



SOUTHERN CALIFORNIA
ASSOCIATION OF GOVERNMENTS
900 Wilshire Blvd., Ste. 1700
Los Angeles, CA 90017
T: (213) 236-1800
www.scag.ca.gov

REGIONAL COUNCIL OFFICERS

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First Vice President
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Human Development
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Carmen Ramirez, Oxnard

Transportation
Curt Hagman, San Bernardino County

SEE AMENDED TELECONFERENCE LOCATIONS
INDICATED WITH AN ASTERISK (*)

BYLAWS & RESOLUTIONS COMMITTEE

Wednesday, February 21, 2018
1:00 p.m. – 2:00 p.m.

SCAG MAIN OFFICE
900 Wilshire Blvd., Ste. 1700
Innovation Room
Los Angeles, CA 90017
(213) 236-1800

PLEASE SEE NEXT PAGE FOR OTHER MEETING LOCATIONS

If members of the public wish to review the attachments or have any questions on any of the agenda items, please contact Tess Rey-Chaput at (213) 236-1908 or via email at REY@scag.ca.gov.

SCAG, in accordance with the Americans with Disabilities Act (ADA), will accommodate persons who require a modification of accommodation in order to participate in this meeting. SCAG is also committed to helping people with limited proficiency in the English language access the agency's essential public information and services. You can request such assistance by calling (213) 236-1908. We request at least 72 hours (three days) notice to provide reasonable accommodations and will make every effort to arrange for assistance as soon as possible.

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Bylaws and Resolutions Committee Members and Other Meeting Locations

Date: Wednesday, February 21, 2018

Time: 1PM – 2PM

Location: SCAG Main Office

900 Wilshire, Suite 1700 – Innovation Conference Room

Los Angeles, CA 90017

SEE AMENDED TELECONFERENCE LOCATIONS
INDICATED WITH AN ASTERISK (*)

LIST OF MEMBERS

TELECONFERENCE / MEETING LOCATIONS

1. **Hon. Bill Jahn, CHAIR**
Representing San Bernardino County

SCAG Main Office
900 Wilshire, Suite 1700
Los Angeles, CA 90017

2. **Supervisor Curt Hagman**
Representing San Bernardino County

San Bernardino County Office
14010 City Center Drive, Chino Hills, CA

3. **Hon. Frank Navarro**
Representing San Bernardino County

SCAG San Bernardino Office
1170 West 3rd Street, Suite 140
San Bernardino, CA 92410

4. **Hon. Jeff Giba**
Representing Riverside County

SCAG Riverside Office
3403 10th Street, Suite 805
Riverside, CA 92501

5. **Hon. Margaret Clark**
Representing Los Angeles County

Rosemead City Hall
8838 E Valley Blvd, Rosemead, CA 91770

6. **Hon. Sam Pedroza**
Representing Los Angeles County

~~SCAG Main Office 900 Wilshire, Suite 1700
Los Angeles, CA 90017~~
Sanitation Districts of Los Angeles County*
1955 Workman Mill Road
Whittier, CA 90601

7. **Hon. Victor Manalo**
Representing Los Angeles County

8. **Hon. Peggy Huang**
Representing Orange County

SCAG Main Office
900 Wilshire, Suite 1700
Los Angeles, CA 90017

9. **Hon. Marty Simonoff**
Representing Orange County

SCAG OCTA Office
600 South Main Street, Suite 1233
Orange, CA 92868

10. **Hon. Cheryl Viegas Walker**
Representing Imperial County

Walker & Driskill, PLC
3205 S. Dogwood Road Suite B
El Centro, CA 92243

11. **Hon. Carmen Ramirez**
Representing Ventura County

SCAG Ventura Office
950 County Square Drive, Suite 101
Ventura, CA 93003

12. **Supervisor Linda Parks**
Representing Ventura County

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BYLAWS AND RESOLUTIONS COMMITTEE

AGENDA

Southern California Association of Governments
SCAG Main Office
900 Wilshire Boulevard, Suite 1700, Los Angeles, California 90017
February 21, 2018
1:00 PM – 2:00 PM

The Bylaws and Resolutions Committee may consider and act upon any of the items listed on the meeting agenda regardless of whether they are listed as Information or Action Items.

CALL TO ORDER AND PLEDGE OF ALLEGIANCE

(The Honorable Bill Jahn, Chair)

PUBLIC COMMENT PERIOD

Members of the public desiring to speak on items on the agenda, or items not on the agenda, but within the purview of the Committee, must fill out and present a Public Comment Card to the Assistant prior to speaking. Comments will be limited to three (3) minutes per speaker. The Chair has the discretion to reduce the time limit based upon the number of speakers and may limit the total time for all public comments to twenty (20) minutes.

DISCUSSION / ACTION ITEM

- Proposed Amendments to the SCAG Bylaws
(Joe Silvey, General Counsel)

Recommended Action: That the Bylaws and Resolutions Committee review the following proposed amendments to the SCAG Bylaws and forward its recommendations to the Regional Council.

ADJOURNMENT

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Southern California Association of Governments
900 Wilshire Blvd., Suite 1700, Los Angeles, CA 90017

February 21, 2018

To: Bylaws and Resolutions Committee

From: Joseph Silvey, General Counsel, jsilvey@bwslaw.com

Subject: Proposed Amendments to the SCAG Bylaws

EXECUTIVE DIRECTOR'S
APPROVAL



RECOMMENDED ACTION:

That the Bylaws and Resolutions Committee review the following proposed amendments to the SCAG Bylaws and forward its recommendations to the Regional Council.

EXECUTIVE SUMMARY:

Each year, in preparation for the annual General Assembly meeting, proposed resolutions and proposed amendments to the SCAG Bylaws are considered by both the Bylaws and Resolutions Committee and the Regional Council), prior to submission to the General Assembly.

This year, there are no proposed resolutions that have been offered for consideration.

One proposed amendment to the Bylaws has been offered for consideration by two Official Representatives to SCAG's General Assembly. This proposed amendment from Hon. Margaret Finlay and Hon. Pam O'Connor would provide Past Presidents of SCAG with full voting membership in the Regional Council if they were elected to city council or county supervisor positions or non-voting participation in the Regional Council in an ex officio capacity for the Past Presidents if they were not elected to city council or county supervisor positions.

Finally, SCAG staff, acting on behalf of the Executive Director, have undertaken a review of the Bylaws and propose a number of amendments to the Bylaws. Several of these proposed amendments simply correct errors, and omissions but some address significant issues including: (1) indication that proposed resolutions from Official Representatives will only be forwarded to the General Assembly if they are recommended for approval by the Regional Council; (2) indicating that the Regional Council has the power to suspend, reinstate and permanently remove SCAG Officers, the Executive Director and other appointees from their positions but only after a recommendation from the EAC and prohibiting the EAC from taking such actions when the EAC is acting on behalf of the Regional Council (3) lowering the quorum requirement for the Legislative/Communications and Membership Committee; and (4) increasing the number of potential at-large appointments of local elected officials to the Policy Committee.

STRATEGIC PLAN: This item supports SCAG's 2018 Strategic Plan, Goal 5; Objective A: Integrate the Strategic Plan into SCAG's day-to-day operations by defining roles and responsibilities across the agency.

BACKGROUND:

Every year, proposed changes to the SCAG Bylaws may be presented by the Official Representatives to SCAG's General Assembly and by staff acting on behalf of the Executive Director.

A. Proposal by Hon. Margaret Finlay and Hon. Pam O'Connor

The Honorable Margaret Finlay from the City of Duarte and SCAG President, representing RC District 35, and the Honorable Pam O'Connor from the City of Santa Monica, representing RC District 41, have proposed that the Past Presidents of SCAG be allowed to continue to serve on the Regional Council after their terms of office expire. They believe that the Past Presidents of SCAG have a broad base of experience and a detailed understanding of SCAG and the SCAG Region which would be of great value to SCAG and its member agencies. Specifically, they propose that: (1) Past Presidents who are elected to city council or county supervisor positions may be appointed or elected to serve as representatives of Regional Council members or District Representatives; (2) Past Presidents who are elected to city council or county supervisor positions but who are not appointed or elected to serve as representatives of Regional Council members or District Representatives would still be included in the membership of the Regional Council with all rights, privileges and responsibilities of Regional Council members and District Representatives and would also serve as Official Representatives to the General Assembly; and (3) all other Past Presidents who were no longer elected to serve in city council or county supervisor positions would serve on the Regional Council in ex officio, non-voting positions.

This proposed amendment to the Bylaws is illustrated in the marked-up version of the Bylaws included as Attachment 2 to this staff report. See Article V A (7).

B. Proposals by SCAG Staff

SCAG staff annually review the Bylaws to correct minor errors and omissions and to address issues that have arisen during the conduct of SCAG's activities. The most significant Bylaw amendments proposed by staff are described below.

(1) The Bylaws currently require that all proposed resolutions submitted by Official Representatives to the General Assembly be submitted to the Bylaws and Resolutions Committee and then to the Regional Council and then to the General Assembly along with the recommendation of the Regional Council. Time constraints often impact the General Assembly. To help make the General Assembly be as efficient as possible, staff have proposed an amendment to the Bylaws that would require only proposed resolutions that have been recommended for approval by the Regional Council be passed to the General Assembly for action. See Article IV A (5) in Attachment 2.

