



May 20, 2014

**President**  
Craig V. Baltimore

**Vice President**  
R. Michael Wright

**Directors**  
Leonard A. Moothart  
Marshall E. Ochylski  
Jon-Erik G. Storm

**General Manager**  
Kathy A. Kivley

**Interim District Accountant**  
Dale G. Flynn

**Fire Chief**  
Robert Lewin

**Battalion Chief**  
Phill Veneris

**Mailing Address:**  
P.O. Box 6064  
Los Osos, CA 93412

**Offices:**  
2122 9<sup>th</sup> Street, Suite 102  
Los Osos, CA 93402

**Phone:** 805/528-9370  
**FAX:** 805/528-9377

[www.locsd.org](http://www.locsd.org)

**TO:** LOCSD Board of Directors

**FROM:** Kathy A. Kivley, General Manager

**SUBJECT:** **Agenda Item 12A – 6/5/2014 Board Meeting**  
Vote on Proposed Updates to California Special Districts Association (CSDA) Bylaws

**DESCRIPTION**

The CSDA Board of Directors has approved the attached recommended updates to their Bylaws to bring forward to CSDA voting members for consideration.

**RECOMMENDATION**

After considering the proposed amendments to the CSDA Bylaws, Staff recommends that the Board adopt the following motion:

***Motion: I move that the Board cast a vote in favor of the proposed amendments to the California Special Districts Association Bylaws and authorize Staff to complete and mail the official ballot.***

**DISCUSSION**

The proposed changes to CSDA's Bylaws are attached. Highlights to the recommended updates include:

- a general cleanup to reflect updates and organization changes over the last 3 years
- Clarifying language to the CSDA Board nomination and election process
- Updates to various committee definitions and titles
- CSDA affiliated chapter clarification

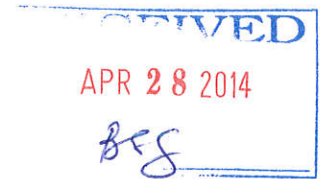
**FINANCIAL IMPACT**

Approval of this item will not have an impact on District finances.

Attachment



**California Special  
Districts Association**  
*Districts Stronger Together*



## MEMORANDUM

**DATE:** April 25, 2014

**TO:** California Special Districts Association (CSDA) Voting Members

**FROM:** Noelle Mattock, CSDA Board President  
Neil McCormick, CEO

**SUBJECT:** Proposed CSDA Bylaws Updates

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The CSDA Board of Directors has approved the attached recommended updates to the CSDA Bylaws to bring forward to CSDA voting members for consideration.

Highlights to the recommended updates include:

- General clean-up to reflect updates and organizational changes over the last 3 years
- Clarifying language to the CSDA Board nomination and election process
- Updates to various committee definitions and titles
- CSDA affiliated chapter clarification

The full proposed changes to CSDA's Bylaws are indicated in mark-up form for your review and can be found online at [www.csdanet.org/bylaws](http://www.csdanet.org/bylaws).

As a voting member in good standing, once your district has reviewed the proposed CSDA Bylaws updates, please use the enclosed official ballot to cast your vote by mail in favor or not in favor of the changes.

**Completed ballots must be received by Friday, June 13, 2014 at 5:00 pm to be counted.** Only official and fully completed ballots returned via regular mail to the CSDA office will be counted. The results of the Bylaws ballot will be announced in the CSDA e-News and on the CSDA website. If approved by the membership, the updated Bylaws will take effect on July 1, 2014.

If you have any questions or require printed copies, please contact Charlotte Lowe, Executive Assistant at [charlottel@csda.net](mailto:charlottel@csda.net) or (916) 442-7887.

