



PO Box 984  
Niland, CA 92257-0984

[www.sccgi.org](http://www.sccgi.org)

EIN: 46-4009543 (US Gov't)

Corporation #C3614515 (California)

Charitable Tax #CT0207729 (California)

---

# **SLAB CITY COMMUNITY GROUP, INC.**

# **BYLAWS**

**LAND FOR PEOPLE  
NOT FOR PROFIT**

# Slab City Community Group Inc.

## BYLAWS

### Outline of Contents

ARTICLE I: NAME AND PURPOSE .....	4
1. Name .....	4
2. Purpose .....	4
3. Mission .....	4
4. Inclusive and Open .....	4
5. Nonprofit and Nonpartisan .....	5
6. Property Dedicated to Charitable and Educational Purposes ..	5
ARTICLE II: MEMBERSHIP .....	6
1. Regular Membership .....	6
2. Requirements for Continuing Regular Membership .....	6
3. Membership Dues .....	7
4. Rights of Regular Members .....	7
5. Supporting Membership .....	8
6. Associate, Honorary, Sustaining, or Other Members .....	8
7. Membership Meetings .....	8
ARTICLE III: BOARD OF DIRECTORS .....	10
1. Number of Directors .....	10
2. Composition of Board .....	10
3. Nomination of Directors .....	10
4. Election of Directors .....	11
5. Vacancies .....	12
6. Terms of Directors .....	12
7. Resignation .....	13
8. Removal of Directors .....	14
9. Meetings of the Board of Directors .....	15
10. Procedures for Meetings of the Board of Directors .....	17
11. Duties of the Board of Directors .....	19
12. Powers of the Board of Directors .....	20
13. Limitation on the Powers of the Board of Directors .....	22
14. Committees .....	22
ARTICLE IV: OFFICERS .....	22
1. Designation .....	22
2. Election .....	22

# Slab City Community Group Inc.

## BYLAWS

3.	Tenure .....	22
4.	Removal from Office .....	23
5.	Duties of the President .....	23
6.	Duties of the Vice President .....	23
7.	Duties of the Secretary .....	24
8.	Duties of the Treasurer .....	24
ARTICLE V: CONFLICT OF INTEREST POLICY .....		25
1.	Duty to Corporation .....	25
2.	Interested Person .....	25
3.	Appearance of a Conflict of Interest .....	26
4.	Disclosure .....	26
5.	Voluntary Recusal .....	26
6.	Recusal by Board or Committee .....	26
7.	Recused Board or Committee Members .....	26
8.	Agreement to Comply .....	27
ARTICLE VI: STEWARDSHIP OF LAND .....		27
1.	Principles of Land Use .....	27
2.	Encumbrance of Land .....	27
3.	Sale of Land .....	27
ARTICLE VII: FACILITATING AFFORDABLE ACCESS TO LIVING SPACE AND LIMITATIONS ON RESALE .....		28
1.	Facilitating Affordable Access to Living Space .....	28
2.	Preservation of Affordability .....	29
3.	The Resale Formula .....	29
4.	Procedures for Adoption of the Resale Formula .....	30
5.	Procedures for Altering the Resale Formula .....	30
ARTICLE VIII: AMENDMENT OF THE CERTIFICATE OF INCORPORATION .....		31
ARTICLE IX: DISSOLUTION .....		31
ARTICLE X: MISCELLANEOUS PROVISIONS .....		31
1.	Fiscal Year .....	31
2.	Deposit of Funds .....	31
3.	Checks, etc. ....	31
4.	Loans .....	32

**Slab City Community Group Inc.**

BYLAWS

5. Contracts ..... 32  
6. Donations ..... 32  
7. Offices ..... 32  
8. Indemnification ..... 32  
9. Rules of Construction ..... 33

ARTICLE XI: CHARTER MEMBERSHIP, INITIAL MEMBERSHIP  
AND BOARD, ADOPTION OF BYLAWS, FIRST  
ANNUAL MEETING ..... 33

1. Initial Membership ..... 33  
2. Initial Board of Directors ..... 33  
3. Adoption of Bylaws ..... 34  
4. Nomination of Directors to Be Elected at First Annual  
Meeting ..... 34  
5. First Annual Meeting ..... 34

APPENDIX A: SLAB CITY COMMON COURTESIES ..... 35

# Slab City Community Group Inc.

## BYLAWS

### ARTICLE I: NAME AND PURPOSE

1. Name

The name of this organization shall be the **Slab City Community Group Inc.**, hereinafter referred to as the “Corporation.”

2. Purpose

The purpose of the Corporation shall be: to provide education and charity for Slab City Residents by:

- allowing affordable living space to low income, moderate income, elderly, and or disabled residents of Slab City;
- address the systemic source of homelessness, locally and globally by providing education about living off the grid, (without the need to be connected to power plants), including encouraging and providing education about local ecological land stewardship, and permaculture agricultural practices;
- developing and encouraging local artistic projects;
- promoting and providing education and information about civic engagement;
- providing education and encouragement to Slab City Residents to participate in the economic redevelopment and stability in Imperial County, California.

The Slab City Community Group will operate as a Community Land Trust in order to meet its purpose, mission, goals and objectives.

3. Mission

The Slab City Community Group mission, goals and objectives are to empower Slab City Residents to:

- organize, plan for, create, sustain and participate in our unique “off the grid” community through education and practice by building a prosperous and healthy community which incorporates artistic, agricultural and environmentally sound values and principles;
- to promote and sustain artistic expression experienced at Slab City;
- to connect Slab City Residents with each other;
- allowing and encouraging affordable living space to low income, moderate income, elderly, and or disabled residents of Slab City;
- to encourage Slab City Residents to engage in economic redevelopment and stability in Imperial County.

# Slab City Community Group Inc.

## BYLAWS

We lead by example rather than telling others how to behave. Our Common Courtesies are what bind us together. We are NOT vigilantes.

### 4. Inclusivity

The Slab City Community Group is inclusive and open to anyone. We practice consensus building principles. We operate on the principle that information and discussion are an essential ingredient for us to live as neighbors. We are responsible to and for each other.

