REPORT

DATE: May 8, 2008

TO: General Assembly

FROM: Regional Council

BY: Hasan Ikhrata, Executive Director, 213-236-1808, ikhrata@scag.ca.gov

SUBJECT: Proposed Bylaws Amendments

EXECUTIVE DIRECTOR'S APPROVAL: Joe Burton for Hasan Ikhrata

RECOMMENDED ACTION:

The Regional Council recommends that the General Assembly approve proposed amendments to the SCAG Bylaws as reflected in Attachment "B" of this report. These Bylaws Amendments were initiated and originally proposed by the Force For Change Committee and the Investments Subcommittee, and information regarding these proposals are detailed below.

BACKGROUND:

In preparation for this year's General Assembly meeting, the Force For Change Committee and the Investments Subcommittee met earlier in the year to discuss various proposed amendments to SCAG's current Bylaws. SCAG's Bylaws and Resolutions Subcommittee ("Bylaws Subommittee" herein), a subcommittee of the Regional Council tasked with reviewing any proposed changes to the SCAG Bylaws, thereafter met on March 4, 2008 to discuss the proposed amendments, and a summary of the respective actions taken by the Bylaws Subcommittee and the Regional Council, are discussed below.

I. Information regarding Force For Change Committee's Proposed Bylaws Amendments

The Force For Change Committee ("FFC Committee") was an ad-hoc committee, established last year by SCAG President Gary Ovitt as part of last year's Regional Council Retreat. The FFC Committee comprised approximately 15 Regional Council members, noted as follows: Hon. John Beauman, Brea; Hon. Stan Carroll, La Habra Heights; Hon. Debbie Cook, Huntington Beach; Hon. Richard Dixon, Lake Forest; Hon. Jon Edney, El Centro; Hon. Bonnie Flickinger, Moreno Valley; Hon. Lee Ann Garcia, Grand Terrace; Hon. Paul Glaab, Laguna Niguel; Hon. Keith Hanks, Azusa; Hon. Barbara Messina, Alhambra; Hon. Larry McCallon, Highland; Hon. Carl Morehouse, San Buenaventura; Hon. Paul Nowatka, Torrance; Hon. Pam O'Connor, Santa Monica; Hon. Alan Wapner, Ontario; and Hon. Gary Ovitt, County of San Bernardino. SCAG Second Vice-President Harry Baldwin also participated in the Force For Change meetings.

The goal of the Force For Change Committee was to come together to develop ideas for improving the effectiveness of the agency and creating overall positive change. As part of its meetings, the FFC Committee considered certain key areas upon which SCAG can improve. Such areas included: (1) ensuring that the policy direction for SCAG is initiated and provided by SCAG's Regional Council and Policy Committees; (2) providing the Regional Council and Policy Committees with more time to study issues so

as to facilitate more informed decision-making; (3) improving and strengthening ties with other agencies within the SCAG region; and (4) improving the position of the SCAG President so that it is viewed as a desirable office.

During the course of several months, the FFC Committee discussed these matters in-depth, the result of which led to proposing changes to the SCAG Bylaws. The FFC Committee finalized its changes to the SCAG Bylaws in a meeting held on February 29, 2008. The FFC Committee's proposed changes to the SCAG Bylaws are included with this report as Attachment "A." The substance of these proposed Bylaws changes from the FFC Committee can be summarized as follows:

- Strengthening ties with other agencies, by adding to the membership of the Regional Council one (1) representative to represent all five (5) air districts within the SCAG region (*See Attachment "A," Article V, Section A(1), p. 5 of the attached Bylaws)*, and adding six additional members to the Executive Committee comprised of representatives from the governing boards of the County Transportation Commissions, the Imperial Valley Council of Governments or subregional organizations *(See Attachment "A," Article V, Section D(1), p. 14 of the attached Bylaws)*;

- Improving SCAG policy development and direction as well as internal efficiency by strengthening the role of SCAG's Executive Committee and having it assume the current functions of the Administration Committee *(See Attachment "A," Article V, Section D(3), p. 15 of the attached Bylaws*); and

- Improving the decision-making process of the Regional Council by providing more time for elected officials to study matters and having the Executive Committee and Policy Committee meet every month, and the Regional Council meet on odd-numbered months *(See Attachment "A," Article V, Section A(3), p. 9, Article V, Section B(1), page 12 and Article V, Section D(1), p. 14 of the attached Bylaws)*.

A. Recommendation by the Bylaws Subcommittee regarding FFC Proposal

As previously noted, the Bylaws Subcommittee met on March 4, 2008 to review the Bylaws Amendments submitted by the FFC Committee (hereinafter referred to as "FFC Proposal"). After much discussion, the Bylaws Subcommittee recommended approval of some of the FFC Proposal, but also recommended amendments to other parts of the FFC Proposal. Specifically, the Bylaws Subcommittee rejected the proposal that the Regional Council meet on odd-numbered months, and also recommended that the Administration Committee assume the current functions of the Executive Committee (instead of the Executive Committee assuming the functions of the Administration Committee). The Bylaws Subcommittee recommended approval of the rest of the FFC Proposal.

On March 6, 2008, the Regional Council considered the FFC Proposal as well as the Bylaws Subcommittee's recommendations regarding the FFC Proposal. After a lengthy discussion, the Regional Council concurred in large part with the recommendations of the Bylaws Subcommittee. For ease of reference, attached with this report is a table (see Attachment "C") which summarizes the Regional Council's recommendations regarding the FFC Proposal. The SCAG Bylaws have been revised based upon the Regional Council's recommendations to the FFC Proposal, and such changes are reflected in

Attachment "B" of this report. The Regional Council recommends, therefore, that the General Assembly approve the changes to the SCAG Bylaws as set forth in Attachment "B."

II. Information regarding Investment Subcommittee's Proposed Bylaws Amendments

SCAG's Joint Powers Agreement limits SCAG's investment opportunities to the Los Angeles County Investment Pool, which has on occasion posed hardships upon SCAG. The Investment Subcommittee, a subcommittee of SCAG's Administration Committee has been studying the matter and recommended on February 25, 2008, that the SCAG Bylaws be amended to specify additional options for the deposit and investment of SCAG funds and those authorized to access the same. Consequently, the Investment Subcommittee proposed that the Bylaws be amended to add the following a new section H entitled "Depositaries and Investments," as part of Article VII (Finances):

> *"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."*

The Bylaws Subcommittee reviewed the Investment Subcommittee's proposal on March 4, 2008. In addition, the Administration Committee and the Regional Council considered the proposal on March 6, 2008. All three bodies unanimously recommended approval of the proposed change to the Bylaws. This change to the Bylaws is also reflected in Attachment "B" of this report.

Therefore, the Regional Council recommends that the General Assembly approve all of the changes to the SCAG Bylaws as set forth in Attachment "B," which denotes the Regional Council's recommendations to both the FFC Proposal and the Investment Subcommittee's proposal relating to amendments to SCAG's current Bylaws.

FISCAL IMPACT:
The fiscal impact of implementing these proposed Bylaws Amendments are nominal.

