

ORGANIZED NEIGHBORHOODS OF PALM SPRINGS (“ONE-PS”)

BOARD AND COMMITTEES CHARTER

The following charter applies to the Board of Directors (“Board”), committees of the Board (“Board Committees”), and standing Advisory Committees (“Standing Committees,” and together with Board Committees, “Committees”) of Organized Neighborhoods of Palm Springs (“ONE-PS”). The Standing Committee provisions were approved by the ONE-PS membership (“Membership”) at its July 2018 meeting. The Board and Board Committee provisions were established by the Board at its meeting of February 2019. The Governance Committee will review this charter periodically and recommend any proposed changes to the Board for review. Capitalized terms used but not defined herein have the meaning assigned to them in the Bylaws.

I. Board Charter

Under the California Nonprofit Corporation Law (the “Law”) and the Bylaws, and subject to the powers of the Membership as provided by the Law and the Bylaws, the activities and affairs of ONE-PS are conducted, and all corporate powers are exercised, by or under the direction of the Board. In its day-to-day actions, the Board oversees the work of the Committees and ensures that ONE-PS carries out its mission.ⁱ

II. Rules Applicable to the Board

A. Directors’ Responsibilities

The Law requires that a Board member (hereafter “director”) perform the duties of a director, including duties as a member of any committee of the Board upon which the director may serve, in good faith, in a manner that the director believes to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. Fiduciary duty includes the duty of care (i.e., acting as an ordinary prudent person), loyalty (i.e., no self-dealing), and obedience (i.e., following the mission and terms of the organization’s governing documents). The Governance Committee assists the Board in fulfilling its fiduciary duties, and the Finance Committee assists the Board in compliance with ONE-PS’s financial obligations.

B. Executive Committee and other Board Committees

1. Creation

The Executive Committee is a Board Committee. The Board may create other Board Committees and establish their terms of reference.ⁱⁱ

2. Authority

Board Committees act with the full authority of the Board, subject to the powers of the Membership as provided by the Law and the Bylaws and statutory and Board-imposed limitations on Board Committee action.

3. Membership

- a. The five Officers shall be the Executive Committee members.
- b. The following rules apply to Board Committees except the Executive Committee. Board Committee members serve at the pleasure of the Board. Appointments to Board Committees shall be by a majority vote of the Board members then in office. The Board may appoint one or more Board members as alternate members of such Board Committee, who may replace any absent member at any meeting of the Board Committee.

4. Executive Committee Meetings

- a. The Executive Committee will meet only when necessitated because of time constraints and/or the timing of events to respond to and act on matters requiring a ONE-PS response between Board meetings. The Chairperson can call Executive Committee meetings on two days' notice.
- b. The Chairperson will preside over Executive Committee meetings. Four members of the Executive Committee will constitute a quorum. Executive Committee approvals will require a vote of a majority of the Executive Committee members present at a meeting at which a quorum is present.

5. Board Committee Reporting

Board Committees will report their activities to the Board at the next Board meeting. At such meeting, the Board shall ratify all actions taken by the Board Committee.

C. Conflict of Interest Policy

1. Applicability

ONE-PS's conflict of interest policy applies to Board members and Standing Committee chairs who are not also Board members ("Standing Committee Chairs" and, together with Board members "Interested Persons"). By assuming their office, Interested Persons declare that they

have read and understand the conflict of interest policy and have agreed to comply with it.ⁱⁱⁱ

2. Financial Conflicts of Interest

- a. Interested Persons shall not use their position for personal gain. If a Board member has a financial interest in a transaction to which ONE-PS is or may be a party, before any part of the transaction is consummated, the Board shall follow those guidelines set out in Section 5233(d)(2) of the Law, or the successor thereof. The Board shall determine by vote whether such relationship is of a substantial nature as to be a conflict of interest.
- b. Duty to Disclose: In connection with any actual or possible conflict of interest related to a specific transaction or public policy recommendation, an Interested Person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board or Executive Committee.
- c. Recusal: An Interested Person may recuse himself or herself at any time from involvement in any decision or discussion in which the Interested Person believes he or she has or may have a conflict of interest, without going through the process for determining whether a conflict of interest exists.
- d. Determining Whether a Conflict of Interest Exists: After disclosure of the financial interest and all material facts, and after any discussion with the Interested Person, he/she shall leave the Board or Executive Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Executive Committee members shall decide if a conflict of interest exists. In such case, the Interested Person shall recuse himself or herself from involvement in the decision or discussion.

3. Non-Financial Conflicts of Interest

- a. Board members and Standing Committee Chairs who serve on City Boards and Commissions shall comply with the City's conflict of interest policies.^{iv}
- b. If a Board member serves as a voting member of the governing body of another non-profit entity (including a NOrg), that Board member shall not vote upon any agreement, whether or not financial, with such non-profit entity to which ONE-PS is or may be a party. Such Board member shall disclose his or membership on the governing

body of the other non-profit entity and shall recuse himself/herself from voting with respect to such agreement.

