



CITY OF LODI

COUNCIL COMMUNICATION

AGENDA TITLE: Review and Approve Certain Resolutions for the Annual California League of Cities Conference to be held September 7 – 10, 2003.

MEETING DATE: August 20, 2003

PREPARED BY: Deputy City Manager

RECOMMENDED ACTION: That Council review and approve the attached Resolutions for vote during the 2003 Annual California League of Cities Conference.

BACKGROUND INFORMATION: The California League of Cities will host their Annual Conference September 7-10, 2003 and as part of the process, the League encourages member cities to take positions on certain policy matters as identified through Resolutions. As such, the proposed League Resolutions are as follows:

1. Resolution Amending Bylaws for the League of California Cities
2. Resolution Relating to Proposed Federal Legislation to Expand Wilderness and Wild and Scenic River Designations

FUNDING: None

Respectfully,

Janet S. Keeter
Deputy City Manager

Attached are copies of the proposed League Resolutions.

APPROVED: _____

H. Dixon Flynn -- City Manager



July 30, 2003

AUG 06 2003
CITY MANAGER'S OFFICE

To:
MAYORS AND
CITY MANAGERS

MEMBERS OF THE LEAGUE BOARD OF
DIRECTORS

MEMBERS OF LEAGUE POLICY
COMMITTEES

MEMBERS OF GENERAL RESOLUTIONS
COMMITTEE

*Session
copy Council schedule
to Special Session w/ Council
to discuss*
D. P. [Signature]

RE: TRANSMITTAL OF LEAGUE OF CALIFORNIA CITIES 2003 ANNUAL CONFERENCE MEETING NOTICE AND RESOLUTIONS PACKET

The League of California Cities' Annual Conference will occur on September 7-10 at the Sacramento Convention Center. Registration information has been previously sent to the city and is available at www.cacities.org.

Note to City Managers and City Clerks: Please immediately distribute this packet to the mayor and to other city officials planning to attend the 2003 Annual Conference. If additional copies are required, we urge you to reproduce them in your city or print a copy from the League's CITYLINK Website (<http://www.cacities.org/2003resolutions>). Additional copies are not available from the League, but a limited number will be available at the Conference.

At the Conference, two policy committees, the General Resolutions Committee and the League's General Assembly will consider the two resolutions, one of which would amend the League's bylaws. This proposed amendment relates to special meetings, membership resolutions, voting, quorums, division bylaws and membership, officer election timing and the bylaws amendment process.

This packet contains information relating to the Annual Conference decision-making process:

- I. Information and Procedures
- II. Guidelines for Annual Conference Resolutions
- III. Location of Meetings
- IV. Membership of General Resolutions Committee
- V. History of Resolutions
- VI. Annual Conference Resolutions
 - Summary of Changes and Redline Version of Bylaws, Resolution #1
 - Background Information, Resolution #2

Please Bring This Packet With You to the Annual Conference
--- September 7-10, 2003 --- Sacramento Convention Center ---

I.
INFORMATION AND PROCEDURES

RESOLUTIONS CONTAINED IN THIS PACKET. The League bylaws provide that resolutions shall be referred by the president to an appropriate policy committee for review and recommendation. Resolutions with committee recommendations shall then be referred to the General Resolutions Committee at the annual conference.

This year, two resolutions have been introduced for consideration by the annual conference. One has been referred to the League's Environmental Quality Policy Committee and the other, a bylaws amendment, has been referred to the Administrative Services Policy Committee.

BOTH POLICY COMMITTEES will meet at the annual conference on **Sunday, September 7, 2003, 1:30-3:30 p.m., Sacramento Convention Center.** The sponsors of both resolutions were notified of the time and location of the meeting.

After resolutions are reviewed, recommendations will be made to the General Resolutions Committee.

THE GENERAL RESOLUTIONS COMMITTEE will meet at 10:15 a.m. on Tuesday, September 9, 2003, at the Sacramento Convention Center, rooms 315-316, to consider the reports of the policy committees. This committee includes one representative from each of the League's regional divisions, functional departments, and standing policy committees, as well as additional city officials appointed by the League president.

THE GENERAL ASSEMBLY will convene at 10:00 a.m. on Wednesday, September 10, during the Annual Business Meeting in the Sacramento Convention Center to consider the report of the General Resolutions Committee.

Resolutions considered by the General Assembly will retain the numbers assigned to them in this document.

INITIATIVE RESOLUTIONS. For those issues that develop after the normal 60-day deadline, a resolution may be introduced with a petition signed by designated voting delegates of 10 percent of all member cities (48 valid signatures required) and presented to the Voting Delegates Desk no later than 24 hours prior to the time set for convening the Annual Business Session of the General Assembly. This year, the deadline is 10:00 a.m., Tuesday, September 9. If the parliamentarian finds that a petitioned resolution is substantially similar in substance to a resolution already under consideration, the petitioned resolution will be disqualified.

Resolutions can be viewed on the League's website: <http://www.cacities.org/2003resolutions>.

Any questions concerning the resolutions procedure should be directed to Linda Hicks in the Sacramento League office at lhicks@cacities.org or (916) 658-8224.

John Russo, President
League of California Cities
City Attorney, Oakland

II. GUIDELINES FOR ANNUAL CONFERENCE RESOLUTIONS

Policy development is a vital and ongoing process within the League. The principal means for deciding policy on the important issues facing cities and the League is through the standing policy committees and the board of directors. The process allows for timely consideration of issues in a changing environment and assures city officials the opportunity to both initiate and influence policy decisions.

This influence may be exercised directly through participation as a policy committee member or as a city official visiting a committee meeting to advance a position on an issue under the committee's purview. If committee membership or personal attendance is not feasible, city officials may affect policy decisions indirectly through department or division representatives on the policy committees or the board of directors.

Annual conference resolutions constitute an additional process for developing League policies. It is recommended that resolutions adhere to the following criteria.

Guidelines for Annual Conference Resolutions

1. Only issues that have a direct bearing on municipal affairs should be considered or adopted at the Annual Conference.
2. The issue is not of a purely local or regional concern.
3. The recommended policy should not simply restate existing League policy.
4. The resolution should be directed at achieving one of the following objectives:
 - (a) Focus public or media attention on an issue of major importance to cities.
 - (b) Establish a new direction for League policy by establishing general principals around which more detailed policies may be developed by policy committees and the Board of Directors.
 - (c) Consider important issues not adequately addressed by the policy committees and Board of Directors.
 - (d) Amend the League bylaws.

IV.

League of California Cities

2003 GENERAL RESOLUTIONS COMMITTEE

Annual Conference – Sacramento Convention Center, September 7 – 10, 2003
(Committee Meeting: September 9, 2003, 10:15 a.m., Rooms 315-316)

Chair: Pat Eklund, Mayor Pro Tem, Novato

Vice Chair: Anthony Portantino, Council Member, La Canada Flintridge

Parliamentarian: Arlen Gregorio, Mediator, San Francisco

Harry Armstrong, Council Member, Clovis

Ed Balico, Mayor, Hercules

Vince Bertoni, Planning Mgr., Santa Clarita

Sherrie Blackmun, Mayor, Colfax

Bill Bogaard, Mayor, Pasadena

Tony Bruscia, Vice Mayor, Hollister

Carolyn Cavecche, Mayor Pro Tem, Orange

Steven Cho, Council Member, Fremont

Alberta Christy, Council Member, Santa Ana

Tom Cooke, Council Member, Fortuna

Pat Dando, Vice Mayor, San Jose

Patty Davis, Council Member, Chula Vista

Lorraine Dietrich, Council Member, Livermore

David Doolittle, Council Member, Yuba City

Iya Falcone, Council Member, Santa Barbara

Joe Fernekas, Council Member, So. San Francisco

Terry Henderson, Council Member, La Quinta

Susan Hitchcock, Mayor, Lodi

Erling Horn, Vice Mayor, Lafayette

Peter Jukusky, Mayor Pro Tem, Williams

Barbara Kerr, Council Member, Alameda

Craig Labadie, City Attorney, Concord

Anita Lawrence, Finance Director, Camarillo

Robin Lowe, Council Member, Hemet

Jim Madaffer, Council Member, San Diego

Thomas Martin, Council Member, Maywood

Judy Mitchell, Mayor Pro Tem, Rolling Hills Estates

Rudy Natoli, Mayor Pro Tem, Pismo Beach

Dale Pfeiffer, Director of Public Works, Vacaville

Don Rogers, Parks, Rec. & CS Director, Culver City

Betty Sampson, Council Member, Imperial

Cam Sanchez, Police Chief, Santa Barbara

Dan Secord, M.D., Mayor Pro Tem, Santa Barbara

Ray Silver, City Administrator, Huntington Beach

Ken Slavens, Mayor, St. Helena

Russell Tingley, Fire Chief, Hermosa Beach

Joe Vasquez, Mayor, Rosemead

Gail Vasquez-Connolly, City Clerk, Norwalk

Rita Vogler, Council Member, Hesperia

Billy Wallen, Vice Mayor, Turlock

Nettie Washington, Council Member, Tulare

Edward J. Wilson, Council Member, Signal Hill

Kurt Wilson, Council Member, Rialto

Mayna Winter, Council Member, Imperial Beach

Gordon Youngs, Personnel Director, Brea

V. HISTORY OF RESOLUTIONS

Resolutions have been grouped by policy committees to which they have been assigned.

