

**BYLAWS
OF THE
ORANGE COUNTY DIVISION
LEAGUE OF CALIFORNIA CITIES**

ARTICLE I

Section A Name

The name of this organization shall be: **“Orange County Division, League of California Cities.”**

ARTICLE II – Purpose

Section A Composition

The Orange County Division, League of California Cities, shall be composed of each municipal corporation within the County of Orange which is a member of the League of California Cities (“State League”).

Section B Purposes and Functions

The purpose and functions of this Division shall be:

1. To hold periodic meetings of city officials to foster and disseminate knowledge relating to municipal government by all appropriate means and to generate greater interest and more active civic consciousness among the members.
2. To hold periodic meetings of city officials for the discussion of municipal issues for the purposes of promoting governmental efficiency and reducing the cost of government.
3. To assist the State League in formulating policy, and advocating the common policies and positions of the State League and the Orange County Division.
4. To advocate the policies and positions of the Orange County Division in matters of local interest, which are not in conflict with the State League’s policies and principles.
5. To issue advisory votes to city representatives on select and specific policy matters, according to the process included in Article VI, Section C.

ARTICLE III – Membership

Section A Eligibility

1. Any incorporated city in Orange County which is a member of the State League is eligible for membership.

Section B Representatives

The membership of the Division shall be represented therein by the municipal elected officers of member cities. Active participation in the deliberations of the Division and a vote of any question shall be confined to member municipalities whose membership has not been suspended.

Section C Suspension

Any municipality which is in arrears in payment of its dues assessment to the State League for a period of 90 days shall automatically be deemed suspended from membership, including all associated privileges including voting rights. It shall be the duty of the Public Affairs Regional Manager of the State League to notify said city immediately.

Section D Reinstatement

A member city that has been suspended for non-payment of dues shall be reinstated to membership only after the city's total dues assessment has been paid to the State League in accordance with its rules and regulations.

Section E Notices

Notice will be deemed given to all member cities and council members three days after mailing of the notice by USPS (United States Postal Service), first-class, postage pre-paid, or upon facsimile to the clerk of each city, with electronic receipt confirmation received, or upon hand delivery to the clerk of each city, or via email, whichever method should be selected by the sender and/or, if multiple methods are selected, whichever should occur first.

ARTICLE IV – Officers

Section A Board of Directors

The affairs of the Division shall be conducted by a Board of Directors. The Board of Directors of the Division shall consist of the President, the First and Second Vice Presidents, Immediate Past President, the State League Director, three large city representatives and five district representatives. The Chair of the City Managers' Association shall serve as a non-voting ex officio member of the Board of Directors.

Section B Executive Committee

An Executive Committee will be comprised of the President, First Vice President, Second Vice President, the State League Director, and the immediate Past President, providing he/she is still in office.

Section C Election of Division Board Members

Election of the President, First Vice President and Second Vice President, State League Director (in even numbered years only), and Resolutions Committee Chair shall be held in the month preceding the annual conference of the State League. The selection of the three large city representatives and five Supervisorial district representatives shall take place at least one month before the election of officers at the General Meeting. The eight largest in population member cities shall select the three large city representatives, while the cities in each of the five Supervisorial districts shall select one representative per district to the Board of Directors. The three large city representatives shall be elected prior to the five Supervisorial district representatives. For the three large city and five district positions, no city shall have more than one representative elected to the Board of Directors.

Section D Terms and Vacancies

The President, Vice Presidents, and Chair of the Resolutions Committee shall serve a term of one year. The three large city representatives and five district representatives shall serve staggered terms of two years until their successors are elected. The staggered two years terms will begin with the 2009/2010 Board year.

The State League Director shall serve for a term of two (2) years. The term of office for all members of the Board of Directors shall commence at the meeting following the election or the annual conference of the State League, whichever is first. In the event of a vacancy, the office shall be filled by the Division membership at the next regularly scheduled meeting for the unexpired portion of such term, if the term expires more than three months from the election of new officers.

Section E Nominations

A nominating committee, comprised of one member from each County Supervisorial District, shall be appointed by the President and confirmed by the Executive Committee immediately following each year's election process, to identify and cultivate candidates for next year's election. The Division's 2nd Vice President chairs the Nomination Committee.

ARTICLE V – Duties of Officers

Section A President

It shall be the duty of the President to preside at the meetings of the Division and the Board of Directors, and to perform such other duties as ordinarily pertain to the office of President.