**Thank you for your participation and continued support of CSDA!**

### California Special Districts Association

1112 I Street, Suite 200  
Sacramento, CA 95814  
toll-free: 877.924.2732  
t: 916.442.7887  
f: 916.442.7889  
[www.csdanet.org](http://www.csdanet.org)

*A proud California Special Districts Alliance partner*

Special District Risk Management Authority  
1112 I Street, Suite 300  
Sacramento, CA 95814  
toll-free: 800.537.7790  
f: 916.231.4111

CSDA Finance Corporation  
1112 I Street, Suite 200  
Sacramento, CA 95814  
toll-free: 877.924.2732  
f: 916.442.7889



**BYLAWS**  
**California Special Districts Association**

**Approved Bylaw Revision Dates:**

**Revised 1996**

**Revised 1999**

**Revised 2004**

**Revised October 1, 2009**

**Revised August 2, 2010**

**Revised August 1, 2011**

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**ARTICLE I – GENERAL**

**Section 1. Purpose:**

In addition to the general and specific purposes set forth in the Articles of Incorporation of the California Special Districts Association (CSDA), CSDA will provide outreach, education, and member services, and shall generate legislative advocacy for member interests. CSDA will interact with the government associations and groups that support or oppose its membership's interests.

**Section 2. CSDA Regions/Networks:**

The state of California shall be divided along county boundaries into six voting regions/networks. The areas of the regions/networks have been determined by the Board of Directors of CSDA.

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Exhibit A.....Map of the six (6) regions/networks of CSDA.

Deleted: Exhibit B.....Names of the counties within the six (6) regions.

**Section 3. Principal Office:**

The principal business office of CSDA shall be located in Sacramento, California.

**ARTICLE II – MEMBERSHIP**

**Section 1. Qualification of Membership:**

There may be several classes of membership in CSDA, as determined by the Board of Directors. The following classes have been adopted:

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**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.

**C. Business Affiliate Members:**

Shall be those persons or organizations that provide services to special districts and/or have evidenced interest in the purposes and goals of CSDA. Business Affiliates have no voting privileges and may not hold a seat on the Board of Directors.

**Section 2. Membership Application:**

Application for membership to CSDA will be directed to staff, who will determine if the applicant's interest and purpose is in common with CSDA. If the applicant meets the requirements of membership, the Board of Directors shall approve the new member by a majority vote of the Board. Acceptance to membership shall authorize participation in CSDA activities as specified in these Bylaws.

**Section 3. Membership Dues:**

The membership dues of CSDA shall be established annually by a majority vote of the Board of Directors at a scheduled Board meeting. Authority to adjust the dues shall remain with the Board of Directors.

**Section 4. Membership Voting:**

Matters to be voted upon by the membership shall be determined by the Board of Directors in accordance with these Bylaws. Only those matters of which proper notice was given by CSDA may be voted upon.

**A. Voting Designee:**

In accordance with these Bylaws, 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.

**B. Voting Authorization:**

Those regular voting members who have paid the required dues as set by the Board of Directors are members in good standing. Each regular voting member in good standing shall be entitled to one vote on all matters brought before the membership for vote at any meeting or mail ballot.

**Section 5. Membership Quorum:**

**A. Meeting Quorum:**

Twenty-five voting designees, as defined in Article II, Section 4, officially designated by each regular voting member present at any annual or special meeting of the CSDA shall constitute a quorum. Absentee ballots shall not be accepted.

**B. Mailed Ballot Quorum:**

**Deleted: <#>Liaison Representatives:**  
¶  
Members of CSDA, who hold memberships in other organizations which have shown an interest in the purposes of CSDA, may request the Board of Directors to appoint a non-voting liaison representative from the interested organization to participate in activities conducted by CSDA. Non-inclusive examples of said organizations are recreation and park, fire, cemetery, and mosquito abatement/vector control. ¶  
¶  
The Board of Directors may invite the non-voting liaison representatives to attend CSDA meetings and participate in CSDA committees at the discretion of the Board. Liaison representatives have no voting privileges and may not hold a seat on the Board of Directors.

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Mail ballots received from 25 voting designees shall constitute a quorum.

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**Section 6. Membership Meetings:**

**A. Annual Business Meeting:**

The annual business meeting of the members shall be held at the Annual CSDA Conference at such time and place as determined by the Board of Directors. Written notice of the annual business meeting shall include all matters that the Board intends to present for action and vote by the members.

Written notice of any annual meeting of the members of CSDA, via mail and/or electronic delivery, and/or facsimile shall be sent to each regular voting member in good standing, at least 45 days in advance of the designated date of such meeting. The notice shall include the time and place, and all matters the Board of Directors intends to present for action and vote by the members.

