

BYLAWS

CITIES ASSOCIATION OF SANTA CLARA COUNTY JOINT POWERS AGENCY

SECTION I

PURPOSE AND PRINCIPAL PLACE OF BUSINESS

Section 1.1. Purpose. The following Bylaws provide for the administration and management of the Cities Association of Santa Clara County Joint Powers Agency (“Agency”). The Agency was established through its member Cities’ adoption and approval of a Joint Powers Agreement (“Agreement”), attached hereto. The member Cities include Campbell, Cupertino, Los Altos, Los Altos Hills, Los Gatos, Milpitas, Morgan Hill, Monte Sereno, Mountain View, Palo Alto, San José, Santa Clara, Saratoga, and Sunnyvale. Under Article 26 of the Agreement, the Board of Directors for the Agency shall adopt these Bylaws to establish the operating procedures and standards for the Agency. In the event of any conflict between these Bylaws and the Agreement, the Agreement shall prevail.

Section 1.2. Principal Place of Business. The principal place of business of this Agency 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 Agency; and if none has been so designated, such place of business shall be the City Hall of the City of which the Agency President is a member of the legislative body.

SECTION II

MEMBERSHIP

Section 2.1. Membership. Each City in Santa Clara County which has approved and executed the Agreement establishing this Agency, and which has paid in full the dues required under Section VII of these Bylaws shall be a member of this Agency.

Section 2.2. Suspension. As provided in Article 18.1.4 of the Agreement, if a member City elects to relinquish its status as a member of the Agency, or if a member City fails to be represented at four (4) or more consecutive meetings of the Board of Directors, then the Board of Directors may suspend that member City. As further provided in Article 21 of the Agreement, any member 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. Once suspended, the member City may not have

any representation on the Board of Directors and may not vote on matters coming before the Board of Directors. 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 Section 7.3

Section 2.3. Associate Members. As provided in Article 32 of the Agreement, a non-City local agency may become an Associate Member upon application to and approval by the Board of Directors and execution of an Associate Membership Agreement. Such Associate Members shall also pay a membership fee as determined by the Board of Directors that considers the Associate Member's jurisdictional scope and the number of residents it serves, the role of the Associate Member in the Agency, and the benefits received by the Associate Member through membership in the Agency.

SECTION III

BOARD OF DIRECTORS

Section 3.1. Selection and Tenure. In accordance with Article 8.1 of the Agreement, the Board of Directors of this Agency 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 3.2. Alternates. The legislative body of a member City shall 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 3.3. 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 Secretary/Treasurer of such appointment.

Section 3.4. Ex Officio Members. The Santa Clara County City Managers Association shall serve as advisors to the Agency and may 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 3.5. Compensation. No member of the Board of Directors, including officers, shall receive any compensation from the Agency 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 Agency for expenses incurred on Agency 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 3.6. 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 Agency.

SECTION IV

OFFICERS

Section 4.1. Officers Designated. In accordance with Article 10 of the Agreement, the following officers shall be elected by the Board of Directors: President, First Vice President, Second Vice-President and Secretary/Treasurer. Officers shall be selected by the Board of Directors, from the Council Members and Mayors of member Cities.

Section 4.2. 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 and may request that the President establish a nominating committee, as set forth in Section 6 below. If a vacancy occurs in the position of President, the Board of Directors shall fill the position at the next regular meeting or at a special meeting called to fill the vacancy, as provided in Article 10 of the Agreement. A person appointed to fill the unexpired portion of the term is not rendered ineligible to hold the same office in accordance with the provisions of Section 7.2(a).

Section 4.3. 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.** Consistent with Articles 16 and 17 of the Agreement, the Secretary/Treasurer shall be responsible for the review of all financial accounts and records and the disbursement of funds by the Agency so that they are in accordance with the Agreement, these Bylaws, and the directions of the Board of Directors. In accordance with Article 9.3 of the Agreement, the Secretary/Treasurer shall see that minutes of all Board and Committee meetings are recorded. The day-to-day operation and performance of the

Secretary/Treasurer's duties may be delegated to an Executive Director for the Agency, but in that instance, the Executive Director shall not become an Officer or Board member for the Agency.

Section 4.4. Executive Director. In accordance with Article 14.1.1 of the Agreement, the Board of Directors may contract with an independent consultant to serve as Executive Director until the Executive Director resigns or the Board of Directors terminates the services of the consultant pursuant to the terms of a written agreement for professional services. The Executive Director shall have such duties as may be determined by the Board of Directors, consistent with the professional services agreement.

Section 4.5. General Counsel. In accordance with Article 14.1.2 of the Agreement, the Board of Directors may contract with an independent consultant to serve as General Counsel until the General Counsel resigns or the Board of Directors terminates the services of the consultant pursuant to the terms of a written agreement for professional services. The General Counsel shall have such duties as may be determined by the Board of Directors, consistent with the professional services agreement.

Section 4.6. 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. The President shall appoint at least one (1) Executive Committee member and at least one (1) Board member who is not a member of the Executive Committee to the nominating committee. At the meeting immediately preceding the meeting for the election of officers, this nominating 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.

SECTION V

MEETINGS

Section 5.1. 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 5.2. Notice and Meetings. The Agency 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 electronic mail. 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 the Brown Act. The Secretary/Treasurer or designee shall be responsible for preparing and posting agendas of regular Board meetings at least 72 hours prior to the meeting and in compliance with the

Brown Act.

