

# South Bay Cities Council of Governments

November 18, 2021

TO: SBCCOG Board of Directors  
FROM: SBCCOG Steering Committee  
SUBJECT: Potential Revisions to the Bylaws

## Adherence to Strategic Plan:

*Goal D: Organizational Stability.* Be a high performing organization with a clear path to long-term financial health, staffing continuity, and sustained board commitment.

## **BACKGROUND**

The Bylaws Subcommittee has been working for several months on potential amendments to the Bylaws primarily to make delegation of authority to the Steering Committee clearer. Members of the Bylaws Subcommittee are Stacey Armato, George Chen, Olivia Valentine and Bea Dieringer.

Attached are the proposed revisions which have all been reviewed by our legal counsel, Mike Jenkins.

## **NEXT STEPS**

From the Bylaws, this is how they need to be amended.

*“Amendments to these Bylaws may be proposed by a Governing Board Representative. The Amendment shall be submitted to the Governing Board at a meeting at least one month prior to the meeting at which the Amendment is voted upon. A vote of two-thirds (2/3) of the total voting membership of the Governing Board is required to adopt an Amendment.”*

## **RECOMMENDATION**

Review attached suggested Bylaws changes and recommend that they be submitted to the Board at the next meeting for a vote at the January 27 Board meeting.

**BYLAWS**  
**SOUTH BAY CITIES COUNCIL OF GOVERNMENTS**

**Preamble**

The South Bay Cities Council of Governments (the "Council") is an agency voluntarily established by its Members pursuant to a Joint Powers Agreement ("Agreement") for the purpose of providing a vehicle for the Members to engage in regional and cooperative planning and coordination of government services and responsibilities to assist the Members in the conduct of their affairs. In addition, the Council will provide a regional organization for the review of federal state, and/or regional projects and studies that involve the use of federal state and/or regional funds, in various forms.

It is the express intent of its Members that the Council shall not possess the authority to compel any of its Members to conduct any activities or implement any plans or strategies that they do not wish to undertake (except for the payment of dues). The goal and intent of the Council is one of voluntary cooperation among cities for the collective benefit of cities in the South Bay.

**Article I - Definitions**

The terms "Agreement," "Alternate Governing Board Representative," "Council," "Governing Board," and "Governing Board Representative," as used in these Bylaws are defined in the Agreement and those definitions are incorporated by reference. The term "elected official" as used in these bylaws means the mayor and the city councilmembers of the members.

**Article II - Membership and Representation**

- A. Membership. Members shall withdraw from or be admitted to the Council in accordance with Section 21 of the Agreement.
- B. Representation.
  - 1. The Governing Board Representative and alternate Governing Board Representatives for a member shall be designated in writing by that member's legislative body or its mayor if the mayor is so authorized by the member's charter, ordinances or rules.
  - 2. Names of Governing Board Representatives and Alternate Governing Board Representatives shall be communicated in writing to the Governing Board by the appointing Member.
  - 3. Governing Board Representatives and Alternate Governing Board Representatives shall serve until a-successor is appointed, so long as they otherwise remain eligible.
  - 4. Only representatives from member cities that are not suspended or on inactive status are eligible to participate and qualified to vote on the governing board and its committees.

**Article III - Governing Board**

- A. Powers and Duties. The powers and duties of the Governing Board, subject to the limitations of applicable law, the Agreement and these Bylaws, shall include:

1. All of the powers of the Council provided in Section 4 of the Agreement except as may be expressly delegated to others pursuant to the provisions of the Agreement these Bylaws or the direction of the Governing Board shall be exercised by and through the Governing Board.
2. Making policy decisions and determining policy matters for the Council.
3. Conducting the affairs of the Council.
4. Appointing, fixing the compensation of and removing an Executive Director and other staff of the Council.
5. Annually reviewing the proposed Council budget and assessment schedule and adopting an annual budget and an assessment schedule.
6. Appointing standing committees and, if necessary, ad hoc committees to study specific problems, programs, or other matters the Council has approved for study.
7. Acting upon policy recommendations, including policy recommendations from committees.

