

Bylaws

SANTA BARBARA COUNTY *Chapter of the* CALIFORNIA SPECIAL DISTRICTS ASSOCIATION

ARTICLE I – General

Section 1. Name

The name of the association shall be the Santa Barbara County *Chapter of the* California Special Districts Association (SBCCSDA) hereinafter referred to as “the Chapter”.

Section 2. Purpose

The purpose of the Chapter 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 California Special Districts Association (CSDA).

Section 3. CSDA Affiliation

The Chapter Affiliation Agreement with CSDA is incorporated herein by reference.

Section 4. Principal Office

The principal office for the transaction of Chapter business shall be the district office of the President unless otherwise designated by the Board of Directors. An alternate designation shall not require an amendment to the Bylaws.

Section 5. Website

The Chapter website shall be www.sbccsda.org.

Section 6. Rules of Order

Unless otherwise specified within the Bylaws, meetings shall be governed by the most recent edition of Roberts Rules of Order.

ARTICLE II – Membership

Section 1. Categories of Membership and Qualifications

There shall be two categories of membership:

Regular Member: Any independent special district as defined in California Government Code §56044, or any district that is eligible for membership in CSDA, with territory in Santa Barbara County. Concurrent membership in CSDA is encouraged but not required. Regular members have voting privileges.

Associate Member: Any person or organization that provides services to special districts or has evidenced interest in the purpose of the Chapter may become an associate member upon approval of Chapter membership and payment of dues. Associate members have no voting privileges.

Section 2. Voting Rights

Each regular member in good standing shall be entitled to one vote upon all matters brought before the membership for vote. The governing body of each regular member shall designate, to the Secretary in writing, one representative and one alternate who shall exercise the right of the regular member to vote.

If no designation has been received and a matter is brought before the membership for vote at a general or special meeting, a representative known to be a director or employee of a district shall be allowed to vote, providing the position is not questioned by another director or staff member from that district who is also in attendance at the meeting.

The Board of Directors may in its discretion authorize a vote upon any issue by written ballot mailed to regular members. Such authorization shall specify the time and date when such written ballot must be received by the Secretary.

Votes may be taken by voice, by show of hands, or by written ballot, as determined by the President.

One-third of the regular members will constitute a quorum. A majority of all regular members voting shall be necessary to carry any matter voted upon.

Section 3. Annual Dues

Annual dues shall be assessed on a calendar year basis.

Annual dues shall be due and payable on or before January 1. Dues for new members shall be prorated during their initial year of membership.

The Board of Directors shall determine the amount of dues subject to a vote of the Chapter. The following categories of annual dues have been adopted:

Regular members with annual budgets of \$1 million or more	\$300
Regular members with annual budgets less than \$1 million	\$150
Associate members	\$50

Section 4. Good Standing

Any member who is in arrears in the payment of dues shall not be in good standing and shall not be entitled to vote.

Section 5. Termination of Membership

Any member in arrears in the payment of dues after the first day in May shall be notified in writing by the Treasurer, and if such dues have not been paid by the first day in June, such member shall automatically cease to be a member of the Chapter. Any such member shall not be restored to membership without making written application for reinstatement to the Board of Directors. Reinstatement shall be at the discretion of the Board of Directors.

Section 6. Membership Meetings

Regular meetings shall generally be held on the fourth Monday of the month.

Special meetings for any purpose may be called at any time by the President or any group of three directors.

Notice of regular and special meetings shall be provided to the designated representative of each regular member. Notice may be provided personally, electronically, or by mail. Notices shall be sent at least seven calendar days before the meeting. Notices shall specify the time, date, and place, and state the general nature of the business to be considered at the meeting.

Written notices may be provided to associate members and others upon request. A meeting schedule shall be posted on the Chapter website.

ARTICLE III – Directors

Section 1. Number, Term, and Qualifications

The Board of Directors shall consist of up to 14 directors as follows:

President, Vice President, Secretary, and Treasurer.

Immediate Past President.

One director from each of the five supervisorial districts in Santa Barbara County, in which there is at least one regular member of the Chapter. A member whose boundaries extend into more than one supervisorial district shall be deemed to be located in that supervisorial district where its principal office is located.

