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**Bylaws
of**

ASSOCIATION OF CALIFORNIA CITIES – ORANGE COUNTY

**A Chapter of the Association of California Cities – A California Public Benefit
Corporation**

ARTICLE I

The name of this chapter shall be: "Association of California Cities – Orange County",
sometimes also called “ACC-OC” in these Bylaws.

ARTICLE II – Purpose

Section A: Composition

The Association of California Cities – Orange County shall be composed of incorporated cities
within the County of Orange which pay such dues assessments as may be determined by the
Chapter, and such non-voting affiliate members as may be admitted from time to time.

Section B: Purposes and Functions

The ACC-OC is a chapter of the ACC and shall maintain itself as a chapter in good-standing
with the ACC at all times.

The purpose and functions of this Chapter shall be:

1. To advocate on behalf of its members for the preservation and enhancement of local
control;
2. To hold periodic meetings to foster and disseminate knowledge relating to public policy
impacting its members;

3. To formulate policy and advocate the common interests of its members on local, regional, state and national issues;
4. To act as an information clearinghouse for information of value and relevance to its members; and
5. To facilitate dialogue between public officials and other government and private sector entities.

ARTICLE III – Membership

Section A: Eligibility

Any incorporated city in Orange County is eligible for voting membership.

The Board may allow governmental or municipal agencies, private entities and individuals that are not member cities to join the Chapter as non-voting Affiliate Members.

Section B: Suspension

Any member which is in arrears in payment of its dues assessment, as has been adopted by the Chapter, for a period of 30 days may be deemed suspended from membership, including all associated privileges including voting rights. It shall be the duty of the Executive Director to notify the member immediately.

Section C: Notices

Notice will be deemed given to all members and council members upon actual receipt or upon receipt by the city clerk of either electronic or written notice.

ARTICLE IV – Directors & Officers

Section A: Board of Directors

The affairs of the Chapter shall be conducted by a Board of Directors. The Board of Directors of the Chapter shall consist of the President, the First Vice President/Secretary and Second Vice President/Treasurer, the Immediate Past President, the Chair of the Legislative and Regulatory Committee, three large city representatives and five supervisorial district representatives. These members shall be voting members of the Board.

The following persons shall be non-voting members of the Board: One or more representatives of Affiliate Members as have been admitted to the Board by the voting members of the Board; a City Manager representative from a Member city who is president of the OCCMA, or his or her

designee; the Chair of the ACC-OC’s City Manager Committee; and the Chair of the Emeritus Council.

Section B: Executive Committee

An Executive Committee will be comprised of the President, First Vice President/Secretary, Second Vice President/Treasurer, the Legislative and Regulatory Committee Chair, and the Immediate Past President, providing he/she is still in elected office and representing a Member city.

Section C: Elections of ACC-OC Board Members

Except as set forth in this paragraph, election of the Board members shall be held at the Chapter’s regular business meeting each year. Voting for offices shall be in the following order: President, Vice President/Secretary, Second Vice President/Treasurer, three large city representatives and five Supervisorial district representatives. The eight largest 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. No city shall have more than one voting representative elected to the Board of Directors. However, this “one vote per city” limit may be waived by the Board by majority vote if it causes an unfillable vacancy on the Board.

The Immediate Past President shall be the most recent eligible immediate past President, assuming he or she continues to hold elected office in a member city. The Legislative and Regulatory Committee Chair will be elected before the beginning of the upcoming California Legislative Session to assume the office concurrent with the upcoming Legislative Session.

In no event shall the governing body of any governmental agency Member require that, or appoint, one of its own governing body members be on the ACC-OC Board such that either the ACC-OC would be deemed a “local agency” for the purposes of the Brown Act and the Public Records Act and, any such action that may result in the same is hereby declared void *ab initio*

Section D: Terms and Vacancies

The President and Vice Presidents, shall serve a term of one (1) year. The Chair of the Legislative and Regulatory Committee shall serve a term of two (2) years that runs concurrently with the California State Legislature session. The three large city representatives and five district representatives shall serve staggered terms of two years until their successors are elected. The Board shall have the authority to fill by appointment any and all vacancies in the position of a Director and Officer that arise between position terms without the need to obtain Member approval. See below for specific term information:

Position	Term
President	Runs Every Year

1 st Vice President	Runs Every Year
2 nd Vice President	Runs Every Year
Legislative and Regulatory Committee Chair	Runs concurrent with Legislative Session
Past President	Automatic
Large City Rep – 1	Runs in Even Numbered Years
Large City Rep – 2	Runs in Odd Numbered Years
Large City Rep – 3	Runs in Even Numbered Years
District 1 Rep	Runs in Odd Numbered Years
District 2 Rep	Runs in Even Numbered Years
District 3 Rep	Runs in Odd Numbered Years
District 4 Rep	Runs in Even Numbered Years
District 5 Rep	Runs in Odd Numbered Years
City Manager Rep	Automatic Every Year – President of OCCMA (if OCCMA president is from a Member city (or his or her designee).
City Manager Rep	Automatic Every Year – Chair of ACC-OC’s City Manager Committee
Emeritus Council Chair	Approved by the Board Each Year
Affiliate Member Representatives	Approved by the Board Each Year

ARTICLE V – Duties of Officers & Directors

Section A: President

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

Section B: First Vice President/Secretary

The First Vice President/Secretary shall assume the duties of the President during the absence of the President and shall meet with staff monthly to review minutes of Executive Committee and Board of Directors meetings.