KEY TO REVIEWING BODIES

1. Policy Committee
2. General Resolutions Committee
3. General Assembly

KEY TO ACTIONS TAKEN

- A - Approve
- D - Disapprove
- N - No Action
- R - Refer to appropriate policy committee for study

Action Footnotes

* Subject matter covered in another resolution

** Policy Committee will make final recommendation at October 2nd meeting

*** Existing League policy

**** Local authority presently exists

- a - Amend
- Aa - Approve as amended
- Aaa - Approve with additional amendment(s)
- Ra - Amend and refer as amended to appropriate policy committee for study
- Raa - Additional amendments and refer
- Da - Amend (for clarity or brevity) and Disapprove
- Na - Amend (for clarity or brevity) and take No Action
- W - Withdrawn by Sponsor

[Procedural Note: Resolutions that are approved by the General Resolutions Committee, as well as all qualified petitioned resolutions, are reported to the floor of the General Assembly. At the 1998 Annual Conference, the League General Assembly approved Resolution #2, which established a procedure to give the General Assembly the additional opportunity to consider any resolutions approved by League policy committees but *not* approved by the General Resolutions Committee.

Following the adoption of Resolution #2-1998, League policy now provides that:
Every resolution initially recommended for approval and adoption by all the League policy committees to which the resolution is assigned, but subsequently recommended for disapproval, referral or no action by the General Resolutions Committee, shall then be placed on a consent agenda for consideration by the General Assembly. The consent agenda shall include a brief description of the bases for the recommendations by both the policy committee(s) and General Resolutions Committee, as well as the recommended action by each. Any voting delegate may make a motion to pull a resolution from the consent agenda in order to request the opportunity to fully debate the resolution. If, upon a majority vote of the General Assembly, the request for debate is approved, the General Assembly shall have the opportunity to debate and subsequently vote on the resolution.]

Number	Key Word Index	Reviewing Body Action		
		1	2	3

1 – Policy Committee Recommendation to General Resolutions Committee
 2 - General Resolutions Committee
 3 - General Assembly

ADMINISTRATIVE SERVICES POLICY COMMITTEE

		1	2	3
1.	Amending Bylaws of League of California Cities Regarding Special Meetings, Membership Resolutions, Voting, Quorums, Division Bylaws and Membership, Officer Election Timing and the Bylaws Amendment Process.			

ENVIRONMENTAL QUALITY POLICY COMMITTEE

		1	2	3
2.	Resolution Relating to Proposed Federal Legislation to Expand Wilderness and Wild and Scenic River Designations.			

NO RESOLUTIONS WERE ASSIGNED TO THE FOLLOWING POLICY COMMITTEES:

- Community Services
- Employee Relations
- Housing, Community and Economic Development
- Public Safety
- Revenue and Taxation
- Transportation, Communication and Public Works

RESOLUTIONS INITIATED BY PETITION

		General Resolutions Committee Recommendation	General Assembly Action

VI.
2003 ANNUAL CONFERENCE RESOLUTIONS

Resolution Referred To Administrative Services Policy Committee

1. RESOLUTION AMENDING BYLAWS OF THE LEAGUE OF CALIFORNIA CITIES

Source: Board of Directors

Referred to: Administrative Services Policy Committee

Recommendation to General Resolutions Committee:

(Note: Adoption of amendments of the League bylaws requires a two-thirds vote of the General Assembly.)

WHEREAS, in May, the League held what is believed to be its first-ever "special" membership meeting; and

WHEREAS, the League's bylaws provide for special meetings, but include scant procedural direction for such meetings; and

WHEREAS, the board of directors adopted policies to fill the gaps for May's special membership meeting, and requested that the bylaws be reviewed with respect to these issues as well as issues of voting thresholds; and

WHEREAS, the League's regional divisions have generally been placing greater emphasis on governance, updating and expanding their own bylaws, and it has been felt that the League's bylaws should allow greater flexibility in division bylaws; now, therefore, be it

RESOLVED, by the General Assembly of the League of California Cities assembled in Annual Conference in Sacramento, September 10, 2003, that the League approve the proposed bylaws amendments for the League of California Cities that are incorporated herein by reference.

Following is a summary of proposed bylaws changes. A redline version of the bylaws and proposed changes is attached to this resolutions packet starting on page 7.

Summary of Proposed Bylaws Changes - 2003

- **Relocation of Definition of General Assembly.** Take the definition of the League's "General Assembly" out of the Annual Conference section relating to membership meetings (see article V, sections 1 and new section 3).
- **Relocation of Quorum and Voting Provisions.** Put all quorum and voting information in Article XI (removing it from article V; see also removal of language from old article VII, section 11, relating to board quorum and voting).
- **Consistency in "Germane-ness" Language.** Make the language in article VI, sections 1 and 5(e) consistent with respect to the germane-ness issue.
- **Resolution Process Limited to Annual Conference.** Limit certain aspects of the resolutions process to the Annual Conference General Assembly (see article VI, section 5 in particular as it relates to petitioned resolutions), because of the practicalities associated with a one-day special meeting.
- **Election of League Officers During Annual Conference.** Remove the limitation that the officers be elected at a board meeting at the "conclusion of" the annual conference (see article VIII, section 3)--this created a problem last year.
- **Additional At-Large Board Members.** Allow the election of an additional at-large board member if one or more of the eight largest cities already serves on the board as an officer (see article VII, section 2). *Note that the Administrative Services Policy Committee did not consider this change.*
- **Division Names.** Remove what appears to be superfluous language in article IX, section 3, relating to division names (we say what the division names are in section 1(a) of that article).
- **Division Bylaws.** Allow regional division bylaws to specify different criteria with respect to voting (see article IX, section 6--which parallels language in the department article).
- **Failure to Achieve a Quorum.** Specify that whenever a body other than the League board doesn't have a quorum, their action is advisory to the League board (see Article XI, new section 1(c)).
- **Voting Procedures.** Allow voice votes at general assemblies (see article XI, section 2(b) and specify that a majority of those voting is necessary for approval of most items (see article XI, new section 3);
- **Eligibility to Hold Subunit Offices.** Allow regional divisions and functional departments to impose additional eligibility requirements for officeholders of those subunits (see article XII, section 1(a)).
- **Changing League Divisions.** Cities wishing to change divisions should secure the approval of both divisions and the League's board of directors, as opposed to the General Assembly (see article IX, section 5).

>>>>>>>>>>

Note: See page 7 for redline version of bylaws and proposed changes.

Resolution Referred to Environmental Quality Policy Committee

2. RESOLUTION RELATING TO PROPOSED FEDERAL LEGISLATION TO EXPAND WILDERNESS AND WILD AND SCENIC RIVER DESIGNATIONS

Source: Desert/Mountain Division

Referred to: Environmental Quality Policy Committee

Recommendation to General Resolutions Committee:

WHEREAS, Senate Bill 2535 the "California Wild Heritage Act of 2002" and companion House Bills 4947, 4948 and 4949 were presented to the last Congress; and

WHEREAS, if adopted these bills would designate certain lands as wilderness and certain rivers and streams would be designated as wild and scenic; and

WHEREAS, additional designations of wilderness and wild and scenic rivers in many of these areas may have negative impacts on the general public right to use such areas; and

WHEREAS, additional designations of wilderness and wild and scenic rivers in many of these areas may have negative impacts on the well being and economic growth of local municipalities and their citizens adjoining the proposed areas; and

WHEREAS, if there is truly a determination of the need for additional wilderness areas and wild and scenic rivers in defined geographic areas, those areas should be proposed by specific legislation after focused public disclosures and hearings; and

WHEREAS, S. 2535 and the House Bills 4947, 4948 and 4949 would impose wilderness and wild and scenic river designations upon a myriad of acreages throughout the State of California; and

WHEREAS, this "one size fits all" approach across the State by the Federal government makes local determinations of what actual effects such designations will have on the areas affected complex at best; and

WHEREAS, local control and input to proposed legislation is a core value of the League of California Cities; now, therefore be it

RESOLVED, by the General Assembly of the League of California Cities assembled in Annual Conference in Sacramento, September 10, 2003, that the League support the request of the Desert Mountain Division to urge the sponsors of S. 2535 and H.R. Bills 4947, 4948, and 4949 to offer individual, specific legislation for each proposed or expanded wilderness and wild and scenic river area; and be it further

RESOLVED, that the League of California Cities will develop and impart to each member city a review of each proposed or expanded wilderness and wild and scenic river area within their respective divisions; and be it further

RESOLVED, that each member city is urged to fully participate in the review and conclusions of each proposed or expanded wilderness and wild and scenic river area within their respective divisions; and be it further

RESOLVED, that the sponsors of S. 2535 and H.R. Bills 4947, 4948, and 4949 continue their efforts to involve local governments, both city and county, in the formulation of legislation that will designate areas as wilderness or wild and scenic rivers.

