

INDEPENDENT SPECIAL DISTRICTS
OF
ORANGE COUNTY

AMENDED AND RESTATED BYLAWS

Approved June 29, 2017

INDEPENDENT SPECIAL DISTRICTS OF ORANGE COUNTY

BYLAWS

ARTICLE I GENERAL

SECTION I. NAME

The name of the organization shall be **INDEPENDENT SPECIAL DISTRICTS OF ORANGE COUNTY**, herein referred to as **the Organization**.

SECTION II. PURPOSE

The purpose of the Organization is to advance the interests of Orange County special districts through its advocacy of sound public policy, its facilitation of educational opportunities to enhance special district governance and the services provided, and its collaboration with others to elevate awareness of the role special districts play as the form of government closest and most directly accountable to the people. The purpose of the Organization shall not include any duties or responsibilities held by the Orange County Special Districts Selection Committee, which is a separate and unrelated entity from the Organization. Furthermore, these Bylaws shall have no effect on, and are independent and distinct from, the Bylaws of the Orange County Special District Selection Committee. This Organization will not engage in activities for the pecuniary gain or profit of the members.

SECTION III. ADMINISTRATIVE OFFICE

The administrative office for the transaction of the business of the Organization is located at the Municipal Water District of Orange County. All official documents (agendas, minutes, voted ballots, voting authorization and financial records) of the Organization shall be maintained and stored at the administrative office. The Board of Directors is granted full power and authority to change the administrative office from one location to any place within the County of Orange, State of California, and such change shall not be considered an amendment of these bylaws.

SECTION IV. UNINCORPORATED ASSOCIATION

The Organization is an unincorporated association within the meaning of Part 1 of Title 3 of the California Corporations Code and shall have all of the powers and authority of an unincorporated association as set forth therein.

SECTION V. ADMINISTRATIVE SERVICES

One or more members may agree to provide administrative services on behalf of Organization, but except as expressly set forth in writing, such member or members will not be entitled to compensation for such services, nor will such member or members be deemed to have assumed any obligation of the Organization.

SECTION VI. LIMITATION

Notwithstanding any of powers enumerated herein or in the California Corporations Code, this Organization shall not, except to an insubstantial degree engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this organization as set forth in Section II.

ARTICLE II MEMBERSHIP

SECTION I. QUALIFICATION FOR MEMBERSHIP

A. There shall be two categories of membership in the Organization:

1. **REGULAR MEMBERS:** Shall be **INDEPENDENT SPECIAL DISTRICTS** that are public agencies within the County of Orange, State of California, for the local performance of governmental proprietary functions within limited boundaries, governed by a publicly elected Board of Directors or those officials appointed, in whole or in part, by another governmental body. Independent Special Districts do not include the State, the county, cities, or school districts.

Independent Special Districts shall be further defined in accordance with California Government Code Section 56044: *“Independent district” or “independent special district” includes any special district having a legislative body all of whose members are elected by registered voters or landowners within the district, or whose members are appointed to fixed terms, and excludes any special district having a legislative body consisting, in whole or in part, of ex officio members who are officers of a county or another local agency or who are appointees of those officers other than those who are appointed to fixed terms. “Independent special district” does not include any district excluded from the definition of district contained in Sections 56036 and 56036.6.*

2. ASSOCIATE MEMBERS: Shall be those persons, organizations, or governmental entities that have evidenced interest in the purposes and goals of the Organization, but are not Independent Special Districts. Officers or members of an Independent Special District are ineligible to be an Associate Member.

B. APPROVAL OF MEMBERSHIP: The Executive Committee shall review and approve all applications for membership, provided that the applicant meets the established membership criteria.

SECTION II. VOTING RIGHTS

A. Each Regular Member district, in good standing, shall be entitled to one vote on all matters brought before the membership for a vote. The presiding officer of the governing body of each Regular Member district shall be recognized by the Organization as the voting representative for his/her district. Each district shall designate in writing and submit to the Organization’s Secretary one alternate governing board member who shall have the right to vote in the absence of the presiding officer.

B. The Executive Committee may, at its discretion, authorize the voting upon any issue by written ballot which shall be sent via U.S. mail and email to each Regular Member district or by electronic distribution/email. Such authorization shall specify the time, date and method by which the completed written ballots must be received by the Organization.

