

**BY-LAWS
OF
PALOMAR MOUNTAIN PLANNING ORGANIZATION**

ARTICLE I NAME

Section 1. The name of this organization is the PALOMAR MOUNTAIN PLANNING ORGANIZATION.

Section 2. All activities of this Organization shall be performed in the name of the PALOMAR MOUNTAIN PLANNING ORGANIZATION.

ARTICLE II PURPOSE

Section 1. The purpose of this Organization is to investigate, specify, and implement planning goals and proposals for the Palomar Mountain, Community and the Cleveland National Forest. These goals and proposals are to provide short and long term guidelines for the future economic, social and physical development, with emphasis on the enhancement, management and integration of our wide array of environmental and community resources.

Section 2. This Organization shall be dissolved and its affairs wound up when no general membership or planning board meeting shall have been held, in a 12 month period.

ARTICLE III DEDICATION OF ASSETS AND DISTRIBUTION ON DISSOLUTION

Section 1. This Organization is not established nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof and is organized solely for the non-profit purposes stated in Article II, Section 1.

Section 2. The property, assets, profits, and net income of this Organization are irrevocably dedicated to the above stated purposes and no part of the profits or net income of this Organization shall ever inure to the benefit of any Planning Board member, office, or general member thereof.

Section 3. On the dissolution or winding up of this Organization, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this Organization shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated for purposes consistent with those of this Organization.

ARTICLE IV AUTHORITY, LIMITATIONS AND GEOGRAPHICAL BOUNDARIES

Section 1. This Organization was initially formed to respond to various long range plans proposed for the Cleveland National Forest. Subsequently, the Organization has been recognized by the San Diego County Board of Supervisors as a "Sponsor Group" pursuant to its Policy 1-1 entitled "Community and Sub-regional Planning Policies and Procedures."

Section 2. This Organization shall be non-partisan, non-sectarian, and shall not discriminate against any person or persons on account of race, sex, creed or national origin. The Organization recognizes that its principle thrust is to assist and to advise; that it has no regulatory function in the public or governmental sector, nor do its decisions have a binding effect in the private sector.

Section 3. The geographical boundaries for what is referred to as the Palomar Mountain Community shall be as determined from time to time by the Organization's Board and appended hereto as Appendix "A."

ARTICLE V MEMBERSHIP ELIGIBILITY AND VOTING RIGHTS

Section 1. There shall be four means of qualifying as an "eligible voter" in this Organization as detailed hereafter. No individual may qualify for more than one vote by virtue of fulfilling the conditions of more than one of the following four paragraphs. In any instance each "eligible voter" must be a natural person of at least 18 years of age. Any petitions to the Organization executed by "eligible voters" shall be dated by each voter/signator and shall also include the voter's qualifications under Sections two through five hereunder.

Section 2. Property Owner: Shall be defined as any person or corporation who pays taxes on any parcel of real property on Palomar Mountain.

Section 3. Resident: Shall be defined as any person who has resided for six (6) months and still resides, at the time of the election, in the Palomar Mountain area.

Section 4. Business Person: Shall be defined as any person or organization who owns or manages a business serving people present on Palomar Mountain. Business persons shall not include more than three persons or representatives from a business.

Section 5. User: Any person who can demonstrate that he/she has used established campgrounds in the Palomar Mountain area of the Cleveland National Forest at least five (5) overnight times in the last three years, and all of such use shall have occurred at least three (3) months prior to voting. No organized group shall be entitled to representation by more than three (3) persons.

Section 6. Any questions concerning eligibility or voting at general or membership Planning Board meetings shall be resolved by the Planning Board, or an appropriate sub-committee thereof.

ARTICLE VI PUBLIC MEETINGS

Section 1. An annual general meeting shall be held once a year on Memorial Day Weekend. Special public meetings may be called by the Planning Board or by written request of 100 eligible voters.

Section 2. The annual general assembly meeting shall have as the principal item on its agenda the election of members to serve on the 15 person Planning Board. After the initial board foundation, such membership shall be staggered with annually five (5) members being elected for three (3) year terms. For the second and third years of the Organization's existence, the seats to be vacated shall be chosen by the lot drawing method. The first drawing of lots and the first election of the five members shall be drawn one year after the adoption of these By-Laws. Lots may be interchangeable among Board members prior to election. Thereafter the annual election of Planning Board members shall simply elect members to fill the seats of those whose three year terms have expired. Nominations and further voting policies are contained in Article VII.

Section 3. The Planning Board may from time to time call for voluntary contributions at a public meeting, or find other means for raising money for the purposes of this Organization. There shall be no legal liability on the part of any person to pay such sums.

Section 4. Any person may receive copies of the minutes of the Planning Board and public meetings, and the notice of public meetings by paying a fee of Twenty Dollars (\$20.00) per annum, or Ten Dollars (\$10.00 for any part of the last six months. Self-addressed and pre-stamped envelopes must also be furnished. The year shall commence with the month these By-Laws are adopted.

ARTICLE VII PLANNING BOARD

Section 1. The Planning Board, hereinafter referred to as the "Board," shall consist of fifteen (15) members who shall serve without compensation.

Section 2. Membership on the Board shall be open to any individual resident, property owner, or business person in the Palomar Mountain area of the county of San Diego interested in contributing time and effort to achieve the purposes of this Organization. Members may be re-elected for more than one term.

