

**Bylaws of the  
San Diego County  
Victim Assistance Coordinating Council**

**Article I  
Name**

The name of the organization is the San Diego County Victim Assistance Coordinating Council.

**Article 11  
Purpose**

The purpose of the San Diego County Victim Assistance Coordinating Council is to advocate for the comprehensive coordinated services for victims of crime in San Diego.

**Article III  
Membership**

Section A. Categories of Membership. There shall be three (3) categories of membership in this organization: organizational members, individual members, and honorary members.

Section B. Rights of Members. The voting members of this organization shall have the following powers: to expel other members, to elect a Board of Directors and Executive Officers of the organization, to amend the Bylaws, to remove members of the Board of Directors and Executive Officers of the organization, and to dissolve the corporation.

Section C. Qualifications, responsibilities, and privileges. All members shall abide by the Bylaws of the organization.

1. *Organizational members.* Organizations may send as many of their people as they wish to the San Diego County Victim Assistance Coordinating Council general meetings. Each organization shall designate one (1) representative at each meeting who shall have voting privileges. Each organization may have one (1) representative eligible to hold office during each term. Each organization must also designate on their annual membership application the name of the person to whom all official business and correspondence shall be sent.

2. *Individual members.* Individual members shall have full voting privileges and are eligible to hold office.

3. *Honorary members.* The title of honorary member may be awarded to an individual or organization who has made an outstanding contribution to the purpose of the organization or to crime victim services. Nominations for this designation shall be made by any member of this organization and awarded by two-thirds (2/3) vote of a quorum of the Board of Directors of the San Diego County Victim Assistance Coordinating Council. No dues will be assessed for this particular category of membership. Honorary membership shall be a lifetime membership. Honorary members shall not have voting privileges.

Section D. Application for Membership. All candidates for any category of membership must submit an application and pay membership dues.

Section E. Fees, dues, and assessments. Each member in good standing, except if otherwise exempt by these By-laws, must pay, within the time and on the conditions set forth in these By-laws such fees, dues and assessments as are fixed from time to time by the Board of Directors.

Section F. Termination of membership. Membership in the organization may terminate upon occurrence of any of the following: resignation, nonpayment of dues, expulsion or suspension.

1. *Resignation.* A member may resign from membership at any time by submitting in writing to one of the members of the Board of Directors of the San Diego County Victim Assistance Coordinating Council his or her resignation. The effective date of the resignation shall be when that Board member presents

the letter to the Board of Directors, or at such later time as is indicated in the letter.

2. *Nonpayment of dues.* Any member whose annual dues are in default more than three

(3) months automatically shall be dropped from membership in the organization provided a notice has been mailed to such member at his or her address on record with the organization within one (1) month after the actual date of default, unless otherwise voted by the Board of Directors.

3. *Expulsion or suspension.* The membership shall have summary power by a vote of two-thirds (2 / 3) of a quorum of members to suspend and / or terminate the membership of any member for conduct which in its opinion disturbs the order, dignity , business, harmony, or impairs the good name, prosperity of the organization, or which is likely to endanger the interest and welfare of the organization. If grounds appear to exist for expulsion or suspension of a member as set forth in this section of these Bylaws, the procedure set forth below shall be followed:

(a) The member shall be given a fifteen ( 15 ) day prior notice by the Board of Directors of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Any notice given by mail shall be sent by first-class or registered mail to the member's last address shown on the corporation's records.

(b) The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board or person authorized by the Board to determine whether the expulsion or suspension should take place.

(c) The Board, or its designated person shall decide whether or not the member should be suspended, expelled or sanctioned in some other way. The decision of the Board or its designated person shall be final.

(d) Any action challenging an expulsion, suspension, or termination of membership, including a claim alleging defective notice must be commenced within one (1) year after the date of the expulsion, suspension or termination.

Section G. Reinstatement of membership. Any member who wishes reinstatement with this organization must make new application for membership and pay any appropriate dues.