>>>>>>>>>

◇◇◇◇◇

**BACKGROUND INFORMATION ON RESOLUTION NO. 2
PROVIDED BY THE SPONSOR**

SOURCE: DESERT/MOUNTAIN DIVISION

TITLE: RESOLUTION RELATING TO PROPOSED FEDERAL LEGISLATION TO
EXPAND WILDERNESS AND WILD AND SCENIC RIVER DESIGNATIONS

Purpose:

The purpose of this memo is to provide a discussion on the subject federal legislation in order to facilitate discussions of the proposed resolution.

Background:

In 2002, our member city Bishop, California, raised concerns about the proposed federal legislation known as the "California Wild Heritage Act of 2002," S.2535, sponsored in the Senate by Barbara Boxer with companion house legislation.

As a result of those concerns, our division sponsored a resolution asking the League of California Cities to take an "oppose" position on the legislation. The League's Environmental Quality Policy Committee held hearings and adopted that "oppose" position, forwarding it to the League's General Resolutions Committee at the annual conference where it became Annual Conference Resolution Number 7.

At the meeting of the General Resolutions Committee, representatives of Senator Boxer's office presented the committee a letter from Senator Boxer, which that Senator Boxer felt the league had not given her proposed legislation a complete hearing and asked the league to refer the issue back to the Environmental Quality Policy Committee for further discussions. Senator Boxer's representative agreed to participate "more fully" in the discussions.

As a result of follow-on discussions and negotiations, the Desert Mountain Division agreed to withdraw its oppose resolution and adopted a resolution urging that Senator Boxer and sponsors of companion legislation submit separate legislation for each proposed wilderness area or expanded wilderness area and each proposed wild and scenic river or expanded wild and scenic river designation.

Discussion:

The Desert Mountain Division and its member cities believe the key issue with the proposed legislation is a failure of sponsors to address the concerns of localities affected by the proposed legislation. Close examination shows this to be sweeping legislation involving virtually every national forest, monument, preserve plus a large portion of the California desert, and numerous streams, creeks, and rivers.

With this level of impact, it is important that the league protect its member cities from the broad-brush push contained in the legislation of "one size fits all." 

Numerous other entities have adopted "oppose or watch" positions. Both Tulare and San Bernardino County Supervisors have adopted an oppose position because of its failure to address the impact on the central valley water supplies – a crucial issue in many areas – or because of the legislation's failure to address the impact on local tax revenues – an especially crucial issue in today's budgetary environment.

Military bases are concerned because such designations will negatively impact training in adjacent training areas. Some commanders see the biggest impact on military over flights in the wilderness areas. These include Edwards Air Force Base and its test facilities, the U.S. Army NTC, China Lake, and the Marine Training facility in the Bishop-Mammoth Lakes area.

Some groups have adopted a "watch" position because the legislation was modified declaring, "continuation of military activities, including over flights, military maneuver, testing and evaluation, and other activities without limit to frequency is not incompatible with the protection and proper management of the wilderness and wild and scenic river resources designated by this Act."

However, there is still "real concern" of where this could lead in the long term once wilderness designations are made. Future lawsuits could reverse this issue in "Wilderness and Wild and Scenic River" designations.

There is also concern among some groups that normally support this type of legislation.

What comes out in all of this goes back to Bishop's original concern – "they are ignoring us. That theme is constant among all those that have taken oppose or watch positions. Hopefully, the weights of the League will encourage Senator Boxer's office to open dialog with local entities.

The Desert Mountain Division understands the need to protect our natural resources and that after careful consideration some expanded wilderness or new wilderness areas and wild and scenic rivers may need to be adopted. However, each proposal should be handled by separate legislation that will allow local input.

The Division feels this should be the League's major concern -- protecting those member entities from the one size fits all policy. The Desert Mountain Division therefore encourages all member cities to support this resolution that encourages the legislative sponsors to open a direct and real dialogue on each proposed expanded or new wilderness area or wild and scenic river.

**Bylaws for the
League of California Cities¹**

As Proposed to Be Amended at the 2003 Annual Conference

(Additions are indicated by underlining, deletions are indicated by ~~strike-outs~~)

Effective ~~October 8, 2002~~ September 11, 2003

Article I: General

Section 1: Corporation Name. This corporation is the League of California Cities (the League).

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

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

Article II: Purpose and Objectives

Section 1: General. The League's purpose is to strengthen and protect local control for cities through education and advocacy to enhance the quality of life for all Californians.

Section 2: Objectives. The League's objectives are the following:

- (a) Advocate legislation that results in benefits to Member Cities,
- (b) Communicate to Member Cities and the public on issues related to the general welfare of citizens in California cities,
- (c) Pursue strong intergovernmental relationships to promote the well being of California cities,
- (d) Organize educational opportunities, such as conferences of city officials,
- (e) Stimulate greater public interest and more active civic consciousness as to the importance of cities in California's system of government,
- (f) Collect and disseminate information of interest to Member Cities, and
- (g) Engage the membership in a continuing analysis of the needs of Member Cities.

¹ Note: All footnotes are for reference and explanation only and are not part of the bylaws text.

Article III: Membership

Section 1: Qualification.

(a) **Cities.** Any city, or city and county, in California may, by the payment of annual dues prescribed in Article IV, become a Member City and as such is entitled to League services and privileges

(b) **Elected and Appointed Officials.** All elected and appointed officials² in Member Cities are members of the League.

Section 2: Termination. Membership is suspended or terminated whenever any of the following occurs:

(a) The Member City resigns by giving written notice to the League;

(b) The Member City does not pay dues, fees or assessments in the amounts and terms set by the League Board; or

(c) An event occurs that makes the Member City ineligible for membership.³

Section 3: Honorary Members. Any person who has given conspicuous service for the improvement of city government may, by the vote of the League Board, be granted an honorary membership in the League. All ex-presidents of the League are Honorary Members. Honorary Members as such do not have a voice or vote in any of the meetings of the League and do not have membership status in the League for purposes of state and federal laws.

Section 4: Non-Liability. No Member City is liable for the debts or obligations of the League.

Article IV: Dues

Section 1: Establishment. The League Board establishes the League's dues annually according to city population. The population of each city is the population used by the State Controller in making the most recent allocation of subventions to cities.

Section 2: Increase in Dues.

(a) **Board Vote Requirement.** Any increase in dues must be approved by the League Board by a two-thirds vote. The League Board's approval shall be accompanied by an explanation of the need for the increase, including but not limited to:

(i) Increases in the League's costs related to general increases in the consumer price index or other factors; and/or

(ii) The expansion of existing programs or initiation of new programs.

² "Appointed officials" includes professional city staff.

³ See Cal. Corp. Code § 7341(c) (requiring termination procedures to be included in bylaws). An example of the latter (section 2(c)) would be disincorporation.

(b) Member City Ratification Requirement. Any dues increase that exceeds either the "consumer price index" for the preceding twelve months or five percent (whichever is greater) requires Member City ratification. In no event, however, shall the League Board approve a dues increase in excess of ten percent without Member City ratification.

(i) "Consumer Price Index" Defined. For purposes of this section, the consumer price index is the California consumer price index for all urban consumers calculated by the California Department of Industrial Relations or its state or federal successor.

(ii) Approval Threshold. Member City ratification requires a majority of Member Cities casting votes.

(iii) Mechanism for Seeking Approval. The ratification may occur at the League's General Assembly (see Article V, section 1(e)) or by using the mail balloting procedure (see Article XI, section 5).

(c) Dues Cap. In no event will a Member City's dues increase by more than \$5,000 per year.

Section 3: Delinquency. Any Member City of the League who is delinquent in dues, fees or assessments may be suspended or have that member's membership terminated as provided in Article III, section 2.

Article V: Membership Meetings

Section 1: Annual Conference.

(a) Time and Place. The League's regular Annual Conference is held at the time and place as the League Board determines. In case of any unusual conditions or extraordinary emergency, the League Board may, at its discretion, change the time or place of the meeting.

(b) Conference Program Planning. The League Board shall establish an Annual Conference program planning process that provides for input from representative segments of the League's membership.

~~**(c) City Delegates as General Assembly.** Any official of a Member City may, with the approval of the city council, be designated the city's designated voting delegate or alternate delegate to any League meeting. Designated voting delegates (or their alternates) constitute the League's General Assembly.~~

Section 2: Special Meetings. Special meetings of the League may be called by the League Board and shall be called by the League Board upon the written request of forty Member Cities.

Section 3: City Delegates as General Assembly.

(a) Designation. Each Member City may, with the approval of the city council, designate a city official as the city's designated voting delegate or alternate delegate.

