

BYLAWS

ARTICLE I - NAME

The name of this non-partisan, non-profit corporation shall be:

CALIFORNIA CONTRACT CITIES ASSOCIATION

ARTICLE II - PURPOSES

SECTION 1. The primary purposes of California Contract Cities Association (hereinafter referred to as "CCCA") shall be to serve cities contracting for the performance of municipal services; to serve as their rallying point for the achievement of all things necessary, proper and legitimate for the common good and welfare; to take appropriate action on problems involving cities contracting for the performance of services; to seek out the facts concerning the problems of contractual cities as they arise, and if necessary to represent and intercede on behalf of the members of this organization to the end that such problems be speedily and justly concluded; and to assemble, examine and study all pertinent information pertaining to the cost of the performance of municipal services, the level of services so supplied, and to take appropriate action thereon when fully advised in the premises.

SECTION 2. The general purposes of CCCA shall be to serve as a rallying point for cities contracting for municipal services so that said cities may insure for their constituents the best service at the minimum cost. Therefore, in order to accomplish the purposes set forth in this article, CCCA shall have the power to do the following:

- (1) Study and analyze all aspects of contractual operations, the costs thereof and the levels of service.
- (2) Act as a united association for improving any of the contractual functions of said member cities and for obtaining the best services at the lowest price thereof.
- (3) Conduct studies and accumulate facts and information concerning contractual operations, the levels of service, and the most economical methods of performing municipal functions.
- (4) Disseminate facts and information to all interested cities regarding contractual operations, the costs of the performance of municipal functions to all cities, as well as the services supplied thereby.
- (5) To unite together to protect the contractual type of operation where necessary and proper, so that the highest level and most economical services may be supplied to member cities.

SECTION 3. CCCA shall have the general power to do all things necessary and proper in order to accomplish the foregoing.

SECTION 4. CCCA is organized for the above purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, Section 23701e of the California Revenue & Tax Code (or the corresponding provisions of any future United States Internal Revenue Law and

California Revenue Law and California non-profit law. CCCA is not organized for profit and no part of its net earnings inures to the benefit of any private shareholder or individual.

ARTICLE III - MEMBERSHIP

SECTION 1. Any duly incorporated and organized city of the State of California which contracts for municipal services shall be eligible for membership in CCCA.

SECTION 2. Cities shall be admitted to membership in CCCA upon acceptance of the invitation to membership by the Board of Directors and payment of dues.

ARTICLE IV - MEMBERSHIP DUES

SECTION 1. Membership dues shall be based upon a combination of population and total assessment valuation factors and/or sales tax revenues. The population of a member city shall be determined by the last census, or if none applicable to a member city, then as determined for the purpose of state allocation of motor vehicle fees.

SECTION 2. Dues shall be paid in advance and annually by July 1st of each year. Any city failing to pay membership dues when due or owing shall become automatically suspended from membership and shall remain so suspended until said dues have been paid.

SECTION 3. The CCCA Executive Board shall have the authority to approve dues increases by a two-thirds vote, subject to the following limitations:

- (1) Dues shall not be increased more than once each fiscal year.
- (2) No single dues increase shall exceed five percent.

ARTICLE V - BOARD OF DIRECTORS

SECTION 1. The business, property and affairs of CCCA shall be managed by a Board of Directors consisting of one person for each member city. The representative of each member city serving on the Board of Directors for said member city shall be the Mayor or a Councilmember of said member city. Each member city shall indicate to the CCCA the voting delegate of that city. The Secretary of the CCCA shall maintain the list of voting delegates, and each voting delegate will be the authorized spokesperson for that city until replaced by the City Council of that city. In addition, and at the same time, each member city shall name an alternate voting delegate from its City Council. If the voting delegate or the alternate voting delegate cannot attend a particular meeting, one of the remaining City Councilmembers of that city in attendance may vote for the city.

SECTION 2. The Board of Directors shall have all of the powers of CCCA, except those powers specifically given to the Executive Board, including the powers and duties to carry out the purposes of CCCA, determine membership qualifications and amount of dues owing, power to make and amend the bylaws of CCCA, appoint other officers and agents when consistent with the purposes of CCCA, and to remove officers and agents whenever in the judgment of the Board and

the purposes of CCCA, such will be in the best interest of CCCA. In addition, the Board shall have the power to do all things necessary and proper in the performance of its functions.