Attachments:

- **A. Proposed Bylaws Amendments submitted by Force For Change Committee;**
- **B. Recommended Bylaws Amendments from Regional Council (which reflects both FFC Proposal and Investment Subcommittee's proposal);**
- **C. Table outlining FFC Proposal and Regional Council's recommendations to FFC Proposal**

PROPOSED CHANGES SUBMITTED BY

THE

FORCE FOR CHANGE COMMITTEE

Proposed Bylaws Amendments by Force For Change (FFC) Committee

Issue	FFC Proposal	Recommendations by Regional Council (recommendations made March 6, 2008)
(1) How Special Meetings of the General Assembly are called	Special Meetings for the GA may be called by the RC upon the written request of the SCAG President and approval by the RC (*see p. 4 of attached Bylaws*)	Adopt FFC Proposal regarding this issue
(2) Membership to RC	To improve relationships with other agencies, add one (1) representative to represent all five (5) air districts within SCAG to serve on the RC; representative must be a board member of one of the five air districts (*see p. 5 of attached Bylaws)*	Adopt FFC Proposal regarding this issue, except add that representative must be "an elected" board member from one of the five air districts.
(3) When the RC, Executive Committee and Policy Committees meet	In order to improve decision-making process, the RC meets every odd-numbered month and the Executive Committee and Policy Committees meet every month (*see pp. 9, 12 and 14 of the attached Bylaws).*	Not adopt FFC Proposal and keep existing language in the Bylaws as-is (i.e. unless otherwise determined by the RC, the RC meets once a month).
(4) Role of the Executive Committee	To improve efficiency, the Executive Committee would assume current functions of the Administration Committee (*see p. 15 of the attached Bylaws)*	Amend FFC Proposal so that Administration Committee assumes current functions of the Executive Committee
(5) Composition of the Executive Committee	Executive Committee (having assumed current functions of the Administration Committee) is composed of: SCAG officers (President, First V-P, Second V-P and Immediate Past President); the three (3) Policy Comm. Chairs; and six (6) additional RC members who are from governing board of either the CTCs, IVAG and subregional organizations within SCAG. President to ensure all six (6) counties are represented within the committee. One member from private sector to serve in non-voting capacity. Total of 13 voting members; quorum is seven (7) (*see pp. 14 and 15 of the attached Bylaws)*	Amend FFC Proposal so that the Administration Committee (having assumed current functions of the Executive Committee) is composed of: SCAG officers; the three (3) Policy Committee Chairs; the (3) Vice-Chairs of the Policy Committees; and three (3) additional RC members who are from governing board of either CTCs, IVAG and subregional organizations within SCAG. One member from private sector to serve in non-voting capacity. President to be chair of the Administration Committee and to ensure all 6 counties are represented within the committee. Total of 13 voting members; quorum is seven (7).
(6) Composition of the Nominating Committee	Nominating Committee composed of RC members who collectively represent six (6) counties within SCAG, with at least two(2) County representatives (*see p. 15 of the attached Bylaws)*	Amend FFC Proposal so that Nominating Committee composed of five (5) District representatives and two (2) County representatives, and collectively all six (6) counties within SCAG are represented.
(7) Nomination of officers	Regional Council may consider and approve candidates for each office nominated directly from the floor as part of RC meeting (*see. p. 16 of the attached Bylaws)*	Adopt FFC Proposal regarding this issue
(8) Officers to alternate between cities and counties	Eliminate provision that "office of the Second Vice-President shall alternate to have a county representative every fourth year" (*see p. 16 of the attached Bylaws)*	Adopt FFC Proposal regarding this issue
(9) "Housekeeping" issues	To provide consistency within the Bylaws document, certain housekeeping changes are proposed. For example, the RC shall have power to "establish" (not "appoint") committees since current Bylaws provides President with authority to make	Adopt FFC Proposal regarding these issues.

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 problems of mutual interest and concern regarding the orderly physical development of the Southern California Region among units of local government.

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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 problems requiring objective planning by jurisdictions in more than one 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 county and city members of the Association as well as those of the Tribal Governments in the region and may 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 the joint powers agreements, State or Federal law, or the regulations adopted pursuant to any such law.

F. To assist local Agency 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.

ARTICLE II- DEFINITIONS

A. **Association**: The Association, as used in these Bylaws, means the Southern California Association of Governments as established by these Bylaws.

B. **General Assembly,** as used in these Bylaws, means a meeting of the official representatives of the members of the Association.

C. **Official Representative,** as used in these Bylaws, means either the mayor or a member of the legislative body of each member city, and either the chair of the Board of Supervisors or a member of the legislative body of the member county as their official representative.

D. **Alternate,** as used in these Bylaws, means either the mayor or a member of the legislative body of each member city, and either the chair of the Board of Supervisors or a member of the legislative body of the member county as their alternate to serve in an official capacity only in the absence of the official representative of the member county.

ARTICLE III- MEMBERSHIP AND REPRESENTATION FOR THE GENERAL ASSEMBLY

A. **Membership**

(1) All cities and all counties within the area of the counties of Los Angeles, Orange, Riverside, San Bernardino, Ventura and Imperial are eligible for membership in the Association.

(2) Each member county and each member city shall have one official representative and one alternate in the General Assembly, except that the City of Los Angeles, if and while it is a member city, shall have three official representatives and three alternates.

(3) Membership shall be contingent upon the execution of the Joint Powers Agreement and the payment by each county or city of each annual assessment. In the event a county or city has not paid the annual dues assessment by October 1 of the July 1-June 30 Fiscal Year, its General Assembly Representative(s) shall serve in an Ex-Officio status, without the right to vote. Failure to pay the annual dues assessment by January 30 of the July 1-June 30 Fiscal Year shall be deemed to be an automatic withdrawal from membership.

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(4) Any federally recognized Indian Nation within the SCAG region and Special districts which are significantly involved in regional problems or the boundaries of which include territory in more than one county, shall be eligible for advisory membership in the Association. The representatives of any such advisory member may participate in the work of committees of the Association.

B. **Representation in the General Assembly**

(1) Only the official representative or alternates present shall represent a member in the General Assembly, provided, however, that a member of

the Board of Supervisors of a member county may participate in the discussion of the General Assembly.

(2) The official representative of each city shall be their respective Regional Council member, in the event that the City does not have a Regional Council member then the official representative or alternate for such city shall be designated by the city council, provided that if and while the City of Los Angeles is a member city, the mayor shall be one of its official representatives

(3) Names of official representatives and alternates shall be communicated in writing to the Association by the appointing city or county 45 days before the annual meeting of the General Assembly.

(4) Official representatives or alternates shall serve at the General Assembly until a successor is appointed, except if an official representative or alternate ceases to be a member of the legislative body or mayor of the city or county appointing then the seat shall be vacant until a successor is appointed.

ARTICLE IV- GENERAL ASSEMBLY

A. Powers and Functions

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

(1) The determination of policy matters for the Association.

(2) Any official representative may, at any meeting of the General Assembly, propose a subject(s) for study by the Association provided that the representative has notified the President of the proposal forty-five days in advance of the meeting date 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 may, at any meeting of the General Assembly, request review by the General Assembly of any action of the Regional Council, which has been taken between meetings of the General Assembly.

(4) At its annual meeting, the General Assembly shall review the proposed budget and assessment schedule and shall adopt an annual budget and an assessment schedule.

(5) Any official representative who desires to propose any policy matter for determination by the General Assembly shall submit the matter to the Regional Council in the form of a proposed resolution at least forty-five (45) days prior to any regular meeting of the General Assembly. The

President shall recommend and the Regional Council shall appoint a Resolutions Committee to consider each such resolution and submit its recommendation for action to the General Assembly. A copy of each such proposed resolution together with the Resolutions Committee's recommendations thereon, shall be included in the agenda materials for each regular meeting of the General Assembly. If a resolution is presented directly to the General Assembly, a two-thirds vote of the General Assembly in compliance with the criteria of Government Code sections 54950 et seq. shall be required for its consideration.

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 written request of the President and with the affirmative votes of a majority of a Regional Council quorum. Ten days' written notice of a special meeting shall be given to the official representatives and alternates of each member city and to each member of the Board of Supervisors of each member county. An agenda specifying the subject of the special meeting shall accompany the notice.

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(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 city, and to each member of the Board of Supervisors of each member county at least 30 days prior to each meeting. An agenda for the meeting shall accompany the notice. Notice of any changes to the agenda shall be given at least 10 days prior to the meeting.

(4) Association committees shall meet on the call of their Chair or as otherwise provided herein.

(5) The General Assembly may adopt rules for its own procedure.

C. **Voting in the General Assembly shall be conducted in the following manner**:

(1) A quorum of the General Assembly shall consist of official representation from one-third of the member cities and one-third of the member counties.

