

TAXPAYERS ASSOCIATION OF EL DORADO COUNTY

Post Office Box 13  Placerville, California 95667

Founded in 1958

BY-LAWS

I. NAME and RECITALS

A. The Taxpayers Association of El Dorado County (“Association”) was founded in Placerville, California in 1958. It was incorporated as a Non-Profit Organization in the State of California on March 10, 1965. It is recognized by the Internal Revenue Service as a 501(c) (4) Civic League and Social Welfare Organization. The county where the principal office for the transaction of business is El Dorado County. The mailing address for the corporation is Post Office Box 13, Placerville, California 95667.

1. The organization shall be governed by its Articles of Incorporation, Bylaws, Policies and Procedures, Standing Rules, Special Rules, and Resolutions. It shall adhere to and comply with all applicable Federal, State and local laws, codes, regulations and ordinances.

2. The organization shall cause to be completed all filings required by law.

3. The organization shall maintain written Member Ethics, Meeting Conduct, Financial Affairs, Records Retention, Conflict of Interest, Anti-Discrimination and Whistleblower Protection, and Elections Process Policies. See Policies and Procedures.

4. The organization shall strive to operate in a manner consistent with non-profit best practices and shall maintain all records required to be made available for public inspection.

II. OBJECT

A. The Association shall monitor and advocate in the process of governance to help ensure that the blessings of freedom shall be forever perpetuated. The object of the Association is the creation and maintenance of a forum within which to study the issues of government and the problems of those who are governed. This shall occur through an ongoing weekly discourse that will be open to members of the Association, the public, and those who govern. These discussions shall be directed by the Association in an effort to educate all taxpayers as to the current issues, how they may be affected, how to reveal and understand the true costs of government, and to encourage awareness of individual responsibility.

III. MEMBERSHIP

A. Any person shall be eligible for membership who is interested in the objectives of the Association and who has completed the requirements for membership.

1. General Members. A general member is one who is listed on the assessment rolls of El Dorado County as an owner of real property. If a general member divests of their real property but has been a general member for no less than five years and maintains their primary residence in El Dorado County, they shall be eligible to retain their general membership. Annual dues for general members shall be \$35.00, and such member shall have one vote in the annual election for Directors.

2. Associate Members. An associate member is one who is either a non-property owner, or one who for some other reason wishes to be ineligible to vote. Annual dues for an associate member are \$10.00, and they may not vote.

3. Dues shall be payable annually on January 1, and if not paid by March 1st, will be considered to be delinquent. The membership year coincides with the Corporation's fiscal year, January 1 through December 31st.

4. Applicants who wish to join and do so after October 1st will be considered to have paid their dues through the following calendar year.

5. New members must have established membership on or before April 1st to be eligible to vote or be nominated in the December election of Directors.

6. Membership rights may not be transferred and shall terminate as prescribed in accordance with these Bylaws.

7. No Member, Director, Officer, Committee Member, or Contractor of the organization may represent the organization at any level or under any guise without the express approval of the Board of Directors.

8. Any member may resign from the organization by written notice delivered to the Secretary. The resignation becomes effective when such notice is received by the Secretary. Dues paid are generally not refundable.

9. The Board of Directors may terminate an individual's membership by a two-thirds vote of sitting directors for violation of these bylaws or the policies and procedures. The member shall be provided at least 14 days after the charge(s) are called to their attention to respond before a vote is taken.

IV. BOARD OF DIRECTORS

A. The Board, in addition to its power to do all things necessary to fully conduct the affairs of the corporation has other powers, which may be restricted by law, the articles of incorporation, or this code of by-laws. The Board shall have the power to:

1. Make and enter into contracts on behalf of the corporation.
2. Exercise full and complete authority over all of the corporation's fiscal affairs.
3. Incur liabilities and obligations on behalf of the corporation to achieve its goals and objectives.
4. Engage, discharge, and supervise the agents, employees, or assistants necessary or convenient to be employed by the corporation. Establish work ethics and job descriptions for these employees of the corporation.
5. Establish ad-hoc and standing committees.
6. Remove, by a two-thirds vote of currently sitting Directors, a member, Director, or Officer for violation of these bylaws or the policies and procedures. The accused member, Director, or Officer shall have at minimum 14 days after notification to refute the charges before a vote is taken.

B. The Board of Directors (Directors) shall consist of fifteen (15) members who are elected annually by the general membership. An Elections Committee shall be formed no later than September 15 to canvass current directors and eligible general members and create a ballot of qualified members who consent to serve. The ballot shall be approved by the Board of Directors before distribution. Such Directors shall serve for a term of one year, or part thereof if they are seated mid-term. The Directors shall be responsible for the management and administration of the business of the Association except as otherwise provided for in these Bylaws.

1. Directors shall be voted for by written ballot. At the first meeting in November the ballot shall be delivered to all eligible members Eligible general members who have attained one year status and who wish to be considered for a Directorship position will have their names placed upon ballot. The ballots shall be collected by the Elections Committee on or before the first meeting in December. At the second meeting in December the 15 nominees with the most individual votes shall be announced by the Elections Committee, shall be considered elected **and seated**. In the event of a tie, a written ballot run off shall be held immediately.

