

# BYLAWS OF THE ASSOCIATION OF BAY AREA GOVERNMENTS

As Amended June 11, 2020

## ARTICLE I. PURPOSE

The Association of Bay Area Governments (hereinafter "Association") is hereby created as a separate entity established by agreement among its members pursuant to the Joint Exercise of Powers Act, California Government Code Sections 6500, et seq. (hereinafter "Act"). The Association is organized for the purposes of establishing a permanent forum for discussion and study of regional and subregional problems of interest and concern to the counties and cities of the San Francisco Bay Area, developing policies and actions, and providing services and undertaking actions addressing such problems.

## ARTICLE II. DEFINITIONS

A. "Agreement" means the Agreement with the Association of Bay Area Governments entered into under the Act by the Association Members.

B. "Association" means the Association of Bay Area Governments as established by the Agreement and these Bylaws.

C. "Executive Board" means the Association's President, Vice President and Immediate Past President and the body of representatives which meet from time to time as provided in these Bylaws to govern the affairs of the Association between meetings of the General Assembly.

D. "General Assembly" means the body of the delegates of the Members of the Association as set forth in these Bylaws.

E. City, county, or city and county members of the Association may be referred to as "Members."

F. "Delegate" means a delegate of a Member of the Association to the General Assembly, or the alternate acting in the delegate's absence.

~~F.G.~~ "Immediate Past President" means the person who served as the President immediately prior to the current, sitting President. If that person can no longer act as a representative to the Association, the term "Immediate Past President" shall be construed to mean the person eligible to serve as a representative who was President most recently prior to the current President. If no such former President is available, the current President, in consultation with the Vice President, may appoint another member of the Executive Board to serve as "Immediate Past President" for all purposes under these Bylaws.

~~G.H.~~ "Representative" means a representative to the Executive Board, or the alternate acting in the representative's absence.

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**H.I.** "Regional Plan" means the comprehensive plan for the San Francisco Bay Region adopted and amended from time to time by the Association.

**I.J.** "Regional Problem" means an issue concerning the public health, safety or welfare of substantially all of the Association's Members, a solution to which may require intergovernmental cooperation or assistance of the Association.

**J.K.** "Subregional Problem" means an issue concerning the public health, safety or welfare of one or more of the Association's Members, a solution to which may require intergovernmental cooperation or assistance of the Association.

### **ARTICLE III. MEMBERSHIP**

#### **A. MEMBERS**

(1) The counties of Alameda, Contra Costa, Marin, Napa, San Mateo, Santa Clara, Solano, and Sonoma, the City and County of San Francisco, and within the area of such counties all cities and incorporated towns (hereinafter referred to as "cities") now existing or formed in the future are eligible for membership in the Association.

(2) All eligible cities and counties become Members of the Association upon execution of the Agreement and payment of the annual assessment and annual membership fee.

#### **B. COOPERATING MEMBERS**

(1) Subject to the approval of the Executive Board or the Executive Director as set forth in Article III.B(4), any governmental entity, public agency, or non-profit organization not eligible for membership under Article III.A of these Bylaws may elect to join the Association as a Cooperating Member.

(2) Cooperating Members shall be entitled to attend all meetings of the General Assembly and of the Executive Board, but shall not be entitled to vote or participate in debate. No Cooperating Member shall be considered a "contracting party" as that term is used in the Act.

(3) Cooperating Members shall be entitled to receive data, studies, planning documents, special services, and other written materials and services of the Association subject to policies adopted by the Executive Board.

(a) The Executive Director of the Association may approve the admission of any governmental entity or public agency electing to join the Association as a Cooperating Member pursuant to this Article III.B.

(b) The Executive Board of the Association may approve the admission of any non-profit organization electing to join the Association as a Cooperating Member pursuant to this Article III.B.

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## **ARTICLE IV. POWERS**

### **A. GENERAL**

The Association may exercise in its own name the following powers when the exercise of these powers is necessary to, in furtherance of, or in support of the Association, the exercise of any other powers provided for in these Bylaws or the Agreement, or any other authorized activity undertaken by the Association: make and enter into contracts, memoranda of understanding, and other agreements; employ and appoint employees and agents; acquire, hold, protect, dispose of, construct, operate, and maintain real and personal property; incur debts, liabilities, obligations, and encumber or hypothecate real or personal property; sue and be sued; and, accept grants, gifts, donations, and other monies.

