

ORGANIZED NEIGHBORHOODS OF PALM SPRINGS

BYLAWS

Article I – Name

The name of the corporation shall be Organized Neighborhoods of Palm Springs, hereafter referred to as ONE-PS. Organized Neighborhoods of Palm Springs is organized as a Nonprofit Public Benefit Corporation under the California Nonprofit Public Benefit Corporation Law for public purposes, to be a tax-exempt organization under Internal Revenue Code Section 501(c)(4).

Article II – Principal Office

The principal office of ONE-PS shall be the residence of the then-current Secretary of ONE-PS. The mailing address shall be the residence of the then-current Secretary of ONE-PS or a United States Post Office Box, as designated by the Board of Directors.

Article III – Purpose

ONE-PS is a network of Palm Springs neighborhoods that gives voice to the issues and concerns of the community, including:

- (a) Serving as a clearinghouse for information from the City of Palm Springs, California, to the recognized neighborhood organizations, in accordance with Palm Springs Ordinance 1666, adopted April 6, 2005, and codified in Chapter 2.55 of the Palm Springs Municipal Code, now in force or hereafter from time to time amended (“Ordinance”).
- (b) Improving the livability and character of the neighborhoods and the City of Palm Springs by establishing a mechanism for two-way communication between the City and ONE-PS and fostering a partnership of open communication between the City and its neighborhoods.
- (c) Educating the residents of the City of Palm Springs on issues of importance to the City’s residents and using its best efforts to ensure they are afforded an opportunity to participate in governmental decisions.
- (d) Making public policy recommendations to the City Council, Boards, Commissions, Task Forces and Administration, as well as to other governmental bodies and agencies whose policies may affect the residents of Palm Springs.
- (e) Assisting the City of Palm Springs and neighborhood residents in developing innovative solutions to mutual concerns.

- (f) Fostering cooperation and consensus among diverse interests in the City of Palm Springs and to encourage diverse perspectives.
- (g) Fostering within the City government a service orientation towards its residents.
- (h) Developing in the residents of Palm Springs a sense of personal pride and responsibility for their neighborhoods.
- (i) Helping to develop in the residents of Palm Springs a capacity for and willingness to serve the City in positions of responsibility.

Article IV – Membership

- Section 1: Each neighborhood organization that has been recognized in accordance with the Ordinance and has not been placed on inactive status, hereinafter referred to as a NOrg, shall be a member of ONE-PS.
- Section 2: Each NOrg shall determine its elected or appointed representatives. For purposes of these Bylaws, “Official Representative” shall mean the individual elected or appointed pursuant to a NOrg’s bylaws as the NOrg’s Official Representative to ONE-PS, and “Official Alternate” shall mean the individual elected or appointed pursuant to a NOrg’s bylaws as the NOrg’s Official Alternate to ONE-PS.
- Section 3: Each NOrg shall promptly notify the Secretary of ONE-PS and the Palm Springs Office of Neighborhood Involvement of any changes of the NOrg’s Official Representative and Official Alternate to ONE-PS.
- Section 4: As new neighborhoods are formed or the boundaries of existing neighborhoods are modified, it is the policy of ONE-PS that neighborhood boundaries be drawn so as to be inclusive of the greatest number of residents as is practicable. New boundaries should not be drawn so as to restrict from membership residents that are economically more challenged than the majority of neighborhood residents or reside in homes atypical of the majority of homes within a neighborhood.

Article V – Directors

- Section 1: The Board of Directors, hereinafter referred to as the Board, shall consist of the five officers of ONE-PS as set out in Article VI of these Bylaws (“Officers”). The initial members of the Board shall consist of the five officers of the unincorporated association Organized Neighborhoods of Palm Springs holding office on the date of its incorporation.

- Section 2: All powers and activities of ONE-PS shall be exercised and managed by the Board of Directors directly or, if delegated, under the ultimate direction of the Board. All decisions will be arrived upon by a simple majority (50% + 1) of the members of the Board participating at a Board meeting. A simple majority (50% + 1) of the members of the Board shall constitute a quorum.
- Section 3: The Board of Directors shall not at any time, in any way, involve ONE-PS in political campaign activities, nor shall it authorize or approve any Executive Committee member, Official Representative, Official Alternate or NOrg to do so in the name of ONE-PS. Nothing in these Bylaws prohibits ONE-PS from holding candidate forums in which all candidates for office are invited or public policy issue forums in which all views on the issue are represented.
- Section 4: Members of the Board shall not use their position for personal gain and shall comply with Sections 5233 and 5234 of the California Corporations Code. They shall disclose any potential self-dealing transaction to the Board for evaluation in accordance with such Sections.