2. Directors shall receive no compensation for their services as members of the Board. Directors shall refrain from any self-dealing or the appearance of self-dealing. Directors shall conduct themselves in a manner consistent with the goals and objectives of the organization as set forth in these bylaws and Policies and Procedures

3. Directors with conflicts of interest or potential conflicts of interest shall report them to the Board in a timely manner. A written Conflict of Interest Policy shall be maintained in the organization's Policies and Procedures document.

4. In the event of a mid-term vacancy on the Board of Directors, the Directors shall elect a replacement from those among the eligible general membership who consent to serve, within one month after the vacancy is announced. The election will be by written ballot. No such election is required if the vacancy occurs on or after October 1.

5. Special Board meetings may be called by the President or Secretary upon five (5) days receipt of individual written, electronic or verbal notice.

6. Regular attendance is required to maintain an active status on the Board of Directors. Directors who, without a valid excuse, miss three consecutive weekly meetings may be are subject to dismissal proceedings.

7. A Board Member may resign from the Board by written notice to the Secretary. The resignation becomes effective when such notice is received by the Secretary.

8 . The Board of Directors may not take action at any meeting unless a quorum of at least half the currently sitting Directors are present.

V. OFFICERS

- A. The organization shall have a President, a Vice President, a Secretary and a Treasurer, all of whom shall be elected from the eligible Directors.
1. The duties of the officers are as follows:
- a. **President:** The President shall preside over all membership, special, and Board meetings. The President shall sign all contracts and other written instruments authorized and approved by the Board. The President is the external face of the organization and is primarily responsible for communicating the positions of the Board of Directors to government entities, media, members, and the public as approved by the directors.
 - b. **Vice President:** The Vice President shall assume the duties of the President or any other officer except Treasurer whenever that officer is absent or unable to act.
 - c. **Secretary:** The Secretary shall (1) take Director attendance at meetings (2) prepare agendas and minutes for the proceedings of the Board and meetings of the members; (2) keep the seal of the corporation and affix it to instruments as may be required; (3) distribute all notices including meeting announcements, final copies of resolutions or letters approved by the Board, and voting ballots; and (4) arrange the schedule of guest speakers and handle logistics for their appearances.
 - d. **Treasurer:** The Treasurer (1) shall supervise and maintain the financial accounts of the corporation and meet all requirements required by the Internal Revenue Service, California Secretary of State, California Franchise Tax Board, and/or any other regulatory agency of nonprofit corporations; (2) receive all funds of the corporation and deposit them in a bank account of the corporation as directed by the Board; and (3) maintain the membership roster including identifying Directors, members address, email address, telephone number and date of dues payment.

These descriptions are not a limitation on the Board of Directors to temporarily assign duties among Officers and Directors.

2. The Election of officers shall take place at the second regular meeting in December directly following the election of Directors. Newly elected Directors will be eligible to run for office and will be eligible to vote for officers. Those newly elected to the four officers' positions shall take office immediately upon being elected. Nominations shall be made by the Directors and voting shall be conducted for each office individually. The election shall be conducted by written ballot of those eligible Directors in attendance and be presided over by the current President.

3. In the event of a mid-term vacancy, the Directors shall elect a new officer from among their members. The election shall be conducted by written ballot one week after the vacancy is announced.

4. In the event that the Board of Directors determines that a physical meeting to elect officers pursuant to paragraph (2) or (3) is would be unsafe or prohibited by law, the Board may develop an alternate procedure for collecting nominations and confidential ballots from Directors.

VI. MEETINGS

A. The organization shall hold weekly meetings to inform and educate its members and those of the public who are present about current and relevant taxpayers' issues. Through the use of speakers, discussions and the review of upcoming governmental action, the organization shall endeavor to contribute to a more informed citizenry.

1. Regular public educational meetings shall be held on Monday mornings except as otherwise provided for.

2. The Board of Directors may conduct business at regular meetings and special meetings

VII. COMMITTEES

A. From time to time committees may be formed by the Board to perform special assignments on behalf of the Association.


1. The President shall be a member of all committees except the elections committee, but shall not vote except as needed to break ties.

2. Committees shall be comprised of eligible persons and shall keep minutes of their meetings. A Chairperson for the committee may either be appointed by the Board or, if deferred, by the members of the committee once they are seated

VIII. PARLIAMENTARY AUTHORITY

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Bylaws as amended and approved by the Directors on June 15, 2020

President Andy Nevis  _____

A. For all meetings at which the business of the organization is conducted or other relevant organizational applications, the rules contained in the current edition of Robert's Rules of Order Newly Revised shall generally govern in all cases to which they pertain provided they are not inconsistent with these Bylaws and any special rules of order the Association may adopt


IX. AMENDMENT OF BYLAWS

A. These Bylaws may be amended by the Directors at any regular meeting or special meeting of the Association by a two-thirds vote, provided that the amendment(s) has/have been read at a regular meeting fourteen (14) days and published via email ten (10) days prior to the meeting at which it/they are to be voted upon.

X. DISSOLUTION

A. In the event that this corporation must be dissolved, the assets of the organization shall be delivered to another Non-Profit with a presence in El Dorado County that conducts activities similar to those of the Association.

These Bylaws were approved by a two thirds majority of Directors present and voting on June 15, 2020. Attested by:



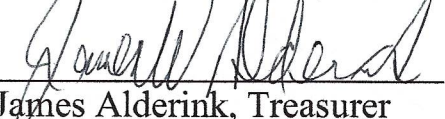
Andy Nevis, President



Kris Payne, Vice President



Todd White, Secretary



James Alderink, Treasurer