

**Rooted in Comunidad, Cultivating Equity (RICCE)**  
**Community Advisory Board**

**BY-LAWS**

*(Version with amendments to Article III, Section 4, approved on Nov 21, 2025)*

**ARTICLE I – NAME**

The name of this organization shall be Community Advisory Board, aka CAB (hereinafter referred to as “CAB”).

**ARTICLE II – PURPOSE**

The Community Advisory Board (CAB) represents people who live, work, or serve across the diverse 8 neighborhoods in the Project Area who developed the vision for transformation and shared values for the Partners to guide the implementation of the Transformative Climate Communities (TCC) Grant. The CAB was formed to ensure consistent, informed, and detailed feedback from impacted people who live, work, or serve in the Project Area on the process and implementation of TCC projects and Transformative Plans. To guide the development of the TCC application, the San Diego Foundation (SDF), Environmental Health Coalition (EHC), Co-Applicants, and representatives from the CAB built a shared vision, priorities, and a decision-making structure that is community centered.

**ARTICLE III – MEMBERSHIP**

**SECTION I – ELIGIBILITY**

The CAB is comprised of a maximum of 19 members and a minimum of 11 members. Membership of the CAB is comprised of individuals who live, work, or serve in the project area communities. This includes:

- Involved residents who will be affected by the grant.
- Community members who do not live in the project area but undertake community-serving work in the area, which would be impacted by projects under the TCC Grant Agreement.
- Community Organization Stakeholders, who are representatives from non-applicant, community organizations affected by the projects under the TCC Grant Agreement.

**SECTION 2- VALUES**

Core values are the deeply ingrained principles that guide all of a CAB's actions; they serve as its cultural cornerstones. Core values are inherent and foundational and shall not be compromised either for convenience or short-term economic gain.

- **Sex and Gender Equality & Inclusivity:** Dismantling patriarchy, ensuring equal rights and opportunities for all genders, using language that does not discriminate based on sex, social gender, or gender identity, and confronting gender stereotypes.
- **Trauma Informed:** Understanding and mitigating the impact of trauma, including historical and generational harm, and integrating trauma knowledge into policies and practices to actively fight against retraumatization.
- **Community Based:** Assessing community needs and resources, centering the community as a whole, and empowering them to create sustainable and equitable solutions.
- **Culturally Responsive:** Understanding cultural differences, recognizing biases, and working productively with diverse cultural contexts and belief systems of individuals, intergenerational families, and communities.
- **Environmental Justice:** Ensuring equitable treatment and involvement in decisions addressing environmental inequalities and injustices.
- **Restorative Justice:** Promoting accountability, healing, and repairing harm through inclusive and participatory processes instead of punitive measures.
- **Altruism:** Restoring a culture of empathy and collective care by acting in the best interest of the community rather than in one's own self-interest.
- **Intergenerational Organizing:** Bringing together people of different ages and backgrounds to work towards shared goals, fostering collaboration, mutual support, and shared learning.
- **Community-based Public Safety:** Redefining public safety beyond punitive laws, addressing underlying causes of violence through education, health, and justice by and for the community. Using restorative practices to promote transformation and justice.
- **Dismantling Structures of Oppression:** Challenging historical, systemic, and racist structures, creating just and equitable alternate systems through education, dialogue, and action to address inequity and empower marginalized communities.
- **Antiracism:** Eradicating racist policies and striving for an equitable society.
- **Anti-ableism:** Challenging and countering discrimination based on range of ability, addressing inequalities and prejudices related to developmental, emotional, physical, or psychiatric different abilities.

Ensuring decision-making processes are brave, safe, accessible and effective.

- **"Brave"** refers to the ability to have difficult conversations and confront challenging issues with honesty and transparency, even if it may be uncomfortable or unpopular.
- **"Safe"** refers to creating a space where all voices are heard and respected, and where individuals feel comfortable sharing their perspectives without fear of retribution or judgment.
- **"Accessible"** refers to ensuring that all communication and decision-making processes are designed to be inclusive and accessible for all community members, regardless of ability. This includes creating information in a way that is easy to understand and accessible for all differently abled needs, such as providing information in multiple formats (e.g. visual, audio, tactile) and languages, and ensuring that meeting spaces and materials are physically accessible. It also involves taking proactive steps to engage with and incorporate the feedback of community

members with differing levels of skills and experience in this process, as well as those who have traditionally been excluded from decision-making processes.