(b) Membership Decision-making Body. Designated voting delegates (or their alternates) constitute the League's General Assembly.

(c) Registration for Annual Conference. For General Assemblies held in conjunction with the Annual Conference, designated voting delegates must register to attend the Annual Conference

Section 34: Notice of Meetings. Notice shall be given to all Member Cities of the time and place of all regular and special meetings by mailing a written notice at least fifteen days prior to each meeting, or by publishing a notice of the meeting at least two weeks prior to the meeting in the official publication of the League; provided, however, that failure to receive such notice does not invalidate any proceedings at such meeting.

Section 45: Parliamentarian. The League President shall appoint a Parliamentarian to resolve procedural issues at the League's General Assembly and in Resolutions Committee meetings.

Section 56: Credentials. Designated voting delegates must register to attend the Annual Conference and with the Credentials Committee. The League President shall appoint a three-person Credentials Committee no later than the first day of the Annual Conference General Assembly. In case of dispute, this committee determines the right of a member to participate.

[Note that the substance of following two sections have been moved to Article XI]

~~**Section 6: Quorum.** The presence of a credentialed voting delegate (or alternate) from a majority of Member Cities constitutes a quorum at the League's General Assembly. A majority of the quorum is necessary for decision.~~

~~**Section 7: Voting.** Voting at the League's General Assembly is by display of voting cards⁴. A voting card will be issued to each city's designated voting delegate upon presentation of evidence of the delegate's designation by the city. This information is also considered by the Credentials Committee in making its determinations.~~

Article VI: Membership Resolutions

Section 1: Role and Scope of Resolutions. Resolutions adopted by the League's General Assembly at Annual Conferences and such League Board policies as are not inconsistent with such resolutions constitute League policy. All resolutions shall have some direct relation be germane to city issues.

Section 2: Origination. Resolutions may originate from city officials, city councils, regional divisions⁵, functional departments⁶, policy committees, or the League Board or by being included in a petition signed by designated voting delegates of ten percent of the number of Member Cities.

⁴ See article XI for additional information about voting.

⁵ "Regional divisions" are defined in Article IX of these bylaws.

⁶ "Functional departments" are defined in Article X of these bylaws.

Section 3: Resolutions Committee.

(a) Resolutions Committee Composition. The League President establishes a Resolutions Committee sixty days prior to each Annual Conference, which committee shall consist of:

- (i) One elected official from each regional division, appointed by the regional division;
- (ii) One elected official from each policy committee, appointed by the policy committee;
- (iii) One member from each functional department, appointed by the department; and
- (iv) Up to ten additional members (at least five of whom are elected officials) as the League President deems necessary to achieve geographic and population balance, as well as recognize the multiplicity of city functions not represented by the other appointments, including, but not limited to, the perspectives of board and commission members as well as professional staff.

(b) Presidential Appointments. In the event a regional division, policy committee or functional department does not make its appointment to the Resolutions Committee, the League President may make the appointment on the regional division's, policy committee's or functional department's behalf.

(c) Chair. The League President shall also appoint to the Resolutions Committee a committee chair and vice chair.

(d) Minimum Committee Size and Composition. In the event the full committee is not in attendance at the Annual Conference, the League President shall appoint a sufficient number of city officials in attendance to achieve a total of thirty. No less than two-thirds of the members of the Resolutions Committee shall be elected officials.

(e) Committee Consideration of Proposed Resolutions. Except for resolutions of courtesy, commendation, appreciation or condolence, no resolution expressing the opinion or policy of the League on any question may be considered or discussed by the League's General Assembly, unless it has been first submitted to, and reported on, by the Resolutions Committee.

Section 4: Procedure for Review.

(a) Timing. Except for petitioned resolutions, all resolutions shall be submitted to the Resolutions Committee, at the League's headquarters, not later than sixty days prior to the opening session of the League's ~~General Assembly~~ Annual Conference.

(b) Referral to Policy Committees.

- (i) **Review and Recommendations.** Except for resolutions of courtesy, commendation, appreciation or condolence, all resolutions submitted to the

Resolutions Committee shall be referred by the League President to an appropriate policy committee for review and recommendation prior to the opening general session of the Annual Conference.

(ii) Report to Resolutions Committee. Policy committees shall report their recommendations on such resolutions to the Resolutions Committee. The inability of a policy committee to make a recommendation on any resolution does not preclude the Resolutions Committee from acting upon it.

(c) Minimum Committee Size and Composition. In the event the full committee is not in attendance at the Annual Conference, the League President shall appoint a sufficient number of city officials in attendance to achieve a total of thirty. No less than two-thirds of the members of the Resolutions Committee shall be elected officials.

(e) Committee Consideration of Proposed Resolutions. Except for resolutions of courtesy, commendation, appreciation or condolence, no resolution expressing the opinion or policy of the League on any question may be considered or discussed by the League's General Assembly, unless it has been first submitted to, and reported on, by the Resolutions Committee.

Section 5: Resolutions Proposed by Petition.

(a) Presentation by Voting Delegate. A designated voting delegate of a city may present by petition a resolution to the League President for consideration by the Resolutions Committee and the General Assembly at the Annual Conference. These resolutions are known as "petitioned resolutions."

(b) Contents. The petition shall contain the specific language of the resolution and a statement requesting consideration by the League's General Assembly.

(c) Signature Requirements. The petition shall be signed by designated voting delegates registered with the Credentials Committee who represent ten percent of the number of Member Cities.

(d) Time Limit for Presentation. The signed petition shall be presented to the League President no later than twenty-four hours prior to the time set for convening the League's General Assembly.

(e) Parliamentarian Review. If the League President finds that the petition has been signed by designated voting delegates of ten percent of the number of Member Cities, the petition shall be reviewed by the Parliamentarian for form and substance. The Parliamentarian's report shall then be presented to the chair of the Resolutions Committee. Among the issues that may be addressed by the Parliamentarian's report is whether the resolution should be disqualified as being either

(i) Non-germane to city issues or

(ii) Identical or substantially similar in substance to a resolution already under consideration

(f) Disqualification. The Resolutions Committee may disqualify a petitioned resolution as either being

(i) Non-germane to city issues or

(ii) Identical or substantially similar to a resolution already under consideration.

(g) Consideration by General Assembly. The petitioned resolution and the action of the Resolutions Committee will be considered by the League's General Assembly following consideration of other resolutions.

(h) Availability of List of Voting Delegates. A list of voting delegates shall be made available during the Annual Conference to any designated voting delegate upon request.

Section 6: Full Debate. The opportunity for full and free debate on each resolution brought before the General Assembly shall occur prior to consideration of a resolution.

Article VII: Board of Directors

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

Section 2: Composition. The League's Board is composed of the following:

(a) A President, First Vice-President and Second Vice-President/Treasurer of the League, who each serve a term of one year and are elected pursuant to Article VII, section 5; and

(b) The Immediate Past President of the League who serves for a term of one year, immediately succeeding his or her term as President;

(c) Ten Directors-at-Large,⁷

(1) Who serve for two-year terms,

(2) Who are elected by the League Board at its organization meeting, and

(3) At least one of whom is a representative of a small city with a population of 10,000 or less.

⁷ The effect of the 2002 amendments was to create additional at-large directorships. The resolution of authorizing the amendment further directed the League Board will:

(1) Fill the vacancies in newly created at-large directorships at its next scheduled board meeting, and

(2) Designate which at-large directors shall have one-year terms and which shall have two-year terms to achieve the staggered terms described in Article VII, section 3 of the League's bylaws.

The resolution further directed the League President to nominate individuals to fill the newly created directorships and make recommendations to the League Board on achieving staggered terms.

(d) One Director to be elected from each of the regional divisions and functional departments of the League, each of whom serves for a term of two years;

~~(e) Eight Directors to be designated by each of the eight largest cities in California; and~~

~~(fe) Members of the National League of Cities Board of Directors who hold an office in a Member City; and~~

(f) Eight Directors to be designated by each of the eight largest cities in California.⁸

(1) If one or more of the eight largest cities is represented on the League Board as an officer, the Board may elect an additional at-large member pursuant to section 2(c) of this article; and

(2) Such director shall serve a two-year term.

(g) For purposes of this section, city populations will be the population figures used by the State Controller in making the most recent allocation of subventions of cities.

Directors hold office until their successors are elected and qualified or, if they sit on the League Board by virtue of their membership on the National League of Cities Board of Directors, until their terms on the National League of Cities Board of Directors conclude.

Section 3: Staggered Terms. The terms of the Directors are staggered, so that the terms of approximately one-half of the members of the League Board expire each year.

(a) Even-Numbered Year Terms. The following directorship terms expire in even-numbered years:

(i) Departments. Directors from the Fiscal Officers, Public Works Officers, Mayors and Council Members, Planning and Community Development, Fire Chiefs, and City Clerks departments;

(ii) Divisions. Directors from the Central Valley, Imperial County, Monterey Bay, North Bay, Orange County, Redwood Empire, Sacramento Valley and San Diego County divisions; and

(iii) At Large. Directors from five of the ten at-large directorships.

