign, effective upon giving written notice to the President, the Secretary or to the Board collectively, unless the notice specifies a later time for the effectiveness of such resignation. If the Board of Directors receives the resignation of a director tendered to take effect at a future time, the Appointing Authority shall have the power to elect a successor to take office when the resignation is to become effective.

### **3.17. Vacancies on the Board of Directors; Filling of Vacancies.**

3.17.1 A vacancy on the Board of Directors shall be deemed to exist in the following situations:

- (a) Removal of a director in accordance with Section 3.16.1 of these Bylaws;
- (b) The death of a director;
- (c) The resignation of a director; or
- (d) An increase in the authorized number of directors by amendment of these Bylaws in the manner hereinbelow provided or if the Appointing Authority fails to appoint the full authorized number of directors.

3.17.2 When a vacancy on the Board of Directors has occurred, the Board shall notify the Appointing Authority of such vacancy. The vacancy may be filled by, and in the sole discretion of, the Appointing Authority.

3.17.3 If a member of the Board fails to attend three (3) meetings of the Board in a six-month period, then by affirmative vote of the Board, the Board may submit a request to the Appointing Authority for the removal of such director and the appointment of a successor.

## **ARTICLE 4. OFFICERS**

### **4.1. Designation.**

4.1.1 The Corporation shall have officers consisting of a President (who shall also serve as Chairman of the Board, unless the Board acts in its sole discretion to appoint a different person as Chairman), such Vice-Presidents as the Board may deem appropriate from time to time, a Treasurer and a Secretary. Nothing in these Bylaws shall be construed to prohibit the creation of such other offices of the Cor-

poration (or appointment of persons thereto) as the Board may deem appropriate from time to time.

#### **4.2. Selection of Officers.**

4.2.1 The officers of the Corporation shall serve at the pleasure and discretion of the Board. The Board shall select a slate of officers at annual intervals corresponding approximately to the end of the Corporation's fiscal year, unless a vacancy occurs, which the Board may act to fill at any time. A vacancy shall be deemed to exist in the event of the death, permanent disability, resignation or removal of an officer.

#### **4.3. Terms of Office for Officers; Resignation.**

4.3.1 Each officer elected by the Board shall have a term that commences on the effective date of his or her appointment by the Board and that continues thereafter until a successor is appointed by the Board. Any officer may resign at any time upon written notice to the Board.

#### **4.4. Removal of Officers.**

4.4.1 Upon an affirmative vote of the Board of Directors, any officer may be removed, either with or without cause, and a successor elected at any regular meeting of the Board, or at any special meeting of the Board held for such purpose.

#### **4.5. President (Chief Executive Officer & Chairperson).**

4.5.1 In addition to any other duties and responsibilities set forth in these Bylaws, the President shall preside over meetings of the Board, unless the Board selects another of its members to serve as Chairman. The President shall be vested and charged with all other powers and responsibilities customarily attendant to the office of president of a nonprofit public benefit corporation.

#### **4.6. Vice-President.**

4.6.1 The Vice-President, if one is appointed, shall perform the functions of President in the event that the President is unable to so act because of absence, death, disability, resignation or removal. If there is more than one Vice-President (which the Board may appoint in its discretion), the Vice-Presidents shall be ranked (1st, 2nd, etc.) and shall similarly perform the functions of the President, in order of rank, in the event that the President and the Vice-Presidents of higher rank are unable to so act because of absence, death, disability, resignation or removal.

#### **4.7. Treasurer (Chief Financial Officer).**

4.7.1 The Treasurer shall be responsible for the safeguarding of all funds received by the Corporation and for their proper disbursement. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board. The Treasurer shall report to the Board at each of its regular meetings regarding the financial affairs of the Corporation.

#### **4.8. Secretary.**

4.8.1 The Secretary shall perform the duties normally associated with that of a secretary of a nonprofit public benefit corporation, as well as such additional duties as may be prescribed by these Bylaws.

