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CALIFORNIA ASSOCIATION OF COUNCILS OF GOVERNMENTS (CALCOG)

BYLAWS

Article I: General

Section 1: Corporation Name. This corporation is the California Association of Councils of Governments (CALCOG).

Section 2: Offices. The principal office of this corporation shall be located in Sacramento, California. The CALCOG Board of Directors (Board) may establish other offices it deems necessary for the effective conduct of CALCOG programs and business.

Section 3: Governing Law. In all matters not specified in these bylaws, or in the event these bylaws do not comply with applicable law, the California Nonprofit Corporation Law applies.

Article II: Consensus, Purpose, and Functions

Section 1: Overarching Consensus Objective. CALCOG must focus its resources where its membership has the strongest consensus. It shall be the policy of CALCOG to work to achieve consensus within its diverse membership to the maximum extent feasible and to avoid taking a position that significantly divides it membership. When a divisive issue arises, the Board shall weigh the need for action against this overarching objective for consensus, and take action only in the very limited circumstance when the Board determines that a failure to take a position or action would undermine the ability of CALCOG to achieve the purposes set forth in this Article.

Section 2: General. CALCOG serves councils of governments, metropolitan planning organizations, regional transportation planning agencies, and county transportation commissions and authorities within the State of California as they represent the interests of their member local governments. CALCOG's members are engaged in a variety of issues, including developing regional goals, plans, programs, and

strategies to achieve regional mobility, addressing regional needs for housing, and implementing economic, environmental, and social equity policies that reflect regional needs and preferences. CALCOG members derive authority from their member agencies. Serving as the primary interface point with state and federal policy mandates, COGs should always remain an advocate of the primary role of local government in developing effective responses to regional problems. COGs should be among the lead agencies in the development of regional plans and strategies for two essential reasons:

- 1. They are extensions of local governments, the most basic unit of government in the American system of governance.
- 2. They are multipurpose associations that can integrate all essential elements of an effective growth management and comprehensive planning program.

CALCOG should take the leadership role in defining the basic components of a regional strategy that can reinforce the ability of all local governments to make effective land use decisions. These components include the following priority areas: transportation, air quality, open space, water resources, housing and economic development.

CALCOG, through its membership, can provide an effective voice for policy development in all these areas and act on behalf and among local governments in defining the regional policies to be adopted at the state and federal levels. It may also develop strategies to provide for the allocation of state and federal resources to local governments in their efforts to address these regional problem areas.

CALCOG, through its organizational structure, should provide for input from the special purpose agencies in these policy areas and provide leadership for a coordinated policy development process. CALCOG should be recognized as the primary voice in the development of policies on regional development, growth, mobility, planning issues, and state and federal policies that impact metropolitan planning organizations.

CALCOG will depend upon the active support of its member agencies to build the political support from city and county officials to ensure an effective interface with the League of California Cities (League) and the California State Association of Counties (CSAC). CALCOG should be viewed as the specialized arm of these primary local government associations in the areas of regional planning and governance issues.

Section 3: Functions. CALCOG provides its members a forum for study, discussion, and action on statewide problems of mutual interest to cities, counties, and councils of governments. The functions of CALCOG shall be accomplished in recognition of the diversity of CALCOG's member agencies and the need to achieve unity on issues of mutual interest. In any year, CALCOG's work program may include any of the following items, subject to the approval of the Board:

- a) To provide an informational clearinghouse on mutual problems to insure through communication, cooperation, and coordination the maximum efficiency and economy in governmental operation for the ultimate benefit of the citizens of California.
- b) To achieve and sustain coordination and cooperation with the League and CSAC.
- c) To improve coordination with the National Association of Regional Councils (NARC) and the Association of Metropolitan Planning Organizations (AMPO) by recommending California