III. Rules Applicable to the Board and Committees

A. Overview

All meetings of the Board and Committees shall be accessible to the public. Standards of conduct shall be followed to allow for equal participation by all Board and Committee members at their respective meetings. Board and Committee minutes shall reflect the principles of transparency, accountability and historical continuity. All Standing Committees shall have members from multiple neighborhoods. All activities of Standing Committees are conducted in accordance with the Bylaws under their status as Advisory Committees to the Board.

B. Meeting Locations and Times

At the beginning of the calendar year, the date, time and place of the regular meetings (monthly, quarterly, etc.) of the Board and each Committee shall be posted on the ONE-PS website (together with a link to the calendar on the City website). Board and Committee meetings must be held in a location and at a time that is accessible to the public, preferably at Palm Springs City Hall. If a Committee needs to hold a special meeting outside of its regular schedule, the meeting must be called by the Chair at least four days in advance and be similarly scheduled at a location and time accessible to the public.

C. Meeting Agendas

Every Board and Committee meeting agenda shall state that the public may attend and provide public comment during a designated comments period on any item under its jurisdiction or on any item that is already on the agenda for such meeting. Agenda items may not be taken out of order at the meeting, except with the consent of a majority of the Board or Committee members attending the meeting. Members should avoid discussing in detail at a regular meeting an item that was not previously placed on the agenda for such meeting. Such items can be discussed briefly at the meeting and then placed on the agenda for discussion at a future meeting. In the absence of a quorum (a majority of the Board or Committee members), the members in attendance may discuss the matters on the agenda but may not take any action.

D. Meeting Notifications

1. At least 72 hours prior to a regular Board or Board Committee meeting, and 48 hours prior to a special Board or Board Committee meeting, the Chairperson shall distribute by email to the Board members, Standing Committee Chairs, the Office of Neighborhoods and to any ONE-PS, City

or other parties that may have an interest in the agenda items the agenda containing a brief general description of each item to be discussed or transacted at the meeting and the link to the location on the ONE-PS website with supporting materials for all action and discussion items on the agenda. Notwithstanding the above, the 72-hour notice shall be 24 hours for Executive Committee meetings.

2. At least 72 hours prior to a regular Standing Committee meeting, and 48 hours prior to a special Standing Committee meeting, the Chair shall distribute by email to the Standing Committee members, the ONE-PS Chairperson, the Office of Neighborhoods and to any ONE-PS, City or other parties that may have an interest in the agenda items the agenda containing a brief general description of each item to be discussed or transacted at the meeting and a link to the location on the ONE-PS website with supporting materials for all action and discussion items on the agenda.
3. An agenda for each meeting of the Board or any Committee and a link to the location on the ONE-PS website with the supporting materials shall also be provided by e-mail to any Palm Springs property or business owner or resident who requests such notification in writing to the ONE-PS Secretary.

E. Meeting Attendance

Board and Committee members shall make a good-faith effort to attend their respective meetings. They may participate in a meeting through use of conference telephone or electronic video screen communication. Participation in a meeting through use of conference telephone or electronic video screen communication pursuant to this paragraph constitutes presence in person at that meeting as long as all those participating in the meeting are able to hear one another.

F. Meeting Minutes

Meeting minutes provide a record to the Board and the Membership of the activities of the Board and Committees, are important in providing a reference for the processes used in decision-making and provide an historical record when there are changes in Board or Committee membership. Minutes should be written with concern for the multiple possible audiences and thus need to be complete but succinct, and easily readable. Minutes should include, at a minimum: 1) the date, time, and location of the meeting; 2) the name and meeting status (present/absent) of all Board and Committee members; 3) the names of others in attendance; 4) a summary of each discussion; and 5) for any vote, the means of voting and vote tally. The minutes should be reviewed by the members of the Board or Committee as soon as possible after the meeting so that they can be posted on the ONE-PS website in the materials for the following Board and Membership meetings and then approved at the next meeting of the Board or Committee.

G. Meeting Conduct

Board and Committee meetings are conducted in accordance with the procedures described in the most current edition of Robert’s Rules of Order unless otherwise specified in this charter. Only Board or Committee members may vote on decisions at their respective meetings. The standards of conduct for all ONE-PS meetings set out in Article V Section 13 of the Bylaws (“Standards of Conduct”) apply to all Board and Committees meetings. Time limits for public comment shall not exceed three minutes per speaker; however, the presiding officer of the meeting may limit public comment to two minutes per speaker if necessary to allow sufficient time to discuss the other agenda items. Speakers must sign in to speak and provide their contact information.