(2) Each official county representative and each official city representative shall have one vote. Votes shall be tabulated separately for county representatives and for city representatives upon the request of one member or alternate of the county representatives only when one-half (1/2) of the county representatives are present or upon the request of one member or alternate of the city representatives only when one-third (1/3) of the city representatives are present. If the votes are tabulated separately,

the affirmative votes of a majority of a quorum of both city and county representatives are required. In the absence of the official representative, the alternate shall be entitled to vote.

(3) Voting may be by voice, displaying voting cards or roll call vote. A roll call vote shall be conducted upon the demand of five official representatives present, or at the discretion of the presiding officer.

ARTICLE V- REGIONAL COUNCIL

Preamble: The Regional Council of the Association shall include members from cities and counties in the Association's region.

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:

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(1) **Membership**: The membership of the Regional Council shall be comprised of one (1) representative from each member county Board of Supervisors, except 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 Tribal Government within the SCAG region; one from each District (as defined below); the Mayor of the City of Los Angeles serving as the Los Angeles City At-Large Representative; one (1) general purpose local government elected official representative, defined as either an elected city council member or member of a County Board of Supervisors, from the governing boards of each of the five (5) County Transportation Commissions ("CTC"); one (1) representative from the Imperial Valley Association of Governments ("IVAG"); and one (1) representative for all five (5) air districts operating within the SCAG region.

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(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 be comprised of a group of cities that have a geographic community of interest and have approximately equal population. A District may be comprised of cities within different counties, but Districts established by subregions under subsection (a)(5) or (a)(6) shall include only cities within the boundaries of such subregions. Procedures for District Representative elections shall be set forth under the Regional Council Policy Manual ("Policy Manual").

(2) The Regional Council shall review and if it deems necessary, establish district boundaries every five (5) years, based upon city population data as most recently available from the State Department of Finance. The Regional Council shall review the district boundaries in 2004 and thereafter in every year ending in 3 or 8.

(3) Notwithstanding any other provisions of these Bylaws, in the event that upon review of the Districts by the Regional Council in 2004, District representation is changed, then those impacted districts shall hold a special election no later than two months after final action by the Regional Council to elect their representative who shall serve for a term established by the Regional Council. Such elections shall be held in accordance with the procedures established in Article V(a)(1)(b)(l)-(4) and (6) and with regard to subregions in accordance with Article V (a)(c)(1)(5) and (7).

(4) If a new city within the Association's region is incorporated after Districts have been established, the newly incorporated city shall be assigned by the Regional Council in consultation with the subregion, to a District with other cities with which it has contiguous borders until such time as Districts are again established by the Regional Council.

(5) In any area where a subregional organization has been formally established under a joint powers agreement pursuant to California Government Code Sections 6500 et. seq. 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 through the establishment of an association of governments, and where such subregional organization serves as the subregional planning agency for the general purpose local governments and is not a single-purpose joint powers authority and or other such special district entity, the applicable 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 definition of District as set forth

in subsection (1) above. The subregional organization shall have authority to make recommendations to the Regional Council to establish Districts every five (5) years and shall use city populations as most recently determined by the State Department of Finance. If a new city within the subregional area is incorporated after Districts have been established, the newly incorporated city shall be assigned to a District in accordance with Article V (A)(1)(a)(4) until such time as Districts are again established as provided for in this section.

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(6) In any area where a subregional organization has been recognized by action of the Regional Council as a participant in the Regional Comprehensive Plan planning process and is organized for general planning purposes of 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, the applicable subregional organization shall make recommendations to establish a District (or Districts) within the boundaries of such subregional area. The subregional organization shall use the definition of District as set forth in subsection (1) above. The subregional organization shall have authority to make recommendations to the Regional Council every five (5) years and shall use city populations as most recently determined by the State Department of Finance. If a new city within the subregional area is incorporated after Districts have been established, the newly incorporated city shall be assigned to a District in accordance with Article V(A)(1)(a)(3) until such time as Districts are again established as provided for in this section.

(7) The Regional Council shall establish a maximum of sixty-seven (67) districts.

(b) **Regional Council Representation**

(1) There shall be a minimum of one (1) District representative for all of the cities within each county in the Association.

(2) Any Regional Council member representing a member city in a single City District or county which has not yet paid its annual dues assessment by October 1 of the July 1 - June

30 Fiscal Year shall be granted Ex-Officio member status, without the right to vote, on the Regional Council.

(3) Any Regional Council member from a member city which has not paid its annual dues assessment by October 1 of the July 1-June 30 Fiscal Year, and who represents a District comprised of more than one city, shall relinquish his/her position on the Regional Council and the seat shall be declared vacant by the President. Such vacancies shall be filled through the District representative special election procedures set forth by the Regional Council.

(4) Any Regional Council member from a Native American Tribe which has not paid its annual dues assessment by October 1 of the July 1-June 30 Fiscal Year, and who represents the Tribal Government Regional Planning Board, shall relinquish his/her position on the Regional Council and the seat shall be declared vacant by the President. Such vacancies shall be filled by the Tribal Government Regional Planning Board.

(5) CTC, IVAG 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 President.

(6) Any Regional Council member representing a CTC or the IVAG which has not paid its annual dues assessment within three (3) months of the July 1-June 30 fiscal year shall be granted Ex-Officio status without the right to vote, on the Regional Council.

(2) **Terms of Office**:

(a) Membership on the Regional Council shall be for two (2) years upon election. Terms shall commence on adjournment of the annual meeting of the General Assembly, or in the case of those representatives elected pursuant to special elections to fill vacancies, for such time as will fill out the remainder of the vacated term. If a representative serving on the Regional Council ceases to be an elected official from a member city, county or ceases to be a locally elected tribal council member, his/her Regional Council seat shall be declared vacant by the President as of the time such representative ceases to be an elected official. Vacancies on the Regional Council shall be filled through the special election procedures as set forth by the Regional Council or

in the case of a locally elected tribal council member, shall be filled by the Tribal Government Regional Planning Board.

(b) The terms of District representatives who represent even-numbered Districts shall be two years and shall expire in even-numbered years. Terms of District representatives who represent odd-numbered Districts shall be two years and shall expire in odd-numbered years. The term of the representative from the Tribal Government Regional Planning Board shall be two years and shall expire in even-numbered years.

(c) The CTC and IVAG representatives to the Regional Council shall be appointed to two (2) year terms.

(3) **Meetings**: Unless otherwise determined by the Regional Council, it shall meet at least once every odd-numbered month. The date, time and location of the Regional Council meetings shall be recommended by the President 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 Policy Manual.

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(4) **Duties**

(a) Subject to the policy established by the General Assembly, the Regional Council shall conduct the affairs of the Association.

(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

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(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 full report of its activities at each regular meeting of the General Assembly.

(d) The Regional Council shall have the authority to appoint, fix the salary of, ratify the performance evaluation of and remove an Executive Director of the Association, and shall have the authority to create and discontinue positions in the employ of the Association and fix salaries.

(e) The Regional Council shall have the power to establish committees to study specific problems, programs, and other matters which the Regional Council or General Assembly have approved for study.

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(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) All Regional Council members shall comply with the SCAG Conflict of Interest Policy as adopted and amended from time to time by the Regional Council.

(5) **Voting**: In the Regional Council voting shall be conducted in the following manner:

(a) Only representatives of the membership as defined in Article V (A) (1) shall have the right to vote as a member of the Regional Council.

(b) One-third (1/3) of the members of the Regional Council shall constitute a quorum of the Regional Council.

(c) The affirmative votes of a majority of the Regional Council quorum are required for action by the Regional Council, except as set forth in subsections (d), (e) and (f) below.

(d) A County representative may request a "division of the house" vote if two thirds (2/3) of the county representatives are present. A District representative may request a "division of the house" vote if one-third of the District representatives are present. A "division of the house" vote, shall be tabulated separately for county representatives and for District representatives and the affirmative votes of a majority of county representatives present and a majority of District representatives present shall be required for action by the Regional Council. For purposes of the division of the house,

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the representative of the Tribal Government Regional Planning Board shall be considered to be a District representative.