**B. Special Meetings:**

Special meetings of the members may be called at any time by the President, by a majority of the Board of Directors, or by a majority of at least a quorum of the members. Written notice shall include all matters the Board of Directors intends to present for action and vote by the members.

Written notice of any special meeting of the members of CSDA, via mail and/or electronic delivery, and/or facsimile shall be sent to each regular voting member in good standing, at least ten days in advance of the designated date of such meeting. The notice shall include the time and place, and all matters intended to be presented for action and vote by the members.

**C. Mail Ballot:**

The Board of Directors may at its discretion authorize the voting upon any issue, by written ballot mailed to each regular voting member in good standing. Such ballot shall be mailed by first class mail, at least 45 days in advance of the date the CSDA has designated for the return of the ballot by each member to CSDA.

Deleted: <#>Notice of Meetings:¶  
¶ Written notice of any annual or special meeting of the members of CSDA, via mail and/or electronic delivery, and/or facsimile shall be sent to each regular voting member in good standing, not later than forty-five (45) days in advance of the designated date of such meeting. The notice shall include the time and place, and all matters the Board of Directors intends to present for action and vote by the members.

**D. Majority Vote:**

A majority of votes cast or ballots received shall be necessary to carry any matter voted upon, provided a quorum of members has voted in person or by mail ballot. Voting by proxy shall not be allowed.

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**Section 7. Termination of Membership:**

Any member delinquent in the payment of dues for a period of three months after said dues are due and payable, shall be notified in writing of such arrearage, and shall be given written notice of possible termination. If such delinquent dues remain unpaid for 45 days after said notice, the delinquent member shall automatically cease to be a member of CSDA.

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A delinquent member may be restored to membership by making written application to the Board of Directors of the CSDA. Such reinstatement shall be at the discretion of the Board.

### ARTICLE III – DIRECTORS

#### Section 1. Number of Directors:

The authorized number of elected directors to serve on the Board of Directors shall be 18. Each regular voting member agency shall be limited to one seat on the Board.

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There shall be three directors elected from each of the six CSDA regions/networks. Directors elected from each of the six regions/networks shall hold staggered three year terms. The three directors serving a term of office from a region/network shall be elected from three different regular voting member agencies located in that region/network.

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#### Section 2 Term of Office:

Directors elected from each of the six regions/networks shall hold staggered three 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 years.

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**Section 3. Nomination of Directors:**

Nomination shall be by region/network. Any regular voting member in good standing is eligible to nominate one person from their district to run for director of CSDA. The director nominee shall be a board member of the district or a managerial employee as defined by that district's Board of Directors. Nomination of the director designee shall be made by a resolution or minute action of the regular voting member's Board of Directors. Only one individual from each regular voting member district may be nominated to run at each election. In the event an incumbent does not re-run for his/her seat, the nomination period for that region/network shall be extended by ten days.

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The CSDA staff, in conjunction with the Elections and Bylaw Committee, will review all nominations received and accept all that meet the qualifications set by these Bylaws. A slate of each region's/network's qualified nominees will be submitted by mail ballot, to that region's/network's regular voting membership for election pursuant to Article III, Section 4

**Section 4. Election of Directors:**

The Election and Bylaws Committee shall have primary responsibility for establishing and conducting elections. The Committee may enforce any regulation in order to facilitate the conduct of said elections. Voting for directors shall be by the regular voting members from the region/network from which they are nominated.

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The Election and Bylaws Committee shall meet each year to review, with staff, the regions/networks where election of directors will be necessary. The Committee will coordinate, with staff, the dates nomination requests shall be mailed to the regular voting members, the official date for the nomination requests to be received at the CSDA office, and set the date of the election.

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**A. Written Notice:**

Written notice requesting nominations of candidates for election to the Board of Directors shall be sent first class mail to each regular member on the date specified by the Election and Bylaws Committee, which shall be at least 120 days prior to the election. The nominations must be received by CSDA before the established deadline which shall be no later than 60 days prior to the election. Nominations received after the deadline date shall be deemed invalid.

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**B. Balloting and Election:**

Voting for directors shall be by mail.

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

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The ballot for each region/network shall contain all nominations accepted and approved by CSDA staff. In the event there is only one nomination in a region/network, the

nominee shall automatically assume the Seat up for election and a ballot shall not be mailed. Staff will execute a Proof of Service certifying the date upon which all regular voting members of each region/network were mailed a ballot.