Article VI – Officers

- Section 1: The Officers are:
- a) Chairperson
 - b) First Vice Chairperson
 - c) Second Vice Chairperson
 - d) Secretary
 - e) Treasurer

No compensation of any kind shall be paid to the Officers. The Officers shall be entitled to reimbursements for approved ONE-PS-related expenses.

- Section 2: The Chairperson shall serve as Chief Executive Officer of ONE-PS. The Chairperson's role and responsibilities are:
- a) Preside over all ONE-PS meetings.
 - b) Have signatory authority with the Treasurer.
 - c) Initiate payments and reimbursements for approved ONE-PS-related expenses.
 - d) Prepare an annual report on the status of ONE-PS.
 - e) Serve as Chairperson of the ONE-PS Executive Committee and preside over all its meetings.
 - f) Serve as ex officio member of all ONE-PS standing committees.
 - g) Develop ONE-PS meeting agendas with concurrence of the Executive Committee.

- h) Lead ONE-PS meetings with the City department heads and focus on operational aspects of ONE-PS as a whole.
- i) Participate in the creation of ONE-PS standing committees, subcommittees and ad hoc committees and task forces, and appoint committee, subcommittee and task force Chairs in consultation with the Executive Committee, with the confirmation of ONE-PS.

Section 3: The First Vice Chairperson's role and responsibilities are:

- a) Preside over ONE-PS and Executive Committee meetings in the absence of the Chairperson.
- b) Assist the Chairperson in the execution of the duties of the Chairperson.
- c) Assume the duties of the Chairperson should he/she vacate or otherwise be unable to serve his/her full term, until the vacancy is addressed by the Board of Directors in accordance with Section 8.
- d) Serve as a member of the ONE-PS Executive Committee.

Section 4: The Second Vice Chairperson's role and responsibilities are:

- a) Preside over ONE-PS and Executive Committee meetings in the absence of the Chairperson and First Vice Chairperson.
- b) Assist the Chairperson in the execution of the duties of the Chairperson.
- c) Serve as a member of the ONE-PS Executive Committee.

Section 5: The Secretary's role and responsibilities are:

- a) Record the minutes of the ONE-PS and Executive Committee meetings.
- b) Transmit such minutes to the Chairperson for distribution prior to the next meeting and the Executive Committee and make them available to Official Representatives and Official Alternates upon request.
- c) Post approved agendas and minutes on the ONE-PS website (when established), as well as on social media in accordance with the social media policies and procedures established by the Communications Committee.
- d) Maintain the sign-in sheets for regular and special meetings of ONE-PS.
- e) Certify and keep the original, or a copy of the ONE-PS Articles of Incorporation and Bylaws as amended to date.
- f) Keep the archives and transmit them at the end of his or her term as Secretary to the successor Secretary.
- g) Prepare official correspondence on behalf of ONE-PS.

- h) Serve as agent for service of process of ONE-PS, unless the Board of Directors has designated another person or entity to so act.
- i) Preside over ONE-PS and Executive Committee meetings in the absence of the Chairperson and both Vice Chairpersons.
- j) Serve as a member of the ONE-PS Executive Committee.

Section 6: The Treasurer's role and responsibilities are:

- a) Receive and deposit monies.
- b) Initiate payments and reimbursements for approved ONE-PS-related expenses.
- c) Maintain on-going bank records and make such records available to the Chairperson and any member of the Executive Committee on request.
- d) Create, maintain and make available a detailed current financial report for distribution at monthly Executive Committee meetings.
- e) Create, maintain and make available detailed quarterly and fiscal year-end financial reports for distribution to ONE-PS following the approval of such reports by the Finance Committee and the Executive Committee.
- f) Archive financial reports and transmit them at the end of his or her term as Treasurer to the successor Treasurer.
- g) Prepare an annual budget, together with the Finance Committee.
- h) Prepare or have prepared ONE-PS's annual federal and state exempt organization returns and statements of information.
- i) Preside over ONE-PS and Executive Committee meetings in the absence of all the other Officers.
- j) Chair the ONE-PS Finance Ccommittee.
- k) Serve as a member of the ONE-PS Executive Committee.