(b) Odd-Numbered Year Terms. The following directorship terms expire in odd-numbered years:

(i) Departments. Directors from the City Attorneys, City Managers, Police Chiefs, Recreation, Parks and Community Services, and Personnel and Employee Relations departments;

⁸ Note that this proposed amendment was not considered by the Administrative Services Committee.

(ii) **Divisions.** Directors from the Channel Counties, Inland Empire, Desert-Mountain, East Bay, Los Angeles County, Peninsula, Riverside County and South San Joaquin Valley divisions; and

(iii) **At Large.** Directors from five of the ten at-large directorships.

Section 4: Election of Directors.

(a) **Functional Department Directors.** Unless their respective functional department bylaws provide otherwise, Departmental Directors are elected by their respective departments at the Annual Conference.

(b) **Regional Division Directors.** Unless their respective regional division bylaws provide otherwise, Regional Directors are elected at the regional division meeting immediately preceding the Annual Conference.

(c) **At-Large Directors.** Directors-at-Large are elected by the League Board at its organization meeting.

(d) **Commencement of Terms.** The term of office of all newly elected Directors commences immediately on the adjournment of the Annual Conference; however, the newly constituted League Board may meet prior to the adjournment of the Annual Conference for the purpose of organization.

(e) **Additional Directors.** In the event of the creation of additional regional divisions or functional departments of the League, each regional division or functional department may elect a representative to the League Board. When a new functional department or regional division is created at any Annual Conference, the League Board may select a Director to represent such functional department or regional division until the entity organizes and elects a Director in the regular manner. The League Board may fix the initial term of any such Director from a new regional division or functional department at either one or two years, so as to keep the number of terms expiring on alternate years as nearly equal as possible.

Section 5: Nomination and Election Process

(a) **Composition.** The League President, with the concurrence of the League Board,⁹ shall establish a nominating committee at least 90 days in advance of the League's Annual Conference. The nominating committee shall be comprised of nine members, eight of whom are named from regional divisions, one from each division on the following rotating basis:

(i) **Even-Numbered Years:** Central Valley, Imperial County, Monterey Bay, North Bay, Orange County, Redwood Empire, Sacramento Valley and San Diego County

⁹ See Bylaws Article VII, section 8(c), for provisions relating to telephonic meetings.

(ii) Odd-Number Years: Channel Counties, Inland Empire, Desert-Mountain, East Bay, Los Angeles County, Peninsula, Riverside County, and South San Joaquin

The League President shall appoint the chair of the nominating committee.

(b) Duties. The duties of the nominating committee are to:

(i) Member Outreach. Solicit nominations for the offices of Second Vice President/Treasurer and ten at-large members for the League Board from the League's Member Cities;

(ii) At-Large and Second Vice President Recommendation. Make recommendations to the League Board on the following year's League officers¹⁰ and at-large board members; and

(iii) President and First Vice President Recommendation. Recommend whether the previous year's First Vice President becomes President and the previous year's Second Vice President/Treasurer becomes First Vice President.

(c) Notice to Members. The identity of nominating committee members shall be publicized in League publications and communications, along with an explanation of the nomination process and relevant deadlines for submitting nominations to the nominating committee.

(d) Decision and Report. The nominating committee's decision shall be made and communicated to the League Board not later than 30 days prior to the date of the League's Annual Conference and again at the first board meeting at the Annual Conference. In addition, the nominating committee shall make its report to the membership at the opening general session of the Annual Conference.¹¹

Section 6: Vacancies.

(a) Functional Departmental Directorships. In the event of a vacancy in a functional departmental directorship, the president of the department may become a member of the League Board or may appoint a member of his or her department to fill the vacancy.

(b) Regional Division Directorships. If a vacancy occurs in the regional division directorship, the regional division in question may elect a new Director at the next regular meeting of the regional division.

(c) At-Large Directorships. If a vacancy occurs in an at-large directorship, the League Board may elect a new Director to fill the vacancy at the next regular board meeting. The League president may nominate individuals for consideration by the League Board.

(d) Terms. The person elected to fill a vacancy holds office for the remainder of the term of the office in question (see Article VII, section 3).

¹⁰ See Bylaws Article VIII for provisions relating to League officers.

¹¹ See Bylaws Article VIII, section 3 (for election of League officers) and Article VII, section 2(c)(2) (for election of at-large board members).

Section 7: Resignation. Any Director resignation is effective upon receipt in writing by the League's President or Executive Director, unless a later date is specified in the letter.

Section 8: Meetings and Meeting Notice.

(a) Regularly Scheduled Board Meetings. The League Board shall meet no fewer than four times a year. Notice of regularly scheduled Board meetings shall be mailed to each Director at least 14 days before any such meeting.

(b) Emergency Board Meetings. A good faith effort shall be made to provide notice of any emergency board meetings (for example, by first-class mail, personal or telephone notification, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means).

(c) Telephonic or Electronic Participation. Members of the League Board may participate in any meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting by this means constitutes presence in person at such meeting.

(c) Notice Content. All meeting notices shall include the meeting date, place, time, and, as applicable, the means by which a League Board member may participate electronically.

Section 9: Policies. The League Board may adopt such policies for its government as it deems necessary and which are not inconsistent with these bylaws. In the event of an inconsistency, these bylaws shall prevail.

Section 10: Committees.

(a) General. The League Board may establish committees to study city problems, advise on League educational efforts, make recommendations with respect to League advocacy efforts, or to engage in other appropriate League service.

(b) Executive Committee

(i) Composition. The Executive Committee of the League Board consists of the following: the League's President, First Vice-President, Second Vice-President/Treasurer, Immediate Past President and Executive Director.

(ii) Authority. The Executive Committee has authority to act for the League Board between Board meetings, provided that no action of the Executive Committee is binding on the League Board unless authorized or approved by the Board.

(c) Standing Policy Committees.¹²

(i) Charge. The League shall have a series of standing policy committees, whose charge shall be to make recommendations to the League Board on matters within the committees' jurisdiction, as well as fulfill other duties specified in these bylaws (see, for example, Article VI, section 4(b)).

(ii) Membership. Each League policy committee shall be comprised of the following:

- Two members appointed by each regional division president;
- One member appointed by each functional department president;
- No more than 16 members appointed by the League president, to provide population and geographic balance, as well as expertise; and
- Such representatives of affiliate organizations in the capacity authorized by the League Board.

(iii) Feedback. Policy committees shall receive information on actions taken on committee recommendations and the reasons for those actions.

(d) Committee Chairs and Vice Chairs. The League President appoints the chair of all League-wide committees. The term of such appointments coincides with the League President's term. The League President may appoint vice chairs for such committees, as the League President deems necessary.

~~**Section 11: Quorum and Voting.** Except as otherwise provided in these bylaws, participation by a majority of the members of the League Board constitutes a quorum for the transaction of all business. Except as otherwise provided in these bylaws, any action of the League Board requires a majority vote of the Directors voting on the action. Proxy voting is not allowed.~~

~~**Section 12:11: Compensation.** The Directors do not receive any compensation for their services, but, with League Board approval, may be entitled to reimbursement for actual and necessary expenses incurred in the performance of their duties.~~

~~**Section 13:12 Reports of Directors.** The League Board's duties include providing an annual report to League members at the regular Annual Conference showing the League's work, the League's financial condition, and a statement with respect to the League's plans for further work and proposed policies.~~

¹² The present standing policy committees are: 1) Administrative Services, 2) Employee Relations, 3) Environmental Quality, 4) Community Services, 5) Housing, Community and Economic Development, 6) Public Safety, 7) Revenue and Taxation, and 8) Transportation, Communication and Public Works.

Section 4413: Standard of Care.¹³

(a) **General.** A Director shall perform the Director's duties, including duties on any committee on which the Director serves, in good faith, in a manner the Director believes to be in the best interests of the League and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

(b) **Reliance on Information.** In performing the Director's duties, the Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by:

(i) One or more League officers or employees whom the Director believes to be reliable and competent as to the matters presented;

(ii) Counsel, independent accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence; or

(iii) A League Board committee upon which the Director does not serve, as to matters within the committee's designated authority, provided that the Director believes the committee merits confidence.

The Director may rely on such information, opinions, reports, or statements as long as the Director acts in good faith after reasonable inquiry (when the need for such inquiry is indicated by the circumstances) and as long as the Director has no knowledge that would suggest that such reliance is unwarranted.

(c) **Non-Liability.** An individual who performs the duties of a Director in accordance with this section will not be liable for any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the preceding, any actions or omissions which are inconsistent with the League's nonprofit purposes.

Section 4514: Right to Inspect Records. Every Director has a right at any reasonable time to inspect and copy all League books, records and documents of every kind and to inspect the League's physical property.¹⁴

Section 4615: Policy Changes. Any policy established by the League's General Assembly may be changed by the League's Board upon ratification of such proposed change by a majority of the regional divisions representing a majority of Member Cities within the time period specified by the League Board.