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- candidates for their Boards of Directors and by reviewing their policies and recommending changes or additions where desirable.
- d) To assist in reviewing or proposing statewide legislation, plans and policies on subjects agreed upon by any member agencies by communicating with the state administration and the State Legislature; provided, however, that CALCOG shall not directly or indirectly participate or intervene in political campaigns on behalf of or in opposition to any candidate for public office.
- e) To conduct other statewide functions as the membership deems appropriate.
- f) To promote more effective regional planning, which provides a forum for all interested groups to understand, examine, negotiate and resolve issues.
- g) CALCOG may also assume some or all of the following tasks in order to fulfill its mission and implement some of its main functions:

1. Policy Development:

- A. Establish task forces and advisory groups in major functional areas composed of CALCOG members, associate members, and special purpose agencies to prepare recommendations.
- B. Channel all task force recommendations to the COG Directors Association of California (CDAC) and from them through the Executive Committee and then to CALCOG voting delegates.
- C. As appropriate, create special committees of the Executive Committee with the participation of COG Directors to pursue adoption of policy positions at the state and federal levels.

2. Building Support:

- A. Conduct policy/technical conferences on major functional areas, e.g., housing.
- B. Voice CALCOG interests and policies in the meetings and settings attended by the Executive Committee members and by COG Directors and staff.
- C. Conduct sessions in conjunction with the League and CSAC meetings.
- D. Prepare issue papers on major policy issues for distribution.
- E. Establish an electronic newsletter to provide current status in Sacramento and Washington, D.C. on CALCOG priority concerns.
- F. Offer to present programs at League, CSAC, City Managers, and other area groups.
- G. Establish roundtable sessions in conjunction with COG Directors meeting for special interest dialogue, i.e., business developers, environmentalists, ethnic interests, etc.
- H. Facilitate federal and state dialogue with local and regional agencies in identified policy areas.

Article III: Membership

Section 1: Qualification. Any California association or council of governments established by local governments to serve as general purpose planning agencies, federally-designated metropolitan planning organizations governed primarily by local government officials, or county transportation commission or their successor agency may, by the payment of annual dues, become a member and become entitled to CALCOG services and privileges of membership.

Section 2: Termination. Membership shall be suspended or terminated whenever a Member: (i) resigns by giving written notice to CALCOG; (ii) does not pay dues, fees or assessments in the amounts and terms set by the CALCOG Board; or (iii) an event occurs, such as dissolution, that makes the Member ineligible. CALCOG shall give 15 days notice of any suspension or termination and the reasons for such action, along with the opportunity to respond orally or in writing not less than five days before the effective date of the action.

Section 3: Non-Liability. No Member is liable for the debts or obligations of CALCOG.

Article IV: Dues

Section 1: Annual Schedule. The CALCOG Board shall annually adopt a dues schedule at its Spring Business meeting for the following fiscal year.

Section 2: Calculating Population. To the extent that member population is used as a basis for an individual, tiered, or any other kind of dues structure, CALCOG shall use the most recent population figures available the California Department of Finance (or its successor). Where two Members share jurisdiction over an area, the population of the shared area shall be divided equally and each Member credited for a proportional share. The Association of Bay Area Governments and the Metropolitan Transportation Commission will be counted as one association for purposes of calculating member population under this provision only, and shall split the population apportioned to them equally.

Section 3: Timely Payment. Any Member who has not paid their dues within 60 days from the date that the invoice was mailed shall not be eligible to vote. Any Member who makes a payment later than 60 days after the date of invoice shall enjoy the full benefits of membership and be eligible to vote upon CALCOG's receipt of the payment. Members that are more than one year behind in their payments may have their membership terminated as provided by Article III.

Article V: Meetings, Notice, and Voting

Section 1. Regular Business Meetings. The Board shall have a spring regional issues forum, two business meetings in fall and spring, and such other meetings as necessary. The time and place of Board meetings shall be established by the President.