Section 7: An Officer's term shall be one year and run from January 1 to December 31. An Officer's term shall continue to run until it expires, even if his or her term as a NOrg Official Representative or Official Alternate shall expire during the Officer's term. ONE-PS Officers may not serve more than six consecutive terms, counting all Officer positions together.

Section 8: An Officer's resignation shall be effective upon receipt in writing or email by the Chairperson or the Secretary of ONE-PS, unless a later effective date is specified in the resignation. In the event of the death, resignation, disability, or disqualification of an Officer, the Board shall elect a successor to serve the uncompleted term of the Officer being replaced.

Section 9: Any Official Representative or Official Alternate shall be eligible to serve as a ONE-PS Officer. Any Official Representative or Official Alternate who wishes to serve as an Officer may nominate himself or herself by

submitting his or her name for nomination to the Secretary no later than October 31 of the year in which such Officer will be elected.

- Section 10: The Executive Committee at its October meeting shall establish an ad hoc Nominating Committee to evaluate and recommend nominees for the open Officer positions. The Nominating Committee shall provide a written recommendation of nominees for circulation to Official Representatives and Official Alternates with the agenda for the November ONE-PS meeting.
- Section 11: Any Officer candidate who has submitted his or her name in accordance with Section 9 but has not been nominated by the Nominating Committee may request the Secretary to include his or her name in a ballot for circulation to Official Representatives and Official Alternates with the agenda for the December ONE-PS meeting at which such Officer will be elected. Such request must be sent to the Secretary no later than 6 pm PST on the Friday prior to the Executive Committee meeting preceding the December ONE-PS meeting at which the election occurs.
- Section 12: Elections of ONE-PS Officers shall be made by majority vote of the NOrgs present at the December ONE-PS meeting at which the election occurs. Only one Officer may be elected from any NOrg.

Article VII – Meetings

- Section 1: There shall be eleven ONE-PS regular monthly meetings per year, unless otherwise decided by vote of ONE-PS. The meetings will occur on the second Thursday of each month (with the exception of August) at a place and time designated by the Executive Committee.
- Section 2: The Chairperson and the Executive Committee shall prepare an agenda for each regular meeting. Any disputes among the members of the Executive Committee regarding a proposed agenda item shall be determined by a majority vote of the Executive Committee.
- Section 3: At least 72 hours prior to a regular meeting, ONE-PS shall distribute by email to Official Representatives, Official Alternates and appropriate City personnel an agenda containing a brief general description of each item to be discussed or transacted at the meeting and draft minutes of the most recent previous regular meeting. The agenda will be posted on the ONE-PS website (when established), with an appropriate link on the ONE-PS page on the City’s website. Minutes of ONE-PS meetings will also be posted on the ONE-PS website (with a link on the City website) following their adoption at a subsequent meeting.
- Section 4: ONE-PS Official Representatives and Official Alternates may not discuss at a regular meeting an item that was not previously placed upon the agenda

for such meeting, except in the limited case set out below. New items can be raised during the member comments section of the meeting, and then put on the agenda for discussion at a future meeting.

- Section 5: When ONE-PS determines that there is a need for immediate action that cannot reasonably wait for the next regularly scheduled meeting, ONE-PS Official Representatives and Official Alternates may discuss at a regular meeting an item that was not previously placed on the agenda for such meeting. In order to take advantage of this agenda exception, the need for immediate action must have come to the attention of ONE-PS after the agenda had already been posted. The determination that a need for immediate action exists must be made by two-thirds of the NOrgs present.
- Section 6: Every agenda for a regular meeting shall provide an opportunity for members of the public to directly address ONE-PS during a designated public comments period, with time limits not to exceed three minutes per speaker. Comments will be accepted on any item under the subject matter jurisdiction of ONE-PS or on any item that is already on the agenda for such meeting.
- Section 7: With respect to matters for which it is proposed that ONE-PS take official action, serial meetings, i.e., a series of communications among Official Representatives and Official Alternates, each of which involves less than a quorum of ONE-PS (at least 51 percent of all NOrgs), but which taken as a whole involves a majority of its members, should be avoided. Serial meeting examples include electronic communications, daisy chain or “hub-and-spoke” telephone calls, etc. Nothing in these Bylaws prohibits communications among members of a NOrg or among members of two or more NOrgs on matters for which it is proposed that ONE-PS take official action. Nor do these Bylaws prohibit communications among members of ONE-PS standing and ad hoc committees, subcommittees or task forces, or any other communications among Official Representatives and Official Alternates that are not on pending or proposed action items for ONE-PS.
- Section 8: Special ONE-PS meetings may be called by the Chairperson or by vote of a majority the Board of Directors as deemed necessary. The Board of Directors shall also call such a meeting if requested in writing by 5% of the NOrgs.
- Section 9: Notice of special meetings shall indicate that the meeting is being called as a special meeting, and shall state the time, place, and business to be transacted at the meeting. No other business may be transacted at the special meeting. The notice shall be given not less than ten calendar days before the date of the meeting and shall be distributed in the same manner as for regular meetings. Every agenda for a special meeting shall provide an opportunity for members of the public to directly address ONE-PS during a