### 5. NonProfit and NonPartisan

This corporation has been formed under the California Nonprofit Public Benefit Corporation Law for the public purposes described above, and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote except as provided in Section 501(h) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law. The corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described above.

### 6. Property Dedicated to Charitable and Educational Purposes

The properties and assets of this nonprofit corporation are irrevocably dedicated to charitable and educational purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over to organizations dedicated to charitable and educational purposes, provided that such organizations continue to be dedicated to the exempt purposes as specific in Internal Revenue Code 501(c)(3).

# Slab City Community Group Inc.

## BYLAWS

### ARTICLE II: MEMBERSHIP

#### 1. Regular Membership Classifications

Subsequent to the first annual meeting, the Regular Members of the Corporation, with full voting rights, shall be made up of the following membership classifications:

- a. Resident Membership is open to anyone who lives at Slab City all or part of a calendar year. The Resident Members call Slab City their home;
- b. Visiting Membership is open to anyone who occasionally visits Slab City for all or part of a calendar year. The Visiting Members have a home somewhere other than at Slab City;
- c. Not For Profit Organization Membership is open to those not for profit organizations who operate at Slab City, and;
- d. Business Membership is open to organizations who operate a business at Slab City.

Each Regular Member shall exercise self-determination over their own membership classification, absolutely.

Regular Members may belong to more than one membership classification. If a Member holds more than one membership in the Corporation, they are only entitled to exercise one voting membership per meeting.

Regular Members are required to pay annual dues as established by the Board of Directors for the current calendar year.

Regular and Supporting Members of the Slab City Community Group support the ideals set out in the Slab City Common Courtesies attached as Appendix A.

#### 2. Requirements for Continuing Regular Membership

To maintain Regular Membership beyond a person's first year of Regular Membership a person or organization must pay dues

## **Slab City Community Group Inc.**

### **BYLAWS**

established for the current calendar year and be in good standing.

#### **3. Membership Dues**

- a. Annual membership dues shall be assessed for each calendar year by an affirmative vote of a majority of the Regular Members present and voting at the Annual Meeting preceding that year. If no such action is taken to assess dues for a given year, the dues for that year shall be as established for the previous year.
- b. Annual dues must be paid in cash.
- c. If a Member chooses to be in more than one member classification, they will pay annual dues for each membership classification they wish to hold.

#### **4. Rights of Regular Members**

- a. Every Regular Member shall have the right to participate in meetings of the Membership by nominating and electing the Board of Directors as provided by these Bylaws, to cast only one vote (in person) only on matters listed in Article II, Section 4, Subsection b (below), to serve on the Board of Directors or on committees if chosen, and to receive notices and minutes of Membership Meetings and Annual Reports of the Corporation.
- b. The assent of the Regular Membership, in accordance with these Bylaws, shall be required before action may be taken on:
  - i. The sale of land owned by the Corporation;
  - ii. The establishment or alteration of any "resale formula" for the land;
  - iii. The amendment of the Articles of Incorporation;
  - iv. Changing these Bylaws, and;
  - v. The dissolution of the Corporation.
- c. All voting by Regular Members shall be conducted in person. There will be no voting by proxy for any of the Membership votes.



# Slab City Community Group Inc.

## BYLAWS

### 5. Supporting Membership

- a. Any person who has paid the annual dues established for the current calendar year but who does not wish to become a Regular Member or has not met all of the requirements of Regular Membership shall be designated a Supporting Member of the Corporation.
- b. Supporting Members shall have all of the rights of Regular Members except the right to nominate and participate in the election of the Board of Directors or the right to vote on matters put before the Regular Membership as set out in Article II, Section 4, Subsection b (above).

### 6. Associate, Honorary, Sustaining or Other Members

The Board of Directors shall have power to admit by invitation as associate, honorary, sustaining or other members of this corporation, for such period as they may elect, such persons of prominence or note, as it may think proper, or such persons that may render this corporation any single benefit or service which it may wish to recognize in this manner and to renew such invitations as its discretion. Such members shall enjoy such privileges and benefits as may be determined by the Board of Directors, except that they shall not vote or hold office.

### 7. Membership Meetings

- a. Notice of Meetings.  
Meeting dates of Membership Meetings shall be posted at the information kiosk at beyond the second guard shack at Slab City and at the Community Board at the corner of Low Road and Beal Road and shall include an agenda for the meeting. Except as otherwise provided in Article VIII of these Bylaws, notice shall be emailed at least seven days prior to a meeting, to the email the member provides to the Corporation. The member bears the responsibility of providing an accurate email address, and the Corporation bears no responsibility in confirming the validity of that email address.
- b. Annual Meetings.  
Subsequent to the First Annual Meeting, the Annual Meeting of the Membership, for reports to the Membership by the Board of

## **Slab City Community Group Inc.**

### BYLAWS

Directors and Officers, the election of Directors, and the transaction of other business, shall be held in the fourth quarter of each year. The location and specific time of the Annual Meeting shall be determined by the Board of Directors. Notice of the Annual Meeting shall include a list of those persons nominated for the Board of Directors as provided in Article III of these Bylaws.

- c. **Regular Meetings.**  
Regular Meetings may be scheduled by the Board of Directors at such times and places as they shall establish at the Annual Meeting.
- d. **Special Meetings.**  
Special Membership Meetings may be called by the Board of Directors or by a written petition, addressed to the President of the Corporation, signed by at least one half (50%) of the Regular Membership. At a Special Meeting, only those matters stated on the agenda, as included in the notice of the meeting, may be acted upon by the Membership.
- e. **Open meetings.**  
All Membership Meetings shall be open to any person.
- f. **Minutes.**  
Minutes of all Membership Meetings shall be recorded by the Secretary of the Corporation or by another person designated by the Board of Directors. Minutes for every membership meeting shall be approved by the Regular Membership at the next Membership Meeting.
- g. **Decision Making.**  
Whenever possible, decisions shall be made at Membership Meetings by the consensus of the Regular Members present. In the event that consensus is not attained, a decision shall be made by an affirmative vote of a majority of the Regular Members present and voting, except as otherwise provided in these Bylaws. Before a vote is held on any motion, the exact language of the motion shall be recorded by the Secretary and read to the Membership, and all Members present shall have a reasonable opportunity to express their opinions on the proposition.