(2) The Bylaws currently allow the Regional Council to appoint and remove the Executive Director. Other provisions in the Bylaws allow for cities or Districts to remove their representatives under certain defined circumstances. There are no provisions in the Bylaws that allow SCAG to take any action to remove Officers, chairs or vice chairs of committees, or appointed committee members. In light of the current public climate holding elected and private officials to high levels of scrutiny for perceived or alleged errors, wrong-doings or misbehaviors, staff have proposed several amendments to the Bylaws. These amendments would give the Regional Council the power to suspend, reinstate, or permanently remove

Officers, the Executive Director, chairs, vice chairs or individuals appointed to SCAG committees. However, all such powers could only be exercised by the Regional Council in response to a recommendation by the Executive/Administration Committee. Moreover, all such powers would require a super-majority vote by the Regional Council. Finally, although the Executive/Administration Committee is authorized to act on behalf of the Regional Council under certain circumstances, it would be prohibited from taking suspension, reinstatement or permanent removal actions when acting on behalf of the Regional Council. See Articles V A (4) (d), V A (5) (d), V C (3) (a) and V C (3) (c) in Attachment 2.

(3) Staff have prepared a Bylaw amendment that would lower the quorum requirement of the Legislative/Membership and Communications Committee to one-third of its voting membership to be consistent with other SCAG committees. See Article V D (4) in Attachment 2.

(4) To allow for greater participation in the work of the Policy Committees, staff have proposed a Bylaw amendment that would allow additional at-large appointments by the President in response to written requests from a city that is unrepresented in the Policy Committees. See Article V E (2) (g) in Attachment 2.

C. Listing of All Proposed Bylaw Amendments

Attachment 1 identifies all the significant amendments that are proposed by staff and indicates the location of each such amendment.

Attachment 2 is a marked-up version of the Bylaws illustrating all the amendments proposed by staff including correction of minor errors or omissions. As noted earlier, Attachment 2 also includes the proposed amendment described in Section A. above.

ATTACHMENTS:

1. Summary of Bylaw Changes Proposed by Staff on behalf of the Executive Director
2. Marked-up version of the Proposed Bylaws Amendments

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Attachment 1

Summary of Significant Bylaw Amendments Proposed by Staff

1. **Article III B (6)** – This proposed amendment would provide an additional 15 days to member agencies to advise SCAG of the names of their Official Representatives and Alternates. Additionally, the SCAG President and Executive Director would have the authority to allow written notification of the names of Official Representatives and Alternates up to the opening of the GA if requested. Last minute notifications occur regularly and staff believe they should be honored to the extent possible.
2. **Article IV A (5)** – This proposed amendment explains that SCAG staff will establish the deadline for submittal of proposed resolutions to SCAG, which deadline may be waived by the SCAG President or Executive Director. In the interest of making the General Assembly more efficient, this amendment also indicates that only proposed resolutions that have been recommended for approval by the Regional Council will be forwarded to the General Assembly for action.
3. **Article V A (2) (a)** – This proposed amendment would require the SCAG President to declare as vacant the position of a District representative if the election or appointment of said District Representative was not in accord with the requirements of the Regional Council Policy Manual.
4. **Article V A (4)(d)** – This proposed amendment would make clear that the Regional Council has the power to suspend, reinstate, or permanently remove from their positions individuals who occupy certain identified positions within the SCAG organization but only in response to a recommendation from the Executive/Administrative Committee. Given the examples of abuses of power that have recently been identified in public and private organizations, staff believe it would be prudent to make clear that the Regional Council can act to remove individuals from the identified positions if it ever is necessary to do so. This proposed amendment would also give the Regional Council the power to make appointments or call elections as necessary to address suspensions or permanent removals from office.
5. **Article V A (4)(e)** – This proposed amendment would clarify that the President shall appoint the membership and chairs for all committees and subcommittees created by the Regional Council except that, at the President's discretion, the chair of a Policy Committee may select the membership and chair of a subcommittee of a Policy Committee.
6. **Article V A (5)(d)** – This proposed amendment would require the same number of Regional Council votes to suspend, reinstate, or permanently remove individuals in identified positions in the SCAG organization as would be necessary to appoint or remove the Executive Director.
7. **Article V C (3) (a)** - This proposed amendment would indicate that the Executive/Administration Committee, when acting on behalf of the Regional Council, would not have the power to appoint the Executive Director or suspend, reinstate or permanently remove any SCAG Officer, the Executive Director, chairs or vice chairs or committee members.

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8. **Article V C (4)** – This proposed amendment clarifies those actions of the Executive/Administration Committee that would require a super majority vote when the Executive/Administration Committee is acting on behalf of the Regional Council.
 9. **Article V D (1)** – This proposed amendment would clarify that the President of SCAG shall appoint the chair and vice chair of the LCMC.
 10. **Article V D (4)** – This proposed amendment would change the LCMC quorum requirement to one-third of the membership of the committee from the current majority requirement
 12. **Article V E (2)(g)** – This proposed amendment would give the President the authority to add at-large members to the Policy Committees upon written requests from unrepresented cities regardless of whether or not there were unfilled subregional representative positions.

Attachment 2**Marked-up Version of Current Bylaws showing all Proposed Amendments****BYLAWS****THE SOUTHERN CALIFORNIA ASSOCIATION OF GOVERNMENTS****Preamble**

The Southern California Association of Governments (hereinafter referred to as either the “Association” or “SCAG”) is an agency voluntarily established by its Members pursuant to the Joint Exercise of Powers Act for the purpose of providing a forum for discussion, study and development of recommendations on regional challenges and opportunities of mutual interest and concern regarding the orderly physical development of the Southern California Region among units of local government.

ARTICLE I - FUNCTIONS

The functions of the Association are:

- A. Exchange of objective planning information. Making available to Members plans and planning studies, completed or proposed by local governments, Tribal Governments, or those of State or Federal agencies, which would affect local governments.
- B. Identification and study of challenges and opportunities requiring objective planning by jurisdictions in more than one (1) county in the Southern California area 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 common interest and concern to Members of the Association in the region 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 any joint powers agreements, State or Federal law, or the regulations adopted pursuant to any such law.

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- F. Assist local Association Members in the acquisition of real and personal property convenient or necessary for the operation of Members by entering into such financing agreements as are necessary to accomplish the pooling and common marketing of such agreements or certificates of participation in order to reduce the cost to Members of the acquisition of such real or personal property.
 - G. Undertake transportation planning programs and activities in accordance with the Association's responsibilities as a metropolitan planning organization as outlined in 23 U.S.C.A. § 134 et seq., and as may be amended from time to time.

ARTICLE II - DEFINITIONS

- A. **Advisory Member** or **Advisory Member of the Association**, as used in these Bylaws, means a federally recognized Indian Nation within the SCAG Region, as defined below, that is significantly involved in regional problems or whose boundaries include territory in more than one county and that has paid its annual dues assessment.
- B. **Alternate**, as used in these Bylaws, means either the mayor or a member of the legislative body of a member city, or the chair of the Board of Supervisors or a member of the legislative body of a member county who has been appointed by a Member of the Association to serve in an official capacity for all matters at a meeting of the General Assembly but only in the absence of the Official Representative of the member city or county. An Advisory Member of the Association may also appoint an Alternate to serve in the absence of the Official Representative of the Advisory Member.
- C. **Association**, as used in these Bylaws, means the Southern California Association of Governments as established by that certain Southern California Association of Governments Agreement filed with the California Secretary of State on April 20, 1973, (said Agreement is hereinafter referred to as "Joint Powers Agreement").
- D. **Association budget** or **annual budget** or **budget**, as used in these Bylaws, shall mean the summation and presentation of all general fund revenues obtained by the Association from dues from Members, Advisory Members, and Regional Council members, and other sources of revenue and a summation and presentation of the costs, expenditures, savings and reserve accounts utilizing such revenue but specifically excluding all funds and expenditures associated with specific federal or state funding programs such as the Association's annual Overall Work Program.

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- E. **Days** or **days**, as used in these Bylaws, means calendar days.
- F. **General Assembly**, as used in these Bylaws, means a meeting of the Official Representatives of the Members and the Advisory Members of the Association.
- G. **Member, member** or **Member of the Association**, as used in these Bylaws, means a city, county or County Transportation Commission within the SCAG Region, as defined below, that has satisfied the conditions of membership in Article III below.
- H. **Official Representative**, as used in these Bylaws, means (1) the mayor or a member of the legislative body of a member city, or (2) the chair of the Board of Supervisors or a member of the Board of Supervisors of a member county, or (3) the chair or a member of the governing board of a member County Transportation Commission (CTC) within the SCAG Region who has been appointed by a Member of the Association to serve in an official capacity at a meeting of the General Assembly. Official Representatives may also be referred to as “Delegates” of the Association. An Advisory Member of the Association may also appoint an Official Representative to serve in an official capacity at a meeting of the General Assembly.
- I. **Regional Council Policy Manual**, as used in these Bylaws, means that Policy Manual first adopted by the Regional Council on July 12, 2007, and all subsequent amendments and updates approved by the Regional Council. In the event of a conflict between any part of the Regional Council Policy Manual and any part of these Bylaws, these Bylaws shall prevail.
- J. **Regional Council member**, as used in these Bylaws, means a Member of the Association or an Advisory Member of the Association or another entity specified in these Bylaws which is able to appoint a voting representative to serve on the Regional Council or whose city council members may participate in the selection of a District representative to serve on the Regional Council,
- K. **SCAG Region**, as used in these Bylaws, means the counties of Imperial, Los Angeles, Orange, Riverside, San Bernardino, and Ventura.
- L. **Voting-Eligible** or **voting-eligible**, as used in these Bylaws, describes those Members of the Association, Advisory Members of the Association and Regional Council members who retain all voting rights and who have not had their voting rights suspended as described in Article VIII, Paragraph C.