Section 2: Notice for Regularly Scheduled Meetings. Meeting notice requirements shall be sent to all board members and member agency staff (executive directors or their designees) no later than the notice requirements included in California's Open Meeting Law, but CALCOG staff shall make a good faith effort to send a preliminary meeting announcement with a draft list and general description of agenda items to all board members and executive directors (or designees) thirty days in advance of the meeting and a final agenda and supporting documentation seven days in advance of the meeting.

- **Section 3. Special Meetings**. Three members by written notice may call a meeting. There shall be at least ten days notice for such meetings. When a majority of the officers determines that it is not possible to call a meeting, a vote by mail on an issue shall be allowed.
- **Section 4.** General Notice Requirements. Notice of each meeting shall be sent to the board and to the executive director (or designee) of each member. Notices shall include the meeting date, place, time, and, as applicable, the means by which a Board member may participate electronically and include a general description of the agenda items.
- **Section 5. Quorum.** A quorum shall be required to take action at board meetings, executive committee meetings, and CDAC meetings. If a quorum is not present, the meeting may continue as scheduled, but only for discussion and to make recommendations. A quorum exists when of a majority of eligible members, including proxies, are present. Members with vacancies are not counted for purposes of calculating the quorum for board meetings or executive committee meetings. An action may be taken at a meeting after a quorum has been lost as long as the action receives the number of votes needed for approval before the quorum was lost. Each agenda shall include a list of eligible voting members.
- **Section 6. No Quorum; Concurrence Process.** If a quorum is not present but at least 10 directors are present at a regularly scheduled board meeting, the directors in attendance may take a tentative action upon a two-thirds majority vote. Such recommendations shall be sent promptly to the board members and executive directors of members not present at the meeting for their concurrence. When two-thirds of the board members have concurred in a written communication within 3 business days, and no member has objected to the provision in a written communication within that time, the action shall be approved. The executive committee of the board may use the same process if at least five members are counted as present.
- **Section 7. Telephonic or Electronic Participation.** Directors may participate in any meeting and be counted for purposes of achieving a quorum through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another.
- **Section 8. Voting.** Each Member has one vote.
- **Section 9. Consensus Thresholds for Action.** The following actions require approval by at least two-thirds of the members at a meeting where a quorum is present: approval or amendments to the dues schedule or process for calculating and approving dues; approval or amendments to the budget or work program; approval or amendments to these bylaws or other guiding policy documents; all policy or advocacy positions; contracts for association management; or changes to the management structure of the organization. All other actions require approval of a majority of members at a meeting where a quorum is present.
- **Section 9. NARC Meetings.** At meetings of NARC, CALCOG delegates may caucus to determine CALCOG's position on issues before the NARC Assembly.

Article VI: Board of Directors

Section 1: Role and Powers. Subject to the California Nonprofit Corporation Law, any other applicable laws, and the provisions of these bylaws, CALCOG's activities and affairs are exercised by or under the direction of CALCOG's Board of Directors. The Board is responsible for the overall supervision, control, and direction of CALCOG. The Board may delegate the management of CALCOG's affairs to any person or group, including COG Directors Association of California or a committee, provided the Board retains responsibility for the actions of such person or group.

Section 2: Board Composition. The Board shall consist of a representative (or alternate) from each voting member's organization plus a representative each from the League of California Cities (the League) and California State Association of Counties (CSAC). A board member (or their alternate) is eligible to represent a member upon the board upon receipt of a written notification or confirmation from the member's executive director (or executive director's designee). No one individual may represent more than one member at a time. Members, the League, and CSAC may change their board member or alternate as their needs require. Board member and alternates must be concurrently serving on the member's governing body and be elected officials.

Section 3 Officers. The officers of CALCOG shall be a President, First Vice-President, Second Vice-President and Immediate Past President. The officers shall be existing board members and elected at the Spring business meeting and shall serve a one-year term. An additional one-year term is allowed but no incumbent shall serve more than two consecutive terms in any one office. The officers are authorized to take action on issues requiring immediate action between meetings. In the event that one of the officers loses an election or decides to retire mid-year, the next person in line will assume the higher office. The vacant position will be filled at the next meeting of the Association.