Section 3. Whenever a vacancy occurs on the fifteen (15) member Board, such vacancy may be filled at the next general assembly meeting, and the vacancy to be filled must be a part of the agenda. Between annual general assembly meetings or special public meetings called for election of members of the Planning Board, any vacancy in the Planning Board, including vacancies resulting from an increase in the authorized number of Planning Board members which have not been filled by the public at a general assembly meeting, and including vacancies resulting from the resignation, vacation or removal of Planning Board members which are not filled at the public general assembly meetings at which such removal has been effected, such vacancies may be filled by the vote of the majority of the Planning Board members then in office, or of the sole remaining Planning Board member, although less than a quorum exists. A member of this Planning Board who shall absent himself from two (2) consecutive regular or special meetings or four (4) meetings in any one fiscal year, regular, public or specially called, shall have his place vacated. A leave of absence may be granted by the Board.

Section 4. Nominations for Board membership shall be taken from eligible voters present at the properly noticed general meeting and may include one or more individuals who have in oral or written form indicated a willingness to stand for election and serve to the Chairperson or one or more Board members.

Section 5. In instances where requested by a candidate for Board membership, one alternate person may run in conjunction with a candidate for the Board. When a Board member and an Alternate are together elected at general public meetings, the primary member shall be responsible for informed participation on the Board, but may allow his or her Alternate to attend and vote in his or her place. However, no Board member having an Alternate elected by the general membership may be represented by his or her Alternate on more than two consecutive meetings, regular or special. At the third meeting, regular or special, if the Board member is not present, irrespective of whether or not the Alternate is present, the Alternate shall not be allowed either vote or attendance credit for such meetings. Board members may not vote at Board meetings by proxy, nor shall there be permitted telephonic voting.

Section 6. Eligible voters present shall vote in a secret ballot for members of the Planning Board, according to whatever methods are from time to time established by the Planning Board or

a designated sub-committee thereof, with a simple majority being required to pass measures or elect members unless otherwise required herein.

Section 7. The Board shall have the discretion to determine whether an absence shall be "excused."

ARTICLE VIII DUTIES OF THE PLANNING BOARD

Section 1. The Board shall hold regular public meetings quarterly at a time and place set by the Board, annually.

Section 2. The Board shall conduct such business and take such action in open or closed session as it may determine to be necessary to accomplish the purposes of this Organization.

Section 3. Seven members of the Board shall constitute a quorum for the purposes of transacting business.

Section 4. Every act or decision taken by a majority of the Board present at a meeting duly called and held shall be considered an act or decision of the Board.

Section 5. Special meetings of the Board for any purpose or purposes may be called by the Chairperson or if he is absent, by the Vice Chairperson or by the Secretary upon the written request by four or more Board members. Written notice of the time and place of any special Board meeting shall be given each Board member, personally or by mail, at least three days prior to each meeting. The notice shall also state the purpose of such meeting. Additional agenda items and purposes for the meeting may be added to the noticed purpose statement by the majority of the quorum of Board members present.

EXCEPTION: In the absence of notice, the Secretary shall confirm that all Board members have been contacted or that a reasonable effort has been made to do so. Any action shall require a majority vote of the entire Board.

Section 6. Any interested person may attend any regular meeting of the Board, but will not be allowed the privilege of making, seconding or voting on motions. Such persons may participate in discussions at the discretion of the presiding Chairperson of the meeting.

ARTICLE IX RECALLING MEMBERS OF THE PLANNING BOARD

Section 1. Any member on the board may be recalled by a majority vote at a special meeting called for that purpose. Such meeting must be initiated by a petition signed by 100 eligible voters. The petition must be completed in any thirty day period with dated signatures thereon. The special meeting must be called within thirty days after the petition is submitted to the board. Recall shall be accomplished by a majority vote of those eligible voters present at the special meeting. Any vacancies resulting from a recall may be filled by an election held at the meeting. Only five members or one third of the Board, whichever is least, may be recalled in any ninety (90) day period.

ARTICLE X OFFICERS

Section 1. The officers of the Board shall be elected by and from the members of the Board at the meeting following the annual general membership meeting and shall assume their duties immediately.

Section 2. The officers of the Board shall be a Chairperson, Vice-Chairperson, Secretary, Treasurer, and other officers as the board may deem necessary to carry out the work of the Organization.

ARTICLE XI DUTIES OF THE OFFICERS

Section 1. Chairperson: The Chairperson shall be the principal officer of the Board and shall have general supervision and direction of the officers and business of the board. The Chairperson shall preside at all meetings of the Board and shall be an ex-officio member of all sub-committees.

Section 2. Vice-Chairperson: In the absence of the chairperson, the vice-chairperson shall exercise all the powers of the chairperson.

Section 3. Secretary: The secretary shall attend to all correspondence under the direction of the chairperson of the Board. The secretary's duties shall include: preparation of the minutes of general and Planning Board meetings; maintenance of attendance records, which shall include the names of all Board members present at each meeting; maintenance of a current list of Board members which shall be made available upon request.

Section 4. Treasurer: The treasurer shall receive all monies and deposit same in the bank in the name of the Palomar Mountain Planning Organization. The treasurer shall pay all bills as directed by the Board. The treasurer shall keep an account of all his transactions as treasurer and of the financial condition of the Organization. All checks or orders for the payment of money issued in the name of the Organization shall be signed by such officers and in such a manner as shall from time to time be determined by a resolution of the Board. In the absence of such determinations by the Board such instruments shall be signed by the treasurer and the chairperson, or vice-chairperson.

Section 5. Each officer shall have such powers and perform such duties as normally pertain to his office except as otherwise provided by these By-Laws or by resolution of the Board.

ARTICLE XII COMMITTEES

Section 1. The chairperson shall have the power to appoint committees necessary to carry on the progress of the Board.

Section 2. The chairperson of committees shall be appointed from the board. Members may be from the Board or other eligible voters.

Section 3. Each committee shall elect its own recording secretary who shall keep the minutes of each meeting and submit them to the chairperson of the committee and Board for review and filing.