### **B. INFORMATION GATHERING**

The Association may request, collect, store, correlate, transfer, and otherwise manage information and data in any manner necessary to, in furtherance of, or in support of the exercise of any other power under this Article or any other authorized activity undertaken by the Association.

### **C. STUDIES**

The Association may perform studies to identify and/or analyze regional or subregional problems, the purpose and subject matter of such studies to be determined as provided in these Bylaws.

### **D. REGIONAL PLANNING**

The Association shall have the power to perform regional or subregional planning without limitation as to subject matter:

- (1) that it is eligible or authorized to do; or,
- (2) that it is required to do under State or Federal authority; or,
- (3) that is authorized under other provisions of these Bylaws or as a result of the Association's studies of regional or subregional problems.

### **E. POLICIES AND ACTIONS**

- (1) The Association may develop and adopt policies and/or actions.
- (2) The Association may advocate and otherwise act to advance its positions, studies, plans, and policies both within and outside the region and may accept delegations of authority from Federal, State, regional, or local bodies to this end.

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### **F. INTERAGENCY COOPERATION**

(1) The Association may appoint representatives, in its own name, to other agencies, Boards, commissions, or official bodies to which it is required or eligible to make appointments.

(2) The Association may perform and participate in governmental coordination and respond to efforts at such coordination.

(3) In the exercise of its powers under Article IV.F(1) and (2), the Association may request or transmit information or studies; exercise any voting or veto power given to it; participate in grant applications, administration, and disbursements; and, do any other acts necessary to or in support of the exercise of such powers.

### **G. INFORMATION, SERVICES, AND ASSISTANCE**

(1) The Association may provide information, assistance, services, studies, plans, recommendations, and reports or such other information, assistance, and services requested by specific Members or nonmembers. Information, services, and assistance may include, without limitation, preparing or making of grant applications on behalf of or in conjunction with Members, training programs for local government staff, technical assistance on particular projects, or review of particular projects. The Association may provide information, assistance and services in conjunction with other entities and may organize and/or participate in committees, task forces, and subsidiary entities necessary to or in support of this or its other powers.

(2) The Association may charge reasonable fees for information, services, and assistance that it provides.

### **H. POWER TO FINANCE PROPERTY FOR MEMBERS**

The Association shall have the power to finance and acquire, by lease purchase, installment sale or other financing agreements, both real and personal property necessary or convenient for the operation of the Members and Cooperating Members, and to sell or lease such property to such members pursuant to installment sale or lease purchase agreements between the Association and the members acquiring such property.

### **I. SELF-INSURANCE POOLS**

Pursuant to Government Code Sections 989-991.2 and Labor Code Section 3700, as may be amended from time to time, ABAG shall have the power to provide insurance for some or all of its Members through self-insurance or the purchase of insurance, excess insurance or reinsurance against public liability, errors and omissions, inverse condemnation or workers' compensation; and, further, shall have such other reasonable and necessary powers, which are necessary or convenient to further, support or implement the self-insurance program, including without limitation, financing self-insurance reserve funds through the issuance of certificates of participation, or other instruments of indebtedness.

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## **J. OTHER POWERS**

The Association may exercise other reasonable and necessary powers in furtherance or support of any purpose of the Association or power granted by the Act, the Agreement, or the General Assembly or the Executive Board as provided for in these Bylaws.

## **ARTICLE V. RESTRICTIONS ON POWERS**

Pursuant to Articles 1 and 5 of the Agreement and to the extent required by Government Code Section 6509, the Association shall be restricted in the exercise of its powers in the same manner as the City and County of San Francisco is restricted in its exercise of similar powers; provided that, if the City and County of San Francisco shall cease to be a Member of the Association, then the Association shall be restricted in the exercise of its powers in the same manner as the County of Alameda.

## **ARTICLE VI. GENERAL ASSEMBLY**

### **A. MEMBERSHIP**

(1) Each Member city and Member county shall have one seat in the General Assembly. San Francisco shall be counted as both a city and a county for purposes of membership in the General Assembly.

(2) The mayor or member of the governing body of each Member city and the chairperson of the board of supervisors or member of the governing body of each Member county, or their respective alternates, shall be delegates to the General Assembly.

(3) Each city council and board of supervisors may designate an alternate who shall be either a member of such body or the chief executive officer of the Member; provided that, the mayor of the City and County of San Francisco may designate as an alternate (a) any officer of the City and County of San Francisco who may be either an elected or principal appointed official of the City and County of San Francisco or (b) the chief executive officer of the City County of San Francisco.