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Ballots shall be returned by mail to the principal business address of CSDA prior to the close of business (5:00 pm) on the designated election date, which shall be at least 45 days prior to the Annual Conference. Ballots received after the specified date shall not be counted.

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

### **Section 5. Event of Tie:**

In the event of a tie vote, a supplemental mail ballot containing only the names of those candidates receiving the same number of votes shall be mailed to each regular voting member in the region/network where the tie vote occurred.

Those mail ballots received prior to the close of business (5:00 pm) on the date designated by the Election and Bylaws Committee shall be considered valid and counted. All supplemental mail ballots received after the designated date will be deemed invalid. All ballots shall remain sealed until opened in the presence of the Committee chair or his/her designee.

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In the event the supplemental mail ballot results in a tie vote, the successful candidate will be chosen by a drawing by lot.

### **Section 6. Director Vacancy:**

In the event of a director vacating his/her seat on the Board of Directors, an individual who meets the qualifications as specified in these Bylaws may be appointed or elected to complete the director's unexpired term.

#### **A. Two or Three Vacant Seats in the Same Region/Network:**

In the event more than one seat on the CSDA Board of Directors in any one region/network is vacant at the same time, such vacancies shall be filled by election. A mail ballot shall be prepared; listing all nominees for that region/network accepted and approved pursuant to Article III, Section 4 of these Bylaws

Regular members of each region/network shall be entitled to cast one vote for each open seat in that region/network. The candidate receiving the most votes will be elected to the vacant seat with the longest remaining term. The candidate receiving the second highest number of votes will be elected to fill the vacant seat with the second longest remaining term. The candidate receiving the third highest number of votes will be elected to fill the vacant position with the third longest remaining term.

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#### **B. Vacancy During Nomination Period:**

In the event of a vacancy occurring "during" the nomination period, the vacancy shall be filled by election. Written notification of the vacancy and request for nominations shall be sent to each regular member in the region/network in which the vacancy occurred.

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Nominations will be accepted for ~~the~~ vacant seat ~~and~~ shall be placed on the mail ballot for election in that region/~~network~~.

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**C. Vacancy After Nomination Period:**

In the event of a vacancy occurring "after" the nomination period has closed, ~~at the discretion of the CSDA Board,~~ the vacancy ~~may remain unfulfilled until the next regularly scheduled election or may~~ be filled by appointment. ~~Should the CSDA Board choose to fill the vacancy by appointment,~~ notification of the vacancy and request for nominations shall be sent to all regular members in the region/~~network~~ in which the vacancy occurred.

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The region's/~~network's~~ existing directors sitting on the CSDA Board shall interview all interested candidates of that region/~~network~~ and bring a recommendation to the ~~CSDA~~ Board of Directors. The Board shall make the appointment to fill the unexpired term of the vacated Board position.

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**Section 7. Director Disqualification:**

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

A director's district is no longer a member of ~~CSDA~~; a director is no longer a board member or an employee of a member district; and/or a director shall resign.

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

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B. The position of a director may be declared vacant by a majority vote of the CSDA Board of Directors when a director ~~fails~~ to attend three consecutive meetings of the Board.

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**Section 8. Powers of Directors:**

Subject to the limitations of these Bylaws, the Articles of Incorporation, and the California General Nonprofit Corporation Law, all corporate powers of the CSDA shall be exercised by or under the authority of the Board of Directors.

**ARTICLE IV – DIRECTOR MEETINGS**

**Section 1. Place of Meetings:**

Meetings of the Board of Directors shall be held in the state of California, at such places as the Board may determine.

**Section 2. Ratification Meeting:**

Following the election of Directors, the Board shall hold a meeting at such time and place as determined by the Board for the purpose of ratifying the newly elected directors and to transact other business of CSDA.

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**Section 3. Organization Meeting:**

After the ratification meeting, an organizational meeting of the Board shall be held at such time and place as determined by the Board for the purpose of electing the officers of the Board of Directors and the transaction of other business of CSDA.

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**Section 4. Planning Session:**

As directed by the Board of Directors, a special Strategic Planning Meeting shall be held to review and evaluate the plans, policies and activities related to the business interests of CSDA.