ARTICLE III - ASSOCIATION MEMBERSHIP AND REPRESENTATION
FOR THE GENERAL ASSEMBLY

A. **Membership**

- (1) All cities and all counties within the area of the SCAG Region are eligible for membership in the Association. In addition, each CTC from the SCAG Region is also eligible for membership in the Association.
- (2) Each member county and each member city shall have one (1) Official Representative and one (1) Alternate in the General Assembly, except that the City of Los Angeles, if and while it is a member city, shall have three (3) Official Representatives and three (3) Alternates. Each member CTC shall have one (1) Official Representative in the General Assembly.
- (3) Membership in the Association shall be contingent upon the execution of the Joint Powers Agreement and the payment by each member county, member city, or member CTC of each annual dues assessment.
- (4) Any federally recognized Indian Nation within the SCAG Region which is significantly involved in regional problems or the boundaries of which include territory in more than one (1) county, shall be eligible for an Advisory Membership in the Association. In addition to selecting Official Representatives and Alternates for the General Assembly, such Advisory Members may collectively select a single representative from the Tribal Government Regional Planning Board, who shall be a locally elected Tribal Council member from a federally recognized Indian Nation and who shall serve on the Regional Council and may fully participate in the work of committees of the Association contingent upon the payment of the annual dues assessment.

B. **Representation in the General Assembly**

- (1) Only the Official Representative present or the Alternate present in the absence of the Official Representative shall represent a Member of the Association or an Advisory Member of the Association in the General Assembly; provided, however, that a member of the Board of Supervisors of a member county may participate in the discussions of the General Assembly.
- (2) Except as described herein, the Official Representative in the General Assembly of each member city of the Association, member-county of the Association and member CTC of the Association shall be its respective Regional Council representative. Further, and except as described herein, the Official Representative in the General Assembly

of an Advisory Member of the Association shall be its respective representative to the Regional Council.

- (3) In the event that a member city of the Association does not have one of its city council members as its respective Regional Council representative, or if a member city does not wish to have its Regional Council representative be its Official Representative or Alternate, the member city may appoint as its Official Representative or Alternate a member of its city council who is not a Regional Council representative; provided that if and while the City of Los Angeles is a member city, the mayor of the City of Los Angeles shall be one of its Official Representatives. Further, in the event that an Advisory Member of the Association does not have one of its Tribal Council members as its representative to the Regional Council or if the Advisory Member does not wish to have its representative to the Regional Council be its Official Representative or Alternate, the Advisory Member may appoint a locally elected Tribal Council member as its Official Representative or Alternate.
- (4) In the event that a member county of the Association does not wish to have its respective Regional Council representative be its Official Representative or Alternate, the member county may appoint as its Official Representative or Alternate a member of the Board of Supervisors who is not a Regional Council representative.
- (5) In the event that a member CTC of the Association does not wish to have its respective Regional Council representative be its Official Representative, the member CTC may appoint as its Official Representative a member of the CTC Governing Board who is not a Regional Council representative.
- (6) Names of all Official Representatives and Alternates shall be communicated in writing to the Association by the appointing city, county, CTC, or Tribal Council at least ~~thirtyfourth~~ thirtyfourth (3045) days before the annual meeting of the General Assembly. However, the SCAG President or the SCAG Executive Director may waive this deadline, upon the request of an appointing city, county, CTC or Tribal Council as long as the name or names are communicated in writing to the Association before the opening of the General Assembly.
- (7) An Official Representative or Alternate shall serve until a successor is appointed, except if an Official Representative or Alternate ceases to be a member of the appointing legislative body or Tribal Council or cannot serve as an Official Representative or Alternate because of a federal or state statute or regulation or resigns as an Official Representative or Alternate, then the position shall be vacant until a successor is appointed.
- (8) All Official Representatives and Alternates shall file Statement of Economic Interest forms and comply with all SCAG policies regarding conflict-of-interest, harassment and discrimination.

ARTICLE IV - GENERAL ASSEMBLY

A. Powers and Functions

Subject to Article I, the powers of the General Assembly, shall include the following.

- (1) The General Assembly shall determine all policy matters for the Association, approve the Bylaws and ratify the election of the Officers.
- (2) Any Official Representative (or Alternate acting in the absence of the respective Official Representative) may, at any regular meeting of the General Assembly, propose a subject(s) for study by the Association provided that the Official Representative (but not the Alternate) has notified the President of the proposal forty-five (45) days in advance of any regular meeting of the General Assembly. The General Assembly may determine whether a study will be made of the subject(s) proposed, or may refer such subject(s) to the Regional Council.
- (3) Any Official Representative (or Alternate acting in the absence of the respective Official Representative) may, at any regular meeting of the General Assembly, request a review by the General Assembly of any action of the Regional Council which has been taken between meetings of the General Assembly provided that the Official Representative (but not the Alternate) has notified the President of the review request forty-five (45) days in advance of any regular meeting of the General Assembly
- (4) The General Assembly shall review the proposed Association budget and annual dues assessment schedule and shall adopt an annual Association budget and an annual dues assessment schedule.
- (5) Any Official Representative (but not an Alternate) who desires to propose any policy matter for action by the General Assembly shall submit the matter to the Association in the form of a proposed resolution by a deadline established by the Association, that is subject to waiver by the SCAG President or Executive Director but which in all cases must be at least forty-five (45) days prior to any regular meeting of the General Assembly. The ~~Bylaws and Resolutions Committee~~, whose membership and responsibilities are described in Article XI of these Bylaws, shall consider each such proposed resolution, and shall submit its recommendation to the Regional Council. A copy of each such proposed resolution whose approval is recommended by together with the Regional Council's ~~recommendation thereon~~, shall be included in the agenda materials for the regular meeting of the General Assembly.

B. Meetings

- (1) A regular meeting of the General Assembly shall be held once a year. Special meetings of the General Assembly may be called by the Regional Council upon the request of the President and with the affirmative votes of a majority of the representatives of voting-eligible Regional Council members who are present and voting at a meeting of the Regional Council with a quorum in attendance. Ten (10) days' written notice of a special meeting shall be given to the Official Representatives and Alternates of each Member and Advisory Member of the Association. An agenda specifying the subject of the special meeting shall accompany the notice.
- (2) The time, date and location for meetings of the General Assembly shall be determined by the Regional Council.
- (3) Notice of the regular meeting of the General Assembly shall be given to the Official Representatives and Alternates of each Member and Advisory Member of the Association at least ~~thirty (30)~~ twenty-one (21) days prior to each regular meeting. An agenda for the regular meeting shall accompany the notice. Notice of any changes to the agenda shall be given at least ten (10) days prior to the regular meeting.
- (4) The General Assembly may adopt rules for its own procedures but any such rules so adopted must be consistent with these Bylaws.

C. Voting:

- (1) A quorum of the General Assembly shall consist of one-third of the number of Official Representative positions for voting-eligible Members of the Association or Advisory Members of the Association. Unfilled Official Representative positions from Voting-eligible Members and Advisory Members of the Association will be counted in the determination of a quorum for the General Assembly.
- (2) Each Official Representative of a voting-eligible Member or Advisory Member of the Association shall have one (1) vote. In the absence of the Official Representative, the Alternate shall be entitled to vote. Unless otherwise identified in these Bylaws, an affirmative vote of a majority of the Official Representatives or Alternates of the voting-eligible Members and Advisory Members of the Association present at the General Assembly and voting with a quorum in attendance shall be necessary for the approval or adoption of any matter presented for action to the General Assembly.
- (3) Voting may be by voice, displaying voting cards, roll call vote or through the use of an electronic voting system. A roll call vote shall be conducted upon the demand of five

(5) Official Representatives or their Alternates present, or at the discretion of the presiding officer.

ARTICLE V - REGIONAL COUNCIL

A. **Regional Council Organization:** There shall be a Regional Council of the Association which shall be organized as set forth below and which shall be responsible for such functions as are hereinafter set forth:

(1) **Membership:** The membership of the Regional Council shall be comprised of: one (1) representative from each member county Board of Supervisors, except for the County of Los Angeles which shall have two (2) representatives; one (1) representative from the Tribal Government Regional Planning Board, who shall be a locally elected Tribal Council member from a federally recognized Indian Nation within the SCAG Region; one (1) representative from each District (as defined below); the Mayor of the City of Los Angeles serving as an at-large representative for the City; one (1) city council member or member of a county Board of Supervisors, from the governing boards of each of the six (6) CTCs; one (1) local government elected representative from one of the five (5) Air Districts within the SCAG Region to represent all five (5) of the Air Districts; one (1) local government elected representative from the Transportation Corridor Agencies (TCA); one (1) local government elected representative serving as the Public Transportation Representative to represent the transit interests of all of the operators in the SCAG region; and a representative from the private sector appointed by the President to serve on both the Regional Council and the Executive/Administration Committee and who would serve on the Regional Council in an ex-officio, non-voting capacity.