(4) An alternate appointed pursuant to Article VI.A(3) may act in the absence of the delegate.

~~(4)~~(5) For any jurisdiction that has a representative on the Executive Board, that representative shall serve as that jurisdiction's delegate to the General Assembly.

### **B. MEETINGS**

(1) The time, date, and location of the annual meeting of the General Assembly shall be determined by the Executive Board, provided it is no later than June 30.

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(2) Notice of the annual meeting of the General Assembly shall be given to the delegates of each Member city and Member county at least thirty (30) days prior to the meeting. An agenda for the meeting shall accompany the notice.

(3) Special meetings of the General Assembly may be called by the Executive Board upon its own motion. A special meeting shall be called by the Executive Board upon written request of fifteen (15) Member cities and three (3) Member counties.

(4) Ten-day written notice of special meetings shall be given to the delegates of each Member city and Member county. An agenda specifying the subject of a special meeting shall accompany the notice.

### **C. POWERS AND FUNCTIONS**

The powers and functions of the General Assembly shall include:

(1) Exercising as appropriate all of the powers of the Association as set forth in these Bylaws or the Agreement. The General Assembly shall have the power to limit the Executive Board's exercise of any power or authority set aside to the Executive Board under these Bylaws.

(2) Any delegate may at any meeting of the General Assembly propose a subject or subjects for study by the Association. The General Assembly may take action upon such proposals and, if requested by any delegate, determine whether a study will be made of the subject or subjects so proposed or may refer such subject or subjects to the Executive Board.

(3) Any delegate may at any meeting of the General Assembly request review by the General Assembly of any action of the Executive Board which has been taken between meetings of the General Assembly.

(4) The budgetary duties and responsibilities set forth in Article XI.

## **ARTICLE VII. EXECUTIVE BOARD**

### **A. EXECUTIVE BOARD**

There shall be an Executive Board of the Association which shall be organized and shall be responsible for functions as hereinafter set forth:

(1) Voting Membership. The voting membership of the Executive Board shall consist of a maximum of 38 voting members ~~(representatives and ex-officio members)~~. The representative shall be either a councilmember of a Member city or a supervisor of a Member county of the Association, or be eligible to be Executive Board representative or alternate representative from the City and County of San Francisco under Article VII.A(1)(e), if that jurisdiction is an Association member. Representatives to the Executive Board shall be selected as follows:

(a) Alameda County. Two representatives of the county to be appointed by the

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Board of Supervisors; two representatives of Member cities within the county to be appointed by the mayors of Member cities meeting in conference, and three representatives to be appointed by the City Council of the City of Oakland.

(b) Contra Costa County. Two representatives of the county to be appointed by the Board of Supervisors; two representatives of Member cities within the county to be appointed by the mayors of Member cities meeting in conference.

(c) Marin County. One representative of the county to be appointed by the Board of Supervisors; and one representative of Member cities within the county to be appointed by the mayors of Member cities meeting in conference.

(d) Napa County. One representative of the county to be appointed by the Board of Supervisors; and one representative of Member cities within the county to be appointed by the mayors of Member cities meeting in conference.

(e) San Francisco City and County. The Mayor and one other elective officer or member of the Mayor's staff of the City and County appointed by the Mayor; two representatives of the City and County appointed by the Board of Supervisors, and a fifth representative to be appointed alternately by the Mayor and the Board of Supervisors, with two-year appointments beginning in years evenly divisible by four to be made by the Mayor and with two-year appointments made in even-numbered years not evenly divisible by four to be made by the Board of Supervisors. When such fifth representative is selected by the Mayor, the representative may be an elective or appointive officer or member of the Mayor's staff of the City and County.

(f) San Mateo County. Two representatives of the county to be appointed by the Board of Supervisors; two representatives of Member cities within the county to be appointed by the mayors of Member cities meeting in conference.

(g) Santa Clara County. Two representatives of the county to be appointed by the Board of Supervisors; two representatives of Member cities within the county to be appointed by the mayors of Member cities meeting in conference, and three representatives to be appointed by the City Council of the City of San Jose.

(h) Solano County. One representative of the county to be appointed by the Board of Supervisors; and one representative of Member cities within the county to be appointed by the mayors of Member cities meeting in conference.