#### **Article IV Meeting of Members**

Section A. Annual Meeting. A meeting of general members shall be held in January of each year. This meeting shall be designated as the Annual Meeting and shall be for the purpose of the installation of members of the Board of Directors and the Executive Officers, and such other business as the Board of Directors may determine. Those matters which the Board of Directors intend to present for action by the members will be included in the notice of the meeting. Any other proper matter may be presented at the annual meeting, even though not specified on the notice of the meeting.

Section B. Special membership meeting. Special meetings of the members may be called by the Board of Directors or by the President. Additionally, special meetings of the members shall be convened by the President upon the call of five percent (5%) or more of the voting membership of the San Diego County Victim Assistance Coordinating Council. No business, other than the meeting, may be transacted in the special meeting.

Section C. General Meetings. General meetings shall be held monthly unless otherwise so designated by a vote of the Board of Directors.

Section D. Place of Meetings. Meetings of members shall be held at a place designated by the Board of Directors.

## Section E. Notice Requirements for Members' Meetings.

1. Whenever members are required or permitted to take any action at a meeting, a written notice of the meeting shall be given in accordance with Section E, Numbers 2,3 and 4 of Article IV of the Bylaws, to each member entitled to vote at that meeting. The notice shall specify the place, date, hour of the meeting and (1) for a special meeting, the general nature of the business to be transacted, and no other business may be transacted, or (2) for the annual meeting, those matters that the Board, at the time of the notice given, intends to present for action by the members, but except as provided in Section F, Number 1, of Article IV of these Bylaws, any proper matter may be presented at the meeting. The notice of any meeting at which Directors are to be elected shall include the names of all persons who are nominees when notice is given.

2. Approval by the members of any of the following proposals, other than by unanimous approval by those entitled to vote, is valid only if the notice or written waiver of notice states the general nature of the proposal or proposals:

- (1) Removing a Director without cause;
- (2) Filling vacancies on the Board;
- (3) Amending the Articles of Incorporation;
- (4) Electing to wind up and dissolve the corporation

3. Notice of any meeting of members shall be in writing and shall be given at least seven (7) but no more than ninety (90) days before the meeting date. The notice shall be given either personally or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and shall be addressed to each member entitled to vote, at the address of that member appearing on the books of the corporation or at the address given by the member to the corporation for the purposes of notice. If no address appears on the corporation's books and no address has been given, notice shall be deemed to have been given if either (1) notice is sent to that member by first class mail or telegraphic or other written communication to the corporation's principal office or (2) notice is published at least once in a newspaper of general circulation in the county where the principal office is located.

4. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the secretary, assistant secretary, or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the corporation's minute book.

Section F. Quorum. A quorum for a regular or special meeting of the members shall be fifteen percent (15%) of the voting members provided. If any regular or annual meeting is actually attended by less than one-fourth (1/4) of the voting power, the only matters that may be voted on are those of which notice of their general nature was given under the first and second sentences of Section E, Number 1 of Article IV of these Bylaws.

Section G. Loss of Quorum. Subject to Section F of Article IV of these Bylaws, the members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.

Section H. Mail ballot and proxy voting. The business of the organization may be conducted by mail ballot at the discretion of the Board of Directors. There shall be no proxy voting under any circumstances.

## **Article V**

### **Board of Directors and Officers**

#### Section A. Board of Directors

1. *Composition of the Board*. The Board of Directors shall consist of the elected officers, known as the Executive Committee (President, Vice - President, Secretary, Treasurer) and four (4) other elected Members at Large.

2. *Duties of the Board*. Each Board of Director member must serve on at least one (1) committee and attend Board meetings. Each Executive Committee Officer shall be appointed to serve on one (1) of the following committees: Grants, Fundraising, Public Relations and Special.

### 3. *Meetings*

(a) The Board of Directors shall meet at least quarterly. Dates and place for these regular meetings shall be established by the Board of Directors. Board members not present at the meeting shall be given reasonable notice of the date and time of the next meeting.

(b) Special meetings of the Board of Directors shall be called by the President or on the request of any three (3) Board members. Such specially called meetings shall be held within twenty-one (21) days of the receipt of the request by the President.

