SWEETWATER SPRINGS WATER DISTRICT

TO: Board of Directors **AGENDA NO. III-E**

FROM: Steve Mack, General Manager

Meeting Date : July 1, 2010

SUBJECT: APPROVAL OF 2010 CSDA BYLAWS AMENDMENTS

RECOMMENDED ACTION: Approve California Special Districts Association (CSDA) 2010 Bylaws Amendments

FISCAL IMPACT: None

DISCUSSION:

CSDA has requested voting on several changes to their bylaws:

- Amendment #1 changes Independent Special District to "Regular Voting Member".
- Amendment #2 updates member definitions.
- Amendment #3 changes wording in two sections to state voting members must be "in good standing".
- Amendment #4 updates the term of office.
- Amendment #5 adds language to the balloting section.
- Amendment #6 adds a paragraph to the section on director disqualification.
- Amendment #7 adds the Audit Committee to the list of standing committees.

The full language of the proposed amendments are included in the Board packet. These changes seem reasonable and staff recommends approval.

California Special Districts Association
Mail Ballot for Proposed Bylaws Amendment

Shall the 2010 Proposed CSDA Bylaws Amendments be Adopted?

☐ **Yes**
☐ **No**

CSDA Member District Name: _____

Authorized Signature: _____
(GM or Board President)

View current 2009 CSDA Bylaws at bylaws.csda.net
View proposed new bylaws also at bylaws.csda.net

(If you require a hard copy of either of the above listed bylaws or have questions, please call Diana Zavala, CSDA Executive Assistant at (877) 924-CSDA.) If approved, bylaws will become effective August 1, 2010.

CSDA

MEMORANDUM

DATE: June 9, 2010

TO: California Special Districts Association (CSDA) Voting Members

FROM: Mark Bryant, CSDA Board President
Neil McCormick, CSDA Executive Director

SUBJECT: Proposed CSDA Bylaws Amendments

The CSDA Elections and Bylaws Committee and the CSDA Board of Directors have approved changes to the CSDA Bylaws (last amended October 2009). The main reason for the proposed change to the bylaws is to redefine CSDA voting members and non-voting associate members. A few other changes have been made as well and are indicated on the attached "Major Amendments Summary."

The current CSDA Bylaws require a majority vote of a quorum of Regular CSDA members. All documents have been placed online for easy access and viewing. The current CSDA bylaws (October 2009), the proposed 2010 Bylaws in mark-up form and an electronic version of the enclosed "Major Amendments Summary."

Once your district has reviewed the proposed updated bylaws, please use the official ballot with prepaid postage to cast your vote via mail. **Completed ballots need to be received before Friday, July 30, 2010 at 5:00 pm.** An official ballot with return postage is enclosed for your convenience. The results of the Bylaws ballot will be announced in the CSDA E-News and on the CSDA website -- www.csda.net. If approved, the updated bylaws will take effect on August 1, 2010.

If you have any questions or require hard copies of any of any of these documents, you can contact Diana Zavala, Executive Assistant at dianaz@csda.net or 916.442.7887. Thank you for your participation and continued support of CSDA.

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A proud California Special Districts Alliance partner

Special District Risk Management Authority
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CSDA Finance Corporation
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Proposed 2010 CSDA Bylaws Updates
Major Amendments Summary

PROPOSED AMENDMENT #1:

Independent Special District (ISD) is changed to "Regular Voting Member" throughout the bylaws.

PROPOSED AMENDMENT #2:

Article II. Membership

CSDA Regular Voting Member and Associate Member definitions were updated. This section was updated in order to clarify that air quality management districts, air pollution control districts, county water agencies or authorities, transit or rapid transit districts, metropolitan water districts, flood control districts and sanitation agencies are voting CSDA members. Associate Member definition was updated to specifically include LAFCOs and Joint Powers Authorities (JPAs).

OLD LANGUAGE:

A. Regular Voting Members:
Shall be those ISDs given authority to perform, under California law, governmental or proprietary functions within limited boundaries. ISDs do not include the state, city, county, school districts or any entity not defined as an ISD under state law. ISD members have voting privileges and may hold seats on the Board of Directors.