(i) Sonoma County. One representative of the county to be appointed by the Board of Supervisors; and one representative of Member cities within the county to be appointed by the mayors of Member cities meeting in conference.

(j) Alternates. Each of the appointing bodies named in Article VII.A(1)(a)-(i) may designate an alternate for each of their representatives to act in the representative's absence. Appointments of alternates shall be made in the same manner, with the same qualifications and for

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the same term as representatives.

(2) Advisory Membership. The Association shall maintain effective communication and coordination with agencies of the State of California and the United States of America. To that end, the Executive Board shall invite, following nomination by the Association's President, such representatives of state and federal governments as it deems appropriate and desirable as advisory, non-voting members of the Executive Board. Such members shall serve at the pleasure of the Executive Board. No advisory member shall be considered a "contracting party" as that term is used in the Act.

(3) Terms of Office. Representatives shall serve for terms of two years. Appointments of representatives to the Executive Board shall become effective biennially on July 1.

(4) Staggered Terms. The terms of the representatives to the Executive Board shall be staggered so that the terms of approximately one-half of the representatives expire each year. The terms of the representatives of the cities in the counties of Alameda, Marin, Napa, San Francisco (mayor and representative), and Santa Clara, and the representatives of the counties of Contra Costa, San Mateo, Solano, and Sonoma shall expire in the even- numbered years; the terms of the representatives of the cities in the counties of Contra Costa, San Mateo, Solano, and Sonoma, and the representatives of the counties of Alameda, Marin, Napa, San Francisco (representatives of the Board of Supervisors), and Santa Clara shall expire in the odd-numbered years.

(5) Officers. The President and the Vice President of the Association shall be Chairperson and Vice Chairperson, respectively, of the Executive Board.

(6) Duties.

(a) The Executive Board shall have the budgetary duties and responsibilities set forth in Article XI.

(b) The Executive Board shall submit a full report of its activities at the General Assembly's annual meeting.

(c) Subject to any constraint or limitation imposed by the General Assembly, the Executive Board shall exercise all powers of the Association between meetings of the General Assembly; provided that, the Executive Board shall not amend these Bylaws, nor shall it exercise the budgetary powers reserved to the General Assembly under Article XI of the these Bylaws except as provided in Article XI B (5).

(d) The Executive Board shall be responsible for carrying out policy decisions made by the General Assembly.

(e) Recommendations from committees for policy actions shall be made to the Executive Board. Unless otherwise directed by the General Assembly, the Executive Board may take action on such recommendations.



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(7) Per Diem. Each voting member of the Executive Board, or of a standing and/or joint committee, and where expressly designated by the Executive Board, individuals participating in special committees, task forces or other meetings, shall receive a per diem of \$150 for each meeting attended. The per diem shall be paid for a maximum of forty-eight (48) meetings per year. Per diem may also be received by a Board or committee member representing the Association before an agency or body of the State or Federal government.

### **B. MEETINGS**

The Executive Board shall meet at least four times each year. Additional meetings shall be held upon the call of the Chairperson or upon the call of five voting members of the Executive Board.

### **C. ADMINISTRATIVE COMMITTEE**

There shall be an Administrative Committee of the Executive Board of the Association whose composition shall be determined by the Executive Board and which shall, subject to any constraint or limitation imposed by the Executive Board or the General Assembly, exercise all powers of the Executive Board between meetings of the Executive Board; provided that, the Administrative committee shall not:

- (1) Amend the Agreement or Bylaws;
- (2) Exercise the budgetary duties of the Executive Board set forth in Article XII;
- (3) Exercise the powers of appointment of officers as set forth in Article IX.

The Administrative Committee shall meet upon the call of the President or Vice President and in compliance with the Ralph M. Brown Act. Further, the Administrative Committee shall submit a full report of its activities to the Executive Board at the first meeting immediately following the Administrative Committee meeting.

## **ARTICLE VIII. VOTING**

### **A. Voting in the General Assembly shall be conducted in the following manner:**

(1) A quorum of the General Assembly shall consist of a majority of the city delegates and a majority of the county delegates.

(2) Each county delegate and each city delegate shall have one vote. Votes shall be tabulated separately for county delegates and for city delegates. The affirmative votes of a majority of a quorum of county delegates and of a majority of a quorum of city delegates are required for action by the General Assembly, except as provided for in Article XIV.