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**Section 5. Regular Meetings:**

The dates of the regular meetings of the Board of Directors shall be ratified at the last Board meeting of the previous year. The meetings shall be held at such time and place as the Board may determine. The dates and places of the Board meetings shall be published in the CSDA's publications for the benefit of the members.

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**Section 6. Special Meetings:**

A special meeting of the Board of Directors, for any purpose, may be called at any time by the President or by any group of seven directors.

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Such meetings may be held at any place designated by the Board of Directors. In the event directors are unable to personally attend the special meeting, teleconferencing means will be made available.

Notice of the time and place of special meetings shall be given personally to the directors, or sent by written or electronic communication. All written notices shall be sent at least ten days prior to the special meeting and electronic notices at least five days prior.

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**Section 7. Quorum:**

A quorum of the Board of Directors for the purpose of transacting business of the CSDA shall consist of ten directors. A majority vote among at least ten directors present at a duly noticed meeting shall constitute action of the Board of Directors.

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**Section 8. Official Records:**

All official records of the meetings of the CSDA shall be maintained at the principal business office of the CSDA.

**ARTICLE V – OFFICERS**

**Section 1. Number and Selection:**

The officers of CSDA shall be the President, Vice President, Secretary, Treasurer and the Immediate Past President. The officers shall be elected annually from the then current members of the Board of Directors without reference to regions/networks. All officers shall be subordinate and responsible to the CSDA Board of Directors and shall serve without compensation.

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Each shall hold office for the term of one year, or until resignation or disqualification.

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The Board of Directors may appoint such other officers as the business of CSDA may require. Each of the appointed officers shall hold office for such period, have such authority, and perform such duties as are provided in these Bylaws or as the Board of Directors may determine.

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**Section 2. Duties of the President:**

The President shall be the chief officer of the CSDA and shall, subject to the approval of the Board of Directors, give supervision and direction to the business and affairs of CSDA.

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The President shall preside at all Board of Director and membership meetings. The President shall be an ex-officio member of all Standing Committees. The President shall appoint committee chairs and vice-chairs and members of the Standing Committees, subject to confirmation by the Board of Directors.

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The President shall have the general powers, duties and management usually vested in the office of the president of a corporation. The President shall have such other powers and duties as may be prescribed by these Bylaws or by the vote of the Board of Directors.

**Section 3. Duties of the Vice President:**

In the absence of, or disability of the President, the Vice President shall perform all of the duties of the President. When so acting, the Vice President shall have all the powers of the President, and be subject to all the restrictions upon the President.

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

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**Section 4. Duties of the Secretary:**

The Secretary or a designee appointed by the Board of Directors shall give notice of meetings to the Board of Directors, and notices of meetings to the members as provided by these Bylaws.

The Secretary or designee shall record and keep all motions and resolutions of the Board. A record of all meetings of the Board and of the members shall be maintained. All written records of the Secretary shall be kept at the business office of CSDA.

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A list of the membership of CSDA shall be maintained by the Secretary or such designee. Such record shall contain the name, address and type of membership, of each member. The date of membership shall be recorded, and in the event the membership ceases, the date of termination.

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The Secretary or designee shall perform such other duties as may be required by law, by these Bylaws, or by the Board of Directors.

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**Section 5. Duties of the Treasurer:**

The Treasurer or a designee appointed by the Board of Directors shall keep and maintain adequate and correct accounts of the properties and the business transactions of CSDA, including accounts of its assets, liabilities, receipts, disbursements, gains and losses. The books of account shall at all times be open to inspection by any director or member of the CSDA.

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The Treasurer or designee shall be responsible to cause the deposit of all moneys of the CSDA, and other valuables in the name and to the credit of CSDA, with such depositories as may be designated by the Board of Directors.

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The Treasurer or designee, shall disburse, or cause to be disbursed by persons as authorized by resolution of the Board of Directors, the funds of CSDA, as ordered by the Board of Directors.

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The Treasurer or designee shall serve as chair of the CSDA Fiscal Committee. The Treasurer shall render to the President and the Board of Directors an account of all financial transactions and the financial condition of CSDA at each Board meeting and on an annual basis, or upon request of the Board.

