*3

TO: MEMBER JURISDICTIONS

FROM: RAANIA MOHSEN, EXECUTIVE DIRECTOR

SUBJECT: CITIES ASSOCIATION BYLAWS AMENDMENTS FOR APPROVAL

DATE: 10/22/2010

CC: BYLAWS REVIEW COMMITTEE (AL PINHEIRO, DAVID CASAS, DON PERRY, STEVE TATE)
JOLIE HOUSTON, ATTORNEY, BERLINER

The Bylaws Review Committee has made amendments/suggested revisions to the Cities Association Bylaws. These recommendations are based on initial recommendations presented at the June Board Meeting and feedback received thereafter from Board Members since that presentation. The revisions have been thoroughly reviewed by Jolie Houston, Attorney and retained counsel by the Cities Association, to ensure compliance with state and federal laws. On October 14, 2010, the Board approved the Bylaws as amended and agreed to forward the revisions to member jurisdictions for approval. Thus, on behalf of the Board, I am requesting review and approval of the Bylaws as amended from all Member Jurisdictions.

To summarize, the suggested amendments include:

a) language revisions;
b) correction of facts;
c) name change of the "Santa Clara County Cities Association" to the "Cities Association of Santa Clara County;"
d) updates to reflect current adopted policies and government code, e.g. The Brown Act; and
e) addition of an ex-officio member to the Board of Directors from the SCC Board of Supervisors.

For a better understanding of the recommended changes and context, please refer to the "red-lined" bylaws attached to this memo and the amendments/revised items listed below.

1. Delete Preamble.

2. Article I, Section 1. Change name of the organization from "Santa Clara County Cities Association" to the "Cities Association of Santa Clara County." This name change has been suggested to resolve common confusion of the Cities Association being a "county" organization.

3. Article I, Section 1. Removal of all language associating the Cities Association as a "Section" of the League of California Cities Peninsula Division. According to the LCC and its bylaws, the Cities Association is not a section of the League. If it were true, then the Cities

Association would have to adhere to the LCC's policies, regulations, and bylaws. However, the Cities Association continues to collaborate with the LCC Peninsula Division on issues of state legislation.

4. Article I, Section 1. Change of referral to the Santa Clara County Cities Association as the "Section" to the "Association" throughout the bylaws document.

5. Article II, Section 2. The current section regarding suspension of membership, states that "a suspended member City shall not be permitted to participate in any Cities Association proceedings except the City Selection Committee representation." It is recommended to delete "except the City Selection Committee representations" since the City Selection Committee is an entity required by law and adheres to government code sections 50270-50279.4. Description of the City Selection Committee, including the recommended deleted statement, is included in Article VI, Section 1, (b), of the current bylaws

6. Amendment to Article III, Section 4, stating that one representative from the SCC Board of Supervisors may be appointed as an ex officio member. This has been suggested to foster collaboration with the county. The other ex officio member on the Board of Directors is a representative from the Santa Clara County/Cities Managers Association.

7. Amendment to Article III, Section 5. The current section states that Board Members do not receive compensation from the Cities Association for expenses incurred during Cities Association business unless authorized by the Board of Directors. The amendment adds "or unless such reimbursement is authorized and distributed by the member's respective city."

8. Article IV, Section 4. Revise the word "appoint" to "hire" in the section stating "the Board of Directors may 'appoint' an Executive Director who shall hold office…."

9. Article V, Section 2. Update section on Notice of meetings to reflect requirements of the Brown Act.

10. Article V, Section 3. Delete statement allowing a presiding officer to serve as his or her City's representative.

11. Amendment to Article V, Section 4 stating that each member of the Section shall have one vote.

12. Article VI, Section 1. Update formatting and order of standing committees.

13. Article VI, Section 1, (b). Delete "or an appointed staff person" to ensure that all members of the Legislative Action Committee are elected representatives of his or her member City.

14. Article VI, Section 1, (c). Delete statement "the County Clerk or the County Clerk's deputy shall act as the permanent secretary and recording officer of the City Selection Committee." The Executive Director serves as the clerk for the City Selection Committee, as included in his or her contract and the CSC adopted policies.

15. Article VI, Section 2. Update Section 2, titled "Liaison Committee," to include the Santa Clara County/City Managers' Association.

16. Article VI, Section 2, (a). Update of the Santa Clara County/City Managers' Association correct name.

17. Article VI, Section 3, (b). Revise Other Committees formed by the President with approval of the Board to include only elected individuals of any member City.