C. A majority vote of all members present at a meeting or of all written ballots received by the submission deadline shall be necessary to carry any matter voted upon.

D. Associate Members shall not have the right to vote on any matter before the Organization.

SECTION III. ANNUAL DUES

A. Annual dues shall be due and payable on or before the first day of January of each year. New members shall pay their annual dues at the time they are approved for membership in the Organization. New member dues for the initial year shall not be pro-rated.

B. The dues of the Organization shall be reviewed and set by the Executive Committee for Regular Members and Associate Members. Associate Member dues need not be the same as dues for Regular Members. A minimum of two months' notice of changes in dues will be provided to the membership.

C. No assessments, other than annual dues, shall be levied on the members of the association without an affirmative majority vote of the membership.

SECTION IV. TERMINATION OF MEMBERSHIP

A. Any member in arrears in the payment of dues for a period of thirty (30) days after said dues are due and payable shall be notified in writing by the Treasurer of such arrearage, and, if such dues shall continue unpaid for a period of another thirty (30) days, such member shall automatically cease to be a member of the Organization.

B. Any member that voluntarily terminates membership in the Organization shall not be eligible for a refund of membership dues or other assessment already paid to the Organization.

SECTION V. REINSTATEMENT OF MEMBERSHIP

Regular and Associate memberships that were previously terminated may be reinstated after the Executive Committee receives a written petition for

reinstatement and payment of the petitioners annual membership dues and other assessments for the current calendar year have been received by the Organization.

SECTION VI. LIABILITY OF MEMBERS; NO AUTHORITY

No member will be liable for the obligations, debts or liabilities of the Organization unless such member has expressly assumed such liability in writing. No member will have the authority to enter into any obligation, debt or liability on behalf of the Organization unless approved in by the Board of Directors.

ARTICLE III BOARD OF DIRECTORS

SECTION I. NUMBER AND TERM OF OFFICE

A. The Board of Directors shall consist of the presiding officer from each Regular Member district, in good standing. If the presiding officer is not present, then that district's alternate representative shall act in his/her stead.

B. The members of the Board of Directors shall serve until replaced by another governing board member as the presiding officer of his/her district. Any vacancy on the Board of Directors shall be filled by the new presiding officer of the District from which the vacancy occurred.

SECTION II. DUTIES OF THE BOARD OF DIRECTORS

A. The Board of Directors shall set policy for the Organization.

B. The Board of Directors shall elect, at or before its final meeting in even years, a President, a First Vice President, a Second Vice President, a Third Vice President, a Secretary, and a Treasurer, who shall serve for two-year terms.

C. These officers, along with the Immediate Past President, shall be designated as the Executive Committee.

D. The Executive Committee shall be elected following a notice of position availability and solicitation for nominations. At the end of the

nominating period, if only one candidate is nominated for a vacant seat, that candidate shall be deemed selected. If two or more candidates are nominated, the Secretary shall prepare and deliver one ballot and voting instructions to each eligible district. The ballot shall include the names of all nominees and the office for which each was nominated. Each presiding officer, or his or her alternate as designated by the governing body, shall return the ballot to the Secretary by the date specified in the voting instructions.

E. With the exception of the immediate past president, if a vacancy occurs on the Executive Committee, the Committee shall, within 60 days from the commencement of the vacancy, either fill the vacancy by appointment or call a special election to fill the vacancy. A person appointed or elected to fill a vacancy shall hold office for the unexpired term of the former incumbent.

F. If the vacancy is in the offices of President or Vice President, the Executive Committee may, prior to an election to fill the vacancy, move current officers into vacant positions, and proceed then to fill the resulting vacant position in accordance with Section E above.

SECTION III OFFICERS AND DUTIES

A. The Executive Committee shall assist the Board of Directors in setting and implementing policy, and conducting the business of the Organization, as noted in the bylaws or approved at a General Membership Meeting or a Special Meeting of the membership. The members of the Executive Committee shall consist of:

1. **PRESIDENT:** The President shall be the chief executive officer of the Organization. The President shall preside at all meetings of the Board of Directors, the Executive Committee and the general membership.

The President shall appoint all committees.

The President shall represent the Organization as its official spokesperson and he/she shall also have the authority to delegate such responsibility, with approval of the Executive Committee.

The President shall be an ex-officio member of all Committees.