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The Treasurer or designee shall, after the close of the fiscal year of CSDA, cause an annual audit of the financial condition of CSDA to be done.

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The Treasurer or such designee shall perform such other duties as may be required by law, by these Bylaws, or by the Board of Directors.

**Section 6. Disbursement of Funds:**

No funds shall be disbursed by CSDA unless a check, draft or other evidence of such disbursement has been executed on behalf of CSDA by persons authorized by resolution of the Board of Directors.

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**Section 7. Removal of Officers:**

Officers of the Board may be removed with or without cause at any meeting of the Board of Directors by the affirmative vote of a majority of the Board of Directors present at such meeting.

**ARTICLE VI – COMMITTEES**

**Section 1. Committee Structure:**

Each committee shall have a chair and a vice-chair who shall be directors of the Board of Directors. Each committee shall have at least two Board members and no more than nine Board members. Directors may be appointed as alternate members of a committee, in the event of an absent committee member.

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Deleted: The Board of Directors by a majority vote may create one or more committees to serve at the pleasure of the Board, and have such authority as provided by the Board of Directors.

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Other members of any committee may include designees of regular, associate or Business Affiliate members.

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**Section 2. Committee Actions:**

All actions of any committee of the CSDA shall be governed by and taken in accordance with the provisions of these Bylaws. All committees shall serve at the pleasure of the Board and have such authority as provided by the Board of Directors. Minutes of each committee meeting shall be kept and each committee shall present a report to the Board of Directors at each scheduled Board meeting.

No committee may take any final action on any matter that, under these Bylaws, or under the California Nonprofit Public Benefit Corporation Law, also requires approval of the members of the CSDA.

All committees, regardless of Board resolution, are restricted from any of the following actions as imposed by the California Nonprofit Public Benefit Corporation Law

No committee may: Fill vacancies on the Board of Directors or on any committee that has authority of the Board; create any other committees of the Board or appoint the members of the committees of the Board.

No committee may fix compensation of the directors for serving on the Board or on any committee; expend corporate funds to support a nominee for director; or approve any contract or transaction to which CSDA is a party and in which one or more of its directors has a material financial interest.

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No committee may amend or repeal Bylaws or adopt new Bylaws or amend or repeal any resolution of the Board that by its express terms is not subject to amendment or repeal.

**Section 3. Committee Meetings:**

Meetings of the committees of CSDA shall be held in accordance with the provisions of these Bylaws. The time and place for regular meetings of such committees may be determined by the Board or by such committees. Special meetings of the committees may be called by the chair of such committee, or by the Board of Directors.

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**Section 4. Standing Committees:**

Standing Committees of CSDA shall be advisory in nature except for the Finance Corporation (see Section 4D). The Standing Committees are: Executive, Professional Development, Elections and Bylaw, Finance Corporation, Fiscal, Legislative, Member Services and Audit.

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The President shall recommend the appointment of committee officers and members of each Standing Committee except the Executive Committee. All committee members are subject to ratification by the Board of Directors.

**A. Executive Committee:**

The Executive Committee shall consist of all officers of CSDA. Members shall include the President, Vice President, Secretary, Treasurer and the Immediate Past President of CSDA. If the Immediate Past President is no longer a member of the Board of Directors, a previous past president may be appointed. If there are no directors who have served as president in the past, the President shall appoint a current director to serve as a member of the Executive Committee.

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Subject to these Bylaws and approval of the Board of Directors, the Executive Committee shall have full power, authority and responsibility for the operation and function of the CSDA.

**B. Professional Development Committee:**

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The Professional Development Committee shall plan, organize and direct CSDA professional development programs and events.

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**C. Election and Bylaws Committee:**

The Election and Bylaws Committee shall be responsible for conducting all elections for the CSDA Board of Directors as provided in these Bylaws. The Committee shall annually review the Bylaws and shall be responsible for membership vote on any bylaw changes and approval of election materials.

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**D. Finance Corporation Committee:**

The Finance Corporation Committee shall serve as the Board of Directors of the CSDA Finance Corporation a California non profit public benefit corporation organized to provide financial assistance to CSDA members in acquiring, constructing and financing various public facilities and equipment for the use and benefit of the public. The Finance Corporation Committee is not an advisory committee, but has all of the powers described in the CSDA Finance Corporation Bylaws, which are incorporated herein by this reference. Such powers include the powers to manage and control the business affairs of the corporation, to approve policies for the corporation's operations, and to enter into all contracts necessary to provide financial assistance to CSDA members.