B. Associate Non-Voting Members:
Shall be those organizations such as dependent districts, joint power authorities, cities, mutual water companies, improvement associations, and those entities who are not defined as ISDs under California law. Associate members have no voting privileges and may not hold a seat on the Board of Directors.

NEW LANGUAGE:

A. Regular Voting Members:
Regular voting members shall be any public agency formed pursuant to either general law or special act for the local performance of governmental and/or proprietary functions within limited boundaries, and which meets any one of the following criteria:

1. Meets the definition of "independent special district" set forth in Government Code Section 56044 by having a legislative body all of whose members are elected, or which members are appointed to fixed terms; or

2. A public agency whose legislative body is composed of representatives of two or more other public agencies. Such representatives may be either members of the legislative body or designated employees of such other public agencies. Public agencies which qualify as regular members pursuant to these criteria include, but are not limited to the following public agencies: (a) air quality management districts; (b) air pollution control districts; (c) county water agencies or authorities; (d) transit or rapid transit districts, or transportation authorities; (e) metropolitan water districts; (f) flood control and/or water conservation districts; (g) sanitation agencies.

Regular voting members do not include the state, cities, counties, school districts, community college districts, dependent districts, or joint powers authorities. Dependent districts are defined as those special districts whose legislative body is composed exclusively of members of a Board of Supervisors of a single county or city council of a single city, LAFCOs, joint powers authorities or the appointees of such legislative bodies with no fixed terms.

Regular voting members have voting privileges and may hold seats on the Board of Directors.

B. Associate Non-Voting Members:

Shall be those organizations such as dependent districts, cities, mutual water companies, and those public agencies that do not satisfy the criteria for regular voting membership specified in Section A above.

Associate members have no voting privileges and may not hold a seat on the Board of Directors.

PROPOSED AMENDMENT #3:

Article II. Section 4, A: Voting Designee

This section was updated to state that voting members must be "in good standing."

OLD LANGUAGE:

A. Voting Designee:

In accordance with these Bylaws, only ISD members who hold regular member status may have voting privileges. The governing body of each ISD shall designate by resolution, one representative from their respective district who shall have the authority to exercise the right of the ISD to vote. Such voting designee shall be a Board member or managerial employee of the member ISD. Each member ISD shall file such resolution with CSDA.

NEW LANGUAGE:

A. Voting Designee:
In accordance with these Bylaws, only regular voting members in good standing shall have voting privileges. The governing body of each regular voting member shall designate by resolution, one representative from their respective district who shall have the authority to exercise the right of the regular voting member to vote. Such voting designee shall be a Board member or managerial employee of the member regular voting member. Each regular voting member shall file such resolution with CSDA.

PROPOSED AMENDMENT #4:

Article III, Section 2: Term of Office:

This section updates the date that newly elected CSDA Directors take office. Currently, the new Directors take their seat at the CSDA Annual Conference in September. This update would have new directors as "directors-elect" until January 1 and they would take their seat at that time. New Board Officers are currently selected at the Annual Conference and take office immediately. This also updates them to "officers-elect" until January 1 of the following year. These updates bring all of CSDA to a calendar year – committees, budget, officers, directors, etc.

OLD LANGUAGE:

Section 2 Term of Office:
Directors elected from each of the six (6) regions shall hold staggered three (3) year terms. After the annual election of directors, a meeting of the Board shall be held. The term of office of the newly elected persons shall commence upon being ratified and seated by the Board of Directors, and shall terminate in three (3) years when their successors take office or are appointed and qualified.

NEW LANGUAGE:

Section 2 Term of Office:
Directors elected from each of the six (6) regions shall hold staggered three (3) year terms. After the annual election of directors, a meeting of the Board shall be held to ratify the election results. The term of office of the newly elected persons shall commence on the following January 1 and shall terminate in three (3) years.

PROPOSED AMENDMENT #5

Article III, Section 4: Balloting and Election:

This adds "Staff will execute a proof of service certifying the date upon which all regular voting members of each region were mailed a ballot." It also consolidates Section A and B into one.