The President shall act as Chair of the Board and Executive Committee; be ex-officio member of all committees; and perform the duties that usually pertain to such office. The First Vice-President shall carry out the duties of the President when the President is absent or unable to serve and shall act as Chair of the Fiscal Oversight Committee and carry out the duties of Treasurer as required by law, regulation, or practice. The Second Vice-President shall carry out the duties of the President when the President and First Vice-President are absent or unable to serve and carry out the duties of the First Vice-President when the First Vice President is unable to serve. A vacancy in the office of the Immediate Past President is filled for the un-expired term by the last past president continuing to serve as a Director.

Section 4: Executive Committee. There shall be an Executive Committee of the Board whose composition shall include the following persons: President, First Vice-President, Second Vice-President, and Immediate Past President of CALCOG; a voting delegate from each COG or MPO from a region designated as a major metropolitan area by NARC or AMPO, a voting delegate from the Los Angeles County Metropolitan Transportation Authority, and the CDAC Chair. In addition, the following four membership groups may select a Board member and an alternate board member to be their representative on the executive committee:

- County transportation commissions from Southern California
- County transportation commissions or county transportation agencies from Northern California
- Members of the San Joaquin Valley Regional Policy Council
- All other Council of Governments not otherwise represented in this section

The Executive Committee shall meet in person or via telephone upon the call of the President or First Vice President to conduct routine business or act upon motions made by any committee. The notice, meeting, and quorum requirements shall be consistent with Article V. Further, the Executive Committee shall report its activities to the Board at the first meeting immediately following the Executive Committee meeting.

Section 5. COG Directors Association of California. The COG Directors Association of California (CDAC) is made up of CALCOG member agency executive directors or their designees. CDAC may meet periodically as it deems appropriate to discuss issues of common interest, share information, consider actions of task forces and committees, and take other appropriate actions. The CDAC shall appoint a chair and vice-chair and the chair shall serve on the CALCOG executive committee. The Board may delegate issues to CDAC and CDAC may make recommendations to the Board. CDAC may authorize staff to take actions that are consistent with board direction and policy.

Section 6: Ad Hoc Committees. The President or the Board may establish committees or task forces to study problems, advise on educational efforts, make recommendations with respect to advocacy efforts, or to engage in other appropriate action or service. A committee or task force may include members of the board, members of CDAC, and staff with specific expertise.

Section 7: Fiscal Oversight Committee. A Fiscal Committee shall provide oversight over all fiscal and financial issues of the organization and make periodic reports to the board. The committee shall also oversee the annual audit report prepared by independent financial auditors unless otherwise directed by the Board. Six board members shall be appointed to the committee by the President, two from the group of members that have a permanent seat on the executive committee and one from each membership group identified in Section 4 of this Article. To the extent practicable, the president shall also consider geographic diversity in making appointments. The president shall make full two year appointments and, if needed, interim appointments so that only three committee appointments will expire at the end in any given year. If this appointment structure is impractical, the Board can approve an alternative committee make-up.

Section 8: Nominations Committee. A Nominations Committee shall be appointed each year by the newly elected President. The committee shall consist of no less than three board members representing urban, medium, and small COGs from different geographic regions. The committee is charged with recommending a slate of candidates for CALCOG officers that have the best demonstrated qualifications to promote the purpose of the association. They will meet prior to the Spring business meeting and examine the qualifications of all candidates for office, then make their recommendations to the delegates at the Spring business meeting. It shall be the policy of CALCOG to rotate the CALCOG officers whenever possible amongst the councils according to relative size, (urban, medium, and small), as well as between north and south.

