



**TO:** Mayor and Councilmembers

**FROM:** Michelle Greene, City Manager

**CONTACT:** Ryan Kintz, Assistant to the City Manager  
Deborah S. Lopez, City Clerk

**SUBJECT:** Designation of City Council Delegates for the Cal Cities Annual Conference

**RECOMMENDATION:**

Designate James Kyriaco as the voting delegate and Stuart Kasdin as the alternate delegate to represent the City of Goleta at the Cal Cities 2022 Annual Business Meeting.

**BACKGROUND:**

The 2022 Cal Cities Annual Conference and Expo will be held September 7 – 9. The conference is scheduled to be in-person in Long Beach, California. Central to the Annual Conference is the policy development that takes place through the Conference of Resolutions process at the Annual Business Meeting (during General Assembly), which will be held on Friday, September 9, 2022. Typically, during the Annual Business Meeting, member city officials have the opportunity to participate in the process by considering and acting on resolutions that establish Cal Cities policy. This year, Cal Cities did not receive resolutions to be considered at the Annual Conference, however there will be an amendment to Cal Cities bylaws to be considered and voted on during the business meeting.

**DISCUSSION:**

Voting Delegates

To vote at the Annual Business Meeting, each city is asked to designate a voting delegate and up to two alternate voting delegates. Councilmember James Kyriaco and Mayor Pro Tem Stuart Kasdin are registered to attend this year's conference. It is recommended that Council appoint James Kyriaco as the voting delegate and Stuart Kasdin as the alternate delegate for this event. As described in the June 1, 2022, letter from Cal Cities (Attachment 1), the City is required to notify the League of the voting delegate and alternates no later than Friday, September 2, 2022.

### Cal Cities Bylaws Amendments

This year, Cal Cities did not receive resolutions to be considered at the Annual Conference, however there will be an amendment to Cal Cities bylaws to be considered and voted on during the business meeting. The proposed bylaws amendments packet is provided as Attachment 2. The Cal Cities Board is offering the following proposed amendments and additions to the bylaws:

1. Amend Article VI, section 3(c) to designate the Second Vice-President as the Resolutions Committee chair, while retaining the President's authority to appoint the vice chair of the Resolutions Committee;
2. Amend Article VII, section 5(b) to adjust the composition of the Nominating Committee by adding one At-Large Director and one Caucus Director for a total of 13 Nominating Committee members;
3. Amend Article VII, Section 10(d) to provide that, unless the Board establishes otherwise, the Cal Cities President appoints the chair of board-established committees;
4. Replace the title "Second Vice-President/Treasurer" with "Second Vice President" in Article VII, sections 2(a), 5(e), and 10(b); and Article VIII, sections 1, 2(c), and 4;
5. Replace the term "board member(s)" with "Director(s)" in Article VII, sections 5(b), 5(e), and 8; Article XII, section 5(c); and Article XV, section 4; and

The above bylaw amendments are not policy related and therefore no action is needed on behalf of the City Council. They are just provided for information purposes.

### **FISCAL IMPACTS:**

There is no cost associated with the designation of a voting and alternate delegates.

### **ALTERNATIVES:**

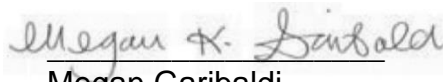
The City Council may elect not to appoint a voting delegate and alternates; however, taking no action will result in Councilmembers being unable to vote at the annual business meeting.


**Reviewed By:**

**Legal Review By:**

**Approved By:**

  
Kristine Schmidt  
Assistant City Manager

  
Megan Garibaldi  
City Attorney

  
Michelle Greene  
City Manager

### **ATTACHMENTS:**

1. 2022 Voting Delegate Letter and Form
2. 2022 Annual Conference Proposed Bylaws Amendment Packet

## **ATTACHMENT 1**

2022 Voting Delegate Letter and Form

**DATE: June 1, 2022**

**TO: City Managers and City Clerks**

**RE: DESIGNATION OF VOTING DELEGATES AND ALTERNATES  
League of California Cities Annual Conference & Expo – September 7-9, 2022**

Cal Cities 2022 Annual Conference & Expo is scheduled for September 7-9, 2022 in Long Beach. An important part of the Annual Conference is the Annual Business Meeting (during General Assembly) on Friday, September 9. At this meeting, Cal Cities membership considers and acts on resolutions that establish Cal Cities policy.

In order to vote at the Annual Business Meeting, your city council must designate a voting delegate. Your city may also appoint up to two alternate voting delegates, one of whom may vote if the designated voting delegate is unable to serve in that capacity.

**Please complete the attached Voting Delegate form and return it to Cal Cities office no later than Friday, September 2. This will allow us time to establish voting delegate/alternate records prior to the conference.**

**Please view Cal Cities' [event and meeting policy](#) in advance of the conference.**

- **Action by Council Required.** Consistent with Cal Cities bylaws, a city's voting delegate and up to two alternates must be designated by the city council. When completing the attached Voting Delegate form, please attach either a copy of the council resolution that reflects the council action taken, or have your city clerk or mayor sign the form affirming that the names provided are those selected by the city council. Please note that designating the voting delegate and alternates **must** be done by city council action and cannot be accomplished by individual action of the mayor or city manager alone.
- **Conference Registration Required.** The voting delegate and alternates must be registered to attend the conference. They need not register for the entire conference; they may register for Friday only. Conference registration will open by June 1 on the [Cal Cities](#) website. In order to cast a vote, at least one voter must be present at the Business Meeting and in possession of the voting delegate card. Voting delegates and alternates need to pick up their conference badges before signing in and picking up the voting delegate card at the Voting Delegate Desk. This will enable them to receive the special sticker on their name badges that will admit them into the voting area during the Business Meeting.

- **Transferring Voting Card to Non-Designated Individuals Not Allowed.** The voting delegate card may be transferred freely between the voting delegate and alternates, but *only* between the voting delegate and alternates. If the voting delegate and alternates find themselves unable to attend the Business Meeting, they may *not* transfer the voting card to another city official.
- **Seating Protocol during General Assembly.** At the Business Meeting, individuals with the voting card will sit in a separate area. Admission to this area will be limited to those individuals with a special sticker on their name badge identifying them as a voting delegate or alternate. If the voting delegate and alternates wish to sit together, they must sign in at the Voting Delegate Desk and obtain the special sticker on their badges.

The Voting Delegate Desk, located in the conference registration area of the Long Beach Convention Center, will be open at the following times: Wednesday, September 7, 8:00 a.m. – 6:00 p.m.; Thursday, September 8, 7:00 a.m. – 4:00 p.m.; and Friday, September 9, 7:30 a.m.–12:30 p.m. The Voting Delegate Desk will also be open at the Business Meeting on Friday, but will be closed during roll calls and voting.

The voting procedures that will be used at the conference are attached to this memo. Please share these procedures and this memo with your council and especially with the individuals that your council designates as your city's voting delegate and alternates.

Once again, thank you for completing the voting delegate and alternate form and returning it to Cal Cities office by Friday, September 2. If you have questions, please call Darla Yacub at (916) 658-8254.

Attachments:

- Annual Conference Voting Procedures
- Voting