Up to four at-large directors. It is the intent of the membership that directors be elected so as to reflect a balance of special districts by geography, type, and size.

Each director shall either be a member of the governing body or an employee of a regular member. An independent contractor who provides substantial services to a regular member is considered an employee.

No more than two individuals from any district may be on the Board of Directors.

Directors shall serve for a term of one year or until a successor is elected.

Section 2. Election

Directors shall be elected at a regular membership meeting in January, unless otherwise specified by the Board of Directors.

The President shall appoint a nominating committee to submit the name of at least one person for each open position on the Board of Directors. In addition, each regular member through its representative shall have the right to nominate from the floor one person for each open position on the Board of Directors. The candidates for each position receiving the largest number of votes cast by the membership shall be elected as directors. Voting shall be by written secret ballot at the election meeting for each position where there is more than one nominee. Voting may be by show of hands or voice for any position with only one candidate. However, if there is not a quorum at the election meeting, voting shall be by written mail ballot which shall be returned to the Secretary not later than 30 days following the date of the election meeting.

Section 3. Disqualification and Vacancies

All duly elected directors shall serve in such capacity for the term of office as provided for herein unless disqualified for further service by any of the following:

Where the director is a member of the governing body of a regular member, and the director's term of office expires or the individual is no longer a member of the governing body.

Where the director is an employee of a regular member, and terminates employment or service with such member, unless employment or service with another regular member commences within 30 days.

Where the director resigns.

Where the director fails to attend three consecutive meetings of the Board of Directors without leave of absence, the position may be declared vacant by a vote of majority of all the remaining directors. The remaining directors shall appoint a successor to any disqualified director for the unexpired term of office by a majority vote.

Section 4. Powers

Subject to the direction and control of the membership, all Chapter powers shall be exercised by or under the authority of, and the business and affairs of the Chapter shall be controlled by, the Board of Directors which shall have the following powers:

To appoint and remove all officers, agents, and employees of the Chapter and to prescribe such powers and duties for any officers, agents, and employees consistent with law or the Bylaws.

To conduct, manage, and control the affairs and business of the Chapter, and to make such rules and regulations consistent with law or the Bylaws.

To designate any place within Santa Barbara County for membership meetings, director meetings, and to change the principal office for the transaction of business.

ARTICLE IV – Director Meetings

Section 1. Place of Meetings

Regular or special meetings of the Board of Directors may be held at any place within Santa Barbara County designated by the Board.

Section 2. Organization Meeting

Within 30 days of the election meeting, the Board of Directors shall hold a regular meeting for the purposes of organization of the new board and transaction of other business.

Section 3. Regular Meetings

Regular meetings of the Board of Directors may be fixed from time to time by the Board of Directors. As so fixed, such meetings shall be held without call.

Section 4. Special Meetings

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President or by any three directors. Such meetings may be held either in the principal office or any place designated from time to time by the Board of Directors. Notice of the time and place of special meetings shall be provided personally, electronically, or by mail at least seven days prior to the meeting. In the event of an emergency, wherein the giving of notice as provided above is not practicable, each director may be given notice either personally, by electronic means, or by telephone, at least 48 hours before the special meeting.

The President or any other person who has given notice of a special meeting shall file an affidavit with the Secretary containing the date, time, and manner in which the notice was given to each director.

Section 5. Quorum

A majority of the elected/appointed number of directors shall constitute a quorum.

A majority vote among the directors present at a duly noticed meeting where a quorum is present shall constitute action of the Board of Directors.

ARTICLE V – Officers

Section 1. Responsibility

All officers are subordinated and responsible to the Board of Directors.

Section 2. Number and Selection

The officers of the Chapter shall be a President, Vice President, Secretary, and Treasurer.

Officers shall be nominated and elected annually in the same manner as other directors.

The Board of Directors may appoint such other officers as the business of the Chapter may require, each of whom shall hold office for such period and have such authority and perform such duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 3. Duties of the President

The President shall preside at all membership and Board of Directors meetings.

The President shall prepare and provide agendas for Board of Directors meetings. The President shall provide an agenda for member meetings to the Secretary or their designee for circulation to the membership.