Pursuant to any "division of the house" vote any city which has more than one District representative may have its District representative(s) vote on behalf of any District representative(s) not in attendance so long as that city's city council has previously taken an official action authorizing the express voting of the city's position on the specified matter. Notwithstanding the above, any votes to be exercised pursuant to this subsection shall not be exercised prior to the holding of the next Regional Council meeting subsequent to the meeting at which the applicable "division of the house" vote has been called for. All authorizations for voting pursuant to this subsection shall be in writing and shall be made available to the Regional Council at the time of the subject vote.

(e) In order to recommend the annual budget to the General Assembly, the affirmative vote of not less than a majority of the Regional Council membership is required.

(f) In order to appoint or remove the Executive Director, the affirmative vote of not less than a majority of the Regional Council membership is required.

(g) Each official representative from the CTC, IVAG and the Tribal Government Regional Planning Board shall have the right to vote in the same manner as other members of the Regional Council.

(h) Notwithstanding the provisions of (1) above, the representatives from the CTC and the IVAG shall not be entitled to request a "division of the house" vote, shall not be included in the tabulation of the number of county representatives required to request a "division of the house" vote and shall not be entitled to vote on a matter considered as a result of a "division of the house."

(6) **Expenses**: Members of 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 under the Policy Manual.

B. **Policy Commitees**:

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(1) For the purpose of developing policy recommendations to the Regional Council, the Regional Council shall establish as permanent committees the three (3) "Policy Committees" known as the "Policy Committee on Transportation and Communications", the "Policy Committee on Energy and Environment", and the Policy Committee on "Community, Economic and Human Development," in accordance with the Policy Manual. The Policy Committees shall meet at least once a month., except that the Policy Committeess may decide not to meet the month of August.

(2) The Policy Committees may include voting members which shall be Regional Council members; one (1) representative from the California Department of Transportation; one (1) general purpose local government elected official representative from each of the subregional organizations recognized by action of the Regional Council as participants in the Regional Comprehensive Plan planning process; and one (1) duly appointed board member, who is a general purpose local elected official, from an agency with which the Association has a statutory or Memorandum of Understanding relationship.

(3) The Policy Committees may include ex-officio (non-voting) members which shall be representatives from regional and subregional single purpose public agencies and other members as approved by the Regional Council.

(4) Regional Council members representing the CTC, IVAG and the Tribal Government Regional Planning Board shall have the right to vote as members of the Policy Committees and may, if they are also a locally elected official, or in the case of the Tribal Government Regional Planning Board representative, if they are also a locally elected Tribal Council member from a federally recognized Tribal Government within the SCAG region, be appointed Chair or Vice Chair of a Policy Committee.

(5) **The President with regard to each Policy Committee shall**:

(a) Appoint all Regional Council members to one of the Policy Committees for two (2) year terms. In making such appointments, the President shall to the extent practicable appoint an equal number of members to each policy committee taking into consideration regional representation geographical balance, diversity of views and other factors deemed appropriate by the President.

(b) Appoint to the Policy Committees members representing public agencies which have a statutory or Memorandum of Understanding relationship with SCAG. The members shall be appointed for two-(2) year terms based on a written request from the agency's governing board. Appointments shall be limited to one

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(c) Membership on the Administration Committee shall consist of all SCAG Officers, Policy Committee Chairs and Vice Chairs, and an additional six (6) Regional Council members appointed by the President. In the event a subregional organization is not represented on the Committee, the President may appoint additional Regional Council members to ensure there is at least one (1) Regional Council member from each subregion. The Tribal Government Regional Planning Board Regional Council representative shall be a member of the Committee. ¶ ... [1]
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representative from each public agency. In making such appointments, the President shall consider regional representation.

(c) Appoint ex-officio (non-voting) members upon the recommendation of the individual Policy Committee members to the Policy Committees representing the business sector, labor, community groups and other public interest groups.

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(d) In addition to the appointments to the Policy Committees of subregional organization elected representatives provided for above in subsection (2) of this Section B, the President shall appoint to the Policy Committees additional elected official representatives from each subregional organization which has at least four (4) Districts.

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(e) The determination of the total number of additional representatives from each subregional organization to appoint to the Policy Committees shall be as follows: One (1) additional elected official representative for each District in excess of three (3) Districts shall be appointed by the President. The governing boards of each of the subregional organizations shall nominate the additional representatives provided for in this subsection (5)(e) to be appointed to the Policy Committees. In making the appointments, the President shall consider, among other things, regional representation.

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(f) In addition to the representation provided for in Article V.A(1), the President shall appoint with the consent of the Tribal Government Regional Planning Board additional members to each Policy Committee such that the Tribal Government Regional Planning Board shall have two members on each Policy Committee. Such representative shall be locally elected Tribal Council members from the federally recognized Tribal Governments within the SCAG region.

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(6) **Policy Committee on Transportation and Communications**: This committee shall study problems, programs and other matters, which pertain to the regional issues of mobility, air, transportation control measures and communications.

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(7) **Policy Committee on Energy and Environment**: This committee shall study problems, programs and other matters, which pertain to the regional issues of energy and the environment.

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(8) **Policy Committee on Community, Economic and Human Development**: This committee shall study problems, programs and other matters which pertain to the regional issues of community, economic and

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human development, housing and growth. This committee shall review projects, plans and programs of regional significance for consistency and conformity with applicable regional plans.

C. **Appointments**: The President is authorized to appoint members of 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. The President is also authorized to appoint Regional Council members to governing boards of other agencies, districts, commissions, and authorities as representatives of the Association. If no Regional Council members 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 members of the Regional Council shall be Ex-Officio members of the Regional Council without the right to vote. Terms of appointment of Regional Council members 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.

D. **Executive Committee**

(1) **Membership**: The membership of the Executive Committee shall be comprised of the President, Vice President, Second Vice President and Immediate Past-President. The Executive Committee shall also include the Chairs of the three Policy Committees and an additional six (6) Regional Council members appointed by the President, who shall comprise representatives from the governing boards of the CTCs, IVAG or the subregional organizations within the SCAG region. In the event that a SCAG officer or Policy Committee Chair is also a member of the governing board of the CTCs, IVAG or a subregional organization, the President may appoint Regional Council members not affiliated with any such organization so long as collectively the six counties within SCAG have representation on the Executive Committee. In addition, the President shall appoint one member from the private sector to serve on the Executive Committee in an ex-officio, non-voting capacity. Appointment by the President of members to the Executive Committee shall be for one (1) year terms, which appointment shall expire upon the adjournment of the regular meeting of the General Assembly.

(2) **Meetings**: The Executive Committee shall meet at least once a month, except that the Executive Committee may decide not to meet in the month of August.

(3) **Duties**

(a) Subject to the policy established by the General Assembly and Regional Council, and in the event that the Executive Committee

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determines by majority vote that there is a need to take immediate action prior to the next regular meeting of the Regional Council, the Executive Committee shall be authorized to make decisions and take actions that are binding upon the Association.

(b) Subject to the policies of the Regional Council, the Executive Committee 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 an annual Performance Agreement with the Executive Director. The Executive Director's Performance Agreement shall be effective the first day of July of the calendar year. The Executive Committee, subject to ratification of the Regional Council, shall be responsible for performing the annual evaluation of the Executive Director's performance of the prior year's agreed-upon Performance Agreement. The Executive Committee shall complete the Executive Director's annual Performance Evaluation not later than the regularly scheduled meeting of the June Regional Council meeting.

(c) The powers and duties of the Executive Committee shall include such other duties as the Regional Council may delegate.

(4) **Voting**: A quorum shall be seven (7) members of the Executive Committee. In the event that a vacancy in the membership of the committee occurs, the quorum shall be reduced by one until such time as the vacancy is filled. The affirmative vote of the majority of the Executive Committee quorum is required for an action by the Executive Committee.