- **"Effective"** refers to the ability to reach a resolution or decision that is in the best interest of all parties involved, takes timelines and deadlines into consideration, and achieves the desired outcome.

## SECTION 3 – GOOD STANDING

All CAB members who meet the following attendance criteria for regular meetings shall be considered in good standing.

### 1. Types of Absences

- **Excused Absence:**
  - The Chair is notified before or after the meeting.
  - A one-on-one (1:1) meeting is scheduled with the Chair to catch up on missed information and materials from the meeting.
  - A single absence does not affect good standing and voting rights are maintained.
- **Unexcused Absence:**
  - No communication with the Chair occurs before or after the meeting.

### 2. Loss of Good Standing

Good standing is lost if:

1. There is an unexcused absence (no communication before or after the meeting).
2. There are two consecutive absences from regular meetings, whether excused or unexcused.

### 3. Restoration of Good Standing

- The member must attend two consecutive regular meetings.
- Voting rights are restored starting with the second consecutive meeting attended.
- During the restoration period, even without voting rights, attendance counts toward establishing a quorum at the start of meetings.

### 4. Removal for Abandonment

A member who misses three consecutive regular meetings, whether excused or unexcused, will be considered to have abandoned their role in the CAB and will be removed. This action is not punitive; it is intended to allow the member to reevaluate their capacity to participate in CAB meetings.

## SECTION 4 - VACANCIES AND REMOVAL OF MEMBERS

### Vacancies

In the event of a vacancy on the CAB; the vacancy will be announced at the next general meeting, and the standing CAB must vote to elect a new member no earlier than at the next regularly scheduled general meeting after the vacancy is announced.

With the help of the Community Engagement Coordinator (CEC), the CAB must actively find a new CAB member to replace any open vacancies, until the minimum number of members is reached (11 members). All vacancies will be made public on the EHC website and EHC social media after it is announced at the general meeting.

If CAB membership drops below 11 members, the CAB may continue to conduct business as long as quorum requirements are met per Article V, Section 2 of these bylaws, but the CAB should prioritize recruitment with a goal to reach 11 members at the next regularly scheduled CAB meeting.

### Removal of Members

If a CAB member acts in a manner not in alignment with the values of the CAB, removal can be considered. Removal of a member is an extreme remedy and will be pursued only after all reasonable efforts have been expended to reconcile differences. This can include but not limited to having a 1:1 with the individual or having a mediated conversation with a neutral third party.

If differences cannot be reconciled, a member may be removed by a super majority vote (75%) of the present and voting membership at a properly called and noticed general meeting where a quorum is present. Notice that such an action is being considered should be communicated to the member at least 15 calendar days before the meeting. The member in question shall have an opportunity during the meeting to address the CAB prior to any vote on that agenda item.

## SECTION 5 – VOTING

Any vote taken by the CAB must be noticed on the agenda 72 hours before a meeting. Proposals must be motioned and seconded; all items require a simple majority (50% plus one) of the vote of members present to pass.

To ensure maximum participation, virtual voting will be permitted to members in good standing. Virtual voting will be notified 72 hours before the vote happens, and the vote will be administered via Survey Monkey. Members will have 24 hours to respond to the virtual poll.

## SECTION 6- CONFLICTS OF INTEREST

CAB members are involved and play an active and vital role in the community. From time to time, potential conflicts of interest may arise, and it is the CAB's policy to deal with each conflict of interest in a transparent and reasonable manner.

The interested person has the primary responsibility to determine the existence of a conflict of interest. If the interested person determines that there is a conflict of interest, he or she must disclose it. If the person is uncertain as to the existence of an actual, perceived or possible conflict of interest, it is recommended for that person to disclose it to the CEC in advance of a meeting where a vote is occurring.

A conflict of interest is considered an activity or interest, which may cause bias for or against a particular decision being considered. This could include any position held by self, immediate family or household member presently or within the past two years.