designated public comments period, with time limits not to exceed three minutes per speaker. Comments will be accepted on any item that is already on the agenda for such meeting.

- Section 10: A quorum must be present at all ONE-PS meetings, whether regular or special meetings. A quorum shall consist of at least 51 percent of all NOrgs.
- Section 11: Meetings will be conducted in accordance with the procedures described in the most current edition of Robert's Rules of Order unless otherwise specified in these Bylaws.
- Section 12: The Chairperson shall appoint a Parliamentarian, in consultation with the Executive Committee and confirmation by ONE-PS. The Parliamentarian shall be selected for his or her expertise in parliamentary procedure and shall not be an Official Representative or Official Alternate. The Parliamentarian shall attend all regular and special meetings of ONE-PS and shall give advice on parliamentary procedure when called upon by the Chairperson. In the event of the absence of the Parliamentarian from a meeting, the Chairperson shall designate a Parliamentarian pro tem for that meeting, who shall be an Official Representative or Official Alternate. The Parliamentarian pro tem shall not cast a vote on behalf of a NOrg. The provisions of Article IX Sections 7 and 8 of these Bylaws shall apply to the Parliamentarian, *mutatis mutandis*.
- Section 13: Members of the public may attend ONE-PS retreats as observers. They may directly address ONE-PS at the beginning of the retreat on any item under the subject matter jurisdiction of ONE-PS and may observe the retreat from an area designated for observers. The break-out sessions during the retreat will be limited to Official Representatives, Official Alternates and invited guests of ONE-PS.
- Section 14: At all meetings, in all communications and in media affiliated with ONE-PS, all Official Representatives, Official Alternates and members of committees, subcommittees and taskforces are expected to:
- a) Agree to listen to and consider all member input.
 - b) Treat each other with respect and common courtesy.
 - c) Abide by decisions made in accordance with these Bylaws.
 - d) Abide by any rules of order established by the Board of Directors or Parliamentarian.
 - e) Refrain from any behavior or actions inconsistent with ONE-PS's purpose as articulated throughout these Bylaws.

Section 15: Each NOrg will hold an annual meeting of residents (including business occupants) and owners of property located within the NOrg’s boundaries that complies with the Ordinance, the policies of the City of Palm Springs Office of Neighborhood Involvement (“Policies”) now in force or hereafter from time to time adopted or amended and the NOrg’s bylaws. Each NOrg may adopt such of the above ONE-PS meeting provisions as it determines are appropriate for the meetings of its Board of Advisors or Board of Directors, as the case may be.

Article VIII – Voting

Section 1: Each NOrg shall be entitled to one vote on any motion made at a ONE-PS meeting. The Chairperson shall not have a vote unless it is to break a tie.

Section 2: The vote of a NOrg shall be cast by the Official Representative or, if the Official Representative is not present or able to vote, by the Official Alternate. Should neither the Official Representative nor the Official Alternate of a NOrg be present or able to vote, the NOrg may designate a substitute representative from the NOrg to vote at a ONE-PS meeting by sending notice to the ONE-PS Secretary prior to the meeting at which the substitute representative is to participate. In casting their votes, the Official Representatives, the Official Alternates and the substitute representatives, as the case may be, are expected to represent the interests of their respective NOrgs.

Section 3: Motions may be made and/or seconded by an Official Representative or Official Alternate.