### **ARTICLE 5. LIMITATIONS ON LIABILITY OF CORPORATE AGENTS**

5.1.1 No agent of the corporation (as defined in Section 5238 of the Nonprofit Public Benefit Law) shall be liable for monetary damages solely by virtue of his or her capacity as an agent. The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. The Corporation shall indemnify and hold harmless all agents of the Corporation subject to the provisions and requirements of Section 5238 of the Nonprofit Public Benefit Law (or the successor or

closest counterpart thereto if repealed or amended).

## **ARTICLE 6. AMENDMENT OF BYLAWS**

6.1.1 With the exception of an amendment changing the number of authorized directors of the Corporation, and unless otherwise restricted by statute, tax law or regulation, these Bylaws may be amended or repealed by the affirmative vote of the Board, provided that each director receives a written copy of any proposed amendment not less than ten (10) days prior to any meeting at which the proposed amendment is submitted to the Board for a vote. If an amendment changing the number of authorized directors is proposed, the amendment shall be deemed effective only when the proposed amendment has been duly adopted by approval of the Board of Directors, as that term is defined in Section 5032 of the California Corporations Code, which is also expressly approved in writing by the Appointing Authority.

## **ARTICLE 7. FISCAL MANAGEMENT**

### **7.1. Accounting Year.**

7.1.1 The Corporation's accounting year shall begin on January 1 and end on December 31 of each year. The fiscal year may be changed by the Board of Directors if, in its discretion, such a change is determined to be in the best interests of the Corporation and consistent with applicable law.

### **7.2. Disbursement of Funds.**

7.2.1 No disbursement of funds of the Corporation shall be made unless the same has become an approved budget item, authorized and ordered by the Board, except that disbursements may be made in payment of miscellaneous costs in amounts not exceeding those specified by the Board from time to time. Checks, drafts and other instruments drawn on the accounts of the Corporation shall require the signatures of two persons, consisting of such officers as may be designated and granted such signing authority by the Board from time to time.

### **7.3. Budget.**

7.3.1 The budget which shall be prepared and submitted to the Board by such officers as may be charged with the responsibility for preparing same, and shall be subject to the approval of the Board.

### **7.4. Books & Accounts; Location.**

7.4.1 Books and records of the Committee shall be kept under the direction of the Board and shall reflect all funds received by, disbursed by and held by the Corporation on its own account and, if applicable, on behalf of or for the benefit of any other nonprofit organization or cause, as well as records of the proceedings of the Board.

7.4.2 All books and records of the Committee shall be maintained and reposed in a location within the Santa Clarita Valley that is designated from time to time by the Board and which, in the discretion of the Board, is reasonably secure.

## **ARTICLE 8. ANNUAL REPORTS; FINANCIAL SUPERVISION.**

8.1.1 As soon as practicable following the closing of each fiscal year, the books and records of the Corporation shall be reviewed and an annual report shall be prepared and presented to the Board within the time and in the form required by law. The Corporation shall also prepare and file from time to time such reports and returns concerning its financial status as may be required by federal and state laws affecting nonprofit public benefit corporations.



8.1.2 Financial supervision of the Corporation shall be the shared responsibility of the officers and the Board.

## **ARTICLE 9. PARLIAMENTARY PROCEDURE**

9.1.1 The current edition of Roberts Rules of Order shall be the final source of authority on all questions of parliamentary procedure to the extent that such rules are not inconsistent with these Bylaws.

**SECRETARY'S CERTIFICATE  
OF ADOPTION OF BYLAWS**

-of-

**VAL VERDE COMMUNITY ADVISORY COMMITTEE**

a California Corporation

I DO HEREBY CERTIFY AS FOLLOWS:

1. That I am the duly elected, qualified and acting Secretary of the VAL VERDE COMMUNITY ADVISORY COMMITTEE, a California corporation; and
2. That the foregoing Bylaws constitute the Bylaws of said corporation; and
3. That said Bylaws were duly adopted as the Bylaws of the corporation by the Board of Directors of the corporation on the date and in the manner recorded in the minutes book of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand, and affixed the seal of the Corporation, this \_\_\_\_\_ day of 2001.

.....  
Secretary