(a) **Districts:** For purposes of representation on the Regional Council, Districts shall be organized and defined as follows:

(1) A District shall be established by the Regional Council and generally shall be comprised of a group of cities that have a geographic community of interest and have approximately equal population. In some cases involving cities with large populations, a District will include only one city. A District may be comprised of cities within different counties, but Districts established within a subregion under Article V A.(1)(a)(5) of these Bylaws shall include only cities within the boundary of such subregion. Procedures for District representative elections and appointments shall be set forth under the Regional Council Policy Manual.

(2) In every calendar year ending in 3 or 8, the Regional Council shall review, and, if it deems necessary, modify or establish District

boundaries based upon city population data as most recently available from the State Department of Finance.

- (3) Notwithstanding any other provisions of these Bylaws, in the event that District boundaries are changed as a result of a Regional Council review, then any impacted District shall have the option to retain its current District representative until the completion of the District representative's term or until a special election is held, no later than two (2) months after final action by the Regional Council, to elect a District representative who shall serve for a term established by the Regional Council. Such special elections shall be held in accordance with the District representative election procedures described in the Regional Council Policy Manual.
- (4) If a new city within the SCAG Region is incorporated after Districts have been established or reviewed, the newly incorporated city shall be assigned by the Regional Council, in consultation with any applicable subregional organization, to a District with other cities with which it has contiguous borders until such time as District boundaries are again reviewed by the Regional Council.
- (5) In any area where a subregional organization has either (1) been formally established under a joint powers agreement pursuant to California Government Code Sections 6500 et. seq. to serve as the subregional planning agency for the general purpose local governments and is not a single-purpose joint powers authority or a special district entity, or (2) been recognized by action of the Regional Council; and is organized for general planning purposes such as for the purpose of conducting studies and projects designed to improve and coordinate the common governmental responsibilities and services on an area-wide and regional basis, exploring areas of intergovernmental cooperation and coordination of governmental programs and providing recommendations and solutions to problems of common and general concern, such subregional organization shall make recommendations to establish a District (or Districts) within the boundaries of such subregional area. For purposes of establishing Districts, the subregional organization shall use the description of a District as set forth in Article V A,(1)(a)(1) of these Bylaws. The subregional organization shall have authority to make recommendations to the Regional Council to establish or modify Districts in every year ending in 3 or 8 and shall use city populations as most recently determined by the State Department of Finance.

- (6) The Regional Council shall establish no more than seventy (70) Districts.

(b) **Regional Council Representation**

- (1) Every member city of the Association shall have at least one District representative.
- (2) CTC, TCA and the Tribal Government Regional Planning Board representatives to the Regional Council shall be appointed by their respective governing boards, and the appointments shall be formally communicated in writing to the Association. The Air District representative shall be determined by the five (5) Air Districts within the SCAG Region, with such determination formally communicated in writing to the Association.
- (3) The position of the Public Transportation Representative will rotate among the six CTCs in the SCAG Region, and each CTC in turn will make a two-year appointment subject to the President’s official appointment. The Chief Executive Officers of the CTCs may develop additional procedures for the selection process. A representative from the Los Angeles County Metropolitan Transportation Authority shall serve as the initial Public Transportation Representative on the Regional Council.

(2) **Terms of Office:**

- (a) Membership on the Regional Council by District representatives shall be for two (2) years except for those District representatives elected through special elections or appointments as described below and in Article V A. above. Terms of District representatives shall commence on the adjournment of the annual meeting of the General Assembly and expire at the conclusion of the second regular meeting of the General Assembly occurring after their terms commence. If a District representative resigns from his or her position as the District representative or officially ceases to be a locally elected official, his or her District representative position shall be declared vacant by the President on the effective date of the resignation or the end of the elected official’s locally elected position. Moreover, the President shall immediately declare vacant the position of a District ~~R~~representative if required by federal or state statutes or regulations, or in response to a no confidence vote by a District undertaken in accordance with the ~~District Representative Election Procedures in~~ the Regional Council Policy Manual or because of a failure to follow the election or appointment policies contained in the Regional Council Policy Manual. A no confidence vote shall only be undertaken in response to

a resolution passed by all cities in the District that are voting eligible Members of the Association. All such vacancies shall be filled through special elections or new appointments as set forth ~~in the District Representative Election Procedures~~ in the Regional Council Policy Manual. In the case of District representatives elected pursuant to special elections or newly appointed to fill vacancies, the term shall be for such time as will fill out the remainder of the vacated term.

- (b) The terms of District representatives who represent even-numbered Districts shall be two (2) years and shall expire in even-numbered years. Terms of District representatives who represent odd-numbered Districts shall be two (2) years and shall expire in odd-numbered years.
- (c) Representatives to the Regional Council from the counties that are Members of the Association and from the CTCs, the Tribal Government Regional Planning Board, Air Districts, TCA, and the Public Transportation Representative shall have two (2) year terms, commencing on the date of appointment by the organizations they each represent and expiring two (2) years thereafter. If a representative described in this Article V A. (2)(c) ceases to be a locally elected official, or if so required by federal or state statutes or regulations, or if his or her appointment is rescinded by the appointing legislative body, his or her position on the Regional Council shall immediately be declared vacant by the President. Such a vacancy on the Regional Council shall be filled by action of the respective county, CTC, the Tribal Government Regional Planning Board, TCA, the five Air Districts in the SCAG Region in the case of the Air District representative, and the CTCs in the SCAG Region with respect to the Public Transportation Representative.

(3) **Meetings:** Unless the Regional Council decides otherwise, it shall generally meet at least once a month. The date, time and location of the Regional Council meetings shall be recommended by the Executive Director and ratified by the Regional Council. Meetings shall be held upon the call of the President or upon the call of a majority of the members of the Regional Council. The Regional Council may adopt any other meeting procedures as part of the Regional Council Policy Manual.

(4) **Duties**

- (a) Subject to the policy established by the General Assembly, the Regional Council shall conduct the affairs of the Association, approve the Overall Work Plan (OWP) Budget required by state and federal agencies and any other similar budgets required by funding agencies, and approve the Regional Council Policy Manual and any amendments thereto. The Executive Director or his designee shall have the authority to make administrative modifications

to the Regional Council Policy Manual to reflect past Regional Council actions without the Regional Council's approval of a formal amendment to the Regional Council Policy Manual.

- (b) The Regional Council shall review and may amend the proposed annual budget as prepared by the Executive Director. The proposed budget and the assessment schedule, as approved by the Regional Council, shall be submitted to members of the General Assembly at least thirty (30) days before the annual meeting. After adoption of the annual budget assessment schedule by the General Assembly, the Regional Council shall control all Association expenditures in accordance with such -budget.
 - (1) The Regional Council shall have the power to transfer funds within the total budget amount in order to meet unanticipated needs or changed situations. Such action shall be reported to the General Assembly at its next regular meeting.
 - (2) At each annual meeting of the General Assembly, the Regional Council shall report on all budget and financial transactions since the previous annual meeting.
- (c) The Regional Council shall submit a report of its activities at each regular meeting of the General Assembly.
- (d) Acting only in response to a recommendation from the Executive/Administration Committee, The Regional Council shall have the authority to appoint, suspend, reinstate, ratify the annual Work Plan of, approve the Employment Agreement of (including all -compensation and benefits) and remove an Executive Director of the Association, and ~~shall also have the authority to~~ fix the salary classification levels for employees of the Association. Further, and again acting only in response to a recommendation from the Executive/Administration Committee, the Regional Council shall have the authority to suspend, reinstate or permanently remove from office or position any Officer of the Association or any chair or vice chair of any committee or subcommittee, or any committee or subcommittee member appointed by the SCAG President or by the chair of a Policy Committee. Further the Regional Council shall have the authority to make appointments to temporarily address the responsibilities of any suspended individuals or to order elections or appointments as the Regional Council might consider appropriate in the event of permanent removals from positions..
- (e) The Regional Council shall have the power to establish committees or subcommittees to study specific problems, programs, and other matters which the Regional Council or General Assembly have approved for study. The

SCAG President shall appoint all members and all chairs of committees and subcommittees that are established to study such specific problems or programs. At the discretion of the SCAG President~~Regional Council~~, the chair of a Policy Committee may appoint the membership and chair of a subcommittee of said Policy Committee.