B. Meetings

1. Regular meetings of the Governing Board shall be held monthly, [except for the month of December and the month during which the General Assembly is conducted](#). Special meetings of the Governing Board may be called by the chair. All meetings shall be called and conducted, and an agenda posted, in accordance with the Ralph M. Brown Act (Government Code Sections 54950 et seq.), as it now exists or may hereafter be amended. The official agenda for each meeting shall be posted by the city clerk of the city in whose jurisdiction the meeting is scheduled to take place. City clerks of other member cities will be provided a copy of the agenda and are encouraged to post the agenda at their official posting location so as to assure widespread notice of the meetings.
2. The time and date of regular meetings of the Governing Board shall be established by resolution of the Board. The location of each meeting shall be determined the preceding month or by standing order of the Governing Board.
3. Council committees shall meet on the call of their chair or as otherwise provided herein and in compliance with applicable law.

- C. Voting. Voting on the Governing Board shall be conducted as prescribed in the Agreement. Voting may be either by voice or roll call vote. A roll call vote shall be conducted upon the demand of five participating Representatives, or at the discretion of the Chair.

#### **Article IV - Executive Director**

If an Executive Director is appointed by the Governing Board, the powers and duties of the Executive Director shall be:

- A. Subject to the authority of and as directed by the Governing Board, to administer the affairs of the Council.
- B. Subject to the authority of and as directed by the Governing Board, to appoint direct and remove all employees of the Council and to retain consultants.

- C. Annually to prepare and present a proposed budget to the Governing Board and to control the approved budget.
- D. To serve as the Secretary of the Council.
- E. To attend the meetings of the Governing Board.
- F. To perform such other and additional duties as the Governing Board, these Bylaws, the Agreement or applicable law may require.
- G. To serve as Custodian of Records of the Council.

In the event no Executive Director is appointed by the Governing Board, the Chair shall perform the duties set forth in subparagraphs A, B, C, and F, above, and shall appoint a Secretary of the Council.

#### **Article V - Other Officers and Employees**

- A. Secretary. The Executive Director shall be the Secretary of the Council and shall have no vote on the Governing Board. In the event no Executive Director is appointed by the Governing Board, the Chair shall appoint as Secretary such other person as it deems fit. The Secretary shall keep a record of all proceedings and perform the usual duties of such office.
- B. Treasurer Pursuant to Section 13 of the Agreement, the Governing Board shall designate a Treasurer of the Council. The Treasurer shall possess the powers to and shall perform those functions required by Government Code sections 6505 and 6505.5 and all other applicable laws and regulations, including any subsequent amendments thereto, the Agreement, these Bylaws or by the direction of the Governing Board. The Treasurer shall have custody of the funds and shall provide for strict accountability thereof in accordance with Government Code Section 6505.5 and other applicable laws. Pursuant to Government Code Section 6505.6, the Governing Board may appoint a qualified person to assist the Treasurer in the performance of its duties. The Treasurer shall annually cause an independent audit to be made by a certified public accountant or public accountant in accordance with Government Code sections 6505 and 6505.6.
- C. Additional Officers and Employees. The Governing Board shall have the power to authorize such additional officers and employees as may be appropriate. Such officers and employees may also be, but are not required to be, officers and employees of the individual Members. None of the officers, agents, or employees appointed by the Governing Board shall be deemed, by reason of their employment by the Governing Board, to be employed by any of the Members or, by reason of their employment by the Governing Board, to be subject to any of the requirements of such Members.
- D. Bonding requirement. The governing board shall designate the officers or persons having charge of, handling, or having access to any property of the council who shall be required to file an official bond with the governing board. The amount of any such bond shall be established by the governing board. Should the existing bond or bonds of any such officer be extended to cover the obligations provided herein, said bond shall be the official bond required herein. The premiums on any such bonds attributable to the coverage required herein shall be appropriate expenses of the council.
- E. Status of Members' Officers and Employees. As provided in Government Code Section 6513, all of the privileges and immunities from liability and other benefits that apply to the activity of officers, agents, or employees of any of the Members when performing their respective functions within the territorial limits of their respective public agencies shall apply to them while engaged in the performance of any of their fractions and duties extraterritorially under this Agreement.