**B.** Voting in General Assembly meetings may be either by voice or roll call vote. A roll call vote shall be conducted upon the demand of five delegates present, or at the discretion of

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the presiding officer.

C. Voting in the Executive Board shall be conducted in the following manner:

- (1) A majority of the voting members of the Executive Board shall constitute a quorum.
- (2) The affirmative votes of a majority of the members present provided that there is a quorum are required for action by the Executive Board.

D. Except as the Executive Board may otherwise provide, all other committees of the Association may act upon the affirmative vote of a majority of the committee members present.

### ARTICLE IX. OFFICERS, ELECTIONS AND VACANCIES

A. Officers of the Association shall be:

(1) The President, who shall serve as Chairperson of the Executive Board and General Assembly.

(2) The Vice President, who shall serve as Vice Chairperson of the Executive Board and General Assembly.

(3) The Immediate Past President.

(4) An Executive Director and a Legal Counsel to be appointed by and serve at the pleasure of the Executive Board. Section 2.1 of the Contract for Services, dated May 30, 2017, between ABAG and the Metropolitan Transportation Commission (MTC) (the CS) provides that MTC's Executive Director shall perform the functions and duties with respect to ABAG and the local collaboration programs that were formerly performed by ABAG's Executive Director. For purposes of these Bylaws, so long as the CS is in effect, references to the "Executive Director" shall be deemed to refer to the MTC Executive Director. Section 3.4 of the CS provides that legal services shall be performed by MTC's Office of General Counsel. Subject to the terms of the CS pertaining to potential conflicts of interest, obtaining outside specialized legal services, and the discretion of ABAG or the local collaboration programs to directly retain outside counsel, references in these Bylaws to the legal counsel shall be deemed to refer to the MTC Office of General Counsel.

B. The President and Vice President of the Association shall be elected biennially by the General Assembly, with the term of office beginning July 1 of an election year. ~~by secret ballot of supervisors, mayors and city councilmembers of member jurisdictions.~~ Nominations for the offices of the President and Vice President shall be by petition of at least fifteen (15) mayors, councilmembers or supervisors. ~~A plurality vote shall be required for election to any office.~~ The nominations period will open at least 90 days prior to the annual meeting of the General Assembly. The nominations period will close at least 45 days prior to the annual meeting of the General Assembly, and the Executive Board shall validate nominations and forward them to the members of the General Assembly at least 15 days prior to the meeting of the General Assembly. The

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Executive Board may modify these dates as needed to accommodate its meeting schedule, provided that nominations shall be announced and open for a period of at least 45 days and the final list of nominations shall be available to General Assembly representatives at least 15 days prior to the meeting at which the vote will be taken. All other election procedures shall be determined by the Executive Board, provided that these procedures shall be disseminated to all member jurisdictions at least thirty (30) days prior to the date determined and designated for ~~counting of secret ballots~~the election of officers. If, at the close of nominations, only one candidate is nominated for President or for Vice President, the election procedures may waive the ~~ballot~~ General Assembly vote requirement and provide, instead, that the nominee be declared elected to that office. The terms of the current President and Vice President serving during the June, 2025 General Assembly meeting shall be extended through June 30, 2026 in order to align with the July 1 term of office provided through the amendment to these bylaws in 2025. All subsequent terms shall be for two years commencing July 1 in even-numbered years. If an election of a new President and/or Vice President cannot occur at a meeting of the General Assembly in June of even-numbered years (as, for example, the meeting cannot be held for lack of quorum or because of a state of emergency), the currently-serving President and Vice-President's terms shall be extended until the election is completed. In the event of a delay, the General Assembly election shall be held as soon as practicable and the elected officers shall serve the remainder of the term during which they were elected.

C. The President and Vice President shall be either a councilmember of a Member city or a supervisor of a Member county of the Association, or a General Assembly delegate or alternate or Executive Board representative or alternate representative from the City and County of San Francisco if that jurisdiction is an Association member.

D. The terms of office of the President and Vice President shall be determined as follows:

(1) Except as otherwise provided in this section, the term of office of the President, Vice President and Immediate Past President is two (2) years.

(2) If the President vacates his/her office as required by Article IX.C. or any other reason, the Vice President shall assume the office of President for the balance of the original term. If the balance of the original term is less than five hundred forty-eight (548) calendar days, then the new President may choose to run for an additional one (1) year term as President. The new President shall notify the Executive Board no later than September 1 of the year in which the original term ends whether he/she shall run for an additional one (1) year term. The President's election to run for an additional one (1) year term shall also modify the term of office of the Vice President to conform to that of the office of the President.