IV. Additional Rules Applicable to Standing Committees

A. Membership

1. The ONE-PS Chairperson shall at the beginning of each calendar year appoint the Chair of each Standing Committee in accordance with Article IX Section 9 of the Bylaws. The Chair of each Standing Committee shall at such time appoint or reappoint the other Standing Committee members for the year and may appoint new members during the year for the rest of the year. Such members shall be Palm Springs residents or property owners, and they are eligible to serve regardless of whether their neighborhood is a Neighborhood Organization (“NOrg”). No more than two Standing Committee members may be from the same neighborhood. The ONE-PS Chairperson serves as ex officio member of all Standing Committees, with all the rights and duties as the other members, including the right to vote.
2. A Standing Committee, upon recommendation of its Chair and by a two-thirds majority vote of its members at a duly noticed meeting, may vote to terminate a member for missing three or more of its meetings during a 12-month period or repeated violations of the Standards of Conduct. At least 15 days prior to placing the possible termination on the Standing Committee meeting agenda, the Standing Committee Chair shall notify the affected member that he or she is at risk of termination and the issues involved and invite such member to meet with the Chair to discuss the matter. The Board members shall be notified of the issues involved and the time and place of the meeting, and they may attend the meeting. If resolution of the reasons for termination subsequently occurs, the Chair may recommend reinstatement of the member, subject to approval by a majority vote of the Board. The Board is responsible for any disciplinary action against the Chair, who serve at the discretion of the Board.

B. Reporting to ONE-PS

The Chair of each Standing Committee, or in the absence of the Chair a designated Standing Committee member, shall attend the monthly Board and Membership meetings and briefly present a summary of the Standing Committee’s activities at each such meeting. No later than January 31 of each calendar year, the Standing Committee Chair shall send the ONE-PS Chairperson and Secretary a summary of the Standing Committee’s activities during the prior calendar year. The Secretary shall post these reports on the website.

C. Authority

Standing Committees serve as Advisory Committees to the Board. All recommendations of a Standing Committee for action require ratification or vote by the Board before being given effect, and the Board approves, amends and repeals ongoing guidelines and procedures established by the Standing Committees, subject in each case to approval by the Membership when required by the Bylaws (see Article IX of the Bylaws for more details). Any differences of opinion between or among Standing Committees are resolved by the Board.

D. Subcommittees, Task Forces and Work Groups

The Chair of a Standing Committee may establish subcommittees, task forces and work groups to study issues and report back to the full Standing Committee for further consideration and action. The creation and dissolution of such bodies and the establishment and amendment of their terms of reference by the full Standing Committee shall be recorded in the minutes of the meeting of the Standing Committee at which such action took place. The subcommittee members shall be members of the Standing Committee; however, task forces and work groups may include non-members of the Standing Committee who are Palm Springs residents or property or business owners and who participate in the function of the task force or work group because of their interest or expertise in the subject matter. Subcommittees, task forces and work groups shall follow the rules applicable to all Standing Committees set out above to the extent practical, considering the mission and size of such bodies.

V. Individual Standing Committee Charters

A. Code Enforcement and Public Works Committee

The Code Enforcement and Public Works (“CEPW”) Committee focuses on public safety and the quality of life in neighborhoods and the City. In collaboration with Code Compliance, Engineering Services and the Police Department, the CEPW Committee shares data on code enforcement issues and the status updates on public works projects with neighborhoods, provides a forum through work groups for neighborhood collaboration on shared issues and informs and educates

neighborhoods on tools and processes for use in resolving issues with City infrastructure, regulations and codes. CEPW Committee recommendations for any changes to City regulations and codes are approved by the ONE-PS Board before being presented to the Membership for a vote. Recommendations approved by the Membership are submitted to the appropriate City staff for review and approval.

B. Communications Committee

The Communications Committee serves as the communications arm of ONE-PS. It is responsible for ONE-PS's public outreach, including issuing press releases, organizing "brown bag" lunch topics, working with the Events Committee to publicize its events and carrying out other communications activities, such as publishing the ONE-PS Guide to Palm Springs Neighborhoods, for which it has budgetary responsibility. The Communications Committee works with the Governance and Neighborhood Formation and Support Committees to maintain ONE-PS's documentary archives. It oversees the ONE-PS website and social media platforms and establishes guidelines and procedures for ONE-PS's use of social media platforms. The Communications Committee, working with the Neighborhood Formation and Support Committee, also assists the NOrgs using social media platforms and may recommend guidelines and procedures for the NOrgs using such platforms, which, if approved by the Membership, will be binding on all NOrgs using them.