Section 4: Motions to make public policy recommendations shall be approved by a two-thirds vote of the NOrgs present at a ONE-PS meeting where a quorum has been established. To the extent practical taking into account timing issues as determined by the Chairperson and the Executive Committee when preparing the agenda, recommendations shall first be set on the agenda for discussion at a ONE-PS meeting and then voted on at the following month’s ONE-PS meeting. Except as otherwise provided in these Bylaws, all other motions shall be approved by a simple majority of NOrgs present at a ONE-PS meeting where a quorum has been established.

Section 5: If a motion fails to pass, the Chairperson may refer the subject of the motion to be considered by an existing ONE-PS committee or subcommittee or may appoint a new committee, subcommittee or task force to address the matter. In either case, the committee, subcommittee or task force shall make a report and recommendations on the matter at the next meeting of ONE-PS.

Section 6: Official Representatives and Official Alternates should avoid participating in discussion of matters and voting on matters regarding which they have a

direct, personal conflict of interest. Should both the Official Representative and Official Alternate of an NOrg have a conflict of interest on a particular matter, the NOrg may designate a substitute representative of the NOrg to represent and vote for the NOrg regarding that matter.

Article IX – Committees

- Section 1: The purpose of ONE-PS committees, subcommittees and task forces is to study an issue and, at the direction of the Chairperson or Executive Committee, represent ONE-PS in meetings with City officials and others, and make recommendations to ONE-PS. Recommendations may be informational only or may require action by ONE-PS. ONE-PS committees, subcommittees and task forces may not make public policy recommendations to City officials and others unless such recommendations have been approved by ONE-PS in accordance with Article VIII Section 4 of these Bylaws.
- Section 2: The Chairperson in consultation with the Executive Committee or ONE-PS as a whole may create new committees and/or subcommittees or task forces to address issues and may refer matters to existing committees and/or subcommittees or task forces.
- Section 3: Committees may be “standing” or “ad hoc” as designated by the Chairperson, in consultation with the Executive Committee and ratification of ONE-PS. A standing committee is a committee that has continuing jurisdiction over a particular subject matter. An ad hoc committee is charged with accomplishing a specific task in a short period of time.
- Section 4: Except for the standing committees set out in Section 9 below and ad hoc committees, once created, a committee shall exist until ONE-PS votes to dissolve it.
- Section 5: The Board of Directors, in consultation with the Executive Committee, shall appoint the members of all committees and subcommittees in accordance with the following provisions:
- a) ONE-PS Official Representatives and Official Alternates are eligible to be appointed by the Board to committees and subcommittees.
 - b) Other NOrg residents are eligible to be appointed by the Board to standing committees and subcommittees provided such appointment also has the approval of their NOrg Board of Advisors or Board of Directors, as the case may be.

- c) ONE-PS Official Representatives and Official Alternates who have not been appointed by the Board to a committee may attend and participate in committee and subcommittee meetings but may not vote.

Section 6: The Chairperson shall appoint committee and subcommittee Chairs, in consultation with the Executive Committee and confirmation by ONE-PS.

Section 7: The term of a committee and subcommittee Chair shall be one year and shall run concurrently with the term of the Chairperson. The term of a committee and subcommittee Chair shall continue to run until it expires, even if his or her term as a NOrg Official Representative or Official Alternate shall expire during such Chair's term. There shall be no limit to the number of terms for committee and subcommittee Chairs.

Section 8: The resignation of a committee or subcommittee Chair shall be effective upon receipt in writing or email by the Chairperson or the Secretary of ONE-PS, unless a later effective date is specified in the resignation. In the event of the death, resignation, disability, or disqualification of a committee or subcommittee Chair, the Chairperson shall appoint a successor, in consultation with the Executive Committee and confirmation by ONE-PS, to serve the uncompleted term of the committee or subcommittee Chair being replaced.

Section 9: Except as provided herein, an Official Representative or Official Alternate must chair every committee or subcommittee. Notwithstanding the above, other NOrg residents who have the approval of their NOrg Board of Advisors or Board of Directors as the case may be to serve on a committee or subcommittee may be appointed by the Chairperson in consultation with the Executive Committee and confirmed by ONE-PS to serve as Chair of a committee or subcommittee.