# Slab City Community Group Inc.

## BYLAWS

- h. **Chairperson**  
The chairperson at the Annual, Regular and Special meetings of the Membership shall be the President. If the President is unavailable, the Board of Directors shall appoint a Chairperson for the said meeting.
- i. **Certificates of Membership**  
Certificates of Membership, numbered and signed by the President or Secretary or such other officers as may be designated by the Board of Directors, may be issued to each member certifying the class of membership held in the corporation.

### ARTICLE III: BOARD OF DIRECTORS

- 1. **Number of Directors**  
Except for the Initial Board named in the Articles of Incorporation, the Board of Directors shall consist of a minimum of nine (9) to a maximum of eleven (11) Directors.
- 2. **Composition of the Board**  
All Directors shall be Regular Members in good standing. There shall be four (4) categories of Directors consisting of:
  - a. A minimum of four (4) Directors representing the Resident Members;
  - b. A minimum of one (1) Director representing the Not for Profit Organizations at Slab City;
  - c. A minimum of one (1) Director representing the Visiting Members, and;
  - d. A minimum of one (1) Director representing the Business Members.
- 3. **Nomination of Directors**  
For all regular elections subsequent to the first Annual Meeting of the Membership, Directors shall be nominated as follows:

## Slab City Community Group Inc.

### BYLAWS

- a. Resident Representatives.
  - i. Resident Members may nominate Resident Representatives to the Board from among themselves. These nominations must either be submitted in writing to the Secretary of the Corporation at least ten days prior to the Annual Membership Meeting or be made from the floor at the Annual Meeting, and;
  - ii. In the event that, at the time when the notice of the Annual Membership Meeting is to be sent out, the number of nominations is less than the number of Resident Representative seats to be filled, the Board of Directors shall nominate enough candidates so that the total number of candidates is sufficient to fill the number of seats to be filled. To achieve this end, the Board may, at any time prior to the sending out of such notice, approve a list of candidates for Resident Representative to be nominated in such event. In making such nominations, the Board shall select actual Resident Members to the extent that they are available to serve on the Board of Directors. Otherwise the Board shall select persons who can reasonably be expected to represent the normal interests and concerns of Resident Members.

- b. Other Representatives

At least ten days prior to the Annual Meeting, the Board of Directors shall make nominations for:

- i. Visiting Member Representatives to the Board;
- ii. Not for Profit Organization Representatives to the Board, and;
- iii. Business Member Representatives to the Board.

- c. Notice of Nominations

A list of all persons nominated in each of the three categories shall be included with the notice of the Annual Meeting.

4. Election of Directors

Directors shall be elected by the Regular Members present and voting at the Annual Meeting, a quorum being assembled, in accordance with the following procedures.

## Slab City Community Group Inc.

### BYLAWS

- a. The Board will be made up of the following categories of Board representatives:
  - i. Resident Members Representatives
  - ii. Visiting Member Representatives
  - iii. Not for Profit Organization Member Representatives
  - iv. Business Member Representatives.

If a person has been elected in one representative category, his or her name shall be removed from the remaining categories.

- b. Resident Members may vote to elect eleven (11) Board representatives.
- c. All other Voting Members (Visiting Members, Not For Profit Organization Members and Business Members) may vote to elect seven (7) Board representatives.
- d. In each of the representational seats, positions shall be filled by those candidates receiving the largest numbers of votes.

#### 5. Vacancies

- a. If any Director vacates his or her term or is removed from the Board, the remaining Directors (though they may constitute less than a quorum) may elect a person to fill the vacancy, or may, by unanimous agreement, decide to leave the position vacant until the next Annual Meeting of the Membership.
- b. Any person elected to fill a vacancy on the Board of Directors must be one who can be reasonably expected to represent the interests of the constituents in the category (Resident, Visiting, Not for Profit Organization, or Business) in which the vacancy occurs.
- c. Replacement Directors elected by the Board shall serve out the remaining term of the person who has vacated the position.

#### 6. Terms of Directors

- a. Terms of First Elected Directors.

## **Slab City Community Group Inc.**

### BYLAWS

After the election of Directors at the first Annual Meeting, each Director shall be assigned, by mutual agreement or by lot, to a two-year or three-year term. In each of the Resident Member category, two Directors shall be assigned a two-year term and two shall be assigned a three-year term.

b. Terms of Successor Directors.

Except as otherwise provided in these Bylaws, each Director shall serve a full term of three years.

c. Commencement of Terms.

The term of office of a regularly elected Director shall commence at the adjournment of the Annual Membership Meeting in which he or she is elected. The term of office of a Director elected by the Board to fill a vacancy shall begin at the time of his or her acceptance of the position.

d. Re-election.

No person shall serve as a Director for more than three consecutive elected terms. After a year's absence from the Board, however, a person who has served three consecutive elected terms may return to the Board, if reelected, and may serve up to three consecutive elected terms.

## 7. Resignation

a. Any Director may resign at any time by giving written notice to the President. Unless otherwise specified, such resignation shall be effective upon the receipt of notice by the President.

b. A Director shall be considered to have given notice of resignation and his or her position shall be declared vacant by the Board of Directors if he or she fails to attend three consecutive meetings of the Board with the exception of emergency meetings, unless good cause for absence and continuing interest in participation on the Board are recognized by the Board. When a Director has failed to attend three consecutive meetings, the President shall notify him or her in writing that, at the next regular Board meeting, his or her position will be declared vacant unless the Board determines that there has been good cause for the Director's absences and that the

## Slab City Community Group Inc.

### BYLAWS

Director continues to be interested in participating on the Board of Directors. The notification by the President shall be mailed no later than seven days prior to the Board meeting at which the position may be declared vacant. At this meeting, the Director in question shall be given the opportunity to show good cause for past absences from meetings and continuing interest in participating on the Board. The resignation of a Director who has missed three consecutive meetings shall not become effective until the Board has declared the position vacant as provided herein.