OLD LANGUAGE:

B. Balloting:

After the nomination period for directors is closed, a mailed ballot specifying the certified nominees in each region shall be distributed to each ISD regular member in good standing by first class mail. Each such regular member in each region shall be entitled to vote for each of that region's open seats on the Board.

The ballot shall contain all nominations accepted and approved by CSDA. A certified affidavit from the Elections & Bylaws Committee will be included, stating all current ISD members in each region were sent a mail ballot.

C. Election:

ISD members will be entitled to cast one vote for each of the open seats of directors in their region for which nominations have been accepted and approved by CSDA.

Ballots shall be returned by mail to the principal business address of CSDA prior to the close of business (5 pm) on the designated election date, which shall be at least forty-five (45) days prior to the annual business meeting of the members held at the Annual Conference. Ballots received after the specified date shall not be counted.

All ballots shall remain sealed until opened in the presence of the Election and Bylaws Committee chairperson or his/her designee.

NEW LANGUAGE:

B. **Balloting and Election:**

After the nomination period for directors is closed, a mailed ballot specifying the certified nominees in each region shall be distributed to each regular voting member in good standing by first class mail. Each such regular member in each region shall be entitled to cast one vote for each of that region's open seats on the Board.

The ballot for each region shall contain all eligible nominees. Staff will execute a Proof of Service certifying the date upon which all regular voting members of each region were mailed a mail ballot.

Ballots shall be returned by mail to the principal business address of CSDA prior to the close of business (5 pm) on the designated election date, which shall be at least forty-five (45) days prior to the annual business meeting of the members held at the Annual Conference. Ballots received after the specified date shall not be counted.

All ballots shall remain sealed until opened in the presence of the Election and Bylaws Committee chairperson or his/her designee.

PROPOSED AMENDMENT #6:

Article III, Section 7: Director Disqualification:
Adds the following paragraph: "Any officer or director may resign at any time by giving written notice to the President or Executive Director. Any such resignation shall take effect at the date of the receipt of such notice or at any time specified therein."

OLD LANGUAGE:

Section 7. Director Disqualification:

A director shall become disqualified from further service upon the occurrence of the following:

A director's ISD is no longer a member of the CSDA; a director is no longer a Board member or an employee of a member ISD; and/or a director shall resign.

A. The position of a director may be declared vacant by a majority vote of the CSDA Board of Directors when a director shall fail to attend three (3) consecutive meetings of the Board, without prior notice to the Board President.

NEW LANGUAGE:

Section 7. Director Disqualification:

A director shall become disqualified from further service upon the occurrence of the Following:

A director's voting member district is no longer a member of the CSDA; a director is no longer a Board member or an employee of a regular voting member; and/or a director shall resign.

Any officer or director may resign at any time by giving written notice to the President or Executive Director. Any such resignation shall take effect at the date of the receipt of such notice or at any time specified therein.

A. The position of a director may be declared vacant by a majority vote of the CSDA Board of Directors when a director shall fail to attend three (3) consecutive meetings of the Board, without prior notice to the Board President.

PROPOSED AMENDMENT #7:

Article VI, Section 4: Standing Committees:
The Audit Committee is a standing committee of CSDA and was inadvertently left off of the last bylaws update. Therefore, the Audit committee is added including language defining the committee's responsibilities.

NEW LANGUAGE:

I. Audit Committee:
The Audit Committee is responsible for maintaining and updating internal controls. The Committee selects the Auditor for Board approval and provides guidance to the auditors on possible audit and fraud risks. The Committee reviews the audit and management letter and makes recommendation to the Board for action.

All other changes shown in the proposed 2010 Bylaws are grammatical and/or changes making the Bylaws reflect CSDA's current policy (i.e. Past President is an officer, Legislative Committee serves the Legislative Department (we now have three advocates), etc.

You can access the full 2009 bylaws; the 2010 proposed bylaws revisions; this "Major Amendments Summary" page and a sample resolution at bylaws.csda.net.

Contact:

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