18. Article VI, Section 4. Add Section 4. Amend section to include quorum requirements for the City Selection Committee. [Note from Attorney: 1) Government Code 50272 states that it is a majority of the number of cities within a county entitled to representation on the CSC. There are 15 cities in SCC, thus a majority would be 8.]

19. Article VII, Section 2. Update of Dues policies to current practices and policies voted on by the Board.

20. Article VII, Section 3. Update of Funds policies to reflect current practices and adopted policies voted on by the Board.

21. Article VII, Section 4. Update of Accounting policies to reflect current practices and adopted policies voted on by the Board.

22. Delete notes to the bylaws from former member Barbara Nesbet.

The Board of Directors request that Member Jurisdictions review the Bylaws revisions for approval by December 2010. Thus, it would be appreciated if you can place this as an item on your agenda at a future Council Meeting in November. If you would like me or members of the Bylaws Review Subcommittee to attend this meeting, please let me know in advance.

If you have any questions, please feel free to contact me at any time.

Thank you for your support,

Raania Mohsen
Executive Director
Santa Clara County Cities Association
505 West Olive Avenue, Suite 749
Sunnyvale, CA 94086

(408) 730-7770
(408) 398-3025 cell
raania.mohsen@sccca.gov

Revised_05/19/2010
Revised_10/07/10
Revised_10/11/10
Revised_10/13/10
Revised_10/21/10

BYLAWS
Of the
CITIES ASSOCIATION OF SANTA CLARA COUNTY ~~CITIES ASSOCIATION~~

~~A SECTION OF THE~~
~~PENINSULA DIVISION~~
~~LEAGUE OF CALIFORNIA CITIES~~
October~~May~~, ~~2006~~2010

~~PREAMBLE~~

~~For the purpose of improving cooperation among city governments in addressing issues of common interest, the cities of Santa Clara County have established the Santa Clara County Cities Association. The intention of this association is to consolidate and maintain the functions and purposes of the Intercity Council (ICC), Santa Clara County Mayor's Conference, and the City Selection Committee for Santa Clara County. Organized as a section of the Peninsula Division, League of California Cities, this association is also intended to maximize the influence of Santa Clara County cities in the establishment of League policy and state-wide legislation. The approvers of these bylaws recognize the vital roles played by the ICC, Mayor's Conference, and the City Selection Committee and further recognize the strengthening of these roles, which can be accomplished through consolidation into a single umbrella organization for Santa Clara County cities.~~

ARTICLE I

NAME, PURPOSE AND POWERS

Section 1. Name. The name of this unincorporated association shall be the Cities Association of Santa Clara County ~~Cities Association~~, ~~a Section of the Peninsula Division of the League of California Cities~~, hereinafter referred to as the "Association~~Section~~."

Section 2. Principal Place of Business. The principal place of business of this Association~~Section~~ shall be such place within the County of Santa Clara as may be designated from time to time by the Board of Directors of this Association~~Section~~; and if none has been so designated, such place of business shall be the City Hall of the City of which the Association~~Section~~ President is a member of the legislative body.

Section 3. Purpose. The purposes and functions of this Association~~Section~~ shall be as follows:

a. To review, study, develop consensus positions, and recommend on issues of interest to Santa Clara County cities;

b. To develop a common agenda for Santa Clara County cities;

c. To serve as a unified voice for Santa Clara County cities in relationship to other agencies, organizations, and levels of government, including the Peninsula Division of the League of California Cities;

d. To serve as the City Selection Committee pursuant to Government Code section 50270 et seq. and make appointments to regional and local bodies as provided by law;

e. To assist in development of state-wide legislative policy through the structure of the League of California Cities;

f. To serve as a source of education, information and networking for officials from all cities in Santa Clara County;

g. To provide a forum for non-city individuals, groups and organizations and the private sector to address items of interest to Santa Clara County cities.

Section 4. Powers. The Association~~Section~~ may exercise any lawful power in the furtherance of its purposes as determined by the Board of Directors except that it may not incur any liability binding upon its members nor levy any assessment against its members other than the normal dues established under Article VII of these Bylaws.

ARTICLE II

MEMBERSHIP

Section 1. Membership. Each City in Santa Clara County which is a member of the League of California Cities and which has paid in full the Section dues required under Article VII of these Bylaws shall be a member of the Association~~Section~~.