Section 9: Standard of Care. A Director shall perform the Director's duties (including service on a committee) in good faith in a manner the Director believes to be in the best interests of the CALCOG and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances. Directors can rely on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by (i) one or more officers, contractors or employees whom the Director believes to be reliable and competent as to the matters presented; (ii) Counsel, independent accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence; or

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(iii) a Board committee upon which the Director does not serve, as to matters within the committee's designated authority, provided that the Director believes the committee merits confidence. Directors who perform in accordance with this section will not be liable for any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the preceding, any actions or omissions which are inconsistent with the CALCOG's nonprofit purposes.

Section 10: Right to Inspect Records. Every Director has a right at any reasonable time to inspect and copy all CALCOG books, records and documents of every kind and to inspect CALCOG's physical property.

Article VII: Staff and Budget

Section 1: Executive Director. CALCOG shall have an executive director and other staff as deemed appropriate by the officers of the Association. The Board selects or contracts with an Executive Director who employs or contracts with such other persons and firms as may be necessary. The Executive Director shall receive compensation as set or contracted by the Board. The Executive Director is responsible for implementing policy and actions as provided for in these bylaws.

Section 2: Filings and Minutes. The Executive Director shall assure that the responsibilities usually associated with a corporate secretary, as they may change from time to time, are carried out. These include, but are not limited to, keeping a full and complete record of the proceedings of the Board, giving such notices as may be proper and necessary, keeping minute books of Board, Executive Committee, Standing Committee, and CDAC meetings; communicating Board action to members, executive instruments necessary to carry our Board directives and policies, and complying with such other record-keeping and reporting requirements of California Nonprofit Corporation Law. If CALCOG receives state or federal funds, then the executive director shall insure that all record keeping is in compliance with state and federal reporting requirements.

Section 3: Finances. The Executive Director shall assure that the responsibilities usually associated with a chief financial officer, as they may change from time to time, are carried out. These duties include, but are not limited to, having charge of and custody of and receiving, safeguarding, disbursing and accounting for all CALCOG funds, depositing and investing such funds in such institutions and investments as approved by the Board, maintaining the financial books and records, and preparing and submitting such accounting and tax forms as may be required by local, state and federal law. The executive director shall also insure that an independent audit shall occur at the end of each year unless otherwise director.

Section 4: Budget. The budget shall be established and approved at the Spring business meeting. The fiscal year shall be from July 1st through June 30th. The allocation of dues to provide funds for the budget shall be determined at the Spring business meeting.

Section 5: Biannual Review. At the end of each two years of operation as an association, there shall be a review or evaluation made for purposes of determining whether or not CALCOG has accomplished its objectives.

Section 6: Executive Director Performance Evaluation. The President, First Vice President, Second Vice President and the Chair of the COG Directors Association of California shall perform a performance evaluation of the executive director either annually or biannually, as they deem needed and best for the organization. The President and COG Director Chair shall appoint alternates in instances where individuals are unable to serve.

Article VIII: Miscellaneous

Section 1: Amendments to Bylaws. Amendments to these bylaws may be proposed by any member. Proposed amendments shall be considered by the Board after a thirty-day notice of the proposed amendment is provided in writing to each member.

Section 2: Insurance. The Board may authorize the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the

agent's status as such, and such insurance may provide for coverage against liabilities beyond CALCOG's corporate authority to indemnify an agent under law.

Section 3: Contracts and Execution of Instruments. Contracts shall be authorized by the Board or by a person (or persons) upon whom the Board confers such power. CALCOG shall adopt a set of contracting guidelines and may incorporate the contracting guidelines of a member agency as they are updated from time-to-time. Except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness shall be signed by the person (or persons) authorized to do so by the Board.

Section 4: Terms of Association. CALCOG shall cease to function as an association if the paid membership becomes less than five members.

Section 5: Disposition of Assets Upon Dissolution. In the event of dissolution of this organization all assets remaining after payment, or provision for payment, of all debts and liabilities of this organization shall be distributed, to the extent that state and federal law allows, proportionately according to the most recent dues schedule, or upon the discretion of the board, to another nonprofit association that serves public agencies.