2. **FIRST VICE PRESIDENT:** The First Vice President, in the absence or disability of the President, shall perform all the duties of the President, and when so acting, he/she shall have the powers of and be subject to all the restrictions upon the President.

The First Vice President shall be the Chair of the Program Committee.

3. **SECOND VICE PRESIDENT:** The Second Vice President, in the absence or disability of the President and First Vice President, shall perform all the duties of the President and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

The Second Vice President shall be Chair of the Membership Committee.

4. **THIRD VICE PRESIDENT:** The Third Vice President, in the absence or disability of the President, First Vice President, and Second Vice President, shall perform all the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

The Third Vice President shall be Chair of the Legislative Committee.

5. **SECRETARY:** The Secretary or his/her designee shall be responsible for all correspondence and the dissemination of information to members. All official correspondence to the members will be approved in advance by the President or the President's designee.

6. **TREASURER:** The Treasurer shall maintain the complete financial records and, establish and maintain bank accounts in the name of the Organization, and pay all bills duly approved by the Executive Committee in accordance with the yearly budget.

There shall be an annual audit of the books of the Treasurer by a competent accountant or accounting agency, designated by the Executive Committee, with a report to be presented to the membership at the Organization's next membership meeting.

7. IMMEDIATE PAST PRESIDENT: The Immediate Past President shall serve as a voting, ex-officio member of the Executive Committee.

B. All officers of the Organization shall be elected or appointed officials of a Regular Member district.

C. Officials who wish to seek election or appointment as an officer of the Organization shall first secure from his/her district an official endorsement of his/her candidacy in the form of a board resolution.

D. The Executive Committee may consider removing Officers who miss three consecutive meetings. Prior to removing an Officer, the Committee shall consider the reasons for absence and the potential for continued absence. A unanimous vote of the Executive Committee shall be required to remove an officer.

ARTICLE IV MEETINGS

SECTION I BOARD OF DIRECTORS

A. The Board of Directors shall meet quarterly or no less than three times per calendar year. The last meeting of the calendar year shall be designated as the ANNUAL MEETING of the Organization.

B. The Organization shall disseminate notices of Board Meetings at least thirty (30) days prior to the Meeting. Said notices shall be disseminated via email to all Regular and Associate Members. The Notice shall give the date, time, location and any action items for the meeting.

C. Special Meetings of the Board of Directors may be called at any time by the President, any ten (10) Members of the Board of Directors or by a majority of the Executive Committee. The Organization shall disseminate notices of the Special Meeting at least five (5) business days prior to the

meeting. Said notice shall give the date, time, location, and the subject matter of the Special Meeting. Action may only be taken on matters listed on the Special Meeting notice.

D. All meetings of the Board of Directors shall be held in Orange County.

E. No action shall be taken unless a quorum has first been established. A quorum shall be established when the designated representatives of fifty percent (50%) of the Regular Members are present at a duly noticed Regular or Special Meeting of the Organization, or, if a vote has been authorized by written ballot, a quorum shall be established only when the designated representatives of fifty percent (50%) of the Regular Members have submitted a ballot in the manner and by the deadline authorized by the Executive Committee.

SECTION II. EXECUTIVE COMMITTEE

A. The Executive Committee shall meet monthly at the Municipal Water District of Orange County, at a time specified by the President and announced in the meeting notice. The monthly meeting may be cancelled by the President if he/she determines that there is not sufficient business to justify a meeting.

B. A Special Meeting of the Executive Committee may be called by the President or a majority of the Executive Committee, with five (5) business days advance notice given in writing via email by the Organization. Such notice shall state the date, time, location and agenda for the Special Meeting.

C. All meetings of the Executive Committee shall take place in Orange County.

D. A quorum shall be established by 50% of the then-filled Executive Committee.

ARTICLE V AMENDMENTS

These Bylaws may be amended by a majority of the Board of Directors present at a duly noticed membership meeting or, if a vote has been authorized by written ballot, by the combined majority vote of the designated representatives present and submitting a written ballot. All proposed amendments shall be disseminated via U.S. Mail and email to each Regular Member district no less than thirty (30) days prior to the membership meeting.

ARTICLE VI ENACTMENT OF AMENDMENTS

These Amended and Restated Bylaws are to take effect immediately upon approval of the Board of Directors.

ARTICLE VII PARLIAMENTARY AUTHORITY

All matters not covered under these Bylaws shall be governed by Roberts' Rules of Order.