

BY-LAWS OF YOLO COUNTY TAXPAYERS ASSOCIATION

as revised 5/14/15

ARTICLE 1. GENERAL PROVISIONS

1.01 NAME. This organization shall be a California non-profit corporation known as **YOLO COUNTY TAXPAYERS ASSOCIATION** hereinafter referred to as "**YCTA**".

1.02 PURPOSE. The YCTA is a non-profit, non-political, and non-partisan organization that exists to inform its membership and the public about issues of importance to taxpayers and property owners.

1.03 PRINCIPAL OFFICE. The YCTA's principal office shall be located in the County of Yolo, State of California, at such address as the Board of Directors may designate.

1.04 SEAL. The YCTA's official seal shall be inscribed with the words: **COUNTY TAXPAYERS ASSOCIATION, YOLO COUNTY, INCORPORATED 1971**, and such other words and design as may be adopted by the Board of Directors.

ARTICLE 2. MEMBERSHIP

2.01 MEMBERSHIPS. Any private individual, firm, corporation, partnership, club, society or association residing in or having business interests in Yolo County shall be eligible for membership, provided, however, that each membership shall entitle the holder thereof to one (1) vote at the annual business meeting.

2.02 RIGHTS OF MEMBERS. All members shall have the right to speak at all YCTA annual business and Board of Directors regular meetings on any matter properly before the organization.

2.03 OFFICIAL ROLL. The YCTA's official roll of membership shall consist of the names of all members in good standing.

2.04 TERMINATION OF MEMBERSHIP. All memberships shall be for the life of such member or until terminated as follows:

(a) Any member may terminate a membership at any time upon delivery to the Secretary a signed written resignation, stating the effective date of termination.

(b) Any membership may be terminated by the Board of Directors for failure to pay dues.

(c) Except as provided above, a member may be removed only by a simple majority vote of the Board of Directors at a duly called meeting: The Board may terminate a membership for any infraction of the By-Laws, rules, regulations of this organization, or for any other good and valid reason, as the Board, in its sole discretion, may determine. The procedural requirements of Section 7341 of the California Corporations Code shall be followed. Section 7341, in part, requires the giving of 15 days prior notice of the expulsion and the reasons therefore, and provides an opportunity for the member to be heard orally or in writing not less than five days before the effective date of the expulsion by a person or body authorized to decide that the proposed expulsion not take place. Any notice given by mail must be given by first class mail or registered mail sent to the last address of the member shown on the organization's records.

ARTICLE 3. DUES

3.01 DUES. All membership dues shall be set by the Board of Directors and shall be payable annually in advance. A class and rate schedule shall be maintained within the Board's minutes, and may be changed by the Board at any time.

3.02 PAYMENT OF DUES. Dues shall be **payable annually by June 30** and shall be considered delinquent if not paid by **September 30** of each year.

ARTICLE 4. MEETINGS OF MEMBERSHIP

4.01 ANNUAL BUSINESS MEETING. The annual business meeting of the organization shall be held in the first semester of each year on a date and at a time and place to be determined by the Board of Directors. Notice of the annual business meeting shall be sent to each member of the Association at least ten (10) days prior thereto. Twenty-five (25) members present shall constitute a quorum.

4.02 ANNUAL BUSINESS MEETING: PURPOSE. The annual business meeting shall elect Directors, review and ratify actions taken by the Board of Directors during the preceding year, and take up any other business properly brought before the membership.

4.03 QUORUM NOT PRESENT. If a quorum is not present, the presiding officer may adjourn the meeting to a day and time fixed by him/her, and such adjourned meeting shall be held with the same effect as if held as provided above.

4.04 BALLOTING. At the annual business meeting of the organization, the presiding officer shall appoint two (2) members to act as a ballot committee and to be responsible for the counting and verification of ballots.

4.05 ORDER OF BUSINESS AT MEETINGS. At all meetings of the organization the order of business shall be as follows:

1. Reading and correcting the minutes of the last meeting.
2. Correspondence.
3. Treasurer's Report.
4. Reports of committees.
5. Reports of officers.
6. Unfinished business.
7. New business.
8. Elections.
9. Adjournment.

ARTICLE 5. THE BOARD OF DIRECTORS

5.01 POWERS. The Board of Directors shall be vested with the power to determine the policy of the organization, in accordance with the purposes for which it was formed, and in compliance with the Articles of Incorporation and the By-Laws.