#### 8. Removal of Directors

A Director of the Corporation may be removed for good cause by the regular members of the Corporation when such Director is judged to have acted in a manner seriously detrimental to the Corporation. However, before such removal can occur, the following procedure must be followed.

- a. Written charges specifying the conduct considered to be detrimental must be signed by at least one quarter (25%) of the members of the Corporation and submitted to the President (or, if the President is the Director charged, to the Vice President). Any Voting Members of the Corporation may submit such charges.
- b. The President (or Vice President) shall deliver or mail a copy of the charges to the Director charged.
- c. A Special Committee consisting of three Regular Members plus three Directors of the Corporation shall be created to consider the charges. One member of the Committee shall be selected by the Board of Directors, but without the participation of the Director charged, within ten days following the delivery or mailing of the charges to the Director charged. In making its selection, the Board shall endeavor to select a person who will consider the charges without bias. No later than ten days following the Board's selection of the first member of the Committee, a second member may be selected by the Director charged. The three Directors will be selected by the Board of Directions without the participation of the Director charged. In the event that the Director charged fails to select a second member of the Committee within ten days, the Board may select a second member who, in the judgement of the

## **Slab City Community Group Inc.**

### BYLAWS

Board, will consider the charges without bias. Within ten days following the selection of the second member of the Committee, the first and second members plus the three Directors, shall select a third member of the Committee.

- d. The Special Committee shall hold a hearing, at which both the Director charged and the members who have filed charges may present evidence in the presence of the other. Following the hearing, the Committee shall prepare a written report of its findings and its recommendation for or against removal. The recommendation shall be based on a majority vote if consensus cannot be reached. The report shall contain a statement of how each member of the Committee has voted. The report shall be completed and submitted to the President of the Corporation no later than one month following the selection of the Committee.
- e. If the Committee recommends removal of the Director, the recommendation shall be presented to the Regular Membership, which shall then have sole authority to decide the question of removal. A Membership meeting for this purpose shall be called by the President for a time no later than one month following the President's receipt of the Committee's recommendation for removal. Notice of this meeting shall include a complete copy of the Committee's report.

#### 9. Meetings of the Board of Directors

- a. Notice of Meetings.  
Except as provided below for emergency meetings, written notice of a Board meeting shall be emailed at least five days prior to the meeting. Notice of every meeting shall include an agenda for the meeting.
- b. Waiver of Notice.  
Any Director may waive any notice required by these Bylaws. Any Director who has not received notice of a Board meeting but has attended that meeting shall be considered to have waived notice of that meeting, unless he or she requests that his or her protest be recorded in the minutes of the meeting.



## Slab City Community Group Inc.

### BYLAWS

- c. Annual Meeting.  
The Annual Meeting of the Board of Directors may be held immediately following the Annual Membership Meeting and must be held no later than six weeks following the Annual Membership Meeting.
- d. Regular Meetings.  
The Board of Directors shall meet no less often than once every two months, at such times and places as the Board may establish.
- e. Special Meetings and Emergency Meetings.  
Special meetings may be called by the President, by any three Directors, or by 10% of the Regular Members of the Corporation. Notice must be given as provided above, unless any three Directors determine that the matter at hand constitutes an emergency. When so determined, an Emergency Meeting may be called on one-day notice. Notice of Emergency Meetings, including an announcement of the agenda, shall be given by telephone or in person to all Directors. At any Special or Emergency Meeting of the Board, only those matters included in the announced agenda may be acted upon unless all of the Directors are present at the meeting and unanimously agree to take action on other matters.
- f. Any meeting, regular or special, may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all directors participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than conference telephone) constitutes presence in person at that meeting if all of the following apply:
  - i. Each director participating in the meeting can communicate with all of the other directors concurrently;
  - ii. Each director is provide the means of participating in all matters before the board, including, without limitation, the

## **Slab City Community Group Inc.**

### **BYLAWS**

capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation;

- iii. The corporation adopts and implements some means of that verifying 1) all persons participating in the meeting are directors of the corporation or are otherwise entitled to participate in the meeting, and 2) that all actions of, or votes by, the board are taken and cast only by directors and not by persons who are not directors.
  
- g. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another stated time and place.
  
- h. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

#### **10. Procedures for Meetings of the Board of Directors**

##### **a. Open Meetings.**

All meetings of the Board of Directors shall be open to any person except when the Board has voted, during an open meeting, to go into executive session.

##### **b. Executive Session.**

A motion to go into executive session shall state the nature of the business of the executive session, and no other matter may be considered in the executive session. No binding action may be taken in executive session except actions regarding the securing of real estate purchase options or contracts in accordance with paragraphs b-i to b-v noted below. Attendance in executive session shall be limited to the Directors and any persons whose presence is requested by the Board of Directors. Minutes of an executive session need not be taken; however, if they are taken, they shall be recorded as a part of the minutes of the meeting in which the Board has voted to go into executive session. The Board shall not hold an executive session except to consider one or more of the following matters.

## Slab City Community Group Inc.

### BYLAWS

- i. Contracts, labor relations agreements with employees, arbitration, grievances, or litigation involving the Corporation when premature public knowledge would place the Corporation or person involved at a substantial disadvantage.
  - ii. Real estate purchase offers and the negotiating or securing of real estate purchase options or contracts.
  - iii. The appointment or evaluation of an employee, and any disciplinary or dismissal action against an employee (however, nothing in this section shall be construed to impair the right of the employee to a public hearing if action is taken to discipline or dismiss).
  - iv. The consideration of applications from persons seeking to lease land, or other improvements, or arrange financing from the Corporation.
  - v. Relationships between the Corporation and any party who might be harmed by public discussion of matters relating to the relationship.
- c. Quorum.

