

**Idyllwild Community Recreation Council  
(Hereinafter ICRC)  
BYLAWS**

Revisions adopted by the board at the regularly scheduled ICRC Board meeting  
September 20, 2011 at the Creekstone Inn.

**ARTICLE I: OFFICES**

**SECTION I:** The principal office of the Corporation for its transaction of business is located at:  
Idyllwild Inn  
54300 Village Center Drive  
**Idyllwild, CA 92549**

**SECTION II:** The Board of Directors is hereby granted full power and authority to change the principal office of the Corporation from one location to another in the county of Riverside California. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

**ARTICLE II: MEMBERS**

**SECTION I:** The Corporation shall not have any members.

**ARTICLE III: DIRECTORS**

**SECTION I:** The Corporation shall have seven (7) or more Directors. Collectively, the Directors shall be known as the Board of Directors.

**SECTION II:** The Directors of the Corporation shall be residents of "the Hill", County of Riverside, California (Refer to Article X Section II, Amendments). Prospective new Board Directors may be nominated by any Hill resident, including current ICRC Board Directors. Existing Board Directors will vote for those nominated.

**SECTION III:** Each Director may hold the following offices for two year terms:

Chairperson  
Vice-Chairperson  
Treasurer  
Corporate Secretary

The terms are renewable by vote of the Board Directors.

**SECTION IV:** Any person qualified to be a Director and/or serve as an Officer under, Section II of these Bylaws may be nominated by the method of nomination authorized by the Board or by any other method authorized by law.

**SECTION V:** The Directors shall be elected at a regular meeting of the Board of Directors as prescribed in Article III, Section VII of these Bylaws. The candidates receiving the highest number of votes by existing Directors up to the number of Directors to be elected are elected. Directors shall be eligible for reelection without limitation on the number of terms they may serve, provided that they continue to meet the qualifications required by Article III, Section II of these Bylaws. Elections shall take place when needed, as determined by the Board. A

director will be considered in service until replaced by election, dismissed per bylaws, or resigns. Elections will be held at regular meetings, prior to term expirations when possible, or as soon thereafter as practical. The Recording Secretary or Corporate Secretary shall keep records of the Directors' terms.

**SECTION VI:** It shall be considered a full Board when there are seven or more Directors. Additional Directors may be added by vote of a quorum. The addition of new Directors will change the number of Directors required for a quorum from that point forward, and will be adjusted based on the number of Directors at a given time. 5/12/2011- A quorum shall consist of a majority of seated Board members.

**SECTION VII:** The Directors shall serve without compensation except that they shall be allowed and paid their actual and necessary expenses incurred in attending the meetings of the Board.

**SECTION VIII:** The Officers and Board Members of the Corporation shall be chosen by and shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an Officer under any contract of employment. The Chairperson, Vice-Chairperson and Corporate Secretary shall be Directors and Officers. Other Officers, their titles and duties shall be determined by the Board as may be necessary to enable it to sign instruments. The Treasurer and any other Officers are not required to be Directors. The same person may hold any number of offices, except that neither the Secretary nor the Treasurer shall serve concurrently as the Chairperson.

**SECTION IX:** The Officers and Board Members of the Corporation shall be chosen by and shall serve at the pleasure of the Board of Directors, subject to the rights, if any, of an Officer under any contract of employment.

#### **ARTICLE IV: DUTIES OF OFFICERS**

**SECTION I: Chairperson**

The Chairperson, subject to the control of the Board of Directors, shall have supervision, direction and control of the business and affairs of the Corporation. Such officer shall preside at all meetings of the Board of Directors, will automatically be a member of all subcommittees, and will perform all duties incident to the office of Chairperson and other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these bylaws, or which may be prescribed or required from time to time by the Board of Directors.

**SECTION II: Vice-Chairperson**

In the absence of the Chairperson, acting as a co-chair, or in the event of his inability or refusal to act, the Vice-Chairperson shall perform all the duties of the Chairperson and when so acting shall have all the powers of, and be subject to all the restriction upon the Chairperson. The Vice-Chairperson shall have such other powers and perform such other duties as may be prescribed by law or as may be prescribed or required from time to time by the Board of Directors.

**SECTION III: Corporate Secretary**

The Corporate Secretary shall keep or cause to be kept at the principal office of the Corporation or such other place as the Board of Directors may order, a book of minutes of all meetings of the Board of Directors. The Secretary shall perform other and further duties as may be required by

law or as may be prescribed or required from time to time by the Board of Directors. The Corporate Secretary may designate a Recording Secretary to record the minutes and to perform such administrative duties as needed by the Board.

#### **SECTION IV: Treasurer**

The Treasurer of the Corporation shall keep or cause to be kept, and maintain in written form adequate and correct books and records of account of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. An annual audit of financial records shall be completed in June of each year and presented to the Corporation. The books and records of account shall at all times be open to the inspection by an Director of the Corporation. The Treasurer shall deposit all monies and other valuables in the name of and to the credit of Corporation with such depositaries as may be designated by the Board of Directors. The Treasurer shall disburse the Funds of the corporation as ordered by the Board of Directors, and shall render to the Chairperson and the Directors, upon request, an account of the financial condition of the Corporation. The Treasurer shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or by these Bylaws.