ARTICLE VI - OFFICERS: EXECUTIVE BOARD

SECTION 1. The officers of CCCA, shall consist of President, Vice President, and Secretary/Treasurer who, together with the Immediate Past President, the chairpersons of all standing committees, ~~two or three~~ up to four delegates-at-large, and the chairpersons of any regional divisions of the CCCA, shall comprise the Executive Board. All such elected officers, committee chairpersons and the Immediate Past President shall be elected officials of member cities of CCCA, except in the case of the chair of the City Managers/Administrators Committee who should be a public official of the President's city.

SECTION 2. The term of each officer and the directors-at-large shall be for one year, and no person may be elected to the same office for more than three consecutive years. All Executive Board members shall hold office for one year or until their respective successors are elected. However, any officer or Executive Board member who fails to attend two (2) successive Executive Board meetings, without an excused absence, shall be notified by the President that if that officer or executive board member fails to attend the next executive board meeting without an excused absence then they shall thereupon cease to be a member of said Executive Board, subject to the ratification of the Executive Board.

SECTION 3. The Executive Board shall meet once each month prior to the regular meeting of the Board of Directors. The Executive Board shall have the following delegated powers, except that by majority vote of a quorum of the Board of Directors at a meeting the Board of Directors may rescind the delegation of a specific authority:

- (1) Appoint, evaluate and remove any contractor of CCCA;
- (2) Enter into contracts for services and goods that are authorized by the annual budget or work plan;
- (3) Approve and make expenditures consistent with the approved budget; and
- (4) Oversee the routine operations of CCCA, including membership drives and records, meetings and dissemination of information to members (newsletters, email blasts, social media, etc.), and, consistent with the manner provided in these Bylaws, the Annual Municipal Seminar, and all other special events included in the approved budget and work plan.

SECTION 4. The annual election of officers shall be held in the month of April of each year. The President shall announce the time of the election of officers at least two months prior to said election. Upon setting of the time and place for the annual election of officers, the President should appoint at least five and not more than seven voting members of the Board of Directors as a Nominating Committee; including one of them being the current Vice President; said committee shall report to the Board of Directors one month prior to said annual election with a slate of nominees for each officer and director at large position.

No candidate for office shall be considered for more than one office.

In the event that a nominee for office becomes ineligible for office for any reason between the time of closing of nominations and the scheduled annual election of officers, then nominations for that office shall be reopened by the President to allow further consideration of nominees for that seat, and any other seat that becomes affected or vacant thereby.

By majority action of the voting membership present at the time of the annual election, officers shall be selected by election from said nominations. By majority vote, any election may be by secret ballot.

When any office other than that of Secretary/Treasurer is vacated at any time, for any reason, the Board of Directors at any regular or special meeting duly called under the bylaws procedures may, by a majority vote of those in attendance, choose to have all officers below the vacated office ascend upwards, moving one or more offices up until the lowest office or offices become vacated. At this time, nominations for the remaining vacated offices will be opened and an election held or scheduled as determined appropriate by the Board of Directors. If any existing officer(s) choose(s) to stay in his or her original office, and the Board of Directors votes for ascension, lower ranked officers shall be moved up and over the staying officer to the above open office or offices.

In case of a tie vote, the nominees will be allowed 5 minutes to address the Board of Directors before a second vote is taken. If the second vote still ends in a tie vote, the President shall ask for additional nominations from the floor prior to a third vote. Any additional nominees shall also be given 5 minutes to address the Board.

Any member city, through its delegate, has one week after receipt of minutes to challenge the election by a letter to the President of CCCA, and minutes shall be emailed within two weeks of said meeting. The President shall investigate the challenge, report to the Executive Board and the Executive Board, shall determine if another election should be held. If another election is to be held, it will be done at the next regular meeting.

SECTION 5. The President shall be the presiding officer of CCCA and of the Executive Board, and shall be responsible for conducting the business of CCCA. The President, together with the Vice President, shall designate a time and place to hold the Annual Seminar, as provided in Section 6.

SECTION 6. The Vice President shall act in the place and instead of the President when the President is absent or unable to act, or directs the Vice President to act in his/her place. Further duties of the Vice President shall be to plan and conduct the Annual Seminar of CCCA. Committees may be appointed by the Vice President to carry out certain duties in conjunction with the Seminar.

The general plan of the Seminar shall be presented to the Executive Board by the Vice President at the November meeting of the Executive Board. A preliminary program shall be presented to the Executive Board at the January meeting of said committee.

It shall be the duty of the President and the Vice President to select a time and appropriate place to hold the Annual Seminar, having sufficient rooms and facilities for meeting, which shall be approved by the Executive Board.