At any meeting of the Board, a quorum shall consist of a majority of the Board of Directors, provided that at least two (2) Directors representing the Resident Members are present, with the exception of a motion to adjourn as provided in Article III(9)(g). Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to:

  - i. approval of contracts or transactions in which a director has a direct or indirect material financial interest;
  - ii. appointment of committees; and
  - iii. indemnification of directors.
- d. Decision-Making.

The Board shall attempt to reach unanimous agreement on all decisions. In the event that unanimous agreement cannot be achieved, a decision may be made by a majority of the Directors present and voting, except as otherwise provided in these Bylaws.

# Slab City Community Group Inc.

## BYLAWS

e. Minutes.

Minutes of all Board meetings shall be recorded by the Secretary or by such other person as the Board may designate, and shall be corrected as necessary and approved by the Board at the next Board meeting. All duly approved minutes of Board meetings shall be kept on permanent record by the Corporation and shall be open for inspection by any Member of the Corporation.

11. Duties of the Board of Directors

The Board of Directors shall carry out the purposes of the Corporation, implement the decisions of the Regular Membership, and be responsible for the general management of the affairs of the Corporation in accordance with these Bylaws. Specifically, the Board shall:

- a. Approve a written Annual Report to The Membership, and make this report available to all members. This report shall include a summary of the Corporation's activities during the previous year, the Corporation's most recent financial reports, and a list of all real estate held by the Corporation;
- b. Adopt an annual operating budget prior to the beginning of each fiscal year, and approve any expenditures not included in the budget;
- c. Select all officers of the Corporation;
- d. Supervise the activities of all officers, agents, and committees of the Corporation in the performance of their assigned duties and investigate any possible conflicts of interest within the Corporation;
- e. Adopt and implement personnel policies providing for the hiring, supervision, and evaluation of employees;
- f. Provide for the deposit of funds in accordance with Article IX of these Bylaws;

## **Slab City Community Group Inc.**

### BYLAWS

- g. Determine by whom and in what manner deeds, leases, contracts, checks, drafts, endorsements, notes and other instruments shall be signed on behalf of the Corporation;
  - h. Acquire such parcels of land, with or without buildings and other improvements, through donation, purchase, or otherwise, as the Board shall determine that is useful and prudent to acquire in furtherance of the purposes of the Corporation;
  - i. Convey the right to use land, through leases or other limited conveyances, in accordance with the provisions of Articles V and VI of these Bylaws;
  - j. Convey ownership of land and improvements on the Corporation's land to qualified lessees, in accordance with the provisions of Articles V and VI of these Bylaws;
  - k. Exercise, as appropriate, the Corporation's option to repurchase (or arrange for the resale of) land and improvements on the Corporation's land, or units on which the corporation holds a purchase option;
  - l. Develop the resources necessary for the operation of the Corporation and for the acquisition and development of land;
  - m. Assure the sound management of the Corporation's finances, and;
  - n. Attend meetings of the Board of Directors and Membership meetings. If a Director does not attend three consecutive meetings without reasonable excuse, he or she may be judged to be acting in a manner seriously detrimental to the Corporation, as consequently subject to removal in accordance with the same procedures as outlined in Article III, section 8.
12. Powers of the Board of Directors  
In addition to the power to carry out the duties enumerated above, the Board of Directors shall have the power to:
- a. Appoint and discharge advisors and consultants;

## **Slab City Community Group Inc.**

### BYLAWS

- b. Create such committees as are necessary or desirable to further the purposes of the Corporation. (Any member of the Corporation may be appointed to any committee. No committee may take action on behalf of the Corporation except as authorized by the Board of Directors.);
- c. Call special meetings of the membership;
- d. Approve the borrowing and lending of money as necessary to further the purposes of the Corporation and in accordance with these Bylaws;
- e. Exercise all other powers necessary to conduct the affairs and further the purposes of the Corporation in accordance with the Certificate of Incorporation and these Bylaws;
- f. Determine the meaning of “low income”;
- g. Determine the meaning of “moderate income”;
- h. Determine the meaning of “abandonment” with respect to sites and how abandoned articles are to be disposed of;
- i. Determine and define and elect from among the Directors, the offices of art commissioner, an educational commissioner, economic development officer, and government liaison;
- j. Any action required or permitted to be taken by the Board of Directors under any provision of the California Nonprofit Corporation Law may be taken without a meeting, if all members of the Board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of directors. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and;
- k. Directors and members of committees may receive such compensation for their services and such reimbursement of

## Slab City Community Group Inc.

### BYLAWS

expenses, as may be determined by resolution of the Board of Directors to be just and reasonable.

13. Limitation on the Powers of the Board of Directors

Action taken by the Board of Directors on any motion for the removal of Directors, the sale of land, the establishment or alteration of the “resale formula,” the amendment of the Articles of Incorporation, these Bylaws, or dissolution of the Corporation shall not become effective unless and until such action is approved by the Regular Membership in accordance with these Bylaws.

14. Committees

The Board of Directors may, by resolution or resolutions, passed by a majority of the whole Board, designate and appoint a committee on any subject within the powers of the corporation. The committee is to have power to exercise its duties, to perform its services as prescribed from time to time by the Board of directors. Each committee shall keep regular minutes of their proceedings and report the same to the Board when required.

## ARTICLE IV: OFFICERS

1. Designation

The officers of the Corporation shall be: President, Vice President, Secretary, and Treasurer.

2. Election

The officers of the Corporation shall be elected by a majority vote of the Board of Directors, from among themselves, at the Annual Meeting of the Board. Any vacancies occurring in any of these offices shall be filled by the Board for the unexpired term.

3. Tenure

The officers shall hold office yearly, until the next Annual Meeting of the Board after their election, unless, before such time, they resign or are removed from their offices, or unless they resign or are removed from the Board of Directors. Any officer who ceases to be a member of the Board of Directors shall thereby cease to be an officer.