Section B Vice Presidents

The First and Second Vice Presidents shall assume, in order, the duties of the President during the absence of the President.

Section C Large City and District Representatives

The large city and district representatives shall represent the membership of the Division and assume duties as assigned by the President.

Section D State League Director

It shall be the duty of the State League Director to represent the Division on the Board of Directors of the League of California Cities.

Section E Chair of the Resolutions Committee

It shall be the duty of the Chair of the Resolutions Committee to preside at the meetings of the Resolutions Committee. The Chair shall also serve as the Division's representative to the State League General Resolutions Committee.

Section F The Board of Directors shall:

1. Meet when called by the President to plan and coordinate the business and proposed activities to be brought before the Division.
2. Solicit and nominate individuals to represent the Division on various bodies as defined in Article IX, Section A of these Bylaws.
3. Appoint the standing committees as defined in Article VII, Section A, of these Bylaws.
4. Appoint temporary and on-going task forces and committees as necessary.
5. Have the authority to act on behalf of the Division on matters of municipal concern, including legislative and policy matters subject to approval of the Division at its next regular meeting, or through the variety of member feedback mechanisms.

Section G Executive Committee

The Executive Committee shall be responsible for setting the Board of Directors meeting agenda items, identifying policy issues that need attention by the full Board and confirming the nominations of the President.

ARTICLE VI – Meetings

Section A Regular

Regular meetings of the Division shall be held quarterly.

Section B Special

Special business meetings of the Division may be held at any time upon call of the President or upon petition of 25 percent of the member cities in good standing. No such special business meeting may be legally held, however, unless written notice thereof is given to the member municipalities at least 72 hours in advance of such special meeting. Such notice shall specify the time, place and purpose of such special meeting, and no other business shall be transacted except that for which said meeting is called.

Section C Division Membership Polling

In an effort to maintain Division focus on common issues for Orange County cities, from time to time, the Division Board may desire to poll its members on key legislative and policy matters that affect Orange County cities. Such policy matters will be agendized for a vote of the current member cities at a business meeting of the Division. If such a meeting is required to be expedited, the Division will provide 10 days notice of the special business meeting to current Division members. An affirmative vote of two thirds (2/3) of member cities will be required for the Division to take a position on such a matter. The Division will not take positions on political matters such as partisan issues or ballot initiatives.

Section D Quorum

A majority of the member cities shall constitute a quorum for the transaction of business at any meeting of the Division.

Section E Voting

1. A majority of the member cities present may act on any issue properly coming before any business meeting of the Division.
2. Each member city shall have one vote. The vote shall be cast by the Mayor of each member city, or his/her Council Member designee, confirmed in writing and delivered to the Division prior to the vote.
 - a. When taking positions on legislative matters and/or adopting a State and Federal Legislative Platforms, a weighted voting system may be used at the request of any member city prior to the vote. The weighted voting system shall require that a majority of member cities present at the meeting representing a majority of their total population will be required to act on the issue before the Division.
3. There shall be no secret ballots.

Section F Minutes

Minutes for Division business meetings will be approved at the following business meeting by a majority vote of member cities present.

Section G Procedure

The conduct of meetings shall be governed by Robert's Rules of Order where the question at issue is not determined by these Bylaws.

ARTICLE VII – Finances

Section A Retention of Financial Professional

The Board of Directors and Division Public Affairs Regional Manager shall work through the Sacramento office of the League to secure appropriate bookkeeping, financial reporting and auditing functions for the Division, if necessary.

ARTICLE VIII – Standing Committees

Section A Resolutions Committee

The policies governing the responsibilities and procedures are contained in the separate document entitled "Resolutions Committee Procedures" and attached to the Bylaws as Appendix A.

Section B City Managers' Committee

The City Managers' Committee may advise the Division Public Affairs Regional Manager, and the Board of Directors on matters pertaining to the Division, and may serve as a staff resource to all committees and task forces appointed by the Division. The City Managers' Committee shall consist of the Officers of the Orange County City Managers Association, and members appointed by the President of the Orange County City Managers' Association.

