

ARTICLE I: NAME

- 1.1. The name of the organization shall be the Talmadge Maintenance Assessment District (TMAD), a community organization recognized by the City of San Diego. These By-Laws also cover the Talmadge Community Association (TCA), which is a 501(c)(3) non-profit organization comprised of the same board members as TMAD.

ARTICLE II: PURPOSE

- 2.1. The purpose and intent of the TMAD's Oversight Board (Board) shall be to implement the Master Plan approved on July 17, 2000, and all subsequent approved Master Plans, and to advise The City of San Diego (The City) of the Talmadge community's desires regarding the landscaping, lighting, and maintenance of the public rights-of-way.
- 2.2. In addition, the Board will oversee and monitor all contractual agreements for the TMAD, assuring that the community has the level of service it desires, and that these services are of the highest quality that can be provided in the most fiscally-responsible and timely manner.
- 2.3. The TMAD was not created to relieve The City of its financial responsibility or obligations or normal maintenance that would be provided by The City, were the TMAD not in place.
- 2.4. All TMAD projects will adhere to local codes, ordinances and standards. The TMAD does not infringe on individual property owner's rights; nor does it address building codes or code variances on private property.

ARTICLE III: ADDRESS

- 3.1. The address of the TMAD will be P.O. Box 600904, San Diego, CA 92160-0055.

ARTICLE IV: MEMBERSHIP

- 4.1. Every Property Owner within the District is a member of the TMAD Committee at large. These Property Owners are responsible for electing the Board.

ARTICLE V: ANNUAL MEETINGS

- 5.1. Annual Meetings will be held during the month of October. A notice of the meeting will be delivered to all Property Owners within two weeks of the meeting.
- 5.2. The Annual agenda will include the following:
 - a. Report on activities of the year.
 - b. Plans and budget for the following year.
 - c. Election of Board Members.
 - d. Other items the Board wishes to address.
 - e. Open Community forum.

ARTICLE VI: BOARD

- 6.1. The TMAD Board shall consist of 13 Board Members, which shall be made up of four (4) officers and nine (9) at-large Board Members. At least one Board Member shall be designated as liaison to Kensington-Talmadge Planning Committee (Ken-Tal) and may serve on that board.

- 6.2. The Board shall manage the business affairs of the TMAD. Official positions and opinions of the Board shall not be established or determined by any organization other than the Board alone.
- 6.3. *Tenure* — Each Board Member shall serve a two-year term. Six (6) Board Members are elected in the even year elections (for terms beginning in January of odd years), and seven (7) Board Members are elected in the odd year elections (for terms beginning in January of even years).
- a. Board Members are limited to three (3) successive two-year terms.
 - b. A Board Member may serve beyond the 3-term limit if they receive at least two thirds (2/3) of the votes, and are among the top six (6) or seven (7) (depending on the year) members receiving votes.
 - c. After an absence of one (1) year from the Board a former Board Member may once again stand for election without restriction by section 6.3.b.
- 6.4. *Elections*
- a. The election will be held at the October Annual Meeting.
 - b. All potential nominees must convey their intention to run for the Board to the Secretary by the September meeting.
 - c. Candidates may self-nominate or be nominated from the floor during the September meeting.
 - d. To be eligible a candidate must be present for two (2) entire meetings in the prior twelve (12) months. The September meeting prior to the election is the last meeting prior to an election that can be used for eligibility.
 - e. Nominations from the floor during the election will not be accepted.
 - f. All Property Owners must show proof of eligibility.
 - g. Representation on the Board shall be encouraged from each of the following categories (one nominee may fulfill one or more criteria):
 - i. Renter
 - ii. Business or Commercial property owner.
 - iii. Single-family dwelling property owner.
 - iv. Multi-family dwelling property owner.
 - h. Prior to the October meeting, information on all of the candidates will be made available to the Property Owners.
 - i. The incoming Board will be installed at the January meeting. The Executive Board (chairperson, vice chairperson, treasurer, and secretary) is elected annually at the November meeting.
 - j. Each parcel listed in the District receives one ballot.
 - k. Renters cannot participate in the election voting, but can be nominated for an at-large position only, but not as an officer.