C. Ecology Committee

The Ecology Committee focuses on the ecology, environment, health and wellness of the neighborhoods, the City and the City's visitors by identifying addressable issues and making recommendations for actions to be considered by the Membership and/or by individual NOrgs. The Ecology Committee decides which specific environmental, health and wellness issues it will address through input from the Membership and the Board and through ongoing review of environmental, health and wellness action in other jurisdictions. The Ecology Committee shares information with appropriate City, County and other governmental bodies and non-profit environmental groups regarding approaches to, and best practices for, addressing environmental issues. Within ONE-PS, the Ecology Committee furthers its commitment to environmental concern and action by working with the Communications Committee to encourage pro-environmental perspectives in ONE-PS's communications, with the Events Committee to encourage environmental messaging at ONE-PS events and with the Neighborhood Formation and Support Committee to encourage NOrgs to address environmental concerns. If the Ecology Committee proposes recommendations for any changes to City codes and regulations, they must be approved by the Board before being presented to the Membership for a vote. Recommendations approved by the Membership are then submitted to the appropriate City staff.

D. Events Committee

In consultation with the Board, other Standing Committees and the Membership, the Events Committee provides support, direction and funding to a series of diverse community-based events that serve to provide a positive identity for ONE-PS and the neighborhoods. Such events offer neighborhoods opportunities to participate, volunteer and interact with other neighbors and visitors in a positive and fun environment. Because of the nature of most events, subcommittees handle most of the logistics. The Events Committee also works with the Communications Committee and the Office of Neighborhoods on event-related communications and with the Governance Committee on event-related contracts and insurance. Where appropriate, selected events also serve as fund-raising opportunities for ONE-PS. The Events Committee assumes budgetary responsibility for both the revenue and the expenses of ONE-PS's participation in the events.

E. Finance Committee

The Finance Committee oversees ONE-PS's finances. This oversight includes the planning, development, implementation, monitoring and evaluation of ONE-PS's guidelines 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 creation of financial reports, prepares the annual budget for approval of the Board and Membership and monitors budget implementation. The Finance Committee also establishes fiduciary recommendations for the NOrgs that provide minimum standards for the NOrgs in conducting their finances. Providing these recommendations to the NOrgs does not create any responsibility on ONE-PS's part for their finances.

F. Governance Committee

The Governance Committee assists the Board and the governing bodies of the NOrgs in fulfilling their respective fiduciary duties. The Governance Committee's specific responsibilities include: 1) developing and overseeing ONE-PS's policies related to governance matters, including reviewing them biennially and recommending revisions, 2) reviewing biennially and recommending revisions to the ONE-PS Articles of Incorporation and Bylaws and the template Articles of Incorporation and Bylaws of the NOrgs, 3) ensuring compliance with the ONE-PS Articles of Incorporation and Bylaws and applicable federal, state and local tax and legal requirements, 4) assisting the Board and the Standing Committees on ONE-PS's contractual and insurance arrangements, 5) working with the Neighborhood Formation and Support Committee, assisting the NOrgs in complying with their Articles of Incorporation and Bylaws and applicable federal, state and local tax and legal requirements, 6) working with outside legal counsel as needed to carry out the above responsibilities, and 7) assuming budgetary responsibility for ONE-PS's legal and filing fees, insurance premiums and other costs to ensure its compliance.

G. Neighborhood Formation and Support Committee

The Neighborhood Formation and Support (“NFS”) Committee works closely with the Board, the other Standing Committees and the Office of Neighborhoods in ensuring the vitality of the NOrgs, who are the basic building block of ONE-PS. For neighborhoods that are not covered by a NOrg, the NFS Committee leads in stimulating the development of new NOrgs by identifying interested individuals in the neighborhood, advising in the development of its boundaries, meeting standards, bylaws and finances, and attending initial meetings. For active existing NOrgs, the NFS Committee attends whenever possible their annual and special meetings and is the key point of contact for ensuring their continued viability, participation in ONE-PS activities and, working with the Governance and Finance Committees, compliance with their legal and financial obligations. For existing NOrgs that have become inactive, the NFS Committee has the key role in efforts to revitalize them. In all these activities, the NFS Committee takes the lead in developing a database of best practices, procedures, resources and personnel for use by the NOrgs. The NFS Committee also maintains and archives the records of NOrg involvement in ONE-PS and works with the Governance Committee in developing data security guidelines and procedures for the NOrgs, which, if approved by the Membership, will be binding on all NOrgs.

VII. Amendments

This Charter 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. Amendments to the provisions applicable to Standing Committees also require approval of the Membership.

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- i ONE-PS Bylaws, Article III.
 - ii ONE-PS Bylaws, Article IX, Sections 2 and 3.
 - iii See also ONE-PS Bylaws, Article VII, Section 12.
 - iv Palm Springs Municipal Code Sections 2.60.020 and 2.60.040.