ARTICLE IX – Elections

Section A Procedure

1. All elections of individuals or committees shall be made through the application process, with the understanding that nominations may come from the floor on the day of the vote for the particular commission or committee.
 - a. All candidates shall be elected officials, except as otherwise provided by State and County law.
 - b. A majority of the cities present (if a quorum was achieved) is necessary to appoint representatives to boards, commissions, or agencies. If there are three or more nominees for a position and none receives a majority vote of the number of members present, then all but the two nominees with the greatest number of votes shall be removed and the balloting repeated. If neither receives the required majority vote after two additional ballots, the meeting shall be continued to a subsequent time for further consideration. This rule limiting the number of ballots

to a total of three (3) may be suspended upon a two-thirds (2/3) vote of eligible cities present. If a run off is necessary, and there is a tie between candidates, the voting will be held off until the next business meeting. If the vote results in a tie a second time, the vote will be carried out by a vote of all Council Members on the City Councils of all current Division members. Election results will be announced at the Division business meeting following the election. If the tie is still not broken, a coin toss by the Division President will break the tie.

2. Each recommended appointment shall be announced at the next regular meeting.

Section B Attendance

1. The Division shall maintain accurate attendance records for all appointed individuals serving on committees.
2. Appointments to any position shall be considered vacated when the appointee fails to attend three (3) consecutive meetings of the committee to which they are appointed or fails to attend a majority of the regular meetings scheduled within their term.
3. The President shall report at each Division meeting any vacated positions.

ARTICLE X – Amendments

Section A Written Notice

Proposed amendments to these Bylaws must first be submitted in writing to the members of the Division for consideration and study at least thirty (30) days prior to the date of the meeting at which the proposed Bylaw amendments are to be acted upon.

Section B Authority

These Bylaws may be amended at a meeting where:

1. two-thirds (2/3) of all member cities are present, and then
2. upon affirmative action of a majority of all member cities, whether present or not.

Certification of Approval

It is hereby certified that these revised Bylaws for the Orange County Division, League of California Cities, were introduced at the regular Division meeting on January 11, 1979, and duly adopted at the regular Division meeting on February 8, 1979, and subsequently amended on November 8, 1979, November 12, 1981, May 20, 1982, May 15, 1987, September 13, 1990, March 14, 1991, March 12, 1992, May 11, 1995, January 11, 1996, January 8, 1998, January 13, 2000, November 9, 2000, September 12, 2002, January 8, 2004, January 12, 2006 and August 9, 2007, April 9, 2009, and July 28, 2011.

APPENDIX A

ORANGE COUNTY RESOLUTIONS COMMITTEE PROCEDURES

Section A Membership

1. The Division Resolutions Committee (“Committee”) shall be composed of mayors and council members from Orange County cities. Any current mayor or council member is eligible to participate on the Committee.
2. The composition of the Committee shall be the Resolutions Committee Chair, as determined by the bylaws of the Division, plus two members for each State Assembly District that represents any city or cities in Orange County. Resolutions Committee members shall be recommended by the Resolutions Committee Chair, approved by the Division’s Board of Directors and confirmed by the General Membership in the month preceding the annual conference of the League of California Cities.
 - a. The two Committee members from each State Assembly District shall be chosen from nominations submitted by individuals from different cities, completely or partially, within the Assembly District, or may be recruited by the Nomination Committee where vacancies exist.
 - b. If there are not sufficient nominations to meet criteria “a” above, then two members from the same city may be chosen.
 - c. If there are not sufficient nominations to meet criteria “b” above, then members from cities contiguous to cities within the Assembly District may be chosen.
 - d. And finally, if there are not sufficient nominations to meet criteria “c” above, then members may be chosen from any city in Orange County.
 - e. Notwithstanding the above provisions, the number of Resolutions Committee members from the same city shall be less than a majority of the council members for that city.
3. Vacancies that exist at the conclusion of the nomination procedure above, or that subsequently occur due to resignation or removal, shall be filled through appointment by the Division President, upon the recommendation of the Resolutions Committee Chair. In filling such vacancies, geographic balance shall be considered to the greatest extent possible.
4. The term of office for Resolutions Committee members shall commence at the meeting following the election or annual conference of the State League, whichever occurs first, and shall be for one year or until their successors take office.

Section B Purposes and Functions

The purposes of the Division Resolutions Committee shall be:

1. To serve as the primary liaison to the cities in their area, educating other elected officials about pressing issues and urging city involvement through letters, phone calls and other communication to legislators.
2. To help coordinate legislative meetings, and work with the League's Public Affairs Regional Manager on outreach to partners and carry key messages to cities and others.
3. Draft, review, amend and recommend resolutions to the membership for consideration, as needed.
4. Maintain a working knowledge of the positions of Division members on issues and legislative matters of import in order to adequately represent Division member priorities and positions.