(3) Article IX.B. shall govern the special elections for one (1) year terms in all other respects.

(4) In the event that the President is disabled or for any other reason temporarily unable to act, the Vice President shall act in place and perform the duties of President until return or recovery from disability.

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(5) In the event of a vacancy in the office of Vice President due to the Vice President's permanently serving as President, vacating the office as required by Article IX.C., or for any other reason, the Executive Board shall fill the office of Vice President by appointment for the unexpired portion of the Vice President's term. In the event of a simultaneous vacancy in the offices of President and Vice President due to their vacating the respective offices as required by Article IX.C., or any other reason, the Executive Board shall fill both offices by appointment for the unexpired portion of the respective terms. In either event, the procedures of Article IX.I shall govern the process of filling said vacant office.

E. A newly elected President and Vice President shall take office on ~~January 1~~ July 1 of the year following ~~certification of their~~ election by the General Assembly results.

F. The President, subject to the advice and consent of the Executive Board, shall appoint committees and determine the committees' structure, charge, size and membership. Committees may be established to consider any matter within the jurisdiction of the Association. Committees shall operate according to the policies adopted by the Executive Board, and shall submit their reports and recommendations to the Executive Board. Committees shall meet on the call of their chairpersons, who shall be (1) an elected official or the elective or appointive officer of the City and County of San Francisco appointed by the Mayor of the City and County of San Francisco to the Executive Board or General Assembly, and (2) a member of such committee; and who shall be elected by the members of each committee. At the initial meeting of each committee, and annually thereafter at the first committee meeting following January 1 of each year, the committees shall elect their chairpersons and such other officers as may be specified. Committee chairpersons shall be subject to confirmation by the Executive Board. Unless otherwise authorized by the Executive Board, committees of the Association shall be advisory.

G. Each delegate or alternate to the General Assembly and each representative or alternate to the Executive Board shall cease to be such immediately upon ceasing to hold the elective or appointive office which is required of a delegate or representative or their alternates under VI.A or VII.A(1).

H. In the event that any delegate or alternate to the General Assembly or any representative or alternate to the Executive Board shall for any reason cease to hold the elective or appointive office which is required of a delegate or representative or their alternates under Article VI.A or VII.A(1), the vacancy created thereby shall be filled for the unexpired term, in the same manner and with the same qualifications as the original appointment.

I. The Executive Board shall fill the office of Vice President or President pursuant to Article IX.D., at the first meeting of the Executive Board held after the occurrence of the event which causes the office(s) to be vacated. The meeting shall be chaired by the President, or if said office is vacant, by the Immediate Past President. Nominations for the vacant office(s) may be made from the floor. All nominations require a second. The office(s) may be filled only if a nominee receives a majority vote of the members of the Executive Board constituting the quorum for that meeting. If no nominee receives a majority vote on the first ballot, the two nominees receiving the highest number of votes shall be voted upon again until one of them receives a

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majority vote. If the selection process results in a tie, or no nominee receives a majority vote after three rounds of balloting, the acting Chairperson of the Executive Board may, at his or her discretion, decide the matter by lot between the two nominees then remaining.

### **ARTICLE X. EXECUTIVE DIRECTOR**

The Executive Director shall be the Chief Administrative Officer of the Association. The powers and duties of the Executive Director are:

- A.** To appoint and remove all employees of the Association.
- B.** To perform the budgetary duties and responsibilities of the Executive Director as set forth in Article XI.
- C.** To serve as the Secretary-Treasurer of the Association and of the Executive Board.
- D.** To perform such other and additional duties as the Executive Board may require.

In the event the CS is terminated or is no longer in effect:

(1) The Executive Board shall have the authority to appoint, fix the salary of, and remove an Executive Director of the Association and shall have the authority to create and discontinue positions in the office of the Executive Director and fix salaries; provided however the Administrative Committee of the Executive Board shall not have the power to appoint, fix the salary of, or remove an Executive Director of the Association.

(2) In order to appoint or remove the Executive Director, the affirmative vote of not less than a majority of the voting members of the Executive Board present at the meeting of the Executive Board where the matter is considered, is required.

### **ARTICLE XI. FINANCES**

#### **A. FISCAL YEAR**

The fiscal year of the Association shall commence on July 1.

#### **B. BUDGET**

(1) At least ~~twenty forty five~~ (2045) days prior to the annual meeting of the General Assembly, the Executive Director shall submit to the Executive Board, for the next fiscal year of the Association, a proposed general budget and summary work program. The proposed general budget shall include annual membership fee and assessment schedules and a summary of revenue and expenditures, actual or projected, for the preceding, current, and next fiscal years.

(2) The Executive Board shall review the proposed general budget and summary work program, amend them as necessary, and submit them to the General Assembly for review and

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adoption at the annual meeting of the Assembly.

(3) The General Assembly shall adopt a summary work plan and general budget, including yearly membership assessment and annual membership fee.

(4) The Executive Board shall adopt a detailed budget and work program on or before July 1 of each year, and thereafter monitor their execution and amend them as necessary. The work program shall give effect to any priorities set forth in the general budget and summary work program, unless financially infeasible.

(5) The Executive Director shall manage all expenditures, subject to control of the Executive Board. The Executive Board shall have power to transfer funds within the total detailed budget to meet unanticipated needs or changed situations and to amend the detail budget as necessary to accommodate new or additional grant or other revenue sources received after the July 1 adoption of the detail budget. Such action shall be reported to the General Assembly by an electronic communication within thirty (30) days of such amendment.

### **C. YEARLY MEMBERSHIP ASSESSMENT**

The amount of each Member's assessment shall be determined in accordance with the formula set out in Paragraph D following. Any Member city or county whose annual assessment and annual membership fee has not been paid by the time of the annual meeting of the General Assembly shall not be entitled to vote at such meeting.

### **D. METHOD OF ASSESSMENT**

The annual assessment for members of the Association shall be based upon population as determined by the State Controller in making the most recent allocations to counties and cities pursuant to California Revenue and Taxation Code Section 11005, except that, beginning in 1987-88, in the case of newly incorporated cities, until such time as an official census is conducted and population is established therewith, the population as estimated by the Executive Director shall be used for assessment purposes.

- (1) The General Assembly shall adopt a per capita rate or rates of assessment for each fiscal year.
- (2) For purposes of assessment San Francisco shall be considered as both a city and a county.

### **E. ANNUAL AUDIT**

The Executive Board shall cause an annual audit of the financial affairs of the Association to be made by a certified public accountant at the end of each fiscal year. The Executive Board shall employ a certified public accountant of its choosing. The audit report shall be made available to Association member counties and cities.

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### **F. ANNUAL MEMBERSHIP FEE**

The membership fee shall be uniform for all members of the Association and shall not be less than \$10.00 per month or \$120.00 per year.

### **G. DATE OF PAYMENT**

Unless a Member has withdrawn as provided in Article XIII of these Bylaws, the Member's annual assessment and annual membership fee shall be due and payable to the Association on July 1 of the fiscal year for which it is levied.

## **ARTICLE XII. STATUTORY AUTHORITY**

The Association is an agency established by a joint powers agreement among the Members pursuant to Title 1, Division 7, Chapter 5, of the Government Code of the State of California. The Association is an entity separate and apart from its Members. The debts, liabilities and obligations of the Association shall not be debts, liabilities or obligations of the Association's Members.

## **ARTICLE XIII. WITHDRAWAL**

Any member county or city may, at any time up to 30 days prior to the beginning of the Association's fiscal year, withdraw from the Association effective the next fiscal year; provided that the intent to withdraw must be stated in the form of a resolution executed by the legislative body of the jurisdiction wishing to withdraw. The resolution must be given to the Executive Director at least 30 days prior to the effective date of the withdrawal.

## **ARTICLE XIV. AMENDMENTS**

Amendments to these Bylaws may be proposed by a delegate or by the Executive Board. If proposed by a delegate, the amendment shall be submitted to the Executive Board at least 45 days prior to an annual meeting of the General Assembly. Each proposed amendment shall be considered by the Executive Board and a copy thereof, with the recommendations of the Executive Board and its reasons therefor, forwarded to the delegate of each Member jurisdiction at least 30 days prior to the meeting at which such proposed amendment will be voted upon.

A majority vote of the county delegates present and a majority vote of the city delegates present are required to adopt an amendment to these Bylaws.

## **ARTICLE XV. EFFECTIVE DATE**

These Bylaws shall go into effect immediately upon the effective date of the Agreement.