

Additional Back-Up Material Agenda Item No. 31

Board of Directors Meeting

April 11, 2013

9:30 am

Location:

San Bernardino Associated Government
Santa Fe Depot – SANBAG Lobby 1st Floor
1170 W. 3rd Street
San Bernardino, CA

Discussion Calendar

Administrative

31. Bylaws Ad Hoc Committee Proposed Amended Bylaws

1. Review and provide comments on amended San Bernardino Associated Governments (SANBAG) Bylaws proposed by the Bylaws Ad Hoc Committee; and
2. Direct the proposed amended Bylaws, and any changes proposed by the Board, be placed on the June 5, 2013, Board meeting agenda with a recommendation that the amended Bylaws be approved and adopted. **Rhodes Rigsby and Eileen Teichert**

A redlined version of the proposed amended bylaws, draft dated March 21, 2013, being provided as Additional Back-up Material for Agenda Item No. 31.

Bylaws, San Bernardino Associated Governments (SANBAG)

Revised
June 5, 2013

- Preamble
- Article I – Functions
- Article II – Definitions
- Article III - Membership & Representation
- Article IV - Board of Directors
- Article V - Officers, Elections & Vacancies
- Article VI - Executive Director
- Article VII – General Counsel
- Article VIII – Finances
- Article VIIIIX - Statutory Authority
- Article IX – Withdrawal
- Article XI – Amendments
- Article XII - Effective Date

PREAMBLE

The San Bernardino Associated Governments is an Association voluntarily established by its members pursuant to a Joint Exercise of Powers Agreement for the purpose of providing a forum for discussion, study and development of recommendations on countywide, subregional and regional problems of mutual interest and concern. It shall be the responsibility of the Association to effect improved intergovernmental cooperation and thereby increase the overall quality of government services.

Article I - Functions

The functions of the Association are:

- A. Exchange of planning information. Making available to members plans and planning studies, completed or proposed by local governments or those of State or Federal agencies which would affect local governments.
- B. Study of sub-regional problems. Identification and study of problems requiring planning by more than one governmental entity within the collective area of its membership and the making of appropriate policy or action recommendations.
- C. Review and/or develop governmental proposals. Review and/or develop proposals creating agencies of regional scope and the making of appropriate policy or action recommendations concerning the need for such units or agencies.
- D. Consider questions of mutual interest and concern to county and city members of the Association and develop policy and action recommendations of an advisory nature only.
- E. Act upon any matter to the extent and in the manner required, permitted or authorized by joint powers agreements, state or federal law or the regulations adopted pursuant to any such law.
- F. Provide oversight, staffing and other support to the San Bernardino County Transportation Authority, San Bernardino County Transportation Commission, San Bernardino County Services Authority for Freeway Emergencies, San Bernardino County Congestion Management Agency

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and such other entities or capacities that the Association has been designated and funded to serve as from time to time pursuant to state or federal law or joint powers agreements.

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Article II - Definitions

A. Association. The Association, as used in these Bylaws, means the San Bernardino Associated Governments as established by these Bylaws.

B. Board of Directors. As used in these Bylaws, means the official representatives of the members of the San Bernardino Associated Governments.

C. Official Representative. As used in these Bylaws, means either the Mayor or Councilmember of each member city or town, and the members of the Board of Supervisors of the County of San Bernardino.

D. Alternate. Alternate, as used in these Bylaws when referring to the Board of Directors, shall mean either the Mayor or a Councilmember of each member city or town in the absence of the official representative of that member city or town. The County shall have no alternates to the Board of Directors.

Article III - Membership and Representation

A. Membership.

1. Membership shall be contingent upon the execution of the Joint Exercise of Powers Agreement and the payment by the county, ~~and~~ cities and towns of each annual assessment.

2. Any city or town in the area set forth in the Joint Exercise of Powers Agreement may become a member after the initial formation of this Association, provided that all the provisions of this Article III are met by the jurisdiction seeking membership.

3. Special districts which are significantly involved in regional problems and the boundaries of which include territory within the collective area of the membership shall be eligible for advisory membership in the Association. The representatives of any such advisory member may participate in the work of committees of the Association.

B. Representation.

1. Only the official representatives or alternates present shall represent a member on the Board of Directors.

2. The mayor of each city or town shall be either the official representative or alternate for such city or town unless the city or town council specifically designates other members to act as representative and alternate.

3. Names of official representatives and alternates shall be communicated to the Board of Directors by the appointing city, town or county.

4. Official representatives and alternates shall serve until a successor is appointed, except if an official representative or alternate ceases to be a member of the legislative body or mayor of the city, town or county appointing him/her, in which case his/her seat as an official representative shall be vacant until a successor is appointed.