Notices of the date and place of the Seminar shall be emailed and mailed to all member cities during the month of February. This notice shall give the dates, amount of the registration fee, the general plan and the theme of the Seminar.

SECTION 7. The Secretary/Treasurer shall act in the place and instead of the Vice President when the Vice President is absent or unable to act, or directs the Secretary/Treasurer to act in his or her place. Further, it shall be the duty of the Secretary/Treasurer to certify at all elections of the Board of Directors that only one vote is cast by each member city and that the person so voting is the authorized delegate of that member city.

The Secretary/Treasurer shall be in charge of the records and minutes of all meetings of the Executive Board and general meetings of the Board of Directors, giving all notices required by the bylaws. The Secretary/Treasurer shall prepare a report for the Executive Board of all pending bills due for payment. The Executive Board may approve payment of all submitted bills within the budget. Any expenditure for non-budgeted items must be first submitted to the Board of Directors for approval.

He or she shall assist in the planning of the Annual Seminar of CCCA, if requested by the Vice President.

SECTION 8. The Delegates-at-Large duties and responsibilities are to be determined relative to separation of duties of the other Executive Board members.

SECTION 9. In addition, the Executive Board may, as directed by the voting power of CCCA, appoint and prescribe the duties for a Recording Secretary and a Registrar, as well as such other subordinate positions as deemed necessary. The Recording Secretary and the Registrar need not be eligible for membership in CCCA.

SECTION 10. The President may appoint a qualified member of CCCA to act as Parliamentarian, whose duties will be to know parliamentary procedure and the bylaws of CCCA, and be able to interpret the same when requested to do so by the presiding officer.

SECTION 11. The incoming President shall appoint the members of all standing and special committees, except as otherwise set forth below. The standing committees shall be:

Associate Members Program	Legislative
Ambassadors	Marketing/Communications
Budget & Audit	Membership
By-Laws	Resolutions
Chairperson Selection	Selection
City Managers/Administrators	Special Events
Legal/ City-County Contracts	

Each standing committee may have more than one representative from each member city. The members of the Chairperson Selection Committee shall consist of the President, Vice-President, Immediate Past-President and Secretary/Treasurer. The manner of selection of the chairperson and vice chairperson of each committee shall be as set forth in this paragraph. The Chairperson Selection Committee shall solicit from members interested in serving as chair or vice chair a letter of interest stating that such member is interested in serving as chair or vice chair and that such member is willing and able to carry out the duties and responsibilities of such position, including attendance at Executive Board meetings and other functions at which committee representation is required. The Chairperson Selection Committee shall, from the committee members so stating their interest, select the chair and vice chair of each of the standing committees. If any chair or vice chair of a committee so appointed is unable to fulfill his or her duties, the Chairperson Selection Committee shall have the power to replace such chair or vice chair with another member of such committee. The vice chairperson shall serve in the absence of the chairperson at committee meetings, Executive Board meetings, or other functions at which committee representation is required.

SECTION 12. The Budget & Audit Committee shall prepare an annual budget after determining in conference with the Executive Board and the various standing committees the policies and financial needs of CCCA for the succeeding fiscal year. Such budget shall provide for the payment of the normal operating expenses of CCCA, and for other expenditures within the scope of Article II of these bylaws and pertaining to matters particularly affecting contract cities or the contract system of government differently from cities as a whole.

The Committee shall submit its proposed budget to the Executive Board for approval at least 30 days prior to the date established for adoption of the budget by the Board of Directors. The Committee also shall arrange for an annual audit of the books of CCCA immediately following the end of each fiscal year, and report of such audit shall be presented to the Board of Directors after review by the Executive Board no more than 60 days following the end of each fiscal year.

SECTION 13. The Executive Board, after approving a proposed budget submitted by the Budget & Audit Committee, shall present such budget to the Board of Directors for consideration at least 30 days prior to the date established for adoption, such date to coincide with the date for the Annual Seminar. During the fiscal year, the Executive Board shall have the authority to make expenditures provided for in the budget, as limited in Section 12, without again submitting said expenditures to the Board of Directors.

ARTICLE VII - MEETINGS

SECTION 1. The Board of Directors shall meet at least once each month at such time and place as may be agreed upon by the Board of Directors.

SECTION 2. Special meetings of the Board of Directors may be held at the call of the President, or in writing by fifty-one percent of the voting power of the membership of the Board of Directors upon prior notice of the time and place of said meeting, and the purposes of said meeting in writing delivered to each member city twenty-four hours prior to said meeting. No other business other than that set forth in said notice of meeting shall be conducted at said meeting.