## Article VI – City Managers Advisory Body

The governing board shall receive and consider recommendations made from time to time by the South Bay City Managers' Association.

## Article VII - Standing and Ad Hoc Committees

- A. Formation of Committees. The Governing Board may establish Standing and Ad Hoc Committees. The Standing and Ad Hoc Committees shall be for the purpose of developing recommendations to the Governing Board.
1. All Standing and Ad Hoc Committees shall have a written statement of purpose, and the Ad Hoc Committees shall in addition have a written statement of charges, before they are formed.
  2. Ad hoc Committees shall have a term not to exceed one year in duration.
  3. The Chair shall recommend, and the Governing Board shall appoint by a vote of fifty percent (50%) plus one (1), the members to the standing and ad hoc committees. Members to the standing and ad hoc committees shall be appointed for one year terms, or until the committee is dissolved, whichever occurs first. In making recommendations for members to the standing and ad hoc committees, the Chair shall consider regional representation. Any elected official from a member agency, and the alternates from the County are eligible for appointment to a standing or ad hoc committee.
  4. A quorum of a standing or ad hoc committee shall be four elected officials, unless otherwise provided by the Governing Board.
  5. Actions may be taken by standing and ad hoc committees by a majority of those members present and qualified to vote.
  6. All standing or ad hoc committees shall be chaired by an elected official from a member agency.
  7. The meetings of standing committees shall be held in accordance with the Ralph M. Brown Act (California Government Code sections 54950 et seq.)
- B. Steering Committee. A Steering Committee is hereby established as a Standing Committee of the Governing Board.
1. The Steering Committee shall be composed of the Chair, 1<sup>st</sup> Vice-Chair, 2<sup>nd</sup> Vice-Chair, the Immediate Past Chair of the governing board, the Chair of each standing committee or a designee appointed by the committee chair, and such employees/contractors of the council and staff members of member agencies as are designated by the governing board, provided that non-elected employees/contractors of the council and staff members of member cities or the county shall serve ex-officio and shall not have a vote. Any board member or alternate who attends a steering committee meeting shall be able to vote at the meeting which they attend as long as there is no more than one vote cast per member city or two votes from the county (one each from District 2 and 4). Representatives from suspended or inactive agencies as defined in Section 21 of the Agreement shall not serve on the Steering Committee and if in attendance at a Steering Committee meeting shall not be entitled to vote.
  2. The Steering Committee shall have the authority and duty to:
    - a. Formulate the agendas for the meetings of the Governing Board;

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b. Oversee the day-to-day business of the Council, monitor the progress of ongoing contracts and projects and provide direction to the Executive Director;

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c. Approve payment of bills for the receipt of goods and services out of non-reserve funds within the approved budget;

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d. Make recommendations to the Governing Board regarding the work program budget, positions to be taken on issues, contracts and all other matters within the jurisdiction of the Council;

e. Evaluate the Executive Director;

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f. Monitor the functioning of all Council committees;

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g. Receive regular reports from outside agencies;

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h. Approve (i) new contracts with a value no more than \$10,000 for projects authorized in the approved budget and amendments to those contracts so long as the change in total compensation does not exceed \$10,000; (ii) new contracts and amendments to contracts under which the Council receives compensation in exchange for providing services; (iii) new contracts and amendments to contracts under which the Council expends grant funds; and (iv) new contracts and amendments to contracts that are time sensitive and must be approved in December and the month during which the General Assembly is conducted.