## Slab City Community Group Inc.

### BYLAWS

#### 4. Removal from Office

The officers shall serve at the pleasure of the Board of Directors and may be removed from office at any time by an affirmative vote of two thirds of the entire Board of Directors

#### 5. Duties of the President

The President shall:

- a. Preside at all meetings of the Board of Directors and the Membership when able to do so;
- b. Consult with the other officers and the committees of the Corporation regarding the fulfillment of their duties;
- c. Assure that an agenda is prepared for every meeting of the Membership and the Board of Directors;
- d. Give notice to any Director who has been absent from three consecutive regular meetings, as required by these Bylaws;
- e. Call special meetings of the Membership or Board of Directors when petitioned to do so in accordance with these Bylaws;
- f. Carry out the duties assigned to the President regarding the removal of a Director, and;
- g. Perform such other duties as the Board of Directors may assign.

#### 6. Duties of the Vice President

The Vice President shall:

- a. Perform all duties of the President in the event that the President is absent or unable to perform these duties;
- b. Perform those duties assigned to the President regarding the resignation or removal of a Director when the President is disqualified from performing these duties;



## **Slab City Community Group Inc.**

### BYLAWS

- c. Assure that any and all committees established by the board of directors are constituted as the board has directed and meet as necessary and appropriate, and;
- d. Perform such other duties as the Board of Directors may assign.

#### 7. Duties of the Secretary

The Secretary shall:

- a. Assure that a list of all Members and their mailing addresses is maintained by the Corporation;
- b. Assure that proper notice of all meetings of the Membership and the Board of Directors is given;
- c. Assure that motions and votes in meetings of the Membership and Board are accurately represented to those present and are accurately recorded in the minutes;
- d. Assure that minutes of all meetings of the Membership and the Board of Directors are recorded and kept on permanent record;
- e. Assure that up-to-date copies of these Bylaws (incorporating any duly approved amendments) are maintained by the Corporation; answer all questions from the Board regarding these Bylaws; and assure that all actions of the Membership and Board of Directors comply with these Bylaws, and;
- f. Perform such other duties as the Board of Directors may assign.

#### 8. Duties of the Treasurer

The Treasurer shall oversee the finances of the Corporation. Specifically, the Treasurer shall:

- a. Assure that the financial records of the Corporation are maintained in accordance with sound accounting practices;

## Slab City Community Group Inc.

### BYLAWS

- b. Assure that funds of the Corporation are deposited in the name of the Corporation in accordance with these Bylaws;
- c. Assure that all deeds, title papers, leases, and other documents establishing the Corporation's interest in property and rights in particular matters are systematically and securely maintained;
- d. Assure that all money owed to the Corporation is duly collected and that all gifts of money or property to the Corporation are duly received;
- e. Assure the proper disbursement of such funds as the Board of Directors may order or authorize to be disbursed;
- f. Assure that accurate financial reports (including balance sheets and revenue and expense statements) are prepared and presented to the Board at the close of each quarter of each fiscal year;
- g. Assure that such reports and returns as may be required by various government agencies are prepared and filed in a timely manner, and;
- h. Assure that an annual operating budget is prepared and presented to the Board for its approval prior to the beginning of each fiscal year.

## ARTICLE V: CONFLICT OF INTEREST POLICY

### 1. Duty to Corporation

Every Board and committee member shall make decisions and carry out his or her oversight responsibilities in the best interests of the Corporation.

### 2. Interested Person

An Interested Person is anyone who has a financial interest, either directly or through family or business relationships, in a compensation arrangement with the Corporation or in an entity with which the Corporation is considering entering into a transaction.

## Slab City Community Group Inc.

### BYLAWS

#### 3. Appearance of a Conflict of Interest

The appearance of a conflict of interest occurs when a reasonable person might have the impression, after full disclosure of the facts, that a member's judgment might be significantly influenced by outside interests, even though the member is not an Interested Person.

#### 4. Disclosure

Any member of the Board of Directors or a committee with powers delegated to it by the Board of Directors who believes he or she is an Interested Person or might appear to have a conflict of interest with regard to any matter coming before the Board or such committee must disclose the existence of the interest or apparent conflict to the Board or committee.

#### 5. Voluntary Recusal

If such a member believes his or her interest in a matter constitutes either a conflict of interest or the appearance of a conflict of interest, he or she shall recuse herself or himself from any discussion related to the matter and from voting on the matter.

#### 6. Recusal by Board or Committee

If the member does not voluntarily recuse herself or himself, any Board member or committee member may request that the Board or committee determine whether such member should be recused. Such member shall not be present during the discussion and vote on the recusal and may not be counted in determining the existence of a quorum at the time of such vote. In making the decision as to recusal, the Board or committee shall keep in mind that it is the Corporation's policy to avoid the appearance of a conflict of interest.

If a majority of the Board or committee votes for recusal, a quorum being present, the member shall be immediately recused. The results of the vote shall be recorded in the minutes of the meeting.

#### 7. Recused Board or Committee Members

A recused Board member or committee member shall not be present during the discussion of the matter in regard to which he or she has been recused and shall not participate in the vote on such matter.

## Slab City Community Group Inc.

### BYLAWS

8. Agreement to Comply  
Upon joining the Board of Directors or of a committee with powers delegated by the Board of Directors, each new member shall be given a copy of this conflict-of-interest policy and shall sign a document stating that he or she has read and understood the policy and agrees to comply with it.

## ARTICLE VI: STEWARDSHIP OF LAND

1. Principles of Land Use  
The Board of Directors shall oversee the use of land owned by the Corporation and shall convey the right to use such land so as to facilitate access to land and affordable living space by low-income and moderate income people. In so doing, the Board shall be guided by the following principles:
  - a. The Board shall consider the needs of potential lessees and shall attempt to effect a just distribution of land use rights;
  - b. The Board shall convey land use rights on terms that will preserve affordable access to land and living space for future low-income and moderate-income residents of the community, and;
  - c. The Board shall convey land use rights in a manner that will promote the long-term well-being of the community and the long term health of the environment.
2. Encumbrance of Land  
The decision to mortgage or otherwise encumber land owned by the Corporation shall require the approval of the Board of Directors. Any such encumbrance shall be subordinated to any ground leases relating to such land.
3. Sale of Land  
The sale of land does not conform with the philosophy and purposes of the Corporation. Accordingly, land shall not be sold except in extraordinary circumstances, and then only in accordance with the following guidelines.