Article VIII: Officers

¹³ See Cal. Corp. Code § 7231 (providing that a director who performs the director's duties according to these standards is not liable for any alleged failure to properly discharge the individual's obligations as a director).

¹⁴ See Cal. Corp. Code § 8333 (characterizing this right as "absolute").

Section 1: Identity. The officers of the League are a President, a First Vice-President, a Second Vice-President/Treasurer, an Immediate Past President, and an Executive Director.

Section 2: Duties of League Officers.

(a) President. The President presides at all League Board meetings and ~~the Annual Conference~~ all General Assemblies. The President has such other powers and duties as may be prescribed by these bylaws or the League Board.

(b) First Vice-President. The First Vice-President carries on the duties of the President in the President's temporary absence or incapacity. The First Vice-President has such other powers and duties as may be prescribed by these bylaws or the League Board.

(c) Second Vice-President/Treasurer. The Second Vice-President/Treasurer carries on the duties of the President in the President's and First Vice-President's temporary absence or incapacity. The Second Vice-President/Treasurer has such other powers and duties as may be prescribed by these bylaws or the League Board.

Section 3: Election. The League Board elects the League's President, First Vice-President and Second Vice-President for terms of one year.¹⁵ The election occurs at the League Board's meeting at the ~~conclusion of the~~ Annual Conference.

Section 4: Vacancies. A vacancy in the office of President is filled at the next meeting of the League Board by the succession of the First Vice-President to that office. A vacancy in the office of First Vice-President, or Second Vice-President/Treasurer, is filled for the un-expired term by appointment of a member of the League Board. A vacancy in the office of the Immediate Past President is filled for the un-expired term by the last Past President continuing to hold a city office.

Section 5: Executive Director and League Employees.

(a) Employment. The League Board selects an Executive Director who employs, or causes to be employed, such other persons as may be necessary who need not be League members. The Executive Director and employees perform such duties and receive such compensation as the League Board may from time to time prescribe.

(b) Specific Duties.¹⁶ The Executive Director performs or causes to be performed the following functions:

(1) Corporate Secretary. These duties include:

- (i) Keeping a full and complete record of the proceedings of the League Board,
- (ii) Giving such notices as may be proper and necessary,

¹⁵ See Cal. Corp. Code § 7151(c)(5) (suggesting bylaws address this issue).

¹⁶ Nonprofit corporation law requires organizations like the League to have a secretary and chief financial officer. See Cal. Corp. Code § 7213 (allowing any number of offices to be held by the same person). Typically, these roles are assigned in the bylaws. Presently these functions are performed for the League by staff under the direct supervision of the Executive Director and ultimate supervision of the League Board.

- (iii) Keeping minute books for the League,
- (iv) Communicating the League Board's actions to Member Cities,
- (v) Executing such instruments necessary to carry out Board directives and policies, and
- (vi) Complying with such other record-keeping and reporting requirements of California Nonprofit Corporation Law.

(2) Chief Financial Officer. These duties include

- (i) Having charge of and custody of and receiving, safeguarding, disbursing and accounting for all League funds,
- (ii) Depositing and investing such funds in such institutions and investments as approved by the League Board,
- (iii) Maintaining the League's financial books and records,
- (iv) Preparing and submitting such accounting and tax forms as may be required by local, state and federal law.

(c) Insurance. All employees handling the finances of the League shall be insured in such amount as the League Board deems desirable or necessary, such insurance to be approved by the League Board or a committee designated by the League Board and the premiums paid by the League.

Article IX: Regional Divisions

Section 1: Listing.

(a) Existing Regional Divisions. The League is comprised of the following regional divisions:

- Central Valley
- Channel Counties
- Desert-Mountain
- East Bay
- Imperial County
- Inland Empire
- Los Angeles County
- Monterey Bay
- North Bay
- Orange County
- Peninsula
- Redwood Empire
- Riverside County
- Sacramento Valley
- San Diego County

South San Joaquin Valley

(b) New Divisions. Additional divisions may be formed through an amendment to these bylaws (Article XVI).

Section 2: Purposes and Functions. The purposes and functions of regional divisions of the League are as follows:

(a) To promote interest in the problems of city government and administration among city officials within such divisions.

(b) To assist League officials in formulating policies by expressing, through resolutions duly adopted, the recommendations of the regional divisions. Resolutions adopted by regional divisions to be considered at the Annual Conference shall be submitted in the manner provided by Article VI.

(c) To take action consistent with general League policy as duly adopted by the League's General Assembly or by the League's Board. Regional divisions may take no action in conflict with such policies. Nothing in the foregoing limits or restricts regional division activities in matters of purely local interest and concern.

(d) To meet not less than once every three months, provided that the League Annual Conference may be considered one such meeting of a regional division.

Section 3: Names of Divisions. Each regional division will identify itself as a division of the League of California Cities. ~~A distinctive name by which the division shall be known shall be adopted and shall be used as a prefix to the League of California Cities, such as:~~

~~Inland Empire Division
League of California Cities~~

Section 4: Boundaries. The territorial boundaries of each regional division may be fixed by each division subject to the approval of the League's General Assembly.

Section 5: Membership. All cities within the boundaries of a regional division may become members of and participate in the activities of that division. A city may join a different regional division with the approval of both the existing and proposed division, and the League's General Assembly Board of Directors.

Section 6: Voting. Unless otherwise provided in a regional division's bylaws, the representatives of each Member City may cast collectively one vote on division matters, and a majority of the votes cast is necessary for a decision.¹⁷

Section 7: Officers.

(a) **Identity.** Each regional division elects a President, a Vice-President, a representative on the League Board of Directors and a Secretary, and such other officers as any regional division bylaws may establish.

¹⁷ See Article XI for additional information about voting.

(b) Election Timing. Each regional division elects its officers at the regional division meeting immediately preceding the League's Annual Conference, unless another date is provided by any regional division's bylaws.

(c) Terms.

(i) Directors' Terms and Commencement Dates. The term of office and commencement date for regional division representatives on the League Board are established in Article VII, section 2(d) (term length) and 4(d) (term commencement).

(ii) Other Officers' Terms and Commencement Dates. The term of office of all other newly elected officers is one year. A majority of the members may amend any regional division bylaws to provide for two-year terms for regional division officers. Except for representatives on the League Board, all newly elected officers' terms commence immediately upon election unless another date is provided by any regional division's bylaws.¹⁸

(d) Vacancies. In the event of a vacancy in any regional division office,¹⁹ such vacancy is filled by election at the next regular meeting of such division. The fact that such a vacancy will be so filled shall be included in the notice of such meeting. This requirement also applies to a vacancy in the office of regional division director, as provided in Article VII, section 6(b).

(e) Duties.

(i) President. The President presides at all regional division meetings and has such other powers and duties as may be prescribed by any division bylaws.

(ii) Vice-President. The Vice-President carries on the duties of the President in the President's temporary absence or incapacity and has such other powers and duties as may be prescribed by any division bylaws.

(iii) Secretary. The Secretary a) immediately notifies the League of any change in the regional division officers, b) records the minutes of all division meetings and sends one copy to League headquarters, and c) prepares and mails all notices of the meetings of the division and sends a copy to the League headquarters.

(iv) Director. The regional division Director shall represent the regional division on the League Board and shall keep the division membership apprised of League Board activities. The Director serves as a liaison between the regional division and the League Board.

¹⁸ Note that this term commencement is different than that for the League board (whose terms commence upon adjournment of the Annual Conference) and than that for department officers (also upon adjournment of the Annual Conference).

¹⁹ Article XII, section 2, defines a vacancy.

Section 8: Resignation. Except as provided in Article VII, section 7 for members of the League Board, a regional division officer's resignation is effective upon receipt in writing by the division's President or Secretary, unless a later date is specified in the letter.

Section 9: Regional Division Bylaws. Regional divisions may adopt their own bylaws. Division bylaws may not conflict with the League's bylaws. In the event of a conflict between a division's bylaws and League bylaws, the League's bylaws will prevail; the League's bylaws also prevail when the division does not have bylaws or the division's bylaws are silent.

Article X: Functional Departments

Section 1: Listing.

(a) Existing Departments. The League includes the following functional departments:

- Mayors and Council Members
- City Attorneys
- Fiscal Officers
- Public Works Officers
- City Managers
- Planning and Community Development
- Police Chiefs
- Fire Chiefs
- Recreation, Parks and Community Services
- City Clerks
- Personnel and Employee Relations

(b) New Departments. Additional functional departments may be formed through an amendment to these bylaws (Article XVI).

Section 2: Officers

(a) Identity. Each functional department elects a President, a First Vice-President, a Second Vice-President/Secretary, a representative on the League Board, and such other officers as the department's bylaws may establish.

(b) Election Timing. Each functional department elects its officers at the department's business session at the League's Annual Conference, unless the department's bylaws provide otherwise.