Section 2. Suspension. Any City which is delinquent in payment of its dues shall automatically be deemed suspended from membership sixty (60) days after the date on which payment is due if the full payment has not been received, and it shall be the duty of the Secretary/Treasurer to promptly notify the City of its delinquency. A suspended member City shall not be permitted to participate in any Association~~Section~~ proceedings. ~~except the City Selection Committee representation.~~ A suspended member City shall be restored to full membership upon its payment of the total dues assessment then due and payable in accordance with Article VII, Section 2.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Selection and Tenure. The Board of Directors of this Association~~Section~~ shall be composed of a representative from each member city, selected by and from the legislative body thereof. Each Board member shall hold office at the pleasure of his or her City's legislative body, and selection shall be made in such manner as the respective legislative bodies of member Cities may themselves determine.

Section 2. Alternates. The legislative body of a member City may, in its discretion, select from among its members an alternate to represent that City on the Board of Directors and vote in the absence of the member from that City.

Section 3. Notice of Appointment. The legislative body of each member City shall, immediately upon the selection of one of its members as a member of Board of Directors, or as alternate, advise the Association~~Section~~ Secretary/Treasurer of such appointment.

Section 4. Ex Officio Members. The ~~City Managers' Committee~~Santa Clara County/ Cities Managers' Association, an advisory committee ~~of~~ to the Association~~Section~~ according to the provisions of Article VI, Section 1(d), and the Santa Clara County Board of Supervisors may each appoint one of its members to serve as an ex officio member of the Board of Directors. The ex officio member may participate in deliberations but shall not participate in voting or in any of the privileges of membership, and shall not be counted for the purpose of determining whether a quorum of the Board is present.

Section 5. Compensation. No member of the Board of Directors, including officers, shall receive any compensation from the Association~~Section~~ for his or her services as a member of the Board. No member of the Board, including officers, shall be entitled to reimbursement from the Association~~Section~~ for expenses incurred on Association~~Section~~ business unless such reimbursement shall be authorized in advance by the Board of Directors, or unless such reimbursement is authorized and distributed by the member's respective city~~.~~

Section 6. Duties. It is the responsibility of the members of the Board to report to and solicit comments from their fellow City Council members on major issues and to keep their City Councils informed on the business of the Section.

ARTICLE IV

OFFICERS

Section 1. Officers Designated. The following officers of this Association~~Section~~ shall be elected by the Board of Directors: President, First Vice President, Second Vice President and Secretary/Treasurer. Officers shall be selected from Council Members and Mayors of Member Cities.

Section 2. Term of Office.

a. The regular term of office for all officers shall commence upon election and shall be for a period of one (1) year. No person shall hold the same office for more than two (2) consecutive full terms.

b. Election of officers shall take place at the first meeting of the Board of Directors and annually thereafter at the regular meeting of the Board of Directors in November.

c. In the event a vacancy occurs during any officer's term of office, the Board of Directors shall determine whether to fill the unexpired portion of the term at a regular or a special meeting. If such a determination is made, the then presiding officer shall appoint a nominating committee consisting of three (3) Board members which shall present its recommendations for filling the vacancy to the Board of Directors at the earliest practicable time and in accordance with the notice provisions set forth in Article V, Section 2. A person who is appointed to fill the unexpired portion of the term is not rendered ineligible to hold the same office in accordance with the provisions of Article IV, Section 2(a).

Section 3. Duties.

a. President. It shall be the duty of the President to preside at the meetings of the Board of Directors and to perform such other duties as ordinarily pertains to the office of President of like types of organizations.

b. Vice Presidents. It shall be the duty of the First and Second Vice Presidents, in that order, to act in the place and stead of the President during the President's absence or inability to act.

c. Secretary/Treasurer. The Secretary/Treasurer shall review all financial accounts and records to determine that they are in accordance with these Bylaws and the directions of the Board of Directors. The Secretary/Treasurer shall see that minutes of all Board and Committee meetings are recorded, notice of meetings of the Board are posted, and that all receipts and disbursal of funds by the Association~~Section~~ are done in accordance with these Bylaws and the direction of the Board of Directors. The day-to-day operation of the office of Secretary/Treasurer may be delegated to an Executive Director for the Association~~Section~~, which position shall be nonvoting.

Section 4. Executive Director . The Board of Directors may ~~appoint~~ hire an Executive Director who shall hold office until he or she resigns or is removed by the Board of Directors. The Executive Director shall have such duties as may be determined by the Board of Directors.