### **ARTICLE V: REMOVAL AND/OR RESIGNATION OF DIRECTORS AND OFFICERS**

**SECTION I:** The Board of Directors may declare vacant the office of a Director upon the occurrence of any of the following events:

1. The Director has been declared of unsound mind by a final order of court.
2. The Director is convicted of a felony
3. The Director has three or more unexcused absences, as determined by the remaining directors and documented in the minutes of meetings.
4. Fails to support and further the Goals and Mission of the Corporation.

**SECTION II:** Except as provided in the Articles, any Director may be removed without cause if such removal is approved by the Board of Directors within the meaning of Section 5032 of the Corporations Code.

**SECTION III:** Any Director may resign effective upon giving written notice to the Chairperson of the Board of Directors, the Secretary or the Board of Directors of the Corporation, unless the notice specifies a later time for the effectiveness of such a resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective. A Director shall not resign were the Corporation would then be left without a duly elected Director or Directors in charge of the affairs.

**SECTION IV:** Any Officer may resign at any time upon giving written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the Officer is a party. Officers may be removed with or without cause at any meeting of the Board of Directors by the affirmative vote of a majority of all of the Directors.

### **ARTICLE VI: VACANCIES ON THE BOARD OF DIRECTORS**

**SECTION I:** Vacancies on the Board of Directors shall exist upon the death, resignation or removal of any Director; whenever the number of Directors authorized is increased; and/or upon the failure of the Members in any election to elect the full number of Directors authorized.

**SECTION II:** Except as otherwise provided in the Articles of these Bylaws, vacancies on the Board of Directors may be filled at the discretion of the Board of Directors, whether or not a quorum exists.

**SECTION III:** Any Hill resident may serve on an ICRC committee led by a Director.

## **ARTICLE VII: MEETINGS**

**SECTION I:** A meeting of the Board may be called by the Chairperson, the Vice-Chairperson or the Secretary of Corporation.

**SECTION II:** All meetings of the Board shall be held at a location designated by the Board or at a location acceptable by the Board of Directors or as changed from time to time as provided in Article I, Section II of these Bylaws.

**SECTION III:** Regular meetings of the Board of Directors shall be held monthly, on a date deemed appropriate by the Board. An agenda will be prepared in advance of all meetings. Any resident of “the hill” may submit an agenda item for discussion by the Corporation by contacting the Chairperson or Co-Chairperson a week prior to an established meeting date. All Hill residents may attend all meetings of the Corporation. Residents may indicate a desire to address the Board of Directors for a five minute presentation during the approval process of the Agenda as long as the presentation will not cause the extension of the time limits for meeting as established by the Board of Directors for the meeting, or unless the Directors agree by a majority vote to extend the meeting time for discussion of the proposed agenda item. Hill residents representing the same group or special interest shall have one opportunity per meeting as a group to provide input unless the Directors agree by a majority vote to include additional comments.

**SECTION IV:** The Chairperson, the Vice-Chairperson or the Secretary may call special meetings of the Board. Special meetings shall be held upon four days notice by First-class postage paid mail, or upon 48 hours notice if delivered personally by telephone or email. Notice of the special meeting need not be given to any director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting or who attends the meeting without protesting prior thereto or at its commencement, the lack of such notice to such Director. All such waivers, consents and approvals shall be filed with the Corporate records or made a part of the minutes of the meetings. Except as otherwise provided in the Articles of these Bylaws, it will be at the sole discretion of the Board to determine if a special meeting will be open to the public. Records of special meetings, including email votes, shall be kept and added to the minutes of the next regular meeting.

**SECTION V:** Except as otherwise provided in the Articles of these Bylaws, an emergency meeting may be called, without prior notice to either the Board or the public, at the discretion of the Board Chairperson, or Vice-Chairperson in the absence of the Chair. One hour’s notice may be given to the Board. Such a meeting may be held via email, or at the location of the Chairperson’s choice. The Corporate Secretary will arrange for a record to be kept of the results of such a meeting.

**SECTION VI:** A majority of the authorized number of Directors shall constitute a

quorum of the Board of Directors for the transaction of business, except as hereinafter provided.

**SECTION VII:** Except as otherwise provided in the Articles of these Bylaws, or by law, every act or decision made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken shall be approved by at least a majority of the required quorum for such meeting, or such greater number as is required by law or the Articles of these Bylaws.

**SECTION VIII:** In the absence of the Chairperson or Vice-Chairperson any Director selected by the Board of Directors shall preside at the Board meeting. The Secretary of the Corporation, or in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Except as otherwise provided in the Articles of these Bylaws, members of the Board of Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Such participation shall constitute personal presence at the meeting.

**SECTION IX:** A majority of the Directors present, whether or not a quorum is present, may adjourn or postpone any meeting to another time and place. Notice of re-scheduled meetings shall be given to the Directors and the public, as specified in the Articles of these Bylaws.