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Article IV - Board of Directors

A. The powers and functions of the Board of Directors, subject to the limitations of Article I, shall include:

1. The making of policy decisions and the determination of policy matters for the Association.
2. Any official representative may, at any meeting of the Board of Directors, propose a subject or subjects for study by the Association. The Board of Directors may determine whether a study will be made of the subject or subjects so proposed.
3. ~~Each year at its annual meeting,~~ The Board of Directors shall review the proposed budget and assessment schedule submitted by the Executive Director and shall adopt an annual budget and an assessment schedule.

B. Duties

1. The Board of Directors shall conduct the affairs of the Association.
2. The Board of Directors shall have power to transfer funds within the total budget amount in order to meet unanticipated needs or changed situation.
3. The Board of Directors shall have the authority to appoint, fix the salary of, and remove an Executive Director, a General Counsel, and such other officers as the Board deems necessary to carry out the duties and functions of the Association and shall have the authority to create and discontinue positions in the employ of the Association and fix salaries.
4. The Board of Directors shall have the power to appoint committees to study specific problems, programs, or other matters which they have approved for study.
5. Recommendations from committees for policy decisions shall be made to the Board of Directors. The Board shall act upon policy recommendations including policy recommendations from committees.

C. Meetings

1. Regular meetings of the Board of Directors shall be held at such times as shall be designated by the Board monthly. The annual meeting of the Board of Directors shall be held in April. Special meetings of the Board of Directors may be called by the President or a majority of the Board of Directors. ~~Ten days~~ Written notice of a special meeting shall be given to the official representatives and alternates in accordance with Government Code section 54956. An agenda specifying the subject of the special meeting shall accompany the notice.
2. ~~The time and date of regular meetings of the Board of Directors shall be 9:00 a.m. on the first Wednesday of the month. At its first meeting of the calendar year or such other meeting determined by the Board of Directors, the Board of Directors shall establish the time and dates of its regular meetings.~~ The meeting location shall be determined the preceding month by the Board of Directors. Other meetings may be called by the Board of Directors for the purpose of determining sub-regional consensus of items of common interest.
3. Association committees shall meet on the call of their chair ~~persons~~ man or as otherwise provided herein.

D. Voting on the Board of Directors shall be conducted in the following manner:

SANBAG Bylaws Draft dated March 21, 2013

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1. A quorum of the Board of Directors shall consist of official representation from a majority of the membership of the Board of Directors, and the Board of Directors shall act only upon a majority vote of the membership present with a quorum in attendance.
2. Each member of the Board of Directors shall have one vote. In the absence of the official representative, the alternate shall be entitled to vote.
3. Voting may be either by voice or roll call vote. A roll call vote shall be conducted upon the demand of five official representatives present, or at the discretion of the presiding officer.

E. Expenses

1. Members of the Board of Directors shall serve without compensation but shall be reimbursed for the actual and necessary expenses incurred by them in the performance of their duties to the extent that reimbursement is not otherwise provided by another public agency.

Article V - Officers, Elections and Vacancies

A. Officers of the Association shall consist of a President, a Vice President, ~~and a Secretary- and a Treasurer.~~ The President and Vice President shall be selected by the Board of Directors from among its own membership. The Secretary-~~Treasurer~~ shall be the ~~Executive Director~~Clerk of the ~~Board and the Treasurer shall be the Chief Financial Officer of the~~ Association, but ~~they~~ shall have no votes in the Association.

B. ~~Nominating committees consisting of representatives from the subareas and/or the county, that are next in rotation for the Office of President and Office of Vice President, shall nominate representatives from those subareas and/or the county for those offices.~~ Officers shall be appointed annually by the Board of Directors at ~~the last meeting of the Association's fiscal year, its annual meeting.~~ New officers shall take office ~~on adjournment of that~~ at the meeting ~~during which they are appointed.~~ The Office of President shall ~~alternate-rotate~~ rotate annually in the following order among representatives of the Mountain Desert subarea, West Valley subarea, East Valley subarea and the county. ~~The Vice President shall be a representative of a member in the subarea or of the county that is next in the rotation for the Office of President. between county representatives and city representatives. In years when the President is a county representative, the Vice President shall be a city representative and vice-versa.~~

C. A vacancy shall immediately occur in the office of the President or Vice President upon the resignation or death of the Person holding such office or upon his ceasing to be an official representative of a member city, town or county. Upon a vacancy occurring in the office of president or Vice President, the board of Directors shall appoint a President or Vice President, as the case may be, from among its members to serve for the balance of the unexpired term. If the former incumbent was a county representative, the successor shall be a county representative; and if he ~~or she~~ was a city ~~or town~~ representative, the successor shall be a city ~~or town~~ representative ~~from the same subarea as the former incumbent.~~

D. The President shall be the presiding officer of the Board of Directors. The Vice President shall act in his ~~or her~~ absence.

E. The Secretary-~~Treasurer~~ shall keep a record of all proceedings, ~~have custody of all funds,~~ and perform the usual duties of such office. ~~The Treasurer shall have custody of all funds, and~~

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perform the usual duties of such office provided however, the Treasurer of San Bernardino County shall maintain in a separate trust account all funds received by the Association.