ARTICLE VI- OFFICERS, DUTIES, ELECTIONS AND VACANCIES

A. Officers of the Association shall consist of a President, a Vice President, Second Vice President, Immediate Past President and a Secretary-Treasurer. The Association's President, Vice President, and Second Vice President shall be elected annually by the Regional Council at its annual General Assembly meeting, 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. Officers of the Association, except the Secretary-Treasurer, shall be elected from a list of candidates for each office which shall be prepared by a Nominating Committee. The Nominating Committee shall be composed of Regional Council members who collectively represent the six (6) counties within the SCAG region, with at least two (2) members being County representatives. The recommended candidates for each office shall be submitted to the Regional Council for consideration and approval by the Nominating Committee at least one (1) month

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prior to the annual General Assembly meeting. The Regional Council may also consider and approve candidates for each office who are nominated directly at a Regional Council meeting as part of the election process. New Officers shall take office upon the ratification of the General Assembly and commencing upon the adjournment of the General Assembly meeting.

C. A vacancy shall immediately occur in the office of the President, Vice President, or Second Vice President upon the resignation or death of the person holding such office, or upon ceasing to be the official representative of a member county or of a District. Upon the occurrence of a vacancy in the office of President, Vice President, or Second Vice President, a 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 shall 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. The nominee selected for the office of second Vice President shall be submitted to the Regional Council by the Nominating Committee. The new second Vice President shall take office upon adjournment of that meeting.

D. Notwithstanding any provision in these Bylaws to the contrary, the representatives from the CTCs, IVAG and the Tribal Government Regional Planning Board shall not be eligible to be elected by the Regional Council as Officers of the Association.

E. The President of the Association shall be the presiding officer of the Regional Council and of the General Assembly. The 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.

F. 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.

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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:

A. Subject to the authority of the General Assembly and the Regional Council, to administer the affairs of the Association.

B. To appoint, direct and remove all employees of the Association.

C. Annually to prepare and present a proposed budget to the Regional Council and to control the approved budget.

D. To serve as Secretary-Treasurer of the Association.

E. To attend the meetings of the General Assembly and the Regional Council.

F. To perform such other duties as the General Assembly or the Regional Council may require.

ARTICLE VIII- FINANCES

A. **Fiscal Year**

The Fiscal year of the Association shall commence on July 1.

B. **Budget Submission and Adoption**

The 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. **Yearly Membership Assessment**

Each year, upon adoption of the annual budget, the General Assembly shall fix membership assessment for all members of the Association in amounts sufficient to provide the funds required by the budget and shall advise the legislative body of each member thereof on or before the first regularly scheduled Regional Council meeting in May 1 of such year. Absent any other decision regarding membership assessments by the General Assembly, the annual membership assessment will be adjusted by the most recent year to date change in the Consumer Price Index, with a minimum of one per cent (1%), for the Los Angeles Anaheim-Riverside Counties area. The Regional Council, for not more than one year at a time, may defer, waive, or reduce payment of the annual dues. In taking any of the actions above, the Regional Council shall adjust the General Fund Budget to provide a balanced General Fund 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. The amount of each member's assessment shall be determined in accordance with the formula set out in Paragraph "D," following.

D. **Methods of Assessment**

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 Total Population	Base	CITIES 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 Tribal Government in the SCAG region shall be treated as a city. The remainder of the total annual 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. If any county or city was not a member 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 Section, 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.

Regional Council Membership Assessment for CTC and, IVAG: Each CTC and IVAG shall pay a fixed annual Regional Council membership assessment based on total population, using the following assessment table:

Total Population	Annual Assessment
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

E. **Annual Audit**

The Regional Council shall cause an annual 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 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 parties 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 party indemnifies and holds harmless the other party for any loss, cost or expense that may be imposed upon such other party solely by virtue of said Section 895.2. The rules set forth in Civil Code Section 2778 are hereby made a part of these Bylaws.

G. 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.

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 city or county may, at any time, withdraw from the Association providing, however, that the intent to withdraw must be stated in the form of a resolution enacted by the legislative body of the jurisdiction wishing to withdraw. Such resolution of intent to withdraw from the Association must be given to the Executive Director by the withdrawing jurisdiction at least 30 days prior to the effective date of withdrawal.

ARTICLE XI- AMENDMENTS

Amendments to these Bylaws may be proposed by an official representative or by the Regional Council. If proposed by an official representative, the amendment shall be submitted to the Regional Council at least 45 days prior to a regular meeting of the General Assembly. Each proposed amendment shall be considered by the Regional Council and a copy thereof, with the recommendations of the Regional Council and its reasons therefore, forwarded to the official representative of each member jurisdiction at least 30 days prior to the meeting at which such proposed amendment will be voted upon.

A majority vote of the county representatives present, and a majority vote of the city representatives present, are required to adopt an amendment to these Bylaws. If, within 60 days after the adoption of any amendment, one-third or more of the official representative protest such amendment by filing a written protest with the Executive Director, it should automatically be suspended until the next meeting of the General Assembly when it shall be taken up for consideration and vote as in the first instance.

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 going into effect immediately upon the effective date of the agreement.

ARTICLE XIII- HIRING PROHIBITION

No current or former elected official who is or was a Member of the SCAG Regional Council shall be eligible for a period of one (1) year after the last day of service as an elected official for appointment to any full-time, compensated employment with SCAG.

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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

PROPOSED CHANGES SUBMITTED BY

THE

BYLAWS COMMITTEE

FROM THE

REGIONAL COUNCIL

MARCH 6, 2008

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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 problems of mutual interest and concern regarding the orderly physical development of the Southern California Region among units of local government.

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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 problems requiring objective planning by jurisdictions in more than one 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 county and city members of the Association as well as those of the Tribal Governments in the region and may 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 the joint powers agreements, State or Federal law, or the regulations adopted pursuant to any such law.

F. To assist local Agency 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.

ARTICLE II- DEFINITIONS

A. **Association**: The Association, as used in these Bylaws, means the Southern California Association of Governments as established by these Bylaws.

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B. **General Assembly,** as used in these Bylaws, means a meeting of the official representatives of the members of the Association.

C. **Official Representative,** as used in these Bylaws, means either the mayor or a member of the legislative body of each member city, and either the chair of the Board of Supervisors or a member of the legislative body of the member county as their official representative.

D. **Alternate,** as used in these Bylaws, means either the mayor or a member of the legislative body of each member city, and either the chair of the Board of Supervisors or a member of the legislative body of the member county as their alternate to serve in an official capacity only in the absence of the official representative of the member county.

ARTICLE III- MEMBERSHIP AND REPRESENTATION FOR THE GENERAL ASSEMBLY

A. **Membership**

(1) All cities and all counties within the area of the counties of Los Angeles, Orange, Riverside, San Bernardino, Ventura and Imperial are eligible for membership in the Association.

(2) Each member county and each member city shall have one official representative and one alternate in the General Assembly, except that the City of Los Angeles, if and while it is a member city, shall have three official representatives and three alternates.

(3) Membership shall be contingent upon the execution of the Joint Powers Agreement and the payment by each county or city of each annual assessment. In the event a county or city has not paid the annual dues assessment by October 1 of the July 1-June 30 Fiscal Year, its General Assembly Representative(s) shall serve in an Ex-Officio status, without the right to vote. Failure to pay the annual dues assessment by January 30 of the July 1-June 30 Fiscal Year shall be deemed to be an automatic withdrawal from membership.

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(4) Any federally recognized Indian Nation within the SCAG region and Special districts which are significantly involved in regional problems or the boundaries of which include territory in more than one county, shall be eligible for advisory membership in the Association. The representatives of any such advisory member may participate in the work of committees of the Association.

B. **Representation in the General Assembly**

(1) Only the official representative or alternates present shall represent a member in the General Assembly, provided, however, that a member of

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the Board of Supervisors of a member county may participate in the discussion of the General Assembly.