NOTE: A maximum of one at-large Board Member can be a Renter.
 - l. Should not enough people run to fill the board spaces, the board will operate with a lower number until the positions can be filled, as set forth in paragraph 6.6.
 - m. To be elected to the Board, a candidate must receive a majority (50% +1) of the votes cast by the Property Owners present and voting.
- 6.5. *Removal* — A Board Member may be removed by a two-thirds vote of all Property Owners present and voting at a regular meeting. Notification is required at a previous meeting and must be placed on the agenda as a Board-approved item. Reasons for removal include, but are not limited to: misconduct, conflict of interest, excessive absences or unethical behavior.

- 6.6. *Vacancies* — In the event that a TMAD Board Member resigns or is removed or is not replaced at the October election, the Board shall consider selecting a replacement. However, any slot that becomes vacant after the June meeting shall remain vacant until the October election. To be eligible, a replacement candidate must be present for two (2) entire meetings in the prior twelve (12) months.
- 6.7. *Meetings* — Regular Board meetings shall be held on a monthly basis.
- a. A quorum shall consist of a simple majority of the total number of filled seats on the Board.
 - b. A special meeting may be called by the Chair, or upon presentation to the Chair, of a petition from at least five Property Owners calling for such a meeting. Notice of a special meeting shall be given to Board Members at least three (3) days prior to said meeting.
 - c. All meetings shall be open and accessible to the public and media, except when addressing personnel or litigation matters. They shall be held at a venue that is reasonably accessible to all Talmadge residents.
 - d. No provision shall be made for absentee or proxy voting.
 - e. The Board shall vote all issues regarding the budget, spending, quality, scope, or assessment of the TMAD.
 - f. Items requiring Board action must be placed on the agenda by informing the Chairperson or Secretary at least four (4) days prior to the meeting, or by informing the Chairperson prior to the start of the meeting.
 - g. So long as a quorum of Board Members is physically present at a scheduled meeting, absentee Board Members who cannot physically attend the meeting may attend the scheduled meeting electronically for good cause shown, as approved by a simple majority of those Board Members in physical attendance at the board meeting. Such electronic attendance shall not apply for the purposes of any Board Member being able to vote at the Annual Election/Voting of Board Members nor shall any electronic attendance count towards the two meeting annual requirement for purposes of running for election as a Board Member.
- 6.8. The Board shall utilize Robert's Rules of Order as a guide in conducting its business, such as meetings and elections. The By-Laws, however, shall take precedence if there is a conflict.
- 6.9. The monthly board meetings will not occur in the months of August and December.

ARTICLE VII: OFFICERS

- 7.1. Officers of the Board shall consist of Chair, Vice-Chair, Secretary and Treasurer.
- 7.2. Election, terms, removal and vacancies of officers shall follow the provisions set forth in Article VI for Board membership shall be as follows:
- a. Officers shall be members of the Board.
 - b. The term of officers shall be 1 (one) year.
 - c. Officers shall be nominated and elected by the incoming Board at the November meeting in the order specified in paragraph 7.1.
 - d. If an officer vacancy results from a Board Member's removal or resignation from the Board, then the vacated office shall be filled no later than the next meeting of the Board.
- 7.3. The Chair shall:
- a. Have general active management of the business of the TMAD.
 - b. When present, preside at meetings of the Board.

- c. See that orders and resolutions of the Board are carried into effect.
 - d. Sign and deliver in the name of the TMAD, along with a co-signer, deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the TMAD; except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles or bylaws or by the Board to another officer or agent of the TMAD.
 - e. Perform other duties prescribed by the Board.
 - f. Shall submit to the Secretary the next meeting's agenda. Any Resident may submit an agenda item to the Chair prior to the Chair's agenda submission deadline.
 - g. The Chair shall act as the sole authorized spokesperson (or a designated representative) for the TMAD and shall represent the Board at any community meeting, press interview or public gathering.
- 7.4. The Vice-Chair will assume the duties and responsibilities of the Chair in event the Chair is unable to attend the TMAD meeting or act as spokesperson for the TMAD.
- 7.5. The Treasurer shall:
- a. Keep accurate financial records for the TMAD.
 - b. Deposit money, drafts, and checks in the name of and to the credit of the TMAD in the banks and depositories designated by the Board.
 - c. Endorse for deposit notes, checks, and drafts received by the TMAD as ordered by the TMAD, making proper vouchers for the deposit.
 - d. Disburse TMAD funds and issue checks and drafts in the name of the TMAD as ordered by the committee.
 - e. Upon request, provide the Chair and the Board an accounting of transactions by the Treasurer and of the financial condition of the TMAD.
 - f. Perform other duties prescribed by the TMAD Chair.
 - g. Provide the TMAD with a monthly financial report.
- 7.6. The Secretary shall:
- a. Record minutes of all meetings and shall provide Residents with an up-to-date membership list of the Board, as requested.
 - b. Maintain records of and, when necessary, shall send the minutes of the meeting to the Board Members within (5) five days prior to the next Board meeting.
- 7.7. All officers shall be signatories on TMAD accounts, checks and drafts. Two signatures shall be required on all TMAD disbursements.