**SECTION X:** Except as otherwise provided in the Articles of these Bylaws, any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes so the proceedings of the board of Directors. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

## **ARTICLE VIII: COMPLIANCE WITH PROVISIONS OF THE RALPH M. BROWN ACT**

**SECTION I:** With regard to all deliberations, communications, and Board proceedings and transactions involving the use of taxpayer funds, or involving activities that do or could fall under the provisions of the Ralph M. Brown Act (Gov. Code Section 54950 et seq.) (hereinafter "Brown-related activities" or "B.R.A."), the following bylaws shall apply and shall supersede any and all related bylaws heretofore adopted by the ICRC.

### **SECTION II: MEETINGS OR AGENDA ITEMS INVOLVING B.R.A.**

- A. All such will be open and public.
- B. All such will be conducted within the geographic boundaries of the Idyllwild community.
- C. All such will not be conducted in a facility that excludes persons on the basis of their race, religion, color, national origin, ancestry, or sex, or that is inaccessible to disabled persons or where members of the public may not be present without making a payment or purchase.
- D. As applicable, an agenda containing a brief general description of each matter to be considered or discussed will be posted at least 72 hours prior to meetings.
- E. As indicated, agenda exceptions may be made in the case of emergency circumstances

where an agenda has not been provided, or the need arises for action by the Board after the agenda has been posted.

F. Special meetings involving or including B.R. A.: Twenty-four hour notice will be provided to members of the Board and media, including brief general description of matters to be considered or discussed.

G. Emergency meetings involving or including B.R. A: One hour notice will be given to members of the Board and media, including brief general description of matters to be considered or discussed.

H. Closed Session meetings involving or including B.R. A. may be called for issues relating to personnel or litigation. Prior to the meeting, the Board will announce the subject matter of the session, and will subsequently report on any action taken.

### **SECTION III: PUBLIC RIGHTS INVOLVING B.R.A.:**

A. The public may comment on applicable agenda items before or during consideration by the ICRC. Time will be set aside for public comment on such matters.

B. All votes, except those cast in permissible closed session, will be cast in public. No secret ballots, whether preliminary or final, will take place.

C. Materials provided to a majority of the ICRC Board which are not exempt from disclosure under the Public Records Act will be provided, upon request, to members of the public.

D. At an open session following a closed session, the Board will report on final action taken in closed session. Where final action is taken with respect to contracts, settlement agreements and other specified records, the public may receive copies of such records upon request.

E. Meetings may be broadcast, audio-recorded or video-recorded so long as the activity does not constitute a disruption of the proceeding.

### **SECTION IV: FINANCES AND ACCOUNTING PROCEDURES INVOLVING B.R.A.:**

A. All such will be separately ledgered, reported upon, and audited.

B. All such will be provided, upon request, to members of the public, as provided by and in accordance with the Public Records Act.

## **ARTICLE IX: CORPORATE RECORDS, REPORTS AND SEAL**

**SECTION I:** The Corporation shall keep adequate and correct records of accounts and minutes of the proceedings of its Board and committees of the Board. The minutes shall be kept in written form. Other books and records shall be kept either in written form or in any other form capable of being converted into written form.

**SECTION II:** The Board shall cause an annual report to be prepared no later than 120 days after the close of the Corporation's fiscal year of June. The report shall contain all the information required by Section 6321(a) of the Corporation Code and shall be accompanied by any report thereon of independent accountants, or if there is no such report, the certificate of an authorized Officer of the corporation that such statements were prepared without audit from the books and records of the Corporation, except as otherwise provided in the Articles of these Bylaws, The annual report shall be furnished to all Directors.

**SECTION III:** The Corporation shall cause an annual statement to be prepared of any transaction or indemnification described in Sections 6322(d) and 6322(e) of the Corporations Code, if such transaction or indemnification took place such annual statement shall be affixed to the annual report described in Article VIII Section II of these Bylaws.

**SECTION IV:** The Board of Directors may adopt a corporate seal which shall be in the form of two concentric circles, with the name of the Corporation between the two circles and the date and state of incorporation within the inner circle. The Secretary of the Corporation shall have the custody of the seal and affix it in all appropriate cases to all corporate documents. Failure to affix the seal shall not, however, affect the validity of any instrument.

## **ARTICLE X: AMENDMENTS/ADDITIONS**

**SECTION I:** These Bylaws may be amended when necessary by a two-thirds majority vote of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements. Board approval example: "These Bylaws were approved at a meeting of the Board of Directors of ICRC on \_\_\_\_\_, 20xx."

**SECTION II :** Residents of "the Hill" shall be defined as persons residing in the communities of Idyllwild, Fern Valley, Pine Cove, Stone Creek, Garner Valley, and Mountain Center. The boundaries shall be defined as from Alandale Ranger Station in Stone Creek to McGaugh Road in Mountain Center to Paradise Corners where the Pacific Crest Trail intersects with Hwy. 74.