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**E. Fiscal Committee:**

The Treasurer shall serve as the chair of the Fiscal Committee and shall, with the Committee, be responsible for oversight of all the financial transactions of the CSDA. An annual budget shall be reviewed by the committee and ratified by the Board of Directors.

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**F. Legislative Committee:**

The Legislative Committee shall be responsible for the development of CSDA's legislative agenda. The Committee shall review, direct and assist the CSDA Advocacy and Public Affairs Department with legislative and public policy issues.

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**G. Member Services Committee:**

The Member Services Committee shall be responsible for recruitment and recommendation of new members to the CSDA Board of Directors. All new members shall be ratified by the Board of Directors.

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**H. Audit Committee:**

The Audit Committee is responsible for maintaining and updating internal controls. The Committee selects the Auditor for Board of Director 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 of Directors for action.

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¶ The Planning Committee in conjunction with the Fiscal Committee shall be responsible for the continuing development of the "Strategic Plan" of the CSDA. The "Strategic Plan" shall be reviewed and monitored. The Committee shall recommend revisions and/or additions to the Board of Directors for ratification.

**Section 5. Ad Hoc Committees:**

The President may appoint other Ad Hoc Committees and their officers as may be determined necessary for the proper operation of the CSDA. The Standing Committees and the Ad Hoc Committees shall plan and authorize such programs as may be directed by the Board of Directors.

The Ad Hoc Committees shall be advisory in nature and shall be composed of at least two members of the Board of Directors. Other members of such committees may include designees of regular, associate or professional members, or members of the public, as approved by the Board of Directors.

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**Section 6. Special Committee of the Board:**

A Special Committee may be granted authority of the Board as a Committee of the Board, as required by the California Nonprofit Public Benefit Corporation Law, provided by a specific resolution adopted by a majority of the Board of Directors then in office. In such case, the Special Committee shall be composed exclusively of two or more directors, but less than a quorum of the Board of Directors.

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## **ARTICLE VII – INDEMNIFICATION**

### **Section 1. Right of Indemnity:**

To the fullest extent permitted by law, the CSDA shall defend, indemnify and hold harmless both its past and present directors, officers, employees and other persons described in Section 5238(a) of the California Corporations Code, against any and all actions, expenses, fines, judgments, claims, liabilities, settlements and other amounts reasonably incurred by them in connection with any "proceeding", as that term is used in the Section 5238(a) of the California Corporations Code.

"Expenses", as used in these Bylaws, shall have the same meaning as in Section 5238(a) of the California Corporations Code.

### **Section 2. Approval of Indemnity:**

On written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporations Code, the Board shall promptly determine under Section 5238(e) of the California Corporations code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met, and if so, the Board shall authorize indemnification.

If the Board cannot authorize indemnification because the number of directors who are parties to the proceeding with respect to which indemnification is sought prevents the formation of a quorum of directors who are not parties to that proceeding, the Board shall promptly call a meeting of the members.

At the request for indemnification meeting, the members shall determine under Section 5238(e) of the California Corporations Code whether the applicable standard or conduct set forth in Section 5238(b) or Section 5238(c) has been met, and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

### **Section 3. Insurance:**

The CSDA shall have the right to purchase and maintain insurance to the full extent permitted by law, on behalf of its officers, directors, employees, and agents, against any liability asserted against or incurred by any officer, director, employee or agent in such capacity, or arising out of the officer's, director's, employee's, or agent's status as such.

**Section 4. Liability:**

No member, individual, director, or staff member of the CSDA shall be personally liable to the CSDA's creditors, or for any indebtedness or liability. Any and all creditors shall look only to the CSDA's assets for payment.

**ARTICLE VIII – LOCAL CHAPTERS**

**Section 1. Purpose:**

The purpose of local chapters is to provide a local forum of members for the discussion, consideration and interchange of ideas concerning matters relating to the purposes and powers of special districts and the CSDA.