ARTICLE VIII - REGIONAL DIVISION

SECTION 1. Within CCCA, groups of member cities in any given region of the State, with the exception of Los Angeles County, may, with the concurrence of the CCCA Executive Board, form a regional division (county task force or area committee) of those cities desirous of forming such a division within a specific geographic area.

SECTION 2. The purposes and functions of a regional division shall be to promote interest in the contract system of government among the cities of the region; and to take appropriate actions on the problems involving cities contracting for the performance of services in the particular region; and to serve as a rallying point for the cities in the region for the purposes set forth in Article II of the bylaws.

SECTION 3. Each such regional division shall have the authority, subject to concurrence by the Executive Board, to draw up its own bylaws governing the specific structure and purposes of the regional division, so long as there is no contradiction with the bylaws and Articles of Incorporation of CCCA. Further, the regional division shall have the authority to set a division dues schedule, over and above that paid by the member cities to the CCCA, to meet the expenses incurred in the conduct of the division's business.

ARTICLE IX - AMENDMENT TO BY-LAWS

SECTION 1. These bylaws may be amended at any regular meeting thereof by the number of votes equal to fifty-one percent (51%) of the entire voting power of the Board of Directors, provided notice of the proposed amendment was given at the previous meeting. Proposed amendment(s) shall be published and emailed to members of the Board of Directors not less than 30 days prior to the regular meeting at which they shall be presented and voted upon.

ARTICLE X - DISTRIBUTION OF BY-LAWS

SECTION 1. The bylaws shall be printed and a hard copy or electronic copy thereof shall be furnished to each member of CCCA.

ARTICLE XI - QUORUM

SECTION 1. A quorum for the transaction of business at any meeting of the Board of Directors shall be ~~thirty-three percent (33%)~~ **twenty-five percent (25%)** of the voting power of the membership of the Board of Directors. A quorum for the transaction of business at any meeting of the Executive Board shall be fifty-one percent of the voting power of the Executive Board.

SECTION 2. A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to CCCA or by electronic video screen communication (1) if CCCA implements reasonable measures to provide members in person a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrent with those

proceedings, and (2) if any member votes or takes other action at the meeting by means of electronic transmission to CCCA or electronic video screen communication, a record of that vote or action is maintained by CCCA.

ARTICLE XII - RULES OF ORDER

SECTION 1. Robert's Rules of Order, Revised, shall govern the proceedings of this CCCA with such exceptions as are covered by these bylaws. A two-thirds vote of members present at any meeting shall be required to suspend Robert's Rules of Order and such suspension shall prevail for that meeting only.

SECTION 2. Except for resolutions of courtesy, commendation, appreciation or condolence, any resolution or matter of business brought before CCCA for formal action shall be first presented through the Resolutions Committee to the Executive Board for recommendation. However, any designated voting delegate of a city may present by petition a resolution for formal action by the membership without the Resolutions Committee and Executive Board recommendation or concurrence, provided that the petition contains the specific language of the resolution and is signed by at least fifteen (15) designated voting delegates of CCCA. The signed petition must be presented to the President of CCCA no later than 48 hours prior to the time set for convening the business session at which the resolution is to be presented for consideration.

ARTICLE XIII - LIMITATIONS

SECTION 1. Nothing herein contained shall be construed to bind or commit any member city to the policy or action taken by CCCA. As stated herein the purposes of CCCA are to protect, improve, promote and analyze contractual services by united CCCA effort. To that extent CCCA has been formed and to that extent CCCA will operate by united effort. However, each member city recognizes that it cannot delegate its lawful constituted legislative, executive and judicial powers, and for that reason and because of that limitation, each representative of a member city serving on the Board of Directors shall act on said Board of Directors as an individual representative of his or her city. No city shall be bound or committed to any course of action taken by CCCA. However, until CCCA is dissolved or otherwise ceases to perform, CCCA shall remain representative of any member city.

SECTION 2. No member city shall be liable for any debts or obligations of CCCA unless the City Council of said member city has in accordance with law approved or ratified the same.

ARTICLE XIV - VOTING PROCEDURE

SECTION 1. The President shall make the initial decision as to whether a voice or roll call vote shall be taken on any matter. After a voice vote has been taken, any member of the Board of Directors shall have the right to demand a roll call vote. All roll call votes shall be by City.

These bylaws are amended this ___ day of _____ 2017.

President

Secretary