

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

October, 2010

ARTICLE I

NAME, PURPOSE AND POWERS

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

Section 2. Principal Place of Business. The principal place of business of this Association 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; and if none has been so designated, such place of business shall be the City Hall of the City of which the Association President is a member of the legislative body.

Section 3. Purpose. The purposes and functions of this Association 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 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 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 proceedings. 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 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 Secretary/Treasurer of such appointment.

Section 4. Ex Officio Members. The Santa Clara County/ Cities Managers' Association, an advisory committee to the Association 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 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 for expenses incurred on Association 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 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 disbursement of funds by the Association 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, which position shall be nonvoting.

Section 4. Executive Director. The Board of Directors may 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 three (3) days prior to the meeting. Such notices 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.

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 at the direction of the Board of Directors. The Executive Board shall consist of the officers of this Association; 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, 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 City Selection Committee shall be a Standing Committee of this Association, and 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.

Section 2. Liaison Committee.

- a. Santa Clara County/City Managers' Association. The Santa Clara County City/County Managers' Association shall serve as an advisory committee to the Association. The Santa Clara County/City Managers' Association may choose an ex officio representative to the Board of Directors.

Section 3. 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 elected individual of any member City shall be eligible to serve upon any such committee.

Section 4. 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 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 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 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 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 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 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 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.