(c) Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (1) by personal delivery of written notice; (2) by first class postage prepaid; (3) by telephone, either directly to the Director or to a person at the Director's office who would reasonably be expected to communicate that notice promptly to the Director; or (4) by telegram, charges prepaid. All such notices shall be given or sent to the Director's address or telephone number as shown on the records of the corporation.

(d) Notices sent by first-class mail shall be deposited in the United States mail at least four (4) days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least forty-eight (48) hours before the time set for the meeting.

(e) The notice shall state the time of the meeting, and the place if the place is other than the principal office of the corporation. It need not specify the purpose of the meeting.

4. *Quorum.* A majority of the Board of Directors shall constitute a quorum for the transaction of business. Every decision made by a majority of the Board of Directors present at a meeting at which a quorum is present is the act of the Board

5. *Action without a meeting.* Any action that the Board is required to or permitted to take may be taken without a meeting if all members of the Board consent orally or in writing to the action; provided, however, that the consent of any Director who has a material financial interest in a transaction to which the corporation is a party and who is an "interested Director" as defined in Section 5233 of the California Corporations Code shall not be required for approval of that transaction. Such action by written consent shall have the same force and effect as any other validly approved action of the Board. All such consents shall be filed with the minutes of the proceedings of the Board.

6. *Compensation.* No compensation shall be paid to any member of the Board for performing the duties for which he or she was elected.

Nothing in this section shall prevent Board members from receiving reimbursement for expenses as may be determined by the Board of Directors to be just and reasonable.

#### Section B. Executive Officers

1. *Officers designated.* The officers of the San Diego County Victim Assistance Coordinating Council shall be the President, Vice-President, Secretary and the Treasurer.

#### 2. *Duties of the Executive Officers*

(a) President. The President shall, subject to the control of the Board of Directors, generally supervise and direct the business of the San Diego County Victim Assistance Coordinating Council. The President shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws. The President shall report the activities of this office to the Board of Directors at their meetings and to the members at general meetings. The President is responsible for the agenda for the general and Board meetings. The President is also responsible for making arrangements for any speakers at general meetings.



(b) Vice - President. If the President is absent or unable to perform the duties prescribed in these Bylaws, the Vice- President shall perform all duties of the President. When so acting, the Vice-President shall have all powers of, and subject to all restrictions of the President. The Vice-President shall have such powers and perform such other duties as the Board of Directors or these Bylaws may prescribe.

(c) Secretary. The Secretary shall be responsible for recording the minutes of the meetings of the organization and distributing them to the members at the following meeting. The Secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors as required by the Bylaws.

(d) Treasurer. The Treasurer shall keep and maintain adequate and correct books and records of accounts of the San Diego County Victim Assistance Coordinating Council. The books of account shall be open to inspection by any member at any reasonable time.

The Treasurer shall deposit, or shall cause to be deposited, all money and other valuables in the name and to the credit of the organization with such depositories as designated by the Board of Directors; shall disburse, or cause to be disbursed, the funds of the organization as ordered by the Board of Directors; and shall be prepared to present an account of all transactions of the financial condition of the San Diego County Victim Assistance Coordinating Council at each general meeting.

Section C. Elections. By the end of August of each year, the Board of Directors shall appoint an Elections Committee consisting of three (3) members who agree not to seek office during that calendar year.

The Elections Committee shall meet and nominate a slate of one (1) or more candidates for each member of the Board of Directors (including the Executive Committee), contact each nominee to ascertain if he or she is willing to serve, and present the names of the nominees for each office to the Board of Directors at its October meeting each year.

The Board of Directors must accept such nominees for inclusion on the ballot, but may nominate one additional candidate for each position after ascertaining that such candidate is willing to be nominated.

At the general membership meeting in November additional candidates for each position may be nominated from the floor. Any such nominee must be physically present to accept or reject his or her nomination. If not present, or if the nominee declines the nomination, the name shall not be included on the ballot.