(c) Terms. The term length for functional department representatives on the League Board is established in Article VII, section 2(d). The term of office of all other newly elected officers is one year. The term of office of all newly elected department officers commences immediately on the adjournment of the Annual Conference.

(d) Vacancies.²⁰ A vacancy in the office of President is filled for the unexpired term by the succession of the First Vice-President. A vacancy in the office of the First Vice-President, or Second Vice-President/Secretary of the functional department is filled by appointment by the department President. The person so appointed shall be a member of such department. A vacancy in the office of department director is filled as provided in Article VII, section 6(a).

(e) Duties.

(i) President. The President presides at functional department meetings and has such other powers and duties as may be prescribed by any department bylaws.

(ii) First Vice-President. The First Vice-President carries on the duties of the President in the President's temporary absence or incapacity and has such other powers and duties as may be prescribed by any department bylaws.

(iii) Second Vice-President/Secretary. The Second Vice-President/Secretary carries on the duties of the First Vice-President in the First Vice-President's temporary absence or incapacity and has such other powers and duties as may be prescribed by any department bylaws.

(iv) Director. The department Director shall represent the functional department on the League Board and shall keep the department membership apprised of League Board activities. The Director serves as a liaison between the department and the League Board.

(f) Resignation. Except as provided in Article VII, section 7 for members of the League Board, a functional department officer's resignation is effective upon receipt in writing by the department's President or Second Vice-President/ Secretary, unless a later date is specified in the letter.

Section 3: Voting. Except as otherwise provided in a functional department's bylaws, the representatives of each Member City may cast collectively one vote on functional department matters.²¹ A majority of the votes cast is necessary for a decision.²²

Section 4: Department Meetings. Functional departments meet at the Annual Conference and at other times and places as they find necessary.

Section 5: Department Bylaws. Functional departments may adopt their own bylaws. Such bylaws may not conflict with the League's bylaws. In the event of a conflict between a department's bylaws and League bylaws, the League's bylaws will prevail; the League's bylaws also prevail when the department does not have bylaws or the department's bylaws are silent.

²⁰ Article XII, section 2, defines a vacancy.

²¹ Note that Article XI, section 4 allows departments to adopt a different voting allocation in their bylaws.

²² See Article XI for additional information about voting.

Article XI: Voting

Section 1: Quorum.

(a) In General. A majority of the members of the League's Board, functional department, regional division, committee or other kind of subsidiary body constitutes a quorum for the purpose of making decisions.

(b) General Assembly. The presence of a majority of the credentialed voting delegates (or alternate) from a majority of Member Cities constitutes a quorum at the League's General Assembly.

(c) Failure to Achieve Quorum. In the event that a body other than the League Board of directors lacks a quorum, all votes taken by that body will be advisory to the League Board, which shall be advised that a quorum was not present. In the event that the League's Board is unable to achieve a quorum, the League Board will adjourn until such time as a quorum can be achieved.

Section 12: Voice-Vote Voting Methods. Except as provided in Article V, section 7

(a) General Assembly. All voting in meetings of the General Assembly of the League, its regional divisions, functional and departments, committees and other kinds of subsidiary bodies is by voice vote.

(b) Section 2: Alternative Methods. If the presiding official cannot determine the outcome of the voice vote or three or more Member Cities request, an alternative method of voting may be used. An alternative voting method may be by any means (show of hands, written ballot, display of voting cards, etc.) which allows the presiding official to accurately determine the outcome of the vote.

(c) Section 3: Roll Call Votes. A roll call may be demanded by representatives of ten percent or more of the voting body delegates registered with the Credentials Committee.

(d) Voting Cards. A voting card will be issued to each Member City's designated voting delegate upon presentation of evidence of the delegate's designation by the Member City.

(e) Proxy Voting. Proxy voting is not allowed.

Section 3. Vote Threshold. Except as otherwise provided in these bylaws (see, for example, Article XVI, §2), a majority vote of approval of those voting is necessary for decision.

Section 4: One City One Vote. Except as otherwise provided in a functional department's or a regional division's bylaws, the representatives of each Member City present and in good standing collectively cast one vote.²³ A majority of the votes cast is necessary for a decision.

Section 5: Mail Balloting. In addition to voting at League meetings, the League may solicit member input by mail ballot.

²³ For purposes of the General Assembly (see articles V and VI), the mechanism through which city officials do this is the designated voting delegate.

(a) **Mailing.**²⁴ The question(s) to be voted upon, along with explanatory materials and a ballot, shall be mailed by first class mail to each Member City for consideration and action.

(b) **Time Frame for Action.** Member Cities shall have at least 45 days to cast their vote. Ballots shall be cast by returning the Member City's ballot to the League's principal office in Sacramento.

(c) **Ballot Tabulation and Results Announcement.** The League President will appoint a counting committee of three board members to count the votes cast by mail ballot. The counting committee will submit its count to the League Board, which shall canvass the vote and announce the results.

(d) **Functional Departments and Regional Divisions.** Departments and divisions may also use mail balloting under procedures specified in their respective department and division bylaws.

Article XII: Qualifications to Hold Office and Vacancies

Section 1: Eligibility to Hold Office.

(a) **In General.** Excepting the office of Executive Director, no person shall be eligible to hold office in the League or any League division or department unless the individual is officially in city service in a Member City at the time of the person's election or appointment. Regional divisions and functional department bylaws may specify additional eligibility requirements for their respective officeholders.

(b) **Length of Service.** An individual who has occupied an elected League Board office (as defined in Article VIII, section 1) for nine months (275 days) or more is ineligible to stand for election for that same office again.

Section 2: Vacancies.

(a) **Vacancy Defined.** A League office becomes vacant when an individual resigns, misses three consecutive convened meetings or leaves city service.

(b) **Effective Date of Vacancy Caused by Leaving City Service.** The effective date of a vacancy caused by a departure from city service is three months (92 days) after an individual ceases to occupy the same or comparable city office as the individual had when the individual was elected or appointed to League office.

(c) **Effective Date of Resignations.** For the effective dates of resignations, see Article VII, section 7 (effective date of League Board resignations), Article IX, section 8 (effective date of regional division officer resignations), and Article X, section 2(f) (effective date of department officer resignations).

(d) **Filling Vacancies.** Vacancies will be filled as provided in these bylaws, see Article VII, section 6 (filling League Board vacancies), Article IX, section 7(d) (filling regional

²⁴ The Administrative Services Committee recommends the League also include notice of the upcoming ballot in a variety of League communications, to alert Member Cities to make inquiry in the event a city's ballot is lost in the mail.

division officer vacancies), and Article X, section 2(d) (filling functional department officer vacancies).

Article XIII: Finances

Section 1: Fiscal Year. The fiscal year of the League is the calendar year.

Section 2: Budget.

(a) Preparation and Approval. Not less than fifteen days prior to the budget meeting of the League Board, the Executive Director shall distribute to the Board a detailed budget describing the estimated revenues and expenditures for the ensuing budgetary period for the League Board's consideration and approval.

(b) Dissemination. Upon approval, a copy of the League's budget shall be sent to each regional division and functional department president, who shall make it available to division and department members.

Section 3: Limitation of Expenditures. The League Board may not incur indebtedness in excess of the estimated or actual revenues for the ensuing fiscal year, without the approval of the League's General Assembly.

Section 4: Annual Audit. The League's accounts shall be audited by a certified public accountant after the close of each fiscal year.

Section 5: Special Assessment for League Building. By resolution approved by a majority of those cities present and voting thereon at an Annual Conference, a special assessment may be levied for a permanent headquarters office building in Sacramento as specified in the resolution.²⁵

²⁵ See also section 4 in Article XV, relating to disposition of League property upon dissolution.

Article XIV: Prohibited Transactions

Section 1: Loans. Except as permitted by California Nonprofit Corporation Law,²⁶ the League may not make any loan of money or property to, or guarantee the obligation of, any director or officer. This prohibition does not prohibit the League from advancing funds to a League director or officer for expenses reasonably anticipated to be incurred in performance of their duties as an officer or director, so long as such individual would be entitled to be reimbursed for such expenses under League Board policies absent that advance.

Section 2: Self-Dealing and Common Directorship Transactions.²⁷

(a) Self-Dealing Transactions. A self-dealing transaction is a transaction to which the League is a party and in which one or more of its directors has a material financial interest.

(b) Common Directorships. "Common directorships" occur when the League enters into a transaction with an organization in which one of the League directors also serves on the organization's board.

(c) Pre-Transaction Approval. To approve a transaction involving either self-dealing or a common directorship, the League Board shall determine, before the transaction, that

- (i) The League is entering into the transaction for its own benefit;
- (ii) The transaction is fair and reasonable to the League at the time; and
- (iii) After reasonable investigation, the League Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.

²⁶ Section 7235 of the Corporations Code provides:

(a) Unless prohibited by the articles or bylaws, a corporation may loan money or property to, or guarantee the obligation of, any director or officer of the corporation or of its parent, affiliate or subsidiary, provided:

(1) The board determines the loan or guaranty may reasonably be expected to benefit the corporation.