Section C: Second Vice President/Treasurer

The Second Vice President/Treasurer shall assume the duties of the President during the absence of the President and First Vice-President/Secretary and shall meet at least monthly in person or telephonically with the Executive Director to execute 2nd signature on checks over \$5,000, to review financial records, check register and payroll records. The Second Vice President/Treasurer will act as the financial liaison with the Executive Director, the bookkeeper or accountant, and report at each monthly Board meeting on oversight activities.

Section D: Chair of the Legislative and Regulatory Committee

It shall be the duty of the Chair of the Legislative and Regulatory Committee to preside at the meetings of the Legislative and Regulatory Committee.

Section E: 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 Chapter.
2. Prepare and present the annual budget to the membership for approval.
3. Establish and conduct a recruitment process for the position of Executive Director, and recommend the appointment or removal of the Executive Director as it deems necessary or appropriate from time to time.
4. Solicit and nominate individuals to represent the Chapter on various bodies as defined in these Bylaws.
5. Appoint the standing committees as defined in these Bylaws.
6. Appoint temporary and on-going task forces and committees as necessary.
7. Have the authority to act on behalf of the Chapter on matters of concern, including legislative and policy matters subject to approval of the Chapter at its next regular meeting, or through the variety of member feedback mechanisms.

Section F: Executive Committee

The Executive Committee shall be responsible for:

1. Working with the Executive Director on setting the Board of Directors' monthly meeting agenda items;
2. Working with the Executive Director on the preparation of an annual budget and presentation to the Board of Directors;
3. Working with the Executive Director, identifying policy issues that need attention by the full Board,
4. Reviewing and approving contracts over \$10,000; and
5. Preparing and conducting an annual performance review of the Executive Director.

Section G: Association of California Cities Board Members (when applicable)

The Board of Directors will select two representatives to the Association Board of Directors, one voting elected official, and one non-voting member of the Board.

Section H. Duties and Role of the Executive Director

The Executive Director shall have the following duties, roles and responsibilities:

1. Within adopted budget, bylaw contract limitations and established position parameters, the Executive Director has the authority to recruit, hire, evaluate, discipline, and terminate all other Chapter staff, as necessary, to carry out the work of the Chapter;
2. The responsibility to provide that the Chapter is following Chapter bylaws as well as the Board's adopted policies and procedures, as well as to bring new policies or policy revisions to the Board as needed;
3. To prepare, present, and monitor the Chapter's annual budget in manner that is transparent and professional;
4. To manage the Chapter office and its staff in a professional and ethical manner, compliant with all relevant employment laws;
5. To represent the Chapter to Members and others in a professional and competent manner;
6. To work collaboratively the Executive Board and the full Board in a manner that is transparent, cooperative, and professional;
7. To provide that the Chapter is adequately insured, and that proper accounting and bookkeeping practices are followed;
8. To maintain the Chapter's tax-exempt status, and to ensure that all regulations and filings relating to that status are filed and completed;
9. To execute contracts and agreements and to issue and pay invoices within the parameters of these bylaws' contract limits and budget authority; and
10. Other duties as assigned by the Board of Directors.

Section I. Conflicts of Interest

In the event that a Board Member could benefit financially from an action that is before the Board of Directors, the Board Member shall recuse himself or herself from participating in any way, including engaging in any discussion or action relating to the item in question.

ARTICLE VI – Meetings

Section A: Regular Meetings

Regular meetings of the Chapter Board of Directors shall be held at the discretion of the Board and Executive Director. Business meetings of the Chapter membership shall be called as needed but shall include at least one business meeting annually.

Section B: Special Meetings

Special business meetings of the Chapter 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 ten (10) days 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: Chapter Member Policy Voting

The Board may from time to time submit policy matters to the Membership for a vote. Such policy matters shall be agendized for a vote of the current member cities at a business meeting of the Chapter. An affirmative vote of two-thirds (2/3) of member cities will be required for the Chapter to pass a Member Policy Vote. The Chapter 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 Chapter.

Section E: Voting

1. A majority of the member cities present may act on any issue properly coming before any business meeting of the Chapter.
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 Chapter prior to the vote.
3. When taking positions on legislative matters and/or adopting the 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 Chapter.
4. There shall be no secret ballots.