## **Slab City Community Group Inc.**

### BYLAWS

- a. A parcel of land may be sold pursuant to a resolution adopted by an affirmative vote by at least two thirds of the entire Board of Directors at a regular or special Board meeting, provided that:
  - i. The Corporation has owned the parcel for a minimum of sixty (60) days at the time the vote is taken;
  - ii. The parcel is not leased to any party, and;
  - iii. The resolution states that the location or character of the parcel is determined to be such that the charitable purposes of the Corporation are best served by selling the land and applying the proceeds to the support of other activities serving those purposes.
  
- b. In all other circumstances a parcel of land may be sold only with:
  - i. An affirmative vote by at least two thirds of the entire Board of Directors at a regular or special Board meeting, provided that written notice of such meeting has described the proposed sale and the reasons for the proposal, and;
  - ii. The approval of two thirds of the Regular Members present at a regular or special Membership Meeting, a quorum being assembled, provided that written notice of such meeting has described the proposed sale and the reasons for the proposal.
  
- c. If any of the Corporation's land is to be sold to any person or entity other than a not-for-profit corporation or public agency sharing the purposes of the Community Land Trust, any ground lessees on that land shall have the opportunity to exercise a right of first refusal to purchase the land that they have been leasing from the Community Land Trust.

## ARTICLE VII: FACILITATING AFFORDABLE ACCESS TO LIVING SPACE, AND LIMITATIONS ON RESALE

### 1. Facilitating Affordable Access to Living Space.

In accordance with the purposes of the Corporation, the Board of Directors shall take appropriate measures to promote and facilitate affordable access to living space to low-income and moderate-income

## Slab City Community Group Inc.

### BYLAWS

residents of Slab City. These measures may include, but are not limited to:

- a. Provisions for leasing land for nominal amounts to people at Slab City;
- b. Provisions for financing the acquisition of affordable living space by members, including direct loans by the Corporation, and;
- c. Provision for grants or other subsidies that will lower the cost of affordable living space for members and other people at Slab City.

#### 2. Preservation of Affordability

The corporation shall not charge rent to any resident, visitor or camper. It is a purpose of the Corporation to preserve the affordability of land, including living space, owned by the Corporation for low-income and moderate-income residents of Slab City. Accordingly, when land is leased for such purpose, the Board of Directors shall assure that, as a condition of any lease, the living space and land will revert back to the Corporation and only for a price limited by a “resale formula” as described in Section 3 below. However, notwithstanding the foregoing, the Board of Directors may choose, for reasons consistent with the charitable purposes of the Corporation, to lease certain parcels of land for uses that do not require continued affordability for low-income or moderate-income people, and in such cases the resale restrictions described above may not be required as a condition of the lease.

#### 3. The Resale Formula

Whenever its purpose is to preserve affordability, the Corporation shall restrict the price for ground lessees. The same policy shall be applied in the case of units stewarded by the Corporation, regardless of whether the land is owned by the Corporation. A policy establishing such restrictions in the form of a “resale formula” shall be adopted by the Board of Directors and the Voting Members of the Corporation, in accordance with the following principles:

- a. To the extent possible, the resale formula shall limit the price of the property to an amount that will be affordable for other low-income and moderate-income residents at the time of the transfer of;

## **Slab City Community Group Inc.**

### BYLAWS

- b. The resale formula may not reflect any funds and/or labor invested on the property, and;
- c. The resale formula may not reflect any market valuation of the property.

#### 4. Procedures for Adoption of the Resale Formula

The adoption of the resale formula shall require:

- a. An affirmative vote by at least two thirds of the entire Board of Directors at any regular or special Board meeting, provided that written notice of such meeting has set forth the proposed formula with an explanation thereof, and;
- b. An affirmative vote by at least two thirds of the Members present at any regular or special Membership meeting, a quorum being assembled, provided that written notice of such meeting has set forth the proposed formula with an explanation thereof.

#### 5. Procedures for Altering the Resale Formula

The consistent long-term application of a resale formula is essential to the purposes of the Corporation. Accordingly, the resale formula shall not be altered unless the Board of Directors and Voting Members of the Corporation determine that the current formula presents an obstacle to the achievement of the purposes of the Corporation. In such event, the resale formula may be altered only by a two-thirds vote of the entire Board of Directors and a two thirds vote of the Voting Members present at a Membership meeting, as described above for the adoption of the formula.

### ARTICLE VIII: AMENDMENT OF ARTICLES OF INCORPORATION AND BYLAWS

The Certificate of Incorporation may be amended and these Bylaws may be amended or may be repealed and new Bylaws adopted only by:

- 1. An affirmative vote by three quarters (75%) of the entire Board of Directors at any regular or special Board meeting, provided

## Slab City Community Group Inc.

### BYLAWS

that notice of such meeting has set forth the proposed amendment or replacement, and;

2. An affirmative vote by three quarters (75%) of the Voting Members present at any regular or special Membership meeting, a quorum being assembled, provided that notice of such meeting has been posted at the Information Kiosk and the Community Notice Board, and sets forth the proposed amendment or replacement.

## ARTICLE IX: DISSOLUTION

A decision to dissolve the Corporation and to distribute the Corporation's assets in a particular manner in accordance with the Articles of Incorporation shall require:

1. An affirmative vote by three quarters (75%) of the entire Board of Directors at any regular or special Board meeting, provided that written notice of such meeting has included a full description of a proposed plan of dissolution, and;
2. An affirmative vote by three quarters (75%) of the Voting Members present at a regular or special Membership meeting, a quorum being assembled, provided that written notice of such meeting, including a full description of the proposed plan of dissolution, has been given to all Voting Members of the Corporation no later than three weeks prior to the meeting.

## ARTICLE X: MISCELLANEOUS PROVISIONS

1. Fiscal Year  
The fiscal year of the Corporation shall begin on January 1 of each year, and shall end on December 31 of each year.
2. Deposit of Funds  
All funds of the Corporation not otherwise employed shall be deposited in such banks, trust companies, or other reliable depositories as the Board of Directors from time to time may determine.
3. Checks, etc.