Each nominee may present a written statement of qualifications for inclusion with the ballot to the chair person of the Elections Committee on or before October 31 st.

Within five (5) days of November 15th, a ballot package shall be mailed by the Elections Committee to each voting member. The ballot package shall consist of (a) a ballot listing the candidates for each office, (b) the optional statement of qualifications submitted by each candidate, (c) the envelope bearing no identification other than the San Diego County Victim Assistance Coordinating Council and its address, (d) a return envelope addressed to the San Diego County Victim Assistance Coordinating Council with a provision in the upper left corner for the voting member to sign his or her name, print his or her name, print the organization's name (if applicable), and fill in the return address, (e) a dues notice, and (f) a membership application for the next calendar year.

The voting member shall complete the ballot in ink, and seal the envelope containing the ballot in the envelope described in "d" above, complete the upper left-hand corner of the envelope, affix a first class U.S. postage stamp, and mail it so that it is postmarked on or before December 1.

The Elections Committee, upon receipt of the ballots, shall verify that the sender is a member in good standing and entitled to vote. Upon such verification, the Election Committee shall open the outer envelope. Ballots are to be tabulated by a representative of the Elections Committee who notify the newly elected Directors and the current Board of Directors of the election results before December 15.

In the event of a tie, a runoff election will be held as soon as possible. The previous slate of officers will remain in office until the issue is resolved.

Section D. Rotation and Term of Office. All Board of Directors shall serve a one (1) year term. There is no limit on the number of consecutive terms a Director may serve. All Officers and Board members shall take office at the Board meeting following the annual meeting and preceding the February general meeting. All records and other pertinent information shall be transferred to the new Officers by the first Board meeting.

Section E. Vacancies. In the event of a vacancy in any office, the vacancy shall be filled by the Board of Directors by majority vote.

Section F. Removal of Board Members.

Expulsion or suspension. The general membership shall have summary power by a vote of two-thirds (2/3) of a quorum of members present to remove from office any Board member for conduct which in its opinion disturbs the order, dignity, business, or harmony, or impairs the good name, prosperity of the organization, or which is likely to endanger the interest and welfare of the organization. Such action may be initiated by any member and should be submitted in writing to the Director in question and the membership at least seven (7) days in advance of any hearing of such a matter. All matters discussed in such a meeting will be confidential and discussions limited to members. The proceeding of the membership in such matters is final and conclusive.

## **Article VI Committees**

Section A. Standing Committee(s)

1. Public Relations Committee. This committee shall research and tap public resources for gathering and dispensing information to the community by soliciting publicity announcements for special events. The committee is responsible for promoting the involvement of the organization in outside events and seminars. All verbal and written correspondence will express the views supported or opposed by the Board of Directors.

2. Grants Committee. This committee shall be responsible for the information gathering and writing of all grant proposals to any charitable organization for the financial benefit of the organizations activities and programs.

3. Fundraising Committee.' This committee shall be responsible for all efforts to raise necessary funds to meet the needs of the San Diego County Victim Assistance Coordinating Council. Committee members shall tap into the possible financial resources available from organizations such as civic leagues, trusts, private foundations, public charities, private businesses, fraternal organization or other resources that become available.

4. Other standing committees may be created and appointed by the Board of Directors as judged necessary. The duties and terms of any such standing committees shall be prescribed by the Board of Directors.

Section B. All chairpersons of standing and special committees will be chosen by the Board of Directors and may not be a member of the Board of Directors.

Section C. Special Committees. Such other special committees, subcommittees, commissions, or task forces may be created and appointed by the Board of Directors as judged necessary. The duties and terms of any such standing committees shall be prescribed by the Board of Directors.

Section D. Meetings and Actions of Committees. Committees shall meet when appropriate.

## **Article VII Finance**

Section A. Calendar Year. The San Diego County Victim Assistance Coordinating Council shall arrange its activities around a calendar year.

Section B. Dues Setting. The dates set for voting on the annual dues shall be determined at any time by a majority vote of the Board of Directors; however, there will be no more than one adjustment of dues per year. A dues increase shall be passed only following a majority vote of a quorum at a regular meeting of the general membership. Notification of any changes in the annual dues shall be made to all members at least one month prior to the effective date of any such increase.