Section 10: The Chairperson in consultation with the Executive Committee or ONE-PS as a whole may create task forces to address public policy issues and make recommendations for consideration by ONE-PS. The Board of Directors, in consultation with the Executive Committee, shall determine the membership of task forces in accordance with the following provisions:

- a) Task force members shall be selected for their expertise and/or ability to represent a key stakeholder point of view. They do not need to be an Official Representative or Official Alternate.
- b) The Chairperson shall appoint the task force Chair, in consultation with the Executive Committee and confirmation by ONE-PS. The task force

Chair does not need to be an Official Representative or Official Alternate.

- c) The term of a task force Chair shall expire concurrently with the term of the Chairperson. If the task force chair is a NOrg Official Representative or Official Alternate, the term shall continue to run even if his or her term as a NOrg Official Representative or Official Alternate shall expire during such Chair's term. The provisions of Article IX Section 8 of these Bylaws shall apply to the task force Chairs, mutatis mutandis.
- d) ONE-PS Official Representatives and Official Alternates who have not been appointed to a task force may attend and participate in its meetings but may not vote.
- e) The agenda for a task force meeting with its date, time and place will be circulated where feasible in advance of the meeting to the task force members, with courtesy copies sent to the Official Representatives from the NOrgs that are not represented on the task force and appropriate City personnel). Every agenda for a task force meeting shall provide an opportunity for members of the public to directly address the task force during a designated public comments period, with time limits not to exceed three minutes per speaker. Comments will be accepted on any item under the subject matter jurisdiction of the task force or on any item that is already on the agenda for such meeting.

Section 11: The following standing committees shall exist at all times:

- a) Executive Committee
 - 1) The Executive Committee shall consist of the Board of Directors, the Chairpersons of all the ONE-PS standing committees and the immediate past Chairperson of ONE-PS.
 - 2) The Executive Committee shall meet in advance of each ONE-PS meeting to set an agenda and may convene at other times in order to respond to and act on matters requiring a ONE-PS response between regular meetings of ONE-PS.
 - 3) The Executive Committee may act on behalf of ONE-PS between regular meetings, as necessary due to time constraints and/or the timing of events, or may delegate such action to a committee or subcommittee. Actions on behalf of ONE-PS taken by or at the direction of the Executive Committee must be reported to ONE-PS at its next meeting.

b) Code Enforcement and Public Works Committee

The Code Enforcement and Public Works Committee shall assist NOrgs with neighborhood code enforcement issues and interface with City Departments on quality of life issues and situations and concerns that affect the public safety and wellbeing of the residents of the City of Palm Springs.

c) Communications Committee

The Communications Committee shall serve as the communications arm of ONE-PS. It is tasked, among other things, with oversight of the ONE-PS website and social media platforms, establishing policies and procedures for the use by ONE-PS of social media platforms, preservation of ONE-PS documentary archives, public outreach on behalf of ONE-PS that will include but not be limited to the issuance of press releases, the organization of “brown bag” lunch topics, the organization of candidate and public policy issue forums and other communications activities. The Communications Committee shall assist the NOrgs using social media platforms and may recommend policies and procedures for the NOrgs using social media platforms that, if approved by ONE-PS, would be binding on all NOrgs using that communication platform.

d) Events Committee

The Events Committee shall be responsible for organizing ONE-PS events and coordinating ONE-PS’s participation in events organized by other parties. It shall establish policies and procedures governing the participation by NOrgs in such events.

e) Finance Committee

The Finance Committee is tasked with oversight of the finances of ONE-PS. The Finance Committee shall be responsible for the planning, development, implementation, monitoring, and evaluation of ONE-PS’s policies and procedures for the receipt and expenditure of funds by ONE-PS. The Finance Committee monitors ONE-PS’s financial records, reviews and oversees the creating of financial reports to be presented to the Executive Committee and ONE-PS, prepares the annual budget with the Treasurer and recommends it to the full Executive Committee and ONE-PS for approval, monitors budget implementation and helps the Executive Committee understand ONE-PS’s finances. The Finance Committee will also establish fiduciary guidelines and financial best practices for the NOrgs. These guidelines will provide minimum standards for

NOrgs in conducting their finances. Providing these guidelines to NOrgs implies no responsibility on ONE-PS's part for NOrg finances.

f) Governance Committee

The Governance Committee assists the Board of Directors in fulfilling its fiduciary duties. The specific responsibilities of the Governance Committee include:

- 1) Developing and overseeing ONE-PS policies related to governance matters, including policies related to open meetings, conflicts of interest and voting, receipt of gifts and contributions by ONE-PS and election practices for the Board and ONE-PS membership. All such policies shall become effective only upon vote of ONE-PS. The Governance Committee shall review such policies at least every two years.
- 2) Consulting with tax and legal counsel to ascertain the availability of exemptions from taxation under federal and state tax codes for ONE-PS and the NOrgs, and educating ONE-PS and the NOrgs on the availability of such exemptions and the steps necessary to obtain and maintain them.
- 3) At least every two years, reviewing and recommending revisions to the ONE-PS Articles of Incorporation and Bylaws and the model Articles of Incorporation and Bylaws of the NOrgs.
- 4) Ensuring compliance by the Board, Executive Committee and ONE-PS with the Articles of Incorporation and Bylaws as well as applicable federal, state and local tax and legal requirements.
- 5) Evaluating the insurance needs of ONE-PS and the NOrgs and assisting ONE-PS and the NOrgs in obtaining such insurance when appropriate.
- 6) Assisting the Board in discussions with the City of Palm Springs with respect to the Ordinance, and recommending revisions to the Ordinance in order to best achieve the objectives of ONE-PS and the NOrgs.

g) Neighborhood Formation and Support Committee

The Neighborhood Formation and Support Committee is tasked with 1) stimulating the formation of new NOrgs and assisting new NOrg formation in accordance with the Ordinance; 2) providing

support to existing NOrgs to ensure long-term viability and vitality to each neighborhood group. The Neighborhood Formation and Support Committee works with existing NOrgs to quantify active membership and to ensure that all neighborhoods are, at all times, fully viable entities.

- Section 12: Standing committees shall establish a standard date, time and place for their monthly or quarterly meetings, and a calendar with this information will be posted on the ONE-PS website (with a link to the calendar on the City website). Agendas for the standing committee meetings will be circulated where feasible in advance of the meeting to the committee members, with courtesy copies sent to the Official Representatives from the NOrgs that are not represented on the committee and appropriate City personnel. Standing committees will prepare summary minutes for their meetings that will be included in the package for the following monthly ONE-PS meeting. Guidelines for posting documents other than agendas will be included in policy documents that will be established by the Governance Committee.
- Section 13: Every agenda for a standing committee meeting shall provide an opportunity for members of the public to directly address the standing committee during a designated public comments period, with time limits not to exceed three minutes per speaker. Comments will be accepted on any item under the subject matter jurisdiction of the standing committee or on any item that is already on the agenda for such meeting.
- Section 14: Meetings of committees, subcommittees and task forces will be conducted in accordance with the procedures described in the most current edition of Robert's Rules of Order unless otherwise specified in these Bylaws.
- Section 15: The Chairperson shall appoint liaisons to City of Palm Springs Boards and Commissions, in consultation with the Executive Committee and confirmation by ONE-PS. A liaison shall be an Official Representative or Official Alternate, unless the liaison is another NOrg resident who has the approval of his or her NOrg Board of Advisors or Board of Directors as the case may be. The term of a liaison shall expire concurrently with the term of the Chairperson. If the liaison is a NOrg Official Representative or Official Alternate, the term shall continue to run even if his or her term as a NOrg Official Representative or Official Alternate shall expire during such Chair's term.

Article X – Amendments; Governing Law; Fiscal Year

- Section 1: These Bylaws may be altered, amended, replaced or repealed by a motion to such effect being approved by a majority vote of the members of the Board of Directors and subsequent approval by two-thirds of the NOrgs.

Notice of proposed changes approved by the Board shall be given in accordance with Article VII Section 3 of these Bylaws (for a regular meeting) or Article VII Section 9 of these Bylaws (for a special meeting) prior to any meeting at which discussion is to be held or action is to be taken on such changes. Any proposed change to the Bylaws must be submitted in writing to the Secretary at least sixty days prior to the ONE-PS meeting during which a vote will take place.

Section 2: In all matters not specified in these Bylaws, or in the event these Bylaws shall not comply with applicable law, the California Nonprofit Public Benefit Corporation Law as then in effect shall apply.

Section 3: The fiscal year of ONE-PS shall end each year on June 30.