## Slab City Community Group Inc.

### BYLAWS

All checks, drafts, endorsements, notes and evidences of indebtedness of the Corporation shall be signed by such officers or agents of the Corporation and in such manner as the Board of Directors from time to time may determine. Endorsements for deposits to the credit of the Corporation shall be made in such manner as the Board of Directors from time to time may determine.

#### 4. Loans

No loans or advances shall be contracted on behalf of the Corporation, and no note or other evidence of indebtedness shall be issued in its name, except as authorized by the Board of Directors. Any such authorization shall relate to specific transactions.

#### 5. Contracts

Any officer or agent of the Corporation specifically authorized by the Board of Directors may, on behalf of the Corporation, enter into those contracts or execute and deliver those instruments that are specifically authorized by the Board of Directors. Without the express and specific authorization of the Board of Directors, no officer or other agent of the Corporation may enter into any contract or execute and deliver any instrument in the name of the Corporation.

#### 6. Donations

This corporation may accept gifts, legacies, donations and/or contributions and in any amount and any form, from time to time, upon such terms and conditions as may be decided from time to time by the Board of Directors.

#### 7. Offices

Principal Office shall be established and maintained at Slab City, County of Imperial, State of California. Other offices of the corporation may be established at such places as the Board of Directors may, from time to time, designate or the business of the corporation may require.

#### 8. Indemnification

- a. Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director or Officer of the Corporation shall be indemnified by the

## **Slab City Community Group Inc.**

### **BYLAWS**

Corporation against any and all liability and the reasonable expenses, including attorneys' fees and disbursements, incurred by him (or his heirs, executors, or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his or her duties.

- b. No member of this corporation shall be personally or otherwise liable for any of the debts, liabilities and/or obligations of this corporation.
9. Rules of Construction  
Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the California Nonprofit Corporation Law shall govern this construction of these bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes a natural person, corporation, partnership, joint venture, trust or other entity.

## **ARTICLE XI: CHARTER MEMBERSHIP, INITIAL BOARD ADOPTION OF BYLAWS, FIRST ANNUAL MEETING**

1. Initial Membership  
The Charter Members empowered to vote at the first annual meeting shall be those persons who indicate that they wish to be a Member of this Charity and pay the annual membership of \$1.00. The Charter Members shall choose their category of membership at the first annual meeting, and provide an address for notices to be mailed to them. All members will provide an address where notices may be mailed to them in accordance with these Bylaws.
2. Initial Board of Directors  
The Initial Board of Directors shall be as stated in the Certificate of Incorporation. The Initial Board, after approving these Bylaws, shall call the first Annual Meeting of the Membership, and shall serve until the first elected Board of Directors has been seated upon the completion of

## **Slab City Community Group Inc.**

### BYLAWS

the First Annual Meeting. The Elected Board of Directors will serve after the ballots of members has been counted. The Elected Board of Directors shall call their first meeting as soon as possible after the ballots of members has been counted.

#### 3. Adoption of Bylaws

Adoption of these Bylaws as the Bylaws of the Corporation shall require:

- a. Approval by a majority of the Initial Board of Directors prior to the First Annual Meeting;
- b. A copy of these Bylaws will be mailed to members at the address they provide upon receipt of a copy fee to be determined by the elected Board of Directors, and;
- c. These Bylaws will be emailed to any member upon request.

#### 4. Nomination of Directors to Be Elected at First Annual Meeting

The Initial Board of Directors shall nominate a slate of nine (9) to eleven (11) Candidates who have indicated a willingness to serve on the Board of Directors. The Board shall designate four (4) of these candidates as candidates for Resident Members, one (1) as candidate for Visiting Members, one (1) as candidate for Non-Profit Organizations, and one (1) as candidate for Business Organizations. Additional nominations for any of the categories of representatives may be made by any Charter Member from the floor at the First Annual Meeting.

#### 5. First Annual Meeting

The location and specific time of the First Annual Meeting of the Membership shall be determined by the Initial Board of Directors. Notice of the First Annual meeting shall be provided to all Charter Members when they pay their membership dues or as soon thereafter as possible. The Initial Directors will post a list of those members nominated as Directors at the First Annual Meeting of the Membership. Nominations from the floor of the meeting (from Charter Members) will be added to the list of members nominated for Directors. The Charter Members shall vote for the Elected Board of Directors in accordance with these Bylaws at the First Annual Meeting of the Membership, following the spirit and intent of Article III, Section 4. If necessary, the Charter Members will vote for the Elected Board of Directors by ballot, or by such other means as the Initial Directors deem advisable and appropriate in the circumstances.

# **Slab City Community Group Inc.**

## **BYLAWS**

### **APPENDIX A**

#### **SLAB CITY COMMON COURTESIES**

**WELCOME TO SLAB CITY**, an an off the grid community since 1956

This is a free campground, free as in “free rent”, not free as in “anything goes”. IF IT IS ILLEGAL OUTSIDE SLAB CITY, IT IS ILLEGAL HERE TOO.

#### **THERE IS NO FREE LUNCH**

Only the rent is free.

Water, sewer, electricity, garbage removal are NOT free.

It belongs to someone.

Taking it without specific permission is theft

#### **VIOLENCE IS NOT OK**

Unlawful, violent or disruptive behavior will not be tolerated

#### **TRESPASSING IS NOT OK**

Respect campsites as private property

California acknowledges Castle Doctrine (California Penal Code § 198.5)

A campsite owner may be absent for a while

Do not assume that it is abandoned

Ask the neighbors THEFT IS NOT

TOLERATED

#### **NO DUMPING**

Leave no trace you were here

Pack it in, Pack it out

#### **WE ARE NOT VIGILANTES**

We lead by example.

We do not have the right to intimidate anyone

Your “Rights” usually end at the beginning of someone else’s “rights”.

That is where “rights” become obligations.

Be aware of obligations.

ASK YOUR NEIGHBOUR IF IT IS OK TO CAMP NEXT TO THEM. This is NOT a rule, its a courtesy.