Article VI - Executive Director

The Executive Director shall be the chief administrative officer of the Association. He or she shall receive such compensation as may be fixed by the Board of Directors. The powers and duties of the Executive Director are:

- A. Subject to the authority of the Board of Directors, to administer the affairs of the Association.
- B. To appoint, direct and remove all employees of the Association.
- C. Annually to prepare and present a proposed budget to the Board of Directors and to control the approved budget.
- ~~D. To serve as Secretary Treasurer of the Association and of the Board of Directors.~~
- ~~E.~~ To attend the meetings of the Board of Directors.
- ~~F.~~ To perform such other and additional duties as the Board of Directors may require.

Article VII – General Counsel

The General Counsel shall be the chief legal advisor of the Association. He or she shall receive such compensation as may be fixed by the Board of Directors. The powers and duties of the General Counsel are:

- A. Subject to the direction of the Board of Directors, to provide legal advice and representation for the Association.
- B. To appoint, retain, direct and remove all legal counsel and legal staff of the Association.
- C. To attend the meetings of the Board of Directors.
- D. To perform such other and additional duties as the Board of Directors may require.

Article VIII - Finances

- A. Fiscal Year. The Fiscal Year of the Association shall commence on July 1.
- B. Budget Submission and Adoption. The budget of the Association shall be submitted to the Board of Directors by the Executive Director on or before the ~~March~~ second to last regular meeting of each fiscal year. The annual budget and assessment schedule shall be adopted by the Board of Directors not later than ~~the May meeting 15th~~ of each fiscal year. Notwithstanding any provision of the agreement establishing the Association, any member that cannot pay its assessment therefore because of any applicable law or charter provision or other lack of ability to appropriate or pay the same, may add such assessment to its assessment for the next full fiscal year. The budget for each year shall provide the necessary funds with which to obtain and maintain the requisite liability and ~~workmen's worker's~~ compensation insurance to fully protect each of the signatory parties hereto against liabilities reasonably estimated to arise out of Association's own activities, and such insurances shall be so obtained and maintained.

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C. Annual Audit. The Board of Directors shall cause an annual audit of the financial affairs of the Association to be made at the end of each fiscal year. The audit report shall be made available to Association members.

D. Indemnification for Tort Liability. In contemplation of the provisions of Section 895.2 of the Government Code of the State of California imposing certain tort liability jointly upon public entities solely by reason of such entities being parties to an agreement as defined in Section 895 of said code, the parties hereto as between themselves, pursuant to the authorization contained in Section 895.4 and 895.6 of said code, will each assume the full liability imposed upon it, or any of its officers, agents or employees by law for injury caused by a negligent or wrongful act or omission occurring in the performance of this agreement to the same extent that such liability would be imposed in the absence of Section 895.2 of said code. To achieve the above stated purpose each party indemnifies and holds harmless the other party for any loss, cost or expense that may be imposed upon such other party solely by virtue of said Section 895.2. The rules set forth in Civil Code Section 2778 are hereby made a part of these Bylaws.

E. Notwithstanding the provisions of said Joint Exercise of Powers Agreement by which this Association is formed, no contract, employment, debt, liability or obligation of the Association shall be binding upon or obligate any member of this Association without the express written request or consent of such member and only to the extent so requested or consented to, nor shall the Association have the authority or the power to bind any member by contract, employment, debt, liability, or obligation made or incurred by it without the written request or consent of such member and then only to such extent as so requested or consented to in writing.

Article IXVIII - Statutory Authority

The San Bernardino Associated Governments shall be 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 and shall have the powers vested in the Association by state or federal law, the Joint Exercise of Powers Agreement, or these Bylaws. The Association shall not have the power of eminent domain, or the power to levy taxes.

Article IX - Withdrawal

Any member city, town or county may, at any time, withdraw from the Association providing, however, that the intent to withdraw must be stated in the form of a resolution enacted by the legislative body of the jurisdiction wishing to withdraw. Such resolution of intent to withdraw from the Association must be given to the Executive Director by the withdrawing jurisdiction at least 90 days prior to the effective date of withdrawal. Such withdrawal shall be made prior to May 1 of any year and shall be effective only as of July 1 of the year withdrawal is made.

Article XI - Amendments

The Board of Directors shall review these Bylaws not less than every year. Amendments to these Bylaws may be proposed by an official representative of the Board of Directors. A proposed amendment shall be submitted to the Board of Directors at least 1445 days prior to a the regular meeting at which the proposed amendment shall be first introduced. Each proposed amendment shall be considered and voted upon no sooner than the first regular meeting following the introduction of the amendment. by the Board of Directors at least 30 days prior to the meeting at which such proposed amendment will be voted upon.

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A majority vote of the entire membership of the Board of Directors is required to adopt an amendment to these Bylaws.

Initial adoption of these Bylaws shall follow this same procedure.

Article XI - Effective Date

These Bylaws shall go into effect ~~December 3, 1975~~June 5, 2013.

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