(2) The official representative of each city shall be their respective Regional Council member, in the event that the City does not have a Regional Council member then the official representative or alternate for such city shall be designated by the city council, provided that if and while the City of Los Angeles is a member city, the mayor shall be one of its official representatives

(3) Names of official representatives and alternates shall be communicated in writing to the Association by the appointing city or county 45 days before the annual meeting of the General Assembly.

(4) Official representatives or alternates shall serve at the General Assembly until a successor is appointed, except if an official representative or alternate ceases to be a member of the legislative body or mayor of the city or county appointing then the seat shall be vacant until a successor is appointed.

ARTICLE IV- GENERAL ASSEMBLY

A. Powers and Functions

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

(1) The determination of policy matters for the Association.

(2) Any official representative may, at any meeting of the General Assembly, propose a subject(s) for study by the Association provided that the representative has notified the President of the proposal forty-five days in advance of the meeting date 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 may, at any meeting of the General Assembly, request review by the General Assembly of any action of the Regional Council, which has been taken between meetings of the General Assembly.

(4) At its annual meeting, the General Assembly shall review the proposed budget and assessment schedule and shall adopt an annual budget and an assessment schedule.

(5) Any official representative who desires to propose any policy matter for determination by the General Assembly shall submit the matter to the Regional Council in the form of a proposed resolution at least forty-five (45) days prior to any regular meeting of the General Assembly. The

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President shall recommend and the Regional Council shall appoint a Resolutions Committee to consider each such resolution and submit its recommendation for action to the General Assembly. A copy of each such proposed resolution together with the Resolutions Committee's recommendations thereon, shall be included in the agenda materials for each regular meeting of the General Assembly. If a resolution is presented directly to the General Assembly, a two-thirds vote of the General Assembly in compliance with the criteria of Government Code sections 54950 et seq. shall be required for its consideration.

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 written request of the President and with the affirmative votes of a majority of a Regional Council quorum. Ten days' written notice of a special meeting shall be given to the official representatives and alternates of each member city and to each member of the Board of Supervisors of each member county. An agenda specifying the subject of the special meeting shall accompany the notice.

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(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 city, and to each member of the Board of Supervisors of each member county at least 30 days prior to each meeting. An agenda for the meeting shall accompany the notice. Notice of any changes to the agenda shall be given at least 10 days prior to the meeting.

(4) Association committees shall meet on the call of their Chair or as otherwise provided herein.

(5) The General Assembly may adopt rules for its own procedure.

C. **Voting in the General Assembly shall be conducted in the following manner**:

(1) A quorum of the General Assembly shall consist of official representation from one-third of the member cities and one-third of the member counties.

(2) Each official county representative and each official city representative shall have one vote. Votes shall be tabulated separately for county representatives and for city representatives upon the request of one member or alternate of the county representatives only when one-half (1/2) of the county representatives are present or upon the request of one member or alternate of the city representatives only when one-third (1/3) of the city representatives are present. If the votes are tabulated separately,

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the affirmative votes of a majority of a quorum of both city and county representatives are required. In the absence of the official representative, the alternate shall be entitled to vote.

(3) Voting may be by voice, displaying voting cards or roll call vote. A roll call vote shall be conducted upon the demand of five official representatives present, or at the discretion of the presiding officer.

ARTICLE V- REGIONAL COUNCIL

Preamble: The Regional Council of the Association shall include members from cities and counties in the Association's region.

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:

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(1) **Membership**: The membership of the Regional Council shall be comprised of one (1) representative from each member county Board of Supervisors, except 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 Tribal Government within the SCAG region; one from each District (as defined below); the Mayor of the City of Los Angeles serving as the Los Angeles City At-Large Representative; one (1) general purpose local government elected official representative, defined as either an elected city council member or member of a County Board of Supervisors, from the governing boards of each of the five (5) County Transportation Commissions ("CTC"); one (1) representative from the Imperial Valley Association of Governments ("IVAG"); and one (1) representative representing all five (5) air districts operating within the SCAG region.

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(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 be comprised of a group of cities that have a geographic community of interest and have approximately equal population. A District may be comprised of cities within different counties, but Districts established by subregions under subsection (a)(5) or (a)(6) shall include only cities within the boundaries of such subregions. Procedures for District Representative elections shall be set forth under the Regional Council Policy Manual ("Policy Manual").

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(2) The Regional Council shall review and if it deems necessary, establish district boundaries every five (5) years, based upon city population data as most recently available from the State Department of Finance. The Regional Council shall review the district boundaries in 2004 and thereafter in every year ending in 3 or 8.

(3) Notwithstanding any other provisions of these Bylaws, in the event that upon review of the Districts by the Regional Council in 2004, District representation is changed, then those impacted districts shall hold a special election no later than two months after final action by the Regional Council to elect their representative who shall serve for a term established by the Regional Council. Such elections shall be held in accordance with the procedures established in Article V(a)(1)(b)(l)-(4) and (6) and with regard to subregions in accordance with Article V (a)(c)(1)(5) and (7).

(4) If a new city within the Association's region is incorporated after Districts have been established, the newly incorporated city shall be assigned by the Regional Council in consultation with the subregion, to a District with other cities with which it has contiguous borders until such time as Districts are again established by the Regional Council.

(5) In any area where a subregional organization has been formally established under a joint powers agreement pursuant to California Government Code Sections 6500 et. seq. 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 through the establishment of an association of governments, and where such subregional organization serves as the subregional planning agency for the general purpose local governments and is not a single-purpose joint powers authority and or other such special district entity, the applicable 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 definition of District as set forth

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in subsection (1) above. The subregional organization shall have authority to make recommendations to the Regional Council to establish Districts every five (5) years and shall use city populations as most recently determined by the State Department of Finance. If a new city within the subregional area is incorporated after Districts have been established, the newly incorporated city shall be assigned to a District in accordance with Article V (A)(1)(a)(4) until such time as Districts are again established as provided for in this section.

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(6) In any area where a subregional organization has been recognized by action of the Regional Council as a participant in the Regional Comprehensive Plan planning process and is organized for general planning purposes of 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, the applicable subregional organization shall make recommendations to establish a District (or Districts) within the boundaries of such subregional area. The subregional organization shall use the definition of District as set forth in subsection (1) above. The subregional organization shall have authority to make recommendations to the Regional Council every five (5) years and shall use city populations as most recently determined by the State Department of Finance. If a new city within the subregional area is incorporated after Districts have been established, the newly incorporated city shall be assigned to a District in accordance with Article V(A)(1)(a)(4) until such time as Districts are again established as provided for in this section.

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(7) The Regional Council shall establish a maximum of sixty-seven (67) districts.

(b) **Regional Council Representation**

(1) There shall be a minimum of one (1) District representative for all of the cities within each county in the Association.

(2) Any Regional Council member representing a member city in a single City District or county which has not yet paid its annual dues assessment by October 1 of the July 1 - June

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30 Fiscal Year shall be granted Ex-Officio member status, without the right to vote, on the Regional Council.

(3) Any Regional Council member from a member city which has not paid its annual dues assessment by October 1 of the July 1-June 30 Fiscal Year, and who represents a District comprised of more than one city, shall relinquish his/her position on the Regional Council and the seat shall be declared vacant by the President. Such vacancies shall be filled through the District representative special election procedures set forth by the Regional Council.

(4) Any Regional Council member from a Native American Tribe which has not paid its annual dues assessment by October 1 of the July 1-June 30 Fiscal Year, and who represents the Tribal Government Regional Planning Board, shall relinquish his/her position on the Regional Council and the seat shall be declared vacant by the President. Such vacancies shall be filled by the Tribal Government Regional Planning Board.

(5) CTC, IVAG 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 President.

(6) Any Regional Council member representing a CTC or the IVAG which has not paid its annual dues assessment within three (3) months of the July 1-June 30 fiscal year shall be granted Ex-Officio status without the right to vote, on the Regional Council.