The local chapters may meet to discuss issues bearing upon special districts and the CSDA. The chapters may make recommendations to the CSDA's Board of Directors.

**Section 2. Organization:**

The regular voting members of CSDA are encouraged to create and establish local chapters. In order to be recognized as a CSDA Chapter, each Chapter must approve and execute a Chapter Affiliation Agreement in order to obtain the right to use the CSDA name, logo, membership mailing list, intellectual property, endorsements, and CSDA staff support and technical assistance in conducting Chapter activities. The terms and conditions of the Chapter Affiliation Agreement are incorporated herein by this reference.

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Each chapter formed prior to August 1, 2011, including but not limited to the following chapters must have at least one CSDA member in their membership at all times: Alameda, Butte, Contra Costa, Kern, Marin, Monterey, Orange (ISDOC), Placer, Sacramento, San Bernardino, San Diego, San Luis Obispo, San Mateo, Santa Barbara, Santa Clara and Ventura. Such existing chapters may include as members local organizations, districts and professionals who are not members of CSDA.

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New chapters formed after August 1, 2011, are required to have 100 percent of their special district members be current members of CSDA in order to be a chapter affiliate of CSDA. Such local chapters may include members of local organizations and professionals who are not members of CSDA.

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Local chapters shall be determined to be affiliates of the CSDA upon approval and execution of the Chapter Affiliation Agreement by the local chapter and approval and ratification of the Chapter Affiliation Agreement by the CSDA Board of Directors. The chapters shall be required to provide updated membership lists to the CSDA at least annually.

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CSDA and its local chapters shall not become or be deemed to be partners or joint ventures with each other by reason of the provisions of these Bylaws or the Chapter Affiliation Agreement.

**Section 3. Rules, Regulations and Meetings:**

Each local chapter shall adopt such rules and regulations, meeting place and times as the membership of such local chapter may decide by majority vote. Rules and regulations of the local chapter shall not be inconsistent with the Articles of Incorporation or Bylaws of CSDA.

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**Section 4. Financing of Local Chapters:**

No part of CSDA's funds shall be used for the operation of the local chapter affiliates. CSDA is not responsible for the debts, obligations, acts or omissions of the local chapters.

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**Section 5. Legislative Program Participation:**

Local chapters may function as a forum in regard to federal, state and local legislative issues. The chapters may assist CSDA in the distribution of information to their members.

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**ARTICLE IX – AMENDMENTS TO THE BYLAWS**

**Section 1. Amendment Proposals:**

Any regular voting member in good standing may propose changes to these Bylaws. The proposed amendments shall be reviewed by the Board of Directors and submitted to the Election and Bylaws Committee for their study.

After examination by the Election and Bylaws Committee and upon resolution of the Board of Directors the amendment proposals may be submitted for vote at the Annual Business meeting of the members held by CSDA, at a specially called meeting, or by a mailed ballot.

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**Section 2. Amendment Membership Meeting:**

Prior notice in writing of the proposed amendment/s to these Bylaws shall be given by the Board of Directors to the regular voting members, not later than 45 days in advance of the amendment meeting.

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Electronic copies of the proposed amendment/s shall be available on the CSDA website for the regular voting members prior to the meeting. Copies of the proposed amendments shall be available for the voting members at the amendment meeting.

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**Section 3. Mailed Amendment Ballot:**

When a mailed ballot is utilized to amend these Bylaws, the ballot shall include all amendments and matters the Board of Directors intends to present for action and vote by the members and shall be mailed by CSDA to all regular voting members. The ballot shall be mailed by first class mail, not later than 45 days in advance of the date CSDA has designated for the receipt of the ballot.

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The amendment ballot must be received by CSDA, no later than the established deadline date and time. Ballots received after the specified deadline will be deemed invalid

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**Section 4. Amendment Ratification:**

**A. Membership Meeting:**

The proposed Bylaw amendments shall be deemed adopted by a majority vote of all regular voting members present at a membership meeting, at which a quorum, as defined in Article 2, Section 5 of these Bylaws, of the members is present.

**B. Mailed Ballot:**

The proposed Bylaw amendment/s shall be deemed adopted when ballots have been returned by a quorum of the regular voting members, and have been approved by a majority vote of the mail ballots returned.

| EXHIBIT A

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