The CAB member is responsible for completing and returning the CAB conflict of interest form at the time of signature of assuming office and annually thereafter.

In the event that a conflict of interest requires a CAB member to abstain from voting and quorum is at risk of being lost, the CAB may proceed with the vote as long as quorum was established at the beginning of the meeting. The abstaining member will not count toward the quorum requirement for that specific vote, but their presence shall not invalidate the voting process.

## **ARTICLE IV – OFFICERS**

### **SECTION 1 - ELECTED OFFICERS**

Elected officers of this Board shall be the Chair, Vice-Chair and Secretary. Each elected officer shall hold the position for one year from the date on which they assumed office.

### **SECTION 2 - DUTIES**

#### **A. Chair**

The Chair shall be the Chief Executive Officer of the Board. They shall preside over all meetings of the CAB and the Executive Board; in coordination with the CEC prepare agenda, noticing requirements, prepare any meeting logistics and act as official spokesperson of the CAB. The Chair shall pre-approve any written correspondence on behalf of the CAB. In addition, the Chair shall stimulate active interest, create and foster a collaborative environment for all members; contribute to effective leadership and individual responsibility; and promote harmony among the Board membership.

#### **B. Vice-Chair**

The Vice-Chair shall perform all duties of the Chair if the Chair is unable to do so, or if requested by the Chair. The Vice-Chair shall also be responsible for the sub-committees of the Board and chair them or assign subcommittee chairs.

#### **C. Secretary**

The Secretary shall keep the minutes of the general meetings and Executive Board meetings, and will work with the CEC on internal communications, including distribution of agendas, minutes, and announcements. With the assistance of the CEC, the Secretary shall maintain a compendium of bylaws, standing rules, conduct e-mail votes of the Executive Board or membership.

## **SECTION 3 - ELECTION OF OFFICERS**

Elections shall be held at the first regularly scheduled general meeting. Voting will be taken by secret ballot, which will be administered by the CEC. Nominees who receive a majority vote shall be declared elected. If no person receives a majority of votes cast, a run-off shall be held between those two people receiving the greatest number of votes. The person receiving the majority of the votes cast shall be declared elected. Those elected shall assume their respective offices at the second regularly scheduled general meeting and hold office for a full year from the date on which they assumed office.

## **ARTICLE V – MEETINGS**

### **SECTION 1 – GENERAL MEETINGS**

Beginning with the first regular meeting of the CAB, general meetings shall be held on a quarterly basis. Meeting notices must be sent at least two weeks in advance by email and will be posted on the EHC website and social media at least two weeks in advance of the meeting date.

### **SECTION 2 – QUORUM**

For quorum to be established, 2/3 of current members must be present.

Note: For voting purposes, the quorum is established at the start of the meeting. If a member must abstain from voting due to a conflict of interest, their abstention will not affect the quorum already established, in accordance with Article III, Section 6 – Conflicts of Interest.

### **SECTION 3 – NOTICES**

Notices must be sent at least 72 hours prior to a general meeting at which the following items will be discussed and voted upon. The Secretary will distribute to all CAB members and work with the CEC to share meeting notices on the EHC and partner websites, and social media.

### **SECTION 4-PUBLIC COMMENT**

Members of the public and project partners can attend general meetings. Attendees can provide a public comment for both non-agenda and scheduled agenda items. For non-agenda public comment, members of the public will have 2 minutes to address the board. For scheduled agenda items members of the public will have 2 minutes per topic.

## **ARTICLE VI – EXECUTIVE BOARD**

### **SECTION 1 – FUNCTION**

The Executive Board carry out CAB business between general meetings in a manner consistent with actions taken at the general meetings, and perform any other duties provided for in these bylaws.

## **SECTION 2 – MEMBERSHIP**

Membership of the Executive Board shall include all of the currently elected officers.

## **SECTION 3 – MEETINGS**

The Executive Board will meet three weeks prior to the general scheduled meeting in collaboration with the CEC to set up meeting agendas and review any meeting logistics.