- (f) Recommendations from committees for policy decisions shall be made to the Regional Council. The Regional Council shall have the authority to act upon policy recommendations including policy recommendations from the committees, or it may submit such recommendations, together with its comments, to the General Assembly for action.
 - (g) The Regional Council shall be responsible for carrying out policy decisions made by the General Assembly.
 - (h) Representatives of Regional Council members serving on the Regional Council may make informational inquiries of the Executive Director or Association executive staff consistent with the official Association duties of such representatives; however, such representatives shall refrain from any actions or contacts within the Association that would interfere with with the powers and duties of the Executive Director.
 - (i) All representatives of Regional Council members serving on the Regional Council shall file Statement of Economic Interest forms and comply with the all SCAG policies regarding conflict-of-interest, harassment, discrimination and other matters as described in the Regional Council Policy Manual.
- (5) **Voting:** In the Regional Council voting shall be conducted in the following manner:
- (a) Only representatives of the voting-eligible Regional Council members shall have the right to vote at meetings of the Regional Council. Proxy votes are not allowed and representatives must be present at a Regional Council meeting in order to cast a vote.
 - (b) One-third (1/3) of the total number of representative positions from voting-eligible Regional Council members shall constitute a quorum of the Regional Council. The unfilled representative positions of voting-eligible Regional Council members shall be counted in the determination of a quorum.
 - (c) The affirmative votes of a majority of the representatives of voting-eligible Regional Council members voting with a quorum in attendance are required for action by the Regional Council, except as set forth in subsection (d) below.

- (d) In order to appoint, suspend, reinstate or remove the Executive Director, or permanently remove, suspend or reinstate any Officer of the Association or any chair or vice chair of any committee or subcommittee, or any committee or subcommittee member, the affirmative vote of not less than a majority of the total number of representative positions, including unfilled representative positions, of the voting-eligible Regional Council members is required.
- (e) Each representative from a CTC, the Tribal Government Regional Planning Board, the Air Districts and TCA as well as the Public Transportation Representative shall have the right to vote in the same manner as other representatives of voting-eligible Members of the Association serving on the Regional Council.
- (g) Representatives of voting-eligible Regional Council members serving on the Regional Council are free to abstain from voting on any issue before the Regional Council. Any abstention does not count as a vote in favor or against a motion.

(6) **Expenses:** Representatives of Regional Council members who serve on the Regional Council shall serve with compensation and shall be reimbursed for the actual necessary expenses incurred by them in the performance of their duties for the Association, to the extent that such compensation and reimbursement are not otherwise provided to them by another public agency, a Tribal Government or the Tribal Government Regional Planning Board. The Regional Council shall determine the amount of such compensation and set forth other procedures for expenses in the Regional Council Policy Manual.

~~(6)~~ (7) Past Presidents: A Past President of SCAG who has been elected to serve on a city council or as a county supervisor may be elected or appointed to serve as a representative of a Regional Council member or District Representative and if so appointed or elected shall have all of the rights, privileges and responsibilities as all representatives of Regional Council members and District Representatives. Notwithstanding any other part of this Article V or any other Article in the SCAG Bylaws, a Past President of SCAG who has been elected to serve on a city council or as a county supervisor but has not been elected or appointed to serve as a representative of a Regional Council member or District Representative shall still be included within the membership of the Regional Council and have all of the rights, privileges and responsibilities as representatives of Regional Council members and District Representatives and shall also serve as an Official Representative to the General Assembly. A Past President of SCAG who has not been elected to serve on a city council or as a county supervisor shall serve on the Regional Council in an ex officio, non-voting position.

- B. **Permanent Committees:** For the purpose of developing policy recommendations to the Regional Council, the Regional Council shall establish as permanent committees the “Executive/Administration Committee,” the “Legislative/Communications and Membership Committee” and the three (3) policy committees known as the “Transportation Committee,” the “Energy and Environment Committee,” and the “Community, Economic and Human Development Committee” (the latter three committees collectively referred to herein as the “Policy Committees”.)
- C. **Executive/Administration Committee**
- (1) **Membership:** The membership of the Executive/Administration Committee (EAC) shall include the President, First Vice- President, Second Vice-President and Immediate Past-President and the President shall serve as the Chair. The EAC shall also include the respective Chairs and Vice Chairs of the Legislative/Communications and Membership Committee and the three (3) Policy Committees, the representative from the Tribal Government Regional Planning Board serving on the Regional Council, and an additional four (4) representatives of Regional Council members who are appointed by the President. In making the appointments, the President shall ensure that the six (6) counties within the SCAG Region have representatives on the EAC. In addition, the representative from the private sector appointed by the President to serve on the Regional Council in an ex-officio, non-voting capacity shall also serve on the EAC in an ex-officio, non-voting capacity. Appointments by the President to a position on the EAC shall be for approximate one (1) year terms, and such appointments shall expire upon the adjournment of the next regular meeting of the General Assembly.
- (2) **Meetings:** The EAC shall generally meet at least once a month and in accordance with the Regional Council Policy Manual, except that the EAC may decide not to meet upon the call of the EAC chair after consultation with the Executive Director or his designee.
- (3) **Duties:**
- (a) Subject to any limitations that may be established by the General Assembly and/or the Regional Council, the EAC is authorized to make decisions and take actions that are binding upon the Association if the President or the Executive Director determine that such decisions or actions are necessary prior to the next regular meeting of the Regional Council. However, notwithstanding any other part of this Article V C (3) the EAC is not authorized to act on behalf of the Regional Council to appoint, suspend, reinstate or remove the Executive Director or suspend, reinstate or permanently remove from office or position any Officer of the Association or any chair or vice chair of any committee or subcommittee, or any committee or subcommittee member appointed by the

SCAG President or by the chair of a Policy Committee although the EAC may make a recommendation to the Regional Council regarding such matters.

- (b) Subject to the policies of the Regional Council, the EAC shall be responsible for: (1) developing policy recommendations to the Regional Council on administration, human resources, budgets, finance, operations, communications, or any other matter specifically referred by the Regional Council; and (2) negotiating and approving an Annual Work Plan with the Executive Director, which shall be subject to ratification by the Regional Council. The Executive Director’s Annual Work Plan shall be effective the first day of July of the calendar year. The EAC shall be responsible for performing the annual evaluation of the Executive Director’s performance and for making recommendations to the Regional Council regarding the Employment Agreement of the Executive Director. The EAC shall complete its annual evaluation of the Executive Director’s performance no later than the regularly scheduled June meeting of the Regional Council.

- (c) The powers and duties of the EAC shall also include making recommendations to the Regional Council regarding: (i) the appointment of, suspension of, reinstatement of and removal of an Executive Director of the Association; (ii) the salary classification levels for employees of the Association; (iii) the suspension, reinstatement or permanent removal from office or position of any Officer of the Association or any chair or vice chair of any committee or subcommittee, or any committee or subcommittee member appointed by the SCAG President or by the chair of a Policy Committee; -and such other duties as the Regional Council may delegate.

- (4) **Voting:** A quorum shall be one-third (1/3) of the representatives of the voting-eligible Regional Council members who are appointed and serving on the EAC. There shall be no proxy votes and representatives must be present to vote. The affirmative vote of the majority of the representatives of the voting-eligible Regional Council members who are appointed and serving on the EAC and voting with a quorum in attendance is required for an action by the EAC except that an affirmative vote of a majority of all of the representatives of the voting-eligible Regional Council members serving on the EAC when the EAC is acting on behalf of the Regional Council and is required to make decisions or take actions that are binding upon the Association with regard to the annual budget; the ~~hiring, removal,~~ compensation and benefits of the Executive Director; and the salary classification levels for employees of the Association.

D. Legislative/Communications and Membership Committee

- (1) **Membership:** Representatives of voting-eligible Regional Council members serving on the Regional Council may serve on the Legislative/Communications and

Membership Committee (LCMC). Appointments to the LCMC shall be made by the President for approximate one (1) year terms that expire at the adjournment of the next regular meeting of the General Assembly. The President shall appoint the chair and vice chair of the LCMC. All representatives appointed to the LCMC by the President shall have full voting rights.

- (2) **Meetings:** The LCMC shall generally meet once a month and in accordance with the Regional Council Policy Manual, except that the LCMC may decide not to meet upon the call of the LCMC chair after consultation with the Executive Director or his designee.
- (3) **Duties:**
 - (a) The Legislative, Communications and Membership Committee shall be responsible for developing recommendations to the Regional Council regarding legislative and telecommunications matters; providing policy direction for the agency’s marketing communications strategy, outreach issues/materials and electronic communications systems; reviewing sponsorship opportunities whose cost will exceed \$5,000; and promoting agency membership.
 - (b) The duties of the LCMC shall include other such duties as the Regional Council may delegate.
- (4) **Quorum and Voting:** A quorum of the LCMC shall be one-third (1/3)~~a majority~~ of the representatives of voting-eligible Regional Council members serving on the LCMC. There shall be no proxy votes and representatives must be present to vote. The affirmative vote of a majority of the voting-eligible Regional Council members serving on the LCMC and voting with a quorum in attendance is required for an action by the LCMC.

E. **Policy Committees**

- (1) **Membership:**
 - (a) The Policy Committees may include as voting committee members the following: representatives of voting-eligible Regional Council members serving on the Regional Council; one (1) representative from the California Department of Transportation; local government elected representatives from each of the general purpose subregional organizations as established under Article V(A)(1)(a)(5) of these Bylaws; and one (1) representative who is a general purpose local elected official and duly appointed board member from an agency with which the Association has a statutory or Memorandum of Understanding relationship.