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Act with full authority of the Governing Board during the month of December and the month during which the General Assembly is conducted, provided that the actions (aside from final approval of contracts as provided in subparagraph (h), above) are ratified in the ensuing month by the Governing Board.

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j. Approve in July of each year the calendar for Board meetings and other significant Council events for the ensuing fiscal year.

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3. A quorum of the Steering Committee shall be a minimum of four elected officials from among those persons identified in paragraph B1.

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4. Regular meetings of the Steering Committee shall be held monthly. Special meetings of the Steering Committee may be called by the chair. All meetings shall be called and conducted, and an agenda posted, in accordance with the Ralph M. Brown Act

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(Government Code Sections 54950 et seq.), as it now exists or may hereafter be amended. The official agenda for each meeting shall be posted by the city clerk of the city in whose jurisdiction the meeting is scheduled to take place.

5. Actions and recommendations of the Steering Committee with supporting documentation shall be made available electronically to the Governing Board and reported to the Governing Board on the consent calendar at its meeting next following the Steering Committee meeting.

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### Article VIII – General Assembly

A General Assembly may be called by the Chair of the Governing Board at any time to discuss issues and make recommendations to the Governing Board. All elected officials of the legislative bodies of all Members shall be members of the General Assembly. The General Assembly is not required to meet. The Chair of the Governing Board shall be the chair of the General Assembly.

### Article IX - Budgets, Dues and Disbursements

- A. Annual Budget. The Governing Board shall adopt a Budget annually prior to July 1 of each calendar year. A vote of two-thirds (2/3) of the total voting membership of the Governing Board is required to adopt or amend a Budget.
- B. Budget Amendments. The Governing Board may at any time amend the budget to incorporate additional income and disbursements that might become available to the Council for its purposes during a fiscal year.
- C. Fiscal Year. The Council shall be operated on a fiscal year basis beginning on July 1 of each year and continuing through the succeeding June 30.
- D. Accounts. All funds shall be placed in appropriate accounts and the receipt transfer, or disbursement of such funds shall be accounted for in accordance with generally accepted accounting principles applicable to governmental entities and pursuant to Government Code Section 6505 and any other applicable laws. There shall be strict accountability of all funds. All revenues and expenditures shall be reported to the Governing Board.
- E. Expenditures Within Approved Annual Budget. The Steering Committee is authorized, as provided herein, to make expenditures on behalf of the Council. All expenditures shall be made only as authorized within the approved budget. ~~No expenditure in excess of those budgeted shall be made without the approval of a majority of a quorum of the Governing Board.~~
- F. Audit. The records and accounts of the Council shall be audited annually by an independent certified public accountant or public accountant, in compliance with Government Code sections 6505.5 - 6505.6, and copies of such audit report shall be filed with the County of Los Angeles Auditor, the State Controller and each party to the Council no later than fifteen (15) days after receipt of said audit by the Governing Board.
- G. Dues. The Members of the Council shall be responsible for the payment to the Council annually, of dues and the amounts periodically budgeted by the Governing Board, as and for the operating costs of the Council ("Dues"). Sixty (60) days notice shall be provided to Members of the date of the meeting at which any increase in the Dues is to be determined for the following year. If an increase in dues is proposed from the previous year, an affirmative vote of two-thirds (2/3) of the total voting membership of the Governing Board is required to set the new dues.
- H. Reimbursement of Funds. Grant funds received by the Council from any federal state, or regional agency to pay for budgeted expenditures for which the Council has received all or a portion of said funds from the parties hereto shall be used as determined by the Governing Board.

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### **Article X - Amendments**

Amendments to these Bylaws may be proposed by a Governing Board Representative. The Amendment shall be submitted to the Governing Board at a meeting at least one month prior to the meeting at which the Amendment is voted upon. A vote of two-thirds (2/3) of the total voting membership of the Governing Board is required to adopt an Amendment.