Section C. Payment of Dues. Membership dues shall be due and payable by February 1st of each year. New members joining prior to August 1st, shall be assessed the full year's dues. New members joining on or after August 1 st shall be assessed one-half (1 /2) the annual dues.

Section D. Fees and Assessments. The Board of Directors may establish such fees and assessments as it deems appropriate.

Section E. Budget. The Board of Directors shall establish a budget and present it to the membership by the February general meeting. Such budget must be consistent with the priorities of the San Diego County Victim Assistance Coordinating Council. The Board will not spend more money than is collected.

Section F. Depository,- The Board of Directors shall select and designate such financial institution as they deem advisable as official depository of funds for the San Diego County Victim Assistance Coordinating Council. All expenditures over two hundred (\$200.00) must be approved by a majority of the Board of Directors. All drafts must have the signature of the President or Vice-President and the Treasurer.

Section G. Review of Financial Books. Financial books shall be open for a review by members of the San Diego County Victim Assistance Coordinating Council during reasonable office hours. Such books shall be presented for review within a reasonable time and in reasonable circumstances.

Section H. Reimbursement. Nothing in this section shall prevent members from receiving reimbursement for expenses as may be determined by a majority of the Board of Directors or the general membership to be just and reasonable.

## **Article VIII Indemnification**

Section A. Right of Indemnity. To the fullest extent permitted by the law, this corporation shall indemnify its Directors, Officers, employees, and other persons described in Section 5238(a) of the California Corporations Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any "proceeding," as that term is used in that Section, and including an action or omission by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. "Expenses," used in this Bylaw, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

Section B. Approval of Indemnity. On written request to the Board by any person seeking indemnification under Section 5238(b) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification because the number of Directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of Directors who are not parties to that proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Section 5238(e) of the California Corporations Code whether the applicable standard of conduct set forth in Section 5238(b) or 5238(c) has been met and, if so, the members present at the meeting shall authorize indemnification.

## **Article IX Liability of Members**

No member shall be personally or otherwise liable for any of the debts, liabilities and/or obligations of the San Diego County Victim Assistance Coordinating Council.

## **Article X Property**

The title to all property, funds and assets of the San Diego County Victim Assistance Coordinating Council shall be held by the San Diego County Victim Assistance Coordinating Council through its Board of Directors, and they shall have complete control over the acquisition, administration, and disposition of the property. The San Diego County Victim Assistance Coordinating Council may accept gifts, legacies, donations, and/or contributions of any amount and in any form upon such terms as may be decided by the Board of Directors.

## **Article XI Use of Name**

Only the Executive Committee or someone duly appointed by the Executive Committee shall make any statements, written or verbal, on the official position of the San Diego County Victim Assistance Coordinating Council. Any contracts, commitments, or legal obligations must be approved by the Executive Committee of the Board of Directors.

## **Article XII Amendments of the Bylaws**

Section A. Initiation of Amendments. Bylaws amendments may be initiated in one of three (3) ways:

1. By the Board of Directors.
2. By petition from five (5) members of the organization addressed to the Secretary.
3. By a majority vote of a quorum at any regular meeting.

Section B. Adoption of Amendment. Proposed amendments must receive a two-thirds (2/3) vote of the Board of Directors. A copy of the proposed amendment or amendments shall then be mailed to all voting members of the San Diego County Victim Assistance Coordinating Council for ratification at least seven (7) days prior to the time of voting. The By-laws shall be considered approved if a two-thirds (2/3) majority of a quorum shall have approved the revisions. The membership shall be notified of the approved revisions in the minutes of that meeting.

### **Article XIII Dissolution**

In the event of the dissolution of the San Diego County Victim Assistance Coordinating Council, all assets and funds of the organization shall, after debts and/or obligations are paid, be distributed to a charitable organization or foundation as determined by two-thirds (2/3) of the members in accordance with the Bylaws of the organization.