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- (b) The Policy Committees may include ex-officio (non-voting) committee members who shall be representatives from regional and subregional single purpose public agencies and other voting and ex-officio (non-voting) committee members as approved by the Regional Council.
 - (c) Representatives of the CTCs, the Tribal Government Regional Planning Board, TCA and the Air Districts serving on the Regional Council as well as the Public Transportation Representative on the Regional Council may be appointed as voting committee members of one of the Policy Committees.
 - (d) All committee members (voting and ex-officio) of SCAG's Policy Committees shall be required to file Statement of Economic Interests forms and comply with all SCAG policies regarding conflict-of-interest, harassment, discrimination and other matters as described in the Regional Council Policy Manual.
- (2) **Appointments to Policy Committees:**
- (a) The President shall appoint all interested and available representatives of voting-eligible Regional Council members who serve on the Regional Council to one (1) of the Policy Committees as voting committee members for approximate two (2) year terms that will expire at the adjournment of the second regular meeting of the General Assembly following the appointment. In making such appointments, the President shall, to the extent practicable, appoint an equal number of voting committee members to each Policy Committee taking into consideration regional representation, geographical balance, diversity of views and other factors deemed appropriate by the President.
 - (b) The President may appoint to one (1) of the Policy Committees as voting committee members representatives of public agencies that have a statutory or Memorandum of Understanding relationship with SCAG. The representatives shall be appointed for approximate two (2) year terms that will expire at the adjournment of the second regular meeting of the General Assembly following each appointment. All such appointments will be in response to a written request from each of the governing boards of the agencies. Appointments shall be limited to one (1) representative from each public agency. In making such appointments, the President shall consider regional representation.
 - (c) The President shall appoint ex-officio (non-voting) committee members to the Policy Committees representing the business sector, labor, higher education and community groups upon the recommendation of one of the respective Policy Committees and approval by the Regional Council. The term of each
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such ex-officio committee member shall expire at the adjournment of the next regular meeting of the General Assembly, however, each such ex-officio committee member may be re-appointed by a future SCAG President.

- (d) The President may appoint to one (1) Policy Committee as a voting committee member one (1) elected representative from each of the subregional organizations described in Article V E.(1)(a) of these Bylaws. Each such appointment shall be for an approximate two (2) year term that shall expire at the adjournment of the second regular meeting of the General Assembly following the appointment.
- (e) The President may appoint to the Policy Committees as voting committee members additional local government elected representatives from each of the subregional organizations identified in Article V E.(1)(a) of these Bylaws that has at least four (4) Districts. One (1) additional local government elected representative for each District in excess of three (3) Districts may be appointed by the President. The governing boards of each of the subregional organizations shall nominate the additional representatives to be considered by the President for appointment. In making the appointments, the President shall consider, among other things, regional representation. Each such appointment shall be for an approximate two (2) year term that shall expire at the adjournment of the second regular meeting of the General Assembly following the appointment.
- (f) In addition to the appointment of the representative of the Tribal Government Regional Planning Board, the President may also appoint, with the consent of the Tribal Government Regional Planning Board, additional representatives to each Policy Committee such that the Tribal Government Regional Planning Board may have two (2) voting committee members on each Policy Committee. Such representative shall be locally elected Tribal Council members from the federally recognized Indian Nations within the SCAG Region. Each of these additional appointments shall be for approximate two (2) year terms that shall expire at the adjournment of the second regular meeting of the General Assembly following the appointments.
- (g) In order to facilitate participation by member cities of the Association, the President ~~may shall have the authority to~~ make at-large appointments of local elected officials from cities that are not otherwise represented on a Policy Committee; provided, however, that the President shall only make such at-large appointments ~~s in response to written requests from such cities if there are no vacant subregional representative positions for the Policy Committees.~~ The term of an at-large representative on a Policy Committee shall be limited to the remainder of the term of the President except that the local elected

official may continue to serve on the Policy Committee if its respective city council approve his or her re-appointment and the next SCAG President authorizes the re-appointment. ~~Local elected officials serving in an at-large capacity on a Policy Committee shall be voting committee members but shall not be eligible to serve as the chair or vice chair of the Policy Committee.~~

- (3) **Meetings:** The Policy Committees shall generally meet at least once a month and in accordance with the Regional Council Policy Manual, except that the Policy Committees may decide not to meet upon the call of the respective Policy Committee Chair after consultation with the Executive Director or his designee.
- (4) **Quorum and Voting:** A quorum of a Policy Committee shall be one-third of the voting committee members. There shall be no proxy votes and representatives must be present to vote. The affirmative vote of the majority of the voting committee members of a Policy Committee voting with a quorum in attendance is required for an action by a Policy Committee.
- (5) **Duties of the Transportation Committee (TC):** The Transportation Committee shall study and provide policy recommendations to the Regional Council relative to challenges and opportunities, programs and other matters, which pertain to the regional issues of mobility and accessibility, including, but not limited to all modes of surface transportation, transportation system preservation and system management, regional aviation, regional goods movement, transportation finance as well as transportation control measures.
- (6) **Duties of the Energy and Environment Committee (EEC):** The Energy and Environment Committee shall study and provide policy recommendations to the Regional Council relative to challenges and opportunities, programs and other matters, which pertain to the regional issues of energy and the environment. EEC shall also be responsible for reviewing and providing policy recommendations to the Regional Council on matters pertaining to environmental compliance.
- (7) **Duties of the Community, Economic and Human Development Committee (CEHD):** The Community, Economic and Human Development Committee shall study and provide policy recommendations to the Regional Council relative to challenges and opportunities, programs and other matters which pertain to the regional issues of community, economic and human development, housing and growth. CEHD shall also receive information regarding projects, plans and programs of regional significance for determinations of consistency and conformity with applicable regional plans.

F. **Joint Policy Committee Meetings:** The duties of the Policy Committees are specified in subsections (5), (6) and (7) above. To the extent that there are matters which are within the scope of review of more than one Policy Committee, the respective Policy Committees shall meet as a Joint Committee to consider the matters and provide unified policy

recommendations to the Regional Council, if applicable. At the discretion of the President, the President or the chair of one of the Policy Committees shall preside over a Joint Policy Committee meeting. A quorum of a Joint Policy Committee meeting shall be one-third of the combined voting membership of the Policy Committees. There shall be no proxy votes and a voting member must be present to vote. The affirmative vote of a majority of the combined voting members of the Policy Committees voting with a quorum of the Joint Policy Committee in attendance is required for an action by the Joint Policy Committee.

- G. **Other Committees:** Except as may be limited or restricted elsewhere in these Bylaws, the President is authorized to appoint representatives of Regional Council members serving on the Regional Council to SCAG committees, ad hoc committees, subcommittees, or task forces to study specific problems, programs, or other matters which the Regional Council or General Assembly have approved for study and also to appoint new members or re-appoint prior members to any SCAG committee, ad hoc committee, subcommittee or task force. The President is also authorized to appoint representatives of Regional Council members serving on the Regional Council to governing boards of other agencies, districts, commissions, and authorities as representatives of the Association. If no such representatives are available for such appointment, the President may appoint an elected official not on the Regional Council to represent the Association. Elected officials appointed to represent the Association who are not then serving on the Regional Council shall serve as ex-officio representatives to the Regional Council without the right to vote. Terms of appointment of representatives serving on the Regional Council and other elected officials to governing boards of other agencies, districts, commissions, and authorities shall be consistent with the term of office of the appointing President.

ARTICLE VI - OFFICERS, DUTIES, ELECTIONS AND VACANCIES

- A. **Officer Positions:** Officers of the Association shall consist of a President, a First Vice-President, Second Vice-President, Immediate Past President and a Secretary-Treasurer. The Association's President, First Vice-President, and Second Vice-President shall be elected annually by the Regional Council, prior to the annual regular meeting of the General Assembly, from among its membership as set forth below. The Executive Director of the Association shall serve as the Secretary-Treasurer of the Association, but shall have no vote in the Association.
- B. **Nominating Committee and Candidate Replacements:** Officers of the Association, except the Secretary-Treasurer, shall be elected from a recommended list of candidates, one for each office, which shall be prepared by a Nominating Committee and submitted to the Regional Council for review and action. The Nominating Committee shall be appointed by the President and shall be composed of seven (7) representatives of Regional Council members who collectively represent the six (6) counties within the SCAG Region, with at least one (1) member being a county representative. All individuals serving on the Nominating Committee shall be voting members. Individuals serving on the Nominating

Committee shall serve from the date of their appointment until the adjournment of the next regular meeting of the General Assembly. The Immediate Past President shall serve as the chair of the Nominating Committee. The Nominating Committee shall consider only those candidates that meet the minimum eligibility requirements set forth below in Article VI C of these Bylaws and any other requirements that may be established by the Regional Council. A quorum of the Nominating Committee shall be a majority of its membership. Proxy voting is not allowed and members must be present to vote. The affirmative votes of a majority of those Nominating Committee members voting with a quorum in attendance shall be required for any action by the Nominating Committee.

In the event that prior to the annual meeting of the General Assembly, a candidate for President or First Vice-President who has been approved by the Nominating Committee or elected by the Regional Council but not yet ratified by the General Assembly no longer satisfies the minimum eligibility requirements of Article V C., the candidate for First Vice-President shall be deemed the candidate for President and the candidate for Second Vice-President shall be deemed the candidate for First Vice-President, provided that the applicable candidates are agreeable to the change.