The Chair can call a special meeting, with advance notice of 72 hours, of the Executive Board as needed. Special meetings may be called by a majority (2/3) of the currently elected members of the Executive Board at any time, with advance notice of 72 hours, to address any timely matters that cannot wait until the next general meeting.

## **ARTICLE VII – SUB-COMMITTEES**

CAB may establish standing and ad hoc sub-committees when their operation contributes to the purpose of the CAB, as defined in these bylaws.

The Vice-Chair shall be responsible for chairing any sub-committees of the Board or assigning an alternate Board member to serve as a sub-committee chair. The Chair of each sub-committee will be responsible for carrying out their specific mission, setting meetings, providing venues and for providing minutes of meetings to the Secretary. Chairs of each sub-committee will keep CAB Chair noticed and apprised of all activities.

All members serving on standing or ad hoc sub-committees must be in good standing as defined in Article III, Section 3. Members not in good standing may not vote or represent the sub-committee in official matters until good standing is reestablished.

The Standing Committees for the CAB are as follows:

### **SECTION 1- COLLABORATIVE STAKEHOLDER STRUCTURE SUB-COMMITTEE**

There are 6 CAB representatives that will serve as voting members of the Collaborative Stakeholder Structure (CSS) Subcommittee and provide in-depth feedback from the CAB's perspective to the CSS. These representatives will be elected by the CAB and serve for a one-year term on the CSS. This sub-committee is responsible for providing votes that reflect community needs during CSS meetings and generating reports on actions taken at CSS meetings to present at general CAB meetings.

The TCC Collaborative Stakeholder Structure Subcommittee (CSS) will serve as the governing body for the Rooted in Comunidad, Cultivating Equity proposal. The CSS provides oversight for the proposal

implementation overall, and can recommend any changes to projects, budgets, and other related issues with ultimate project decisions being made by each Party as to their Project(s) in consultation with Lead Applicant (SDF) and State Strategic Growth Council. Decisions by the CSS will be advisory in nature and are not binding on the Parties.

## **SECTION 2-ADDRESSING COMPLAINTS REGARDING RICCE PARTNERS AND PROJECTS**

Any concern about a RICCE partner organization should be directed to the CEC who will then bring the concern forward to the CAB.

1. The CEC will notify the committee and respective partner's lead point of contact within 72 hours of receiving the notice of the complaint.
2. Then the sub-committee will have two weeks to review the complaint.
3. Once the sub-committee's review has been completed, the sub-committee may conduct a brief investigation, as needed. Investigations must be completed within 30 calendar days.
4. The CEC will follow up with the respective partner on possible next steps after the investigation is completed and give the partner 30 calendar days to address complaints or incorporate the subcommittee's feedback.
5. As needed, CAB will develop a proposed solution in accordance with Restorative Justice values as defined in Article III Section 2.
6. Resolutions will be brought before the entire CSS for a vote and implementation. The committee will conduct a closing interview with the affected community member(s) to confirm they have reached a resolution.

## **Section 3- GRANT AMENMENTS SUB-COMMITTEE**

Should a partner submit to the lead applicant a request for a change to their project or plan's scope of work that may result in a significant change to the project or plan that could impact Project Area residents, the CEC shall notify the Grant Amendments Sub-Committee of the request. The Grant Amendments Committee must review the proposed change within 10 calendar days of receiving notification from the CEC. The Grant Amendments Sub-Committee will review the proposal and will make a recommendation to the CSS regarding whether to approve the changes.

Stakeholders agreed that the CAB was best suited to provide final approval of the projects included in the Rooted in Comunidad, Cultivating Equity program. The final project list has been reviewed and received feedback from the CAB and included in the TCC Implementation application to ensure it is grounded in community priorities.

## **ARTICLE VIII – AMENDMENTS**



These bylaws may be amended by a majority vote at any general meeting after notice has been provided as specified in Article V, Section 3 of these bylaws.

#### **ARTICLE IX – ADOPTION**

These bylaws shall become effective immediately upon adoption and shall be the governing rules of the CAB.

These Bylaws, incorporating amendments approved by unanimous vote on November 21, 2025, were adopted by the CAB on January 23, 2026.