(2) **Terms of Office**:

(a) Membership on the Regional Council shall be for two (2) years upon election. Terms shall commence on adjournment of the annual meeting of the General Assembly, or in the case of those representatives elected pursuant to special elections to fill vacancies, for such time as will fill out the remainder of the vacated term. If a representative serving on the Regional Council ceases to be an elected official from a member city, county or ceases to be a locally elected tribal council member, his/her Regional Council seat shall be declared vacant by the President as of the time such representative ceases to be an elected official. Vacancies on the Regional Council shall be filled through the special election procedures as set forth by the Regional Council or

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in the case of a locally elected tribal council member, shall be filled by the Tribal Government Regional Planning Board.

(b) The terms of District representatives who represent even-numbered Districts shall be two years and shall expire in even-numbered years. Terms of District representatives who represent odd-numbered Districts shall be two years and shall expire in odd-numbered years. The term of the representative from the Tribal Government Regional Planning Board shall be two years and shall expire in even-numbered years.

(c) The CTC and IVAG representatives to the Regional Council shall be appointed to two (2) year terms.

(3) **Meetings**: Unless otherwise determined by the Regional Council, it shall meet at least once a month. The date, time and location of the Regional Council meetings shall be recommended by the President 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 Policy Manual.

(4) **Duties**

(a) Subject to the policy established by the General Assembly, the Regional Council shall conduct the affairs of the Association.

(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

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(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 full report of its activities at each regular meeting of the General Assembly.

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(d) The Regional Council shall have the authority to appoint, fix the salary of, ratify the performance evaluation of and remove an Executive Director of the Association, and shall have the authority to create and discontinue positions in the employ of the Association and fix salaries.

(e) The Regional Council shall have the power to establish committees to study specific problems, programs, and other matters which the Regional Council or General Assembly have approved for study.

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(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) All Regional Council members shall comply with the SCAG Conflict of Interest Policy as adopted and amended from time to time by the Regional Council.

(5) **Voting**: In the Regional Council voting shall be conducted in the following manner:

(a) Only representatives of the membership as defined in Article V (A) (1) shall have the right to vote as a member of the Regional Council.

(b) One-third (1/3) of the members of the Regional Council shall constitute a quorum of the Regional Council.

(c) The affirmative votes of a majority of the Regional Council quorum are required for action by the Regional Council, except as set forth in subsections (d), (e) and (f) below.

(d) A County representative may request a "division of the house" vote if two thirds (2/3) of the county representatives are present. A District representative may request a "division of the house" vote if one-third of the District representatives are present. A "division of the house" vote, shall be tabulated separately for county representatives and for District representatives and the affirmative votes of a majority of county representatives present and a majority of District representatives present shall be required for action by the Regional Council. For purposes of the division of the house,

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the representative of the Tribal Government Regional Planning Board shall be considered to be a District representative.

Pursuant to any "division of the house" vote any city which has more than one District representative may have its District representative(s) vote on behalf of any District representative(s) not in attendance so long as that city's city council has previously taken an official action authorizing the express voting of the city's position on the specified matter. Notwithstanding the above, any votes to be exercised pursuant to this subsection shall not be exercised prior to the holding of the next Regional Council meeting subsequent to the meeting at which the applicable "division of the house" vote has been called for. All authorizations for voting pursuant to this subsection shall be in writing and shall be made available to the Regional Council at the time of the subject vote.

(e) In order to recommend the annual budget to the General Assembly, the affirmative vote of not less than a majority of the Regional Council membership is required.

(f) In order to appoint or remove the Executive Director, the affirmative vote of not less than a majority of the Regional Council membership is required.

(g) Each official representative from the CTC, IVAG and the Tribal Government Regional Planning Board shall have the right to vote in the same manner as other members of the Regional Council.

(h) Notwithstanding the provisions of (1) above, the representatives from the CTC and the IVAG shall not be entitled to request a "division of the house" vote, shall not be included in the tabulation of the number of county representatives required to request a "division of the house" vote and shall not be entitled to vote on a matter considered as a result of a "division of the house."

(6) **Expenses**: Members of 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 under the Policy Manual.

B. **Administration and Policy Commitees**: For the purpose of developing policy recommendations to the Regional Council, the Regional Council shall establish as

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permanent committees the "Administration Committee" in addition to three (3) "Policy Committees" known as the "Policy Committee on Transportation and Communications", the "Policy Committee on Energy and Environment", and the Policy Committee on "Community, Economic and Human Development," in accordance with the Policy Manual. The Policy Committees shall meet at least once a month. except that the Policy Committees may decide not to meet the month of August.

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C. **Administration Committee**

(1) **Membership**: The membership of the Administration Committee shall be comprised of the President, Vice President, Second Vice President and Immediate Past-President. The Administration Committee shall also include the Chairs of the three Policy Committees, the Vice-Chairs of the three Policy Committees and an additional three (3) Regional Council members appointed by the President, who shall comprise representatives from the governing boards of the CTCs, IVAG or the subregional organizations within the SCAG region. In the event that a SCAG officer, Policy Committee Chair or Policy Committee Vice-Chair is also a member of the governing board of the CTCs, IVAG or a subregional organization, the President may appoint Regional Council members not affiliated with any such organization so long as collectively the six counties within SCAG have representation on the Administration Committee. In addition, the President shall appoint one member from the private sector to serve on the Administration Committee in an ex-officio, non-voting capacity. Appointment by the President of members to the Administration Committee shall be for one (1) year terms, which appointment shall expire upon the adjournment of the regular meeting of the General Assembly.

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(2) **Meetings**: The Administration Committee shall meet at least once a month and in accordance with the Regional Council Policy Manual, except that the Administration Committee may decide not to meet in the month of August.

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(3) **Duties**

(a) Subject to the policy established by the General Assembly and Regional Council, and in the event that the Administration Committee determines by majority vote that there is a need to take immediate action prior to the next regular meeting of the Regional Council, the Administration Committee shall be authorized to make decisions and take actions that are binding upon the Association.

(b) Subject to the policies of the Regional Council, the Administration Committee 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 an annual Performance Agreement with the Executive Director. The Executive Director's Performance Agreement shall be effective the first day of July of the calendar year. The Administration Committee, subject to ratification of the Regional Council, shall be responsible for performing the annual evaluation of the Executive Director's performance of the prior year's agreed-upon Performance Agreement. The Administration Committee shall complete the Executive Director's annual Performance Evaluation not later than the regularly scheduled meeting of the June Regional Council meeting.

(c) The powers and duties of the Administration Committee shall include such other duties as the Regional Council may delegate.

(4) **Voting**: A quorum shall be seven (7) members of the Administration Committee. In the event that a vacancy in the membership of the committee occurs, the quorum shall be reduced by one until such time as the vacancy is filled. The affirmative vote of the majority of the Administration Committee quorum is required for an action by the Administration Committee.

D. **Policy Committees**

(1) The Policy Committees may include voting members which shall be Regional Council members; one (1) representative from the California Department of Transportation; one (1) general purpose local government elected official representative from each of the subregional organizations recognized by action of the Regional Council as participants in the Regional Comprehensive Plan planning process; and one (1) duly appointed board member, who is a general purpose local elected official, from an agency with which the Association has a statutory or Memorandum of Understanding relationship.

(2) The Policy Committees may include ex-officio (non-voting) members which shall be representatives from regional and subregional single purpose public agencies and other members as approved by the Regional Council.

(3) Regional Council members representing the CTC, IVAG and the Tribal Government Regional Planning Board shall have the right to vote as members of the Policy Committees and may, if they are also a locally elected official, or in the case of the Tribal Government Regional Planning Board representative, if they are also a locally elected Tribal Council

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member from a federally recognized Tribal Government within the SCAG region, be appointed Chair or Vice Chair of a Policy Committee.

(4) **The President with regard to each Policy Committee shall**:

(a) Appoint all Regional Council members to one of the Policy Committees for two (2) year terms. In making such appointments, the President shall to the extent practicable appoint an equal number of members to each policy committee taking into consideration regional representation geographical balance, diversity of views and other factors deemed appropriate by the President.