In the event that prior to the annual General Assembly meeting, a candidate for Second Vice-President who has been approved by the Nominating Committee or elected by Regional Council, but not yet ratified by the General Assembly no longer satisfies the minimum eligibility requirements of Article V C. or if other candidate vacancies exist for any reason after the approval(s) by the Nominating Committee or the election(s) by the Regional Council, the Regional Council shall fill the vacant candidate position(s) with individual or individuals who meet the minimum eligibility requirements of Article V C. The Nominating Committee may also meet to review the list of candidates and make a recommendation to the Regional Council regarding the new candidate for Second Vice-President or for any other vacant candidate positions if there is sufficient time before the annual meeting of the General Assembly in which to schedule both a meeting of the Nominating Committee and the Regional Council.

- C. **Minimum Eligibility Requirements:** The following minimum eligibility requirements must be met in order for an individual to be considered by the Nominating Committee as a candidate for an officer position in the Association.
- (1) At the time of the application, the potential candidate must be a representative of a voting-eligible Member of the Association who has served on the Regional Council for at least 24 continuous months from when first appointed to the Regional Council or from when elected to serve on the Regional Council through a District election.
 - (2) The potential candidate must be actively involved with SCAG.
 - (3) The potential candidate must be a local elected official from a SCAG member county, city or CTC.

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- (4) Term limits will not prevent the potential candidate from serving a full term in the respective officer position.
- (5) A completed nomination application must be submitted to the Association by the appropriate deadline by either the potential candidate or a colleague on the Regional Council.
- D. **Election by Regional Council and Ratification by General Assembly:** The names of the candidates for each officer position recommended by the Nominating Committee shall be submitted to the Regional Council for consideration and action at least one (1) month prior to the annual meeting of the General Assembly. The Nominating Committee shall recommend one candidate to the Regional Council for each officer position (except Secretary-Treasurer). If the Nominating Committee cannot agree on one candidate to recommend to the Regional Council for an officer position, all candidates for that officer position who satisfied the minimum eligibility requirements identified in Article V C. shall be presented to the Regional Council. The Regional Council may also consider and elect for any officer position individuals who are nominated directly at a Regional Council meeting as part of the election process. New Officers shall take office after the ratification of the General Assembly and upon the adjournment of the General Assembly meeting.
- E. **Officer Position Vacancies:** A vacancy shall immediately occur in the office of the President, First Vice- President, Second Vice-President or Immediate Past President upon the resignation or death of the person holding such office, or upon the person holding such office ceasing to be a local elected official or if required by federal or state statutes or regulations, or in the event of the permanent removal of an individual from office by action of the Regional Council or if the appointment as a representative of a Member of the Association of the person holding the office is rescinded by the legislative body responsible for the appointment or in response to a no confidence vote by a District undertaken in accordance with the District Representative Election Procedures in the Regional Council Policy Manual. Such a no confidence vote shall only be undertaken in response to a resolution passed by all cities in the District that are voting eligible members of the Association. Upon the occurrence of a vacancy in the office of President, First Vice-President, or Second Vice-President, the vacancy shall be filled for the balance of an unexpired term in order of succession by elevating the next remaining Officer to such position, and the President may call for a Special Election to fill the unexpired term of the office of Second Vice-President. Such second Vice-President shall be selected from a list of candidates which shall be prepared by a Nominating Committee structured in accordance with the provisions of Article VI, Section B. In the event of such a Special Election the name of a nominee shall be submitted by the Nominating Committee to the Regional Council for action. If elected, the new Second Vice-President shall take office upon adjournment of that meeting of the Regional Council that included the Special Election. Upon the occurrence of a vacancy in the position of the Immediate Past President, the next most immediate and

available Past President of SCAG still serving as representative to the Regional Council shall fill the position and serve for the balance of the unexpired term.

- F. **Representatives to Regional Council not Eligible for Officer Positions:** Notwithstanding any provision in these Bylaws to the contrary, a representative to the Regional Council from the Tribal Government Regional Planning Board or from the Air Districts or from the TCA and the Public Transportation Representative shall not be eligible to be elected by the Regional Council as Officers of the Association. All- representatives to the Regional Council from Members of the Association including the CTCs are eligible to be elected by the Regional Council as Officers of the Association.
- G. **Presiding Officer:** The President of the Association shall be the presiding officer of the Regional Council and of the General Assembly. The First Vice-President shall act as the presiding officer in his/her absence. The Second Vice-President, followed by the Immediate Past President, shall act as the presiding officer in the absence of both of the above officers.
- H. **Duties of Secretary-Treasurer:** The Secretary-Treasurer shall maintain a record of all Association proceedings, maintain custody of all Association funds, and otherwise perform the usual duties of such office.

ARTICLE VII - EXECUTIVE DIRECTOR

The Executive Director shall be the chief administrative officer of the Association. The powers and duties of the Executive Director are as follows.

- A. **Affairs of the Association:** Subject to the authority of the General Assembly and the Regional Council, to administer the affairs of the Association including, but not limited to, oversight and approval of the Personnel Rules, Procurement Manual and Accounting Manual of the Association.
- B. **Employees:** Consistent with all applicable personnel policies, procedures and salary classifications, to appoint, direct, discipline, remove and set the compensation and benefits of all other employees of the Association.
- C. **Budget:** Annually to prepare and present a proposed Association budget and Overall Work Plan budget to the Regional Council and to control the approved budgets.
- D. **Secretary-Treasurer:** To serve as Secretary-Treasurer of the Association.
- E. **Meetings:** To attend the meetings of the General Assembly, the Regional Council and the EAC.
- F. **Other Duties:** To perform such other duties as the General Assembly or the Regional Council or the Regional Council Policy Manual may require.

- G. **Metropolitan Planning Organization:** To ensure compliance with the Association's responsibilities as a metropolitan planning organization as outlined in 23 U.S.C.A. § 134 et seq., and as may be amended from time to time.

ARTICLE VIII - FINANCES

- A. **Fiscal Year:** The fiscal year of the Association shall commence on July 1.
- B. **Budget Submission and Adoption:** The Association budget shall be submitted by the Executive Director to the Regional Council. The Regional Council shall adopt an Association budget at least 30 days prior the Annual Meeting. The Association budget and assessment schedule shall be adopted by the General Assembly at the Annual Meeting. 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 worker's compensation insurance to fully protect each of the signatory parties hereto, and such insurance shall be so obtained and maintained.
- C. **Annual Membership Dues Assessment:** Each year, upon adoption of the Association budget, the General Assembly shall fix an annual membership dues assessment for all Members of the Association, Advisory Members of the Association and Regional Council members in amounts sufficient to provide the funds required by the Association budget and shall advise the legislative body of each Member, Advisory Member or Regional Council member thereof on or before the first regularly scheduled Regional Council meeting within thirty (30) days of the date of the General Assembly regular meeting of such year. Absent any other decision regarding membership dues assessments by the General Assembly, the annual membership dues assessment will be adjusted by the most recent year over year change in the Consumer Price Index – All Urban Consumers for the Los Angeles – Riverside – Orange County, California area, with a minimum of one per cent (1%) and using as a base for the assessment calculation the amount collected for the previous assessment year. The annual membership dues assessment shall be determined in accordance with the formula set out in Article VIII D. of these Bylaws.

If a Member of the Association or an Advisory Member of the Association or a Regional Council member is unable to pay its annual membership dues assessment for any of the reasons cited in Article VIII B. of these Bylaws and if a Member (but not an Advisory Member or Regional Council member) is unable or unwilling to add its dues assessment to its assessment for the next full fiscal year, the Regional Council, for not more than one (1) year at a time, may defer, waive, or reduce payment of the annual membership dues assessment for a Member, an Advisory Member or a Regional Council member. Similarly, the Executive

Director may authorize reduced payment of the annual membership dues assessment for a Member, an Advisory Member or a Regional Council member by no more than ten (10%) for not more than one (1) year at a time based upon documented financial hardship. In taking any of the actions above, the Regional Council shall adjust the Association budget to provide a balanced Association budget reflecting any of the above actions. Any action of the Regional Council deferring, waiving, or reducing the payment of the annual dues shall be reported at the following General Assembly meeting. In addition, if the Regional Council waives the annual membership dues assessment for a Member of the Association, or an Advisory Member of the Association or a Regional Council member, the Regional Council shall consider, at the same time and decide, on a case-by-case basis, whether the Official Representative of the Member or Advisory Member shall have the right to vote at the General Assembly and whether the representative of the Member, Advisory Member or Regional Council member can continue to vote on the Regional Council or any committee or subcommittee of the Association, serve in a leadership position, receive a stipend or have any other membership rights or privileges restricted during the period when the annual dues have been waived.

If the Regional Council decides to waive the annual membership dues assessment for a Member of the Association and also decides to suspend the voting rights of the Member for the period when the dues assessment is waived and if the representative of the Member serving on the Regional Council represents a multi-city District, the position of District representative shall be vacated by the action of the Regional Council and the vacancy shall be filled through a special election in accordance with the procedures set forth in the Regional Council Policy Manual.

Any Member of the Association, Advisory Member of the Association or Regional Council member that fails to pay its annual membership dues assessment, or, in the case of a Member, fails to announce its intention to add its assessment to the assessment for the next fiscal year or fails to seek a deferral or waiver or reduction of its assessment by January 1 of the July 1 – June 30 fiscal year shall be considered to have withdrawn from the Association and will cease to be a Member, Advisory Member or Regional Council member effective January 1. The Executive Director or his designee shall endeavor to provide written notices of annual membership dues assessment delinquencies in December of each fiscal year.