ARTICLE VIII: SUB-COMMITTEES

- 8.1. Standing and special sub-committees shall be appointed by the Chair for executing special assignments or for making recommendations to the full Board.
- 8.2. Sub-committees will be responsible for presenting their needs and funding requirements to the Board.
- 8.3. Each sub-committee Chair shall report to the TMAD Board on a monthly basis.
- 8.4. Each sub-committee must have participation by a Board Member.

ARTICLE IX: CALENDAR

- 9.1. The TMAD Fiscal Year shall be July 1 through June 30.
- 9.2. The operating year, covering elections and board terms, will be from January 1 through December 31.

ARTICLE X: DOCUMENTS

- 10.1. The Master Plan defines what the TMAD may and may not work on and defines the boundaries of the TMAD area. This document may only be revised through an election coordinated by the City.
- 10.2. The By-Laws define the rules by which the TMAD and the Board will operate to implement the Master Plan. The by-laws may not be implemented in a way that is inconsistent with the Master Plan. Modifications to the by-laws are described elsewhere in this document.
- 10.3. Procedures will be created to assist the board in its day-to-day running of the TMAD, providing consistency to processes that occur repeatedly. The procedures will also assist new board members in familiarizing themselves with the functioning of the board. Procedures shall not be inconsistent with the Master Plan or the by-laws. Procedures are created, retired, and modified by the TMAD Board.
- 10.4. Each sub-committee shall draft a plan that defines its role and detail plan for implementing the Master Plan. This document should include a mission statement, an implementation plan describing the capital and maintenance elements of the Master Plan being addressed or the function the Board has asked the sub-committee to perform, a list of the members. The board must approve this document before action can be taken. The sub-committee is limited to performing maintenance tasks until a capital plan is approved. In addition, each sub-committee should provide a monthly update to the Board on its activities.

ARTICLE XI: AMENDMENTS

- 11.1. These By-Laws may be amended at any regular meeting by a two-thirds vote of Property Owners present and voting, provided any proposed amendments were presented in writing at the previous regular meeting.

ARTICLE XII: CONFLICT OF INTEREST STATEMENT

- 12.1. Officers, Board Members, Subcommittee Members, Staff Members and certain Consultants of TMAD must conform to the statements 12.2 through 12.4.
- 12.2. Persons defined in 12.1 may not derive any personal profit or gain, directly or indirectly, by reason of their participation with the TMAD.
- 12.3. Persons defined in 12.1 shall disclose to the TMAD Board any personal interest, which they may have in any matter pending before the TMAD and shall refrain from participation in any decision on such matter, and shall abstain from voting
- 12.4. Persons defined in 12.1 shall refrain from obtaining any list of TMAD clients for personal or private solicitation purposes at any time during the term of their affiliation.

- 12.5. Any member of a borrower organization or a loan applicant agency shall identify their affiliation with such agency or agencies; further, in connection with any credit policy committee or committee action specifically directed to that agency, they shall not participate in the decision affecting that agency and the decision must be made and/or ratified by the full Board.
- 12.6. Each Board Member must sign a Conflict of Interest Form (attached) annually.

CONFLICT OF INTEREST STATEMENT

At this time, I am a board member, committee member, or an employee of the following Organizations:

Now this is to certify that I, except as described below, am not now nor at any time during the past year have been:

1) A participant, directly or indirectly, in any arrangement, agreement, investment, or other activity with any vendor, supplier, or other party doing business with the TMAD, which has resulted or could result in personal benefit to me.

2) A recipient, directly or indirectly, of any salary payments or loans or gifts of any kind or any free service or discounts or other fees from or on behalf of any person or organization engaged in any transaction with the TMAD.

Any exceptions to 1 or 2 above are stated below with a full description of the transactions and of the interest, whether direct or indirect, which I have (or have had during the past year) in persons or organizations having transactions with the TMAD.

Date: _____

Signature: _____

Printed Name: _____