(b) Appoint to the Policy Committees members representing public agencies which have a statutory or Memorandum of Understanding relationship with SCAG. The members shall be appointed for two-(2) year terms based on a written request from the agency's governing board. Appointments shall be limited to one representative from each public agency. In making such appointments, the President shall consider regional representation.

(c) Appoint ex-officio (non-voting) members upon the recommendation of the individual Policy Committee members to the Policy Committees representing the business sector, labor, community groups and other public interest groups.

(d) In addition to the appointments to the Policy Committees of subregional organization elected representatives provided for above in subsection (2) of this Section B, the President shall appoint to the Policy Committees additional elected official representatives from each subregional organization which has at least four (4) Districts.

(e) The determination of the total number of additional representatives from each subregional organization to be appointed to the Policy Committees shall be as follows: One (1) additional elected official representative for each District in excess of three (3) Districts shall be appointed by the President. The governing boards of each of the subregional organizations shall nominate the additional representatives provided for in this subsection (5)(e) to be appointed to the Policy Committees. In making the appointments, the President shall consider, among other things, regional representation.

(f) In addition to the representation provided for in Article V A(1), the President shall appoint with the consent of the Tribal Government Regional Planning Board additional members to each Policy

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Committee such that the Tribal Government Regional Planning Board shall have two members on each Policy Committee. Such representative shall be locally elected Tribal Council members from the federally recognized Tribal Governments within the SCAG region.

(5) **Policy Committee on Transportation and Communications**: This committee shall study problems, programs and other matters, which pertain to the regional issues of mobility, air, transportation control measures and communications.

(6) **Policy Committee on Energy and Environment**: This committee shall study problems, programs and other matters, which pertain to the regional issues of energy and the environment.

(7) **Policy Committee on Community, Economic and Human Development**: This committee shall study problems, programs and other matters which pertain to the regional issues of community, economic and human development, housing and growth. This committee shall review projects, plans and programs of regional significance for consistency and conformity with applicable regional plans.

D. **Appointments**: The President is authorized to appoint members of 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. The President is also authorized to appoint Regional Council members to governing boards of other agencies, districts, commissions, and authorities as representatives of the Association. If no Regional Council members 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 members of the Regional Council shall be Ex-Officio members of the Regional Council without the right to vote. Terms of appointment of Regional Council members 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. Officers of the Association shall consist of a President, a Vice President, Second Vice President, Immediate Past President and a Secretary-Treasurer. The Association's President, Vice President, and Second Vice President shall be elected annually by the Regional Council at its annual General Assembly meeting, from among its membership as set forth below. The Executive Director of the

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Association shall serve as the Secretary-Treasurer of the Association, but shall have no vote in the Association.

B. Officers of the Association, except the Secretary-Treasurer, shall be elected from a list of candidates for each office which shall be prepared by a Nominating Committee. The Nominating Committee shall be composed of Regional Council members who collectively represent the six (6) counties within the SCAG region, with at least two (2) members being County representatives. The recommended candidates for each office shall be submitted to the Regional Council for consideration and approval by the Nominating Committee at least one (1) month prior to the annual General Assembly meeting. The Regional Council may also consider and approve candidates for each office who are nominated directly at a Regional Council meeting as part of the election process. New Officers shall take office upon the ratification of the General Assembly and commencing upon the adjournment of the General Assembly meeting.

C. A vacancy shall immediately occur in the office of the President, Vice President, or Second Vice President upon the resignation or death of the person holding such office, or upon ceasing to be the official representative of a member county or of a District. Upon the occurrence of a vacancy in the office of President, Vice President, or Second Vice President, a 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 shall 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. The nominee selected for the office of second Vice President shall be submitted to the Regional Council by the Nominating Committee. The new second Vice President shall take office upon adjournment of that meeting.

D. Notwithstanding any provision in these Bylaws to the contrary, the representatives from the CTCs, IVAG and the Tribal Government Regional Planning Board shall not be eligible to be elected by the Regional Council as Officers of the Association.

E. The President of the Association shall be the presiding officer of the Regional Council and of the General Assembly. The 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.

F. 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.

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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:

A. Subject to the authority of the General Assembly and the Regional Council, to administer the affairs of the Association.

B. To appoint, direct and remove all employees of the Association.

C. Annually to prepare and present a proposed budget to the Regional Council and to control the approved budget.

D. To serve as Secretary-Treasurer of the Association.

E. To attend the meetings of the General Assembly and the Regional Council.

F. To perform such other duties as the General Assembly or the Regional Council may require.

ARTICLE VIII- FINANCES

A. **Fiscal Year**

The Fiscal year of the Association shall commence on July 1.

B. **Budget Submission and Adoption**

The 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. **Yearly Membership Assessment**

Each year, upon adoption of the annual budget, the General Assembly shall fix membership assessment for all members of the Association in amounts sufficient to provide the funds required by the budget and shall advise the legislative body of each member thereof on or before the first regularly scheduled Regional Council meeting in May 1 of such year. Absent any other decision regarding

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membership assessments by the General Assembly, the annual membership assessment will be adjusted by the most recent year to date change in the Consumer Price Index, with a minimum of one per cent (1%), for the Los Angeles Anaheim-Riverside Counties area. The Regional Council, for not more than one year at a time, may defer, waive, or reduce payment of the annual dues. In taking any of the actions above, the Regional Council shall adjust the General Fund Budget to provide a balanced General Fund 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. The amount of each member's assessment shall be determined in accordance with the formula set out in Paragraph "D," following.

D. **Methods of Assessment**

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 Total Population	Base	CITIES 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 Tribal Government in the SCAG region shall be treated as a city. The remainder of the total annual 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. If any county or city was not a member 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 Section, no rebates or adjustments shall be made among the existing member

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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.

Regional Council Membership Assessment for CTC and, IVAG: Each CTC and IVAG shall pay a fixed annual Regional Council membership assessment based on total population, using the following assessment table:

Total Population	Annual Assessment
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

E. **Annual Audit**

The Regional Council shall cause an annual 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 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 parties 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 party indemnifies and holds harmless the other party for any loss, cost or expense that may be imposed upon such other party solely by virtue of said Section 895.2. The rules set forth in Civil Code Section 2778 are hereby made a part of these Bylaws.

G. 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

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consent of such member, and then only to such extent as so requested or consented to in writing.

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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 city or county may, at any time, withdraw from the Association providing, however, that the intent to withdraw must be stated in the form of a resolution enacted by the legislative body of the jurisdiction wishing to withdraw. Such resolution of intent to withdraw from the Association must be given to the Executive Director by the withdrawing jurisdiction at least 30 days prior to the effective date of withdrawal.

ARTICLE XI- AMENDMENTS

Amendments to these Bylaws may be proposed by an official representative or by the Regional Council. If proposed by an official representative, the amendment shall be submitted to the Regional Council at least 45 days prior to a regular meeting of the General Assembly. Each proposed amendment shall be considered by the Regional Council and a copy thereof, with the recommendations of the Regional Council and its reasons therefore, forwarded to the official representative of each member jurisdiction at least 30 days prior to the meeting at which such proposed amendment will be voted upon.

A majority vote of the county representatives present, and a majority vote of the city representatives present, are required to adopt an amendment to these Bylaws. If, within 60 days after the adoption of any amendment, one-third or more of the official representative protest such amendment by filing a written protest with the Executive Director, it should automatically be suspended until the next meeting of the General Assembly when it shall be taken up for consideration and vote as in the first instance.

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.

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ARTICLE XII- EFFECTIVE DATE

These Bylaws shall going into effect immediately upon the effective date of the agreement.

ARTICLE XIII- HIRING PROHIBITION

No current or former elected official who is or was a Member of the SCAG Regional Council shall be eligible for a period of one (1) year after the last day of service as an elected official for appointment to any full-time, compensated employment with SCAG.

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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

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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