(2) Prior to consummating the transaction or any part thereof, the loan or guaranty is either:

(A) Approved by the members (Section 5034), without counting the vote of the director or officer, if a member, or

(B) Approved by the vote of a majority of the directors then in office, without counting the vote of the director who is to receive the loan or the benefit of the guaranty.

(b) Notwithstanding subdivision (a), a corporation may advance money to a director or officer of the corporation or of its parent, affiliate or subsidiary, for any expenses reasonably anticipated to be incurred in the performance of the duties of the director or officer of the corporation or of its parent, affiliate or subsidiary, provided that in the absence of such an advance the director or officer would be entitled to be reimbursed for these expenses by the corporation, its parent, affiliate, or subsidiary.

(c) The provisions of subdivisions (a) and (b) do not apply to credit unions, or to the payment of premiums in whole or in part by a corporation on a life insurance policy on the life of a director or officer so long as repayment to the corporation of the amount paid by it is secured by the proceeds of the policy and its cash surrender value, or to loans permitted under any statute regulating any special class of corporations.

²⁷ See generally Cal. Corp. Code § 7233 (establishing these requirements). Note that interested or common directors may be counted in determining the existence of a quorum in a board or committee meeting that approves such transactions. See Cal. Corp. Code § 7234.

Such determinations shall be made by the League Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, without counting the vote of the interested director or directors.

(d) Post-Transaction Approval. When it is not reasonably practicable to obtain Board approval before entering into such transactions, a Board committee may approve such transaction in a manner consistent with the requirements in the preceding paragraph, provided that, at its next meeting, the full Board determines in good faith that the League Board committee's approval of the transaction was consistent with such requirements and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.²⁸

Article XV: Miscellaneous

Section 1: Indemnification.

(a) Indemnity Authorized. To the extent allowed by California Nonprofit Corporation Law,²⁹ the League may indemnify and advance expenses to its agents in connection with any proceeding, and in accordance with that law. For purposes of this section, "agent" includes directors, officers, employees, other League agents, and persons formerly occupying these positions.³⁰

(b) Approval of Indemnity. An individual seeking indemnification shall make a written request to the League Board in each case.

(i) Success on the Merits. To the extent that the individual has been successful on the merits, the League Board will promptly authorize indemnification in accordance with California Nonprofit Corporation Law.³¹

(ii) Other Instances. Otherwise, the League Board shall promptly determine, by a vote of a majority of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct under California law,³² and, if so, will authorize indemnification to the extent permitted.

²⁸ See Cal. Corp. Code § 7233 (specifying under what circumstances a self-dealing transaction is void or voidable).

²⁹ The scope of indemnity for mutual benefit corporations is governed by Corporations Code section 7237, which is excerpted in the footnotes below.

³⁰ Section 7237(a) provides in pertinent part:

For the purposes of this section, "agent" means any person who is or was a director, officer, employee or other agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee or agent of a foreign or domestic corporation which was a predecessor corporation of the corporation or of another enterprise at the request of such predecessor corporation . . .

See Cal. Corp. Code § 7237(a).

³¹ Section 7237(d) provides

To the extent that an agent of a corporation has been successful on the merits in defense of any proceeding referred to in subdivision (b) or (c) or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

See Cal. Corp. Code § 7237(d).

³² These standards are largely contained in section 7237(b) or section 7237(c), which provide:

(c) Advancing Expenses. To the extent allowed by under California Nonprofit Corporation Law,³³ the League Board may authorize an advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition. The League Board shall find that

(i) the requested advances are reasonable; and

(ii) before any advance is made, the agent will submit a written undertaking satisfactory to the League Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this section.

Section 2: Insurance.³⁴ The League Board may authorize the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond the League's corporation's authority to indemnify an agent under law.

Section 3: Contracts and Execution of Instruments. All contracts entered into on behalf of the League shall be authorized by the League Board, or by the person or persons upon whom the League Board confers such power from time to time. Except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of the League shall be signed by the persons authorized to do so by the League Board.

Section 4: Disposition of Assets Upon Dissolution.³⁵ The League's properties and assets are irrevocably dedicated to the fulfillment of the League's purposes as described in Article II. No part of the League's net earnings, properties and assets, on dissolution or otherwise, may inure to the benefit of any private person. On liquidation or dissolution, the League's net assets shall be distributed to the League's Member Cities consistent with the provisions of the California Nonprofit Corporations Law relating to mutual benefit corporations then in effect.

(b) A corporation shall have power to indemnify any person . . . if such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of such person was unlawful . . .

(c) A corporation shall have power to indemnify any person . . . if such person acted in good faith, in a manner such person believed to be in the best interests of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances . . .

See Cal. Corp. Code § 7237(b) and (c) (with exceptions).

³³ Section 7237(a) provides in pertinent part:

. . . "expenses" includes without limitation attorneys' fees and any expenses of establishing a right to indemnification under subdivision (d) or paragraph (3) of subdivision (e).

See Cal. Corp. Code § 7237(a).

³⁴ See also Cal. Corp. Code § 7237(f) (authorizing insurance).

³⁵ This section reinforces the League's status as a mutual benefit corporation and protects cities' interests in their investment in the League's headquarters building. See also Cal. Corp. Code § 8717 (assets upon dissolution must be distributed according to bylaws).

Section 5: Parliamentary Authority. Subject to the provisions of these bylaws, Robert's Rules of Order or such other parliamentary rules as may be adopted by the League Board shall prevail at all meetings of the League, the League Board, and in all functional departments and regional divisions.

Section 6: Seal. The League Board has provided a suitable seal for the League which is circular and which contains the following inscription:

"LEAGUE OF CALIFORNIA CITIES
INCORPORATED NOVEMBER 4, 1932, CALIFORNIA"

The seal may be affixed to corporate instruments, but any failure to affix it does not affect the instrument's validity.

Section 7: Governing Law. In all matters not specified in these bylaws, or in the event these bylaws are inconsistent with applicable law, the provisions of California Nonprofit Corporation Law then in effect apply.

Article XVI: Amendments

Section 1: Consideration. These bylaws may be amended by the League's General Assembly (see Article XVI, section 5 for procedures) or by a mail ballot to Member Cities (see Article XI, section 5 for procedures).

Section 2: Vote Threshold. A two-thirds vote of approval of those voting is necessary to amend these bylaws.

Section 3: Who May Propose. Amendments may be proposed by the League Board or by petition of ten percent of Member Cities. The proponent may specify whether the amendment is to be considered at the General Assembly or by mail ballot.

Section 4: Board Review. Any amendment proposed by petition shall be submitted to the League Board in writing for its review. The League Board's recommendation and reasons following its review shall accompany all materials relating to the proposed amendment.

Section 5: Procedure for Consideration by General Assembly.

(a) **Notice.** The meeting notice required by Article V, section 3 for League meetings shall include notice of any proposal to amend the League's bylaws, along with the subject of the proposed amendment(s).

(b) **Consideration by General Assembly.** The proposed amendment, along with any action by the League Board pursuant to section 4 of this Article, shall be considered by the General Assembly along with any resolutions presented pursuant to Article VI.

Section 6: Effective Date. After approval, amendments go into effect after the expiration of the protest period (see Article XVI, section 7) unless otherwise specified in the amendment.

Section 7: Protest and Suspension until Next Conference. If, within sixty days after the adoption of any amendment, one-third or more of the Member Cities submit a written protest

against such amendment, the amendment is automatically suspended until the next Annual Conference, when it may be taken up again for reconsideration and vote.

Article XVII: Establishment and Financing of Grassroots Network

Section 1: Enhancement of Advocacy Efforts.

To enhance the League's advocacy efforts on behalf of cities, the League hereby establishes a Grassroots Network. The Grassroots Network consists of a series of field offices throughout California, responsible for coordinating city advocacy efforts and promoting statewide League policy priorities.

Section 2: Dues Increase

(a) Initial Financing. The dues increase approved concurrently with the addition of Article XVI shall finance the League's Grassroots Network for the second half of 2001 and for 2002. The increase shall be used exclusively to finance the Grassroots Network.

(b) Continued Financing. Any subsequent dues increases shall occur in accordance with Article IV.

Section 3: Accountability

(a) Annual Goal-Setting and Performance Assessment. The League Board shall set long-term goals and annual objectives for the League's Grassroots Network. The League Board shall periodically report to the League's Member Cities on the Grassroots Network's performance in meeting those goals and objectives.

(b) Board Discontinuance. If at any time the League Board finds the Grassroots Network is not meeting its objectives on behalf of cities, the League Board may discontinue the Grassroots Network.

(c) Membership Vote on Program Continuation. On or before December 31, 2007, Member Cities shall vote (see Article XI, section 5 for procedures) on whether to continue the Grassroots Network beyond December 31, 2008.

Revised July 30, 2003