The President shall appoint standing and other committees as authorized in the Bylaws.

The President shall be an ex-officio member of all Chapter committees except the Nominating Committee. The President shall serve, or appoint a qualified individual to serve, as the Communications Liaison to facilitate communication between Chapter and CSDA and represent the Chapter at CSDA meetings. The Chapter Affiliation Agreement requires the Communications Liaison to be from a district that is a member of the Chapter and CSDA.

The President shall be the official spokesperson for the Chapter.

Section 4. Duties of the Vice President

In the absence or disability of the President, the Vice President shall perform all the duties and have all the powers of the President.

The Vice President shall be responsible for developing a schedule of topics and guest speakers for regular Chapter meetings.

Section 5. Duties of the Secretary

The Secretary shall be responsible for providing membership application forms, verifying eligibility, approving regular member applications, and submitting associate member applications to the Chapter for vote.

The Secretary shall provide membership information to the Treasurer for the collection of dues.

The Secretary shall give notice or cause to give notice of Chapter and Board of Directors meetings as provided by the Bylaws.

The Secretary shall keep or cause to be kept minutes of all the meetings of directors or members and ensure they are posted on the Chapter website.

The Secretary shall also keep or cause to be kept a membership book containing the name and address of each member and the designated representative and alternate who shall have the right to vote for each regular member. In any case where membership has been terminated, such fact shall be recorded in the book together with the date.

The Secretary shall be responsible for providing information to the webmaster for posting on the Chapter website.

The Secretary shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or the Bylaws.

Prior to leaving office, all Chapter files and records shall be submitted to the new Secretary.

Section 6. Duties of the Treasurer

The Treasurer shall be responsible for billing and collecting annual dues.

The Treasurer shall collect and keep an accurate accounting of all Chapter funds and financial transactions. This includes establishing bank accounts and maintaining authorized signature cards for the four Chapter officers.

The Treasurer shall disburse funds as directed by the Board of Directors. No funds shall be disbursed unless the check or other disbursement is executed by the Treasurer, or in the Treasurer's absence, one of the other three officers.

The Treasurer will report on the balance of Chapter funds at member meetings and provide a written financial report at Board of Directors meetings.

Prior to leaving office, all financial records and a complete statement of receipts and disbursements shall be submitted to the new Treasurer.

If requested by the Board of Directors, the Treasurer shall arrange for an annual audit of the financial condition of the Chapter.

Section 7. Removal of Officers and Vacancies

Officers may be removed with or without cause at any meeting of the Board of Directors by the vote of a majority of all of the directors. When any office is vacant, the Board of Directors may fill the vacancy by appointment for the remainder of the term.

ARTICLE VI - Committees

Section 1. Standing Committees

The Chapter shall have three standing committees:

Membership Committee

Legislation Committee

Education & Public Relations Committee

The chair of standing committees will report on their activities from time to time at Board of Directors and Chapter meetings.

Section 2. Nominating Committee

In October of each year, the President shall appoint a Nominating Committee to confer and submit the name of at least one person for each open position on the Board of Directors. The Nominating Committee shall present their recommendations to the membership for election at the regular meeting in January, unless otherwise specified by the Board of Directors.

Section 3. Ad Hoc Committees

Subject to confirmation by the Board of Directors, the President may appoint ad hoc committees from time to time as necessary for the proper operation of the Chapter. Ad hoc committee membership and terms automatically end upon election of new directors and officers.

Section 4. Committee Membership

Committees will consist of at least two directors. Other members of any committee may include associate members, consultants, or others as determined by the President.

ARTICLE VII - Amendments

Any alteration, amendment, or revision to the Bylaws requires a two-thirds vote of a quorum at a duly noticed Chapter membership meeting.

CERTIFICATION

In witness whereof, we hereby certify that the foregoing Bylaws were duly adopted by a 2/3 vote of the membership at a regular meeting of the Chapter on March 26, 2018.

Hugh Rafferty
Director, Santa Maria Public Airport District
Chapter President

Larry Meyer
Director, Goleta West Sanitary District
Chapter Secretary