5.02 ELECTION. Directors shall be elected by simple majority of the voting membership by secret ballot at the annual business meeting. The Directors so elected shall serve a term of three (3) years or until their successors are elected. There shall be no fewer than five (5) nor more than fifteen (15) Directors, with the exact number to be determined by the Board of Directors.

5.03 PAY AND ATTENDANCE. Directors shall serve without pay. Any Director who fails to attend four consecutive regular meetings without permission from the President shall have his/her term of office terminated. Directors who are not present at a regular meeting because they are attending another meeting on behalf of YCTA and having agreed to report on said meeting shall be counted as present for the purpose of establishing a quorum.

5.04 VACANCIES. Board vacancies may be filled by a simple majority vote of Directors at the next meeting of the Board of Directors at which a quorum is present. The new Director shall complete the unexpired term of the Director replaced.

5.05 THE BOARD OF DIRECTORS: QUORUM. The Board of Directors shall hold its regular meetings monthly at a time and place set by the Board. A simple majority (50% plus 1) of the Elected Directors shall constitute a quorum. Special meetings may be called by the President or on written request of not fewer than three (3) other Directors. The time and place of a special meeting shall be designated by the President. At least three (3) days notice, in phone or in writing, shall be given for a special meeting.

5.06 OFFICERS. The officers shall be a President, Vice-President, Treasurer, Secretary, and an Executive Director. Additional Vice-Presidents and/or an Executive Director may be added in the discretion of the Board. Officers shall serve without pay. All officers shall be elected by the Board of Directors for terms of one (1) year. The Executive Director, if appointed, shall serve at the pleasure of the Board. A YCTA Director should not serve as a YCTA officer and as an officer in a political organization.

5.07 OFFICERS IN GOOD STANDING. Officers who are not current on their dues shall not be eligible to be counted for a quorum, nor shall they have a vote at any YCTA meetings.

ARTICLE 6. DUTIES OF OFFICERS

6.01 DUTIES OF THE PRESIDENT. The President shall preside at all meetings of the organization and the Board of Directors. He or she shall manage and supervise the activities of the organization with the advice of, and acting on behalf of, the Board of Directors.

6.02 ABSENCE OF THE PRESIDENT. In the absence of the President, the Vice-President shall perform the duties of the President. In the absence of both the President and the Vice-President at a regular meeting, the President may designate another Director to preside at a regular meeting.

6.03 DUTIES OF THE TREASURER. The Treasurer shall keep the funds of the organization in a bank approved by the Board of Directors. Funds are to be expended by checks signed by the Treasurer or any two (2) other officers, as designated by the Board of Directors. The Treasurer is to keep adequate books showing the financial status of the organization. He or she shall send a dues notice to members by June 1 of each year and shall report to the Board any members more than ninety days delinquent in the payment of dues.

6.04 DUTIES OF THE SECRETARY. The Secretary shall keep written records of the proceedings of the organization, the Board of Directors and the Executive Director. In the absence of the Secretary the presiding officer shall appoint an acting secretary to perform this duty.

6.05 DUTIES OF THE EXECUTIVE DIRECTOR. An Executive Director shall be selected by the Board of Directors when deemed appropriate, with compensation to be determined by them at that time. The Executive Director, if one is appointed, shall be responsible for the administration of the policies and programs of the organization as set forth by the Board of Directors. He or she may employ or appoint other staff members as may be necessary subject to approval of the Board of Directors. He or she shall cause to be performed such duties as assigned to that position and shall have the responsibility of directing the activities of any assigned association staff.

ARTICLE 7. ENDORSEMENTS AND PUBLIC ISSUES

7.01 POLITICAL ENDORSEMENTS BY THE YCTA. The YCTA as an organization shall not endorse, support, nor oppose any candidate for political office.

7.02 POLITICAL ENDORSEMENTS BY MEMBERS AND OFFICERS. Members and Officers of the YCTA may endorse by name any candidate of their choosing. However, such endorsement shall not include their title as a Member, Director, or Officer.

7.03 ADVOCACY. The YCTA may publicly advocate and communicate its point of view on matters of importance to taxpayers and property owners in a manner determined by the Board of Directors.

ARTICLE 8. PROCEDURE

8.02 RULES. On all matters not expressly provided for in these By-laws, Roberts' Rules of Order shall govern the YCTA's meetings and proceedings.

ARTICLE 9. DISSOLUTION

9.01 DISSOLUTION. The YCTA's property is irrevocably dedicated to charitable purposes, and upon liquidation, dissolution, or abandonment of the organization, after providing for the debts and obligations thereof, the remaining assets will not inure to the benefit of any private person, but will be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for charitable or religious purposes and which has established its tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code.