Section 5. Nominating Committee. A nominating committee consisting of three (3) Board members shall be appointed by the President no later than two (2) meetings before the meeting at which officers for the following year will be elected. At the meeting immediately preceding the meeting for the election of officers, this committee shall present its nominations

for officers for the following year. Additional nominations may be made from the floor at the meeting where the election is to be conducted, providing the consent of the nominee has been secured.

ARTICLE V

MEETINGS

Section 1. Schedule and Locations. Regular meetings of the Board of Directors shall be held, at a minimum, every other month at a time and location determined by the Board of Directors. The Board of Directors shall schedule periodic meetings of the general membership, to include all members of legislative bodies of member Cities.

Section 2. Notice and Meetings. The Association is a legislative body for purposes of the Brown Act (Govt. Code 54950 *et seq*). Notice of the time and place of all regular meetings shall be given in writing by the Secretary/Treasurer or a designee to all members of the Board at least ~~five~~ three (3) days prior to the meeting. Such notices ~~shall~~ may be sent by United States mail, postage prepaid, or by electronic mail, or by the Internet, which shall be determined to be personally delivered. Notice of special meetings shall be given by the Secretary/Treasurer or a designee to all Board members at least one (1) day in advance and in the manner required by Government Code section 54956. The Secretary/Treasurer or designee shall be responsible for preparing and posting agendas of Board meetings three (3) days prior to the meeting and in compliance with Government Code section 54954.2.

Section 3. Quorum. A majority of the members of the Board of Directors shall constitute a quorum to do business at any such regular or special meeting. ~~For the purposes of a quorum and all matters requiring a vote of the Board of Directors, the presiding officer may serve as his or her City's representative or designate his or her City's attending alternate to serve as that City's representative.~~

Section 4. Voting. The affirmative vote of a majority of the members of the Board of Directors present shall be necessary for the Board of Directors to take action. Each member of the Association shall have one vote.

Section 5. Rules of Order. Subject to the provisions of these By-Laws, the meetings of the Board of Directors shall be governed by Robert's Rules of Order, Newly Revised.

ARTICLE VI

COMMITTEES

Section 1. Standing Committees.

a. Executive Board. The Executive Board shall act to accomplish, administer and facilitate the goals and the purposes of the Association~~Section~~ at the direction of the

Board of Directors. The Executive Board shall consist of the officers of this Association~~Section~~; the Immediate Past President, if still a Cities Association member; the Chair of the Legislative Action Committee; and a Director at Large who may be appointed if the Immediate Past President is no longer a Cities Association member. The Director at Large shall be a Cities Association member appointed by the President upon approval of the Board. The Vice Chair of the Legislative Action Committee shall be appointed to serve on the Executive Board in the absence of the Chair of the Legislative Action Committee.

b.Legislative Action Committee. There shall be a Legislative Action Committee of this Association~~Section~~, which shall have the membership and purpose as follows. The membership of the Legislative Action Committee shall consist of one representative from each City in the County. The representative shall be a City Council Member or the Mayor. Each City shall also appoint an alternate to serve on the Committee in the absence of the representative. The alternate may be a City Council Member or the Mayor. Each City, represented by either the representative or the alternate, shall have one vote. The purpose of the Legislative Action Committee is threefold. First, the Committee would enable the Cities Association to advocate on issues of interest to Santa Clara County cities in an organized, effective manner. Second, the Committee would provide basic legislative information to cities with little or no legislative staff. Third, the Committee would organize emergency responses to urgent issues.

c. City Selection Committee. The~~re shall be a~~ City Selection Committee shall be a Standing Committee of this Association~~Section~~, and ~~which~~ shall have the membership and purposes set forth in Government Code sections 50270-50279.4 and which shall be governed by the requirements of such sections. The membership of the City Selection Committee shall consist of the Mayor or Mayor's designee of each City in the County, whether or not any such City is a member of the Section. ~~The County Clerk or the County Clerk's deputy shall act as the permanent secretary and recording officer of the City Selection Committee.~~

~~c. Legislative Action Committee. There shall be a Legislative Action Committee of this Section, which shall have the membership and purpose as follows. The membership of the Legislative Action Committee shall consist of one representative from each City in the County. The representative shall be a City Council Member or the Mayor. Each City shall also appoint an alternate to serve on the Committee in the absence of the representative. The alternate may be a City Council Member or the Mayor or an appointed Staff person. Each City, represented by either the representative or the alternate, shall have one vote. The purpose of the Legislative Action Committee is threefold. First, the Committee would enable the Cities Association to advocate on issues of interest to Santa Clara County cities in an organized, effective manner. Second, the Committee would provide basic legislative information to cities with little or no legislative staff. Third, the Committee would organize emergency responses to urgent issues.~~

Section 2. Liaison Committee.

a. ~~d~~. ~~City Manager's Committee~~Santa Clara County/City Managers' Association. The Santa Clara County City/County Manager~~'~~s' Association shall serve as an advisory

committee to the Association~~Section~~. The ~~City Managers' Committee~~Santa Clara County/City Managers' Association may choose an ex officio representative to the Board of Directors.