Section F: Minutes

Minutes for Chapter business meetings will be approved at the following business meeting by a majority vote of members present.

Section G: Procedure

The conduct of meetings shall be governed by Robert's Rules of Order (most recent published edition) 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 Executive Director shall work with the Association financial professionals to oversee and maintain bookkeeping, financial reporting, tax filings and auditing functions for the Chapter.

Section B: Audit

The Board of Directors and Executive Director may engage the Association's independent auditor to audit or review financial records of the Chapter for the preceding fiscal year and must report the findings to the Chapter's Board of Directors.

Section C: Budget

The Annual Budget of the Chapter for the succeeding calendar year shall be approved by the Board of Directors in October of each year and then submitted to the Association membership for ratification at the November business meeting of each year. It shall be the goal of the Board and Executive Director to provide the proposed budget to the Association membership within three (3) weeks of the November business meeting. Annual dues shall be approved by the Board of Directors first, and then put to a vote of the membership before dues invoices are issued.

Section D: Dues

Annual Member dues assessments shall be due and payable in December in advance of the start of the dues calendar year. However, the Executive Director may adjust a member city's dues payment date at the request of the member city to ensure that the dues payment reflects that city's fiscal year.

Section E: Chapter Fiscal Year

The fiscal year of the Chapter shall be from January 1 to December 31 of each year.

Section F: Contracting Authority

The Executive Director shall have the power and authority to enter into contracts for any service for up to and including ten thousand dollars (\$10,000.00) on behalf of the Chapter, provided that funds for the contract have been approved for the contract's purpose within the Chapter Budget. All contracts with a value of over ten thousand dollars (\$10,000.00) shall be approved by the Board of Directors or Executive Committee.

Contracts shall not be piecemealed or apportioned into smaller increments to avoid this limitation. Contract amendments which bring the total contract cost over \$10,000 must be approved by the Board or Executive Committee.

ARTICLE VIII – Standing Committees

Section A: Legislative and Regulatory Committee

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

ARTICLE IX –Elections

Section A: Procedure

1. All elections 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 for Chapter positions or positions on regional bodies or commissions for which the Chapter makes appointments shall be elected officials, except as otherwise provided by law.

(b) A majority of the cities present (if a quorum was achieved) is necessary to appoint representatives to boards, commissions, or regional bodies. 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 the tie is still not broken after three votes and the body does not vote to suspend the three ballot limit, a coin toss by the Executive Director will break the tie.

2. Each appointment made shall be announced at the meeting.

ARTICLE X – Amendments

Section A: Written Notice

Proposed amendments to these Bylaws must first be submitted in writing to the members of the Chapter 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 Chapter Bylaws may be amended at a meeting where one-half (1/2)) of all Chapter member cities are present, and then upon affirmative action of a majority of all member cities, whether present or not.

APPENDIX A

CHAPTER LEGISLATIVE AND REGULATORY COMMITTEE PROCEDURES

Section A: Membership

1. *General.* The Chapter Legislative and Regulatory Committee (“Committee”) shall be composed of voting and non-voting members. Any representative of a current ACC-OC member city or ACC-OC affiliate is eligible to attend Committee meetings and participate on the Committee, subject to the limitations on voting and non-voting members discussed below.

2. *Voting Members.* There shall be at least 15 voting members on the Committee. The voting members shall be appointed by the Board of Directors. Each member of the Board shall appoint one voting member as described below.. Vacancies shall be filled in the same manner as appointments.

- a. The President, First Vice President, Second Vice President, Legislative and Regulatory Committee Chair, and Past President shall each appoint one city council member from any member city as a voting member.
- b. Each Large City Representative shall appoint one city council member from the group of large cities as a voting member.
- c. Each District Representative shall appoint one city council member from the member cities within his/her district as a voting member.
- d. The Board of Directors shall collectively appoint at least two individuals from among the affiliate members as voting members.

3. *Non-Voting Members.* ACC-OC affiliate members and ACC-OC city members not appointed as voting members to the Committee shall be non-voting members. Notwithstanding their inability to vote on Committee matters, affiliate members, member city staff, and member city elected officials not selected to represent their respective cities as voting members on the Committee may attend and participate in all Committee meetings. There shall be no limit on the number of nonvoting members that may attend Committee meetings.

Section B: Purposes and Functions

The purposes of the Chapter Legislative and Regulatory Committee shall be to advocate for legislation of importance to Chapter Members, recommend to the Board an annual legislative platform and maintain a working knowledge of the positions of Chapter members on issues and legislative matters of importance in order to adequately represent Chapter member priorities and positions.

1. Twenty-five percent (25%) of voting members are required to establish quorum for any issue that the committee is voting on.