D. **Methods of Assessment:**

Member Cities and Counties and Tribal Governments: Each member county and each member city, based on its total population, shall pay, as part of its total annual assessment, the following fixed basic assessment:

COUNTIES		CITIES	
Total Population	Base	Population	Base
Up to 249,999	3,500	Up to 9,999	\$ 100
250,000 – 1,099,999	10,000	10,000 – 24,999	250
1,100,000 – 1,999,999	15,000	25,000 – 99,999	500

2,000,000 – 3,999,999	25,000	100,000 – 499,000	750
4,000,000 up	35,000	500,000 – 999,999	1,000
		1,000,000 up	1,250

For purposes of the annual assessment each federally recognized Indian Nation in the SCAG Region that becomes an Advisory Member of the Association shall be treated as a member city. The remainder of the total annual dues assessment to be borne by the member counties shall be charged to and paid by said member counties in proportion that the population of unincorporated portions of each bear to the total regional population. The remainder of the total annual assessment to be borne by the member cities shall be charged to and paid by said member cities in the proportion that the population of each bears to the total regional population. The computation of the shares of said total annual assessments as above provided shall be based upon the respective populations of the counties and cities as determined by the State Controller in making the most recent allocation to cities and counties pursuant to the Motor Vehicle License Fee Law, or based upon population data from the State Department of Finance in the event that the State Controller data is not available. For a member city newly incorporated pursuant to California Government Code Section 57176, the total annual assessment for the first five (5) years following incorporation shall be based upon such city’s actual population as defined under California Revenue and Taxation Code Section 11005.3(d).

If any county or city was not a Member of the Association at the time the latest assessment was fixed and shall become a Member of the Association thereafter, an assessment shall be payable by such county or city to the Association upon becoming a Member in a sum based upon the current county or city per capita rate, as the case may be, prorated from the date of establishing membership until the July 1 following the next annual meeting of the General Assembly after such date. Notwithstanding the previous provisions of this Article VIII, no rebates or adjustments shall be made among the existing member counties and/or cities if such additional assessments shall be received from new Members. Notwithstanding the previous provisions of this Section, no regular dues assessment of any county or city shall exceed twenty percent (20%) of the total assessment for any annual assessment period.

CTCs: Each CTC shall pay a fixed annual assessment based on total population, using the following assessment table:

<u>Total Population</u>	<u>Annual Assessment</u>
Up to 249,000	\$ 3,500
250,000-1,099,999	\$ 10,000
1,100,000-1,999,000	\$ 15,000
2,000,000-3,999,999	\$ 25,000
More than 4,000,000	\$ 35,000

TCA, the Air Districts and the Public Transportation Representative: TCA shall pay an annual assessment of \$10,000. The annual assessment for a representative from the Air Districts on the Regional Council shall be \$10,000 to be paid in a manner agreed upon by the five (5) Air Districts within the SCAG Region. There is no required assessment for the Public Transportation Representative on the Regional Council.

- E. **Annual Audit:** The Regional Council shall cause an annual external audit of the financial affairs of the Association to be made by a certified public accountant at the end of each fiscal year. The Regional Council shall employ a certified public account of its choosing. The Regional Council shall also establish an Audit Committee to provide oversight of the annual external audit. The members of Audit Committee shall be comprised of members of the Regional Council and serve for one (1) year terms. The First Vice--President shall be a member of the Audit Committee and the Second Vice-President shall serve as the chair of the Audit Committee for one (1) year. The audit report shall be made to Association member cities and counties.
- F. **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 Members of the Association hereto as between themselves, pursuant to the authorization contained in Sections 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 Member of the Association indemnifies and holds harmless any other Member of the Association for any loss, cost or expense that may be imposed upon such other Member of the Association 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.
- G. **Debts, Liabilities and Obligations of the Association:** Notwithstanding the provisions of Section 7 of said Joint 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.
- H. **Depositaries and Investments:** In addition to the depositary and the disbursing officer as specified in Section 7 of the Joint Powers Agreement, the Regional Council may authorize additional depositaries and those authorized to disburse the Association's funds, and may specify the terms and conditions pertaining thereto.

ARTICLE IX - STATUTORY AUTHORITY

The Southern California Association of 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 Powers Agreement, or these Bylaws. The Association shall not have the power of eminent domain, or the power to levy taxes.

ARTICLE X - VOLUNTARY WITHDRAWAL

Any Member of the Association, Advisory Member of the Association or Regional Council member 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 agency wishing to withdraw. Such resolution of intent to withdraw from the Association must be given to the Association by the withdrawing agency at least 30 days prior to the effective date of withdrawal. The withdrawing agency shall not be entitled to a refund of the annual assessment paid to the Association.

ARTICLE XI - BYLAWS AND RESOLUTIONS COMMITTEE AND AMENDMENTS

The Bylaws and any amendments thereto are subject to the approval of the General Assembly.

Amendments to these Bylaws may be proposed by an Official Representative, the Executive Director, the Bylaws and Resolutions Committee and the Regional Council.

If proposed by an Official Representative, the amendment shall be submitted to the Association by a deadline established by the Association that is subject to waiver by the SCAG President or Executive Director but which in all cases must be at least forty-five (45) days prior to the regular meeting of the General Assembly for assignment and consideration by the Bylaws and Resolutions Committee.

The Bylaws and Resolutions Committee shall be appointed by the President and composed of twelve (12) representatives of Members of the Association serving on the Regional Council, with at least one (1) representative from each county in the SCAG Region and with at least two (2) representatives being county representatives. The representatives serving on the Bylaws and Resolutions Committee shall have terms that commence on the date of their appointment and extend to ~~the~~ adjournment of the next regular meeting of the General Assembly. A quorum of the Bylaws and Resolutions Committee shall be a majority of its membership. Proxy voting is not allowed and members must be present to vote. The affirmative votes of a majority of those Bylaws and Resolutions Committee members voting shall be required for any action by the Bylaws and Resolutions Committee. The Second Vice-President shall serve as the chair of the Bylaws and Resolutions Committee.

Except for amendments proposed by the Regional Council, all proposed amendments to the Bylaws shall be considered by the Bylaws and Resolutions Committee, and thereafter, by the Regional Council; except, however, t Amendments proposed by the Executive Director or his designee that are not recommended by the Bylaws and Resolutions Committee shall not be sent to the Regional

Council. All amendments proposed by an Official Representative, and all amendments proposed by the Bylaws and Resolution Committee or the Regional Council, and all amendments that are proposed by or the Executive Director or his designee that are recommended by the Regional Council along with amendments proposed by the recommendations of the Regional Council, shall be forwarded to the Official Representative of each General Assembly member at least twenty-onethirty (2310) days prior to the regular meeting of the General Assembly at which such proposed amendments will be voted upon.

An affirmative vote of a majority of the Official Representatives or Alternates of the General Assembly voting-eligible Members of the Association present and voting with a quorum in attendance is required to adopt an amendment to these Bylaws. If, within sixty (60) days after the adoption of any amendment, one-third (1/3) or more of the Official Representatives protest such amendment by filing a written protest with the Executive Director, the adoption of such amendment shall be suspended until the next meeting of the General Assembly when the amendment shall again be taken up for consideration and vote.

Notwithstanding any provision of the agreement establishing the Association, Article V - A-4(b) and the Article VIII A, B, and E of said Bylaws shall not be changed except with the concurrence of the legislative body of each signatory party to said agreement which has not then withdrawn from the Association.

ARTICLE XII - EFFECTIVE DATE

These Bylaws shall go into effect immediately upon the effective date of the agreement establishing the Association.

ARTICLE XIII - HIRING PROHIBITION

No individual who is or was an Official Representative or Alternate on SCAG's General Assembly or is or was a representative of a Member of the Association or of an Advisory Member of the Association or of a Regional Council member serving on the Regional Council or is or was a member of any of SCAG's Policy Committees shall be eligible for compensated employment with SCAG for a period of one (1) year after the individual's last day of service in any of the SCAG positions described in this Article.

Bylaws adopted by the Joint County-City SCAG Committee:

March 27, 1964

Bylaws amended by the SCAG General Assembly:

February 24, 1966

November 4, 1966

February 24, 1967

February 18, 1970

September 24, 1970

February 16, 1973

September 12, 1974

February 27, 1975

March, 8, 1977

October 6, 1977

March 3, 1978

October 6, 1978

March 16, 1979

October 2, 1980

April 29, 1982

April 26, 1984

January 29, 1987

March 21, 1989

March 22, 1990

April 21, 1991

February 27, 1992

March 12, 1993

March 4, 1994

March 3, 1995

July 3, 1996

October 9, 1997

April 16, 1998

September 3, 1998

April 8, 1999

April 6, 2000

May 1, 2003

September 4, 2003

May 4, 2004

May 5, 2005

May 4, 2006

May 3, 2007

May 8, 2008

May 7, 2009

May 6, 2010

May 5, 2011

April 5, 2012

June 7, 2012

May 2, 2013

May 1, 2014

May 7, 2015

May 5, 2016

May 4, 2017

May 3, 2018