

ARTICLE I: NAME

- 1.1. The name of the organization shall be the Talmadge Maintenance Assessment District (T-MAD), a community organization recognized by the City of San Diego

ARTICLE II: PURPOSE

- 2.1. The purpose and intent of the T-MAD's Oversight Board (Board) shall be to implement the Master Plan approved on July 17, 2000, 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 (T-MAD), 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 T-MAD was not created to relieve The City of its financial responsibility or obligations for normal maintenance that would be provided by The City, were the T-MAD not in place.
- 2.4. All T-MAD projects will adhere to local codes, ordinances and standards. The T-MAD does not infringe on individual property owner's rights; nor does it address building codes or code variances on private property.

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ARTICLE III: ADDRESS

- 3.1. The address of the T-MAD will be P.O. Box 600055, San Diego, CA 92160-0055.

ARTICLE IV: MEMBERSHIP

- 4.1. Every property owner within the District is a member of the T-MAD 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 mailed to all members in September.
- 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 T-MAD Board shall consist of 15 members, which shall be made up of four (4) officers and eleven (11) members-at-large. At least one member of the Board shall be designated as liaison to Kensington-Talmadge Planning Committee (Ken-Tal) and shall serve on that Board.
- 6.2. The Board shall manage the business affairs of the T-MAD. 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. The Officers and three (3) at-large members are elected in the even years, and eight (8) at-large members are elected in the odd years.

Members cannot stand for re-election after three (3) successive two-year terms. However, any previous member shall be eligible for Board election (and other potential three successive terms) after having been off the Board for at least one full year. However, a Board member may serve beyond the three successive terms only with a two-thirds majority vote.

- 6.4. *Elections* – All potential nominees shall submit a show-of-interest to the Secretary by September 1, including biographical data of 50 words or less.

Representation on the Board shall be encouraged from each of the following categories (one nominee may fulfill one or more criteria):

- A. Renter
- B. Business or Commercial property owner
- C. Single family dwelling property owner
- D. Multi-family dwelling property owner

Prior to the October meeting, information on all of the candidates, for all of the positions, will be available to the membership. The election will be held at the October Annual Meeting.

The incoming Board will be installed at the January meeting.

Each parcel listed in the District receives one ballot.

Renters cannot participate in the election voting, but can self-nominate for an at-large position only, and not as an officer.

NOTE: A maximum of one at-large member can be a renter.

- 6.5. *Removal* – A Board member may be removed by a two-thirds vote of all

members 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 a T-MAD Board member resigns or is removed, the Board shall select a replacement. However, any slot that becomes vacant after the June meeting, shall remain vacant until the October elections.
- 6.7. *Meetings* – Regular Board meetings shall be held on a monthly basis.

A quorum shall consist of a simple majority of the total number of filled seats on the Board.

A special meeting may be called by the Chair, or upon presentation to the Chair, of a petition from at least five members calling for such a meeting. Notice of a special meeting shall be given to all members at least three (3) days prior to said meeting.

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.

No provision shall be made for absentee or proxy voting.

All issues regarding the quality, scope or assessment of the T-MAD shall be voted on by the Board.

All meetings will follow Roberts Rules of Order.

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.
- 7.3 The Chair shall:
1. Have general active management of the business of the T-MAD.
 2. When present, preside at meetings of the Board and of the members.
 3. See that orders and resolutions of the Board are carried into effect.
 4. Sign and deliver in the name of the T-MAD, along with a co-signer, deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the T-MAD; 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 T-MAD.

5. Maintain records of and, when necessary, certify proceedings of the Board and the members.
6. Perform other duties prescribed by the Board.
7. Shall submit to the Secretary the next meeting's agenda no later than ten days prior to that Board meeting. Any member may submit an agenda item to the Chair prior to the Chair's agenda submission deadline.

The Chair shall act as the sole authorized spokesperson (or a designated representative) for the T-MAD 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 T-MAD meeting or act as spokesperson for the T-MAD.

7.5. The Treasurer shall:

1. Keep accurate financial records for the T-MAD.
2. Deposit money, drafts, and checks in the name of and to the credit of the T-MAD in the banks and depositories designated by the Board
3. Endorse for deposit notes, checks, and drafts received by the T-MAD as ordered by the T-MAD, making proper vouchers for the deposit.
4. Disburse T-MAD funds and issue checks and drafts in the name of the T-MAD as ordered by the committee
5. Upon request, provide the Chair and the Board an accounting of transactions by the Treasurer and of the financial condition of the T-MAD.
6. Perform other duties prescribed by the T-MAD Chair.
7. Provide the T-MAD with a monthly financial report.

7.6. The Secretary shall:

1. Shall record minutes of all meetings and shall provide members with an up-to-date membership list of the Board, as requested.
2. Shall submit the next meeting's agenda and last meeting's minutes to the City of San Diego representative no later than nine days prior to the next meeting. The City representative shall mail these items to the Board members so that they will be received in time for the next T-MAD Board meeting.

- 7.7. All officers shall be signatory on T-MAD accounts, checks and drafts. Two signatures shall be required on all T-MAD 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 T-MAD Board on a monthly basis.
- 8.4. Each sub-committees must have participation by a Board member.

ARTICLE IX: FISCAL YEAR

- 9.1. The T-MAD Fiscal Year shall be July1 through June 30.

ARTICLE X: AMENDMENTS

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

ARTICLE XI: CONFLICT OF INTEREST STATEMENT

For Officers, Board Members, Staff Members and certain Consultants of T-MAD

No member of the T-MAD Board or any of its Sub-committees, shall derive any personal profit or gain, directly or indirectly, by reason of his or her participation with the TMAD.

Each individual shall disclose to the T-MAD Committee any personal interest, which he or she may have in any matter pending before the T-MAD and shall refrain from participation in any decision on such matter, and shall abstain from voting

Any member of the T-MAD Committee or Staff who is an officer, board member, a committee member or staff member of a borrower organization or a loan applicant agency shall identify his or her affiliation with such agency or agencies; further, in connection with any credit policy committee or committee action specifically directed to that agency, he/she shall not participate in the decision affecting that agency and the decision must be made and/or ratified by the full committee.

Any member of the T-MAD Committee or Staff shall refrain from obtaining any list of T-MAD clients for personal or private solicitation purposes at any time during the term of their affiliation.

All members of the Board must sign a Conflict of Interest Form (attached).

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 T-MAD 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 T-MAD.

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 T-MAD.

Date: _____

Signature: _____

Printed name: _____