Section 3~~2~~. Other Committees Authorized.

a. A nominating committee will be appointed as required and in accordance with the provisions of Article IV.

b. The President, with the consent and approval of the Board of Directors, may appoint such committees as may be necessary from time to time, and designate the chair and the purpose of each such committee. Any ~~officer or employee~~elected individual of any member City shall be eligible to serve upon any such committee.

Section 4~~3~~. Quorum. The quorum for each committee except the City Selection Committee shall be determined by the Board at such time as the committee is created. A quorum for the City Selection Committee shall be eight (8) members. The majority vote for the City Selection Committee (8) is required to appoint representatives to boards, commissions, or agencies. Whenever a quorum is not present, the meeting shall be adjourned or postponed to a subsequent time and place as determined by the Chair.

ARTICLE VII

FINANCES

Section 1. Budget. On or before April 15 of each calendar year, the Board of Directors shall approve a preliminary budget for the Association~~Section~~ for the fiscal year commencing with July 1 of the same calendar year. The Board of Directors shall adopt a final budget no later than June 15 of each year. A copy of the preliminary budget when approved and a copy of the final budget when adopted shall be transmitted to each member City.

Section 2. Dues. Each member City shall pay to this Association~~Section~~ annual dues in accordance with a dues schedule adopted by the Board of Directors on or before June 1 of each year. Dues shall be for the fiscal year commencing July 1 and shall be an ~~equal~~ amount for each member City based upon the approved budget. The full amount shall be due and payable before July 1 of each year. Any City becoming a member of this Association~~Section~~ during a fiscal year shall pay the full dues for that year prior to exercising any rights of membership. The dues schedule shall be revised every three (3) to four (4) years.

Section 3. Funds. All funds received by the Association~~Section~~ from the membership or any other source shall be deposited in a financial institution or institutions determined by the Secretary/Treasurer and disbursed only by check signed by any ~~(omit any two of)~~ persons designated by the Board of Directors as signers on the account including the Executive Director, the Secretary/Treasurer and the President. There shall be a Reserve of funds to cover six (6) to nine (9) months of operating expenses to ensure financial stability of the Association. The dues schedule shall be revised as such.

Section 4. Accounting. Every two (2) to three (3) years, an audit of the Association's

finances shall be completed and copies thereof shall be filed with the Board of Directors. Annually, a complete written account of all receipts and disbursements during the previous year, showing the opening and closing balances shall be prepared by the Secretary/Treasurer or a designee. Copies thereof shall be filed with the Board of Directors~~.~~ Monthly, bank and reconciliation statements shall be reviewed by the Secretary/Treasurer and initialized as such. Monthly reports of accounting and investments shall be prepared and filed with the Board of Directors by the Secretary/Treasurer or a designee.

ARTICLE VIII

ADOPTION AND AMENDMENTS

Section 1. Adoption. These Bylaws shall become effective upon the affirmative vote of the legislative bodies of two-thirds of the cities in Santa Clara County.

Section 2. Amendments. These Bylaws may be amended only in the following manner: Proposed amendments shall be submitted in writing to the Board of Directors for approval, and if approved, shall thereafter be submitted in writing to each member City of the Association~~Section~~ at least thirty (30) days before action thereon is required by the membership. An affirmative vote of two-thirds of the legislative bodies of the member Cities shall be required for approval.

~~Barbara Nesbet, who voiced the initial concern about identifying a staff member to serve on the Legislative Task Force, suggested the following wording.~~

~~The membership of the Legislative Task Force Committee shall consist of one representative from each City in the County. The representative shall be a City Council Member or the Mayor. Each City shall also appoint an alternate to serve on the Committee in the absence of the representative. The alternate may be a City Council Member or the mayor or an appointed staff person. Each City, represented by either the representative or the alternate, shall have one vote.~~