Section 5.3. 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. Whenever a quorum is not present, the meeting shall be adjourned or postponed to a subsequent time and place as determined by the President.

Section 5.4. Voting. The affirmative vote of a majority of the members of the Board of Directors present at a meeting, rather than a majority of all of the Board of Directors' members, shall be sufficient for approval of a proposed action. Each member City shall have one vote.

Section 5.5. Rules of Order. Subject to the provisions of these By-Laws, the meetings of the Board of Directors shall be governed by Rosenberg's Rules of Order as approved by the Board.

SECTION VI

COMMITTEES

Section 6.1. Standing Committees.

- a. Executive Committee. The Executive Committee shall act to accomplish, administer and facilitate the goals and the purposes of the Agency at the direction of the Board of Directors. As provided in Article 11 of the Agreement, the Executive Committee shall consist of the officers of the Board of Directors; including the Immediate Past President, if still a Council Member or Mayor of a member City. If the Immediate Past President is no longer a Council Member or Mayor of a member City, a Director at Large may be appointed to the Executive Committee to fill the vacancy. The Director at Large shall be a Council Member or Mayor of a member City 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 Committee in the absence of the Chair of the Legislative Action Committee.
- b. Legislative Action Committee. The membership of the Legislative Action Committee shall consist of one representative from each member City. The representative shall be a Council Member or the Mayor. Each City shall also appoint an alternate to serve on the Legislative Action Committee in the absence of the designated representative. The alternate shall be a Council Member or the Mayor. Each member City, represented by either the representative or the alternate, shall have one vote. The representative of a member City who serves on the Board of Directors (or alternate to the Board) may also serve as the member City's representative to the Legislative Action Committee (or alternate to the

Committee). The purpose of the Legislative Action Committee is threefold. First, the Committee would enable the Agency to advocate on issues of interest to Santa Clara County cities in an organized, effective manner and assist in the development of state-wide legislative policy through local and state government and CalCities. With respect to this advocacy and policy development, the Committee will submit its recommendations to the Board of Directors. If the Board accepts a recommendation, the Chair of the Committee will transmit the Agency's position to the appropriate official, committee, or policy-making body. Second, the Committee would provide basic legislative information to cities with little or no legislative staff, upon request. Third, the Chair of the Committee and the Board President may organize emergency responses to urgent legislative issues, consistent with prior decisions made by the Board of Directors.

- c. City Selection Committee. The City Selection Committee shall have the membership and purposes set forth in Government Code sections 50270-50279.4 and shall be governed by the requirements of such sections. In accordance with state law, the membership of the City Selection Committee shall consist of the Mayor of each City in the County, whether or not any such City is a member of the Agency. When the Mayor is unable to attend a meeting of the City Selection Committee, the Mayor shall designate another member of the city's legislative body to attend and vote at the meeting as the Mayor's representative. Eight (8) votes are required to appoint representatives to boards, commissions or agencies.

Section 6.2. Other Committees Authorized.

- a. A nominating committee will be appointed as required and in accordance with the provisions of Section 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. Subject to the Board of Directors' consent and approval, any elected official of any member City shall be eligible to serve upon any such committee.

Section 6.3. Quorum. A majority of the members of each committee shall constitute a quorum to do business at any such regular or special meeting. Whenever a quorum is not present, the meeting shall be adjourned or postponed to a subsequent time and place as determined by the Chair.

SECTION VII

FINANCES

Section 7.1. Budget. In accordance with Article 8.3.5 of the Agreement, on or before April 30 of each calendar year, the Board of Directors shall approve a budget for the Agency for the fiscal year commencing with July 1 of the same calendar year. A copy of the budget

when approved and a copy of the final budget when adopted shall be transmitted to each member City.

Section 7.2. Significant Programs. In accordance with Article 15 of the Agreement, any program or activity that requires \$10,000 or more (as adjusted by CPI) in annual expenditures shall require approval by a two-thirds vote of the members of the Board of Directors. Any components of the annual operating budget proposed pursuant to Section 7.1 that qualify as a significant program shall be subject to this two-thirds vote approval requirement, whether those significant programs are proposed as a part of the annual operating budget or as a subsequent, mid-year budget adjustment.

Section 7.3. Dues. Each member City shall pay to this Agency annual membership fees in accordance with a dues schedule adopted by the Board of Directors as part of the annual operating budget on or before April 30 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 annual operating budget. The full amount shall be due and payable on or before September 1 of each year. Any City becoming a member of this Agency during a fiscal year shall pay the full dues for that year prior to exercising any rights of membership.

Section 7.4. Funds. All funds received by the Agency 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 persons designated by the Board of Directors as signers on the account including the Executive Director, the Secretary/Treasurer, and the President.

Section 7.5. Accounting. In accordance with Article 16 of the Agreement, every year, an audit of the Agency's finances shall be completed and copies thereof shall be filed with the Board of Directors and the County Auditor for Santa Clara County. Upon request, 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 made available to the Board of Directors. On a quarterly basis, bank and reconciliation statements shall be reviewed and approved by the Secretary/Treasurer. Quarterly reports of accounting and investments shall be prepared and made available to the Board of Directors by the Secretary/Treasurer or a designee.

SECTION VIII

ADOPTION AND AMENDMENTS

Section 8.1. Adoption. These Bylaws shall become effective upon the affirmative vote of a majority of the Board of Directors present and voting.

Section 8.2. 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 Agency at least thirty (30) days before action thereon by the membership. An affirmative vote of the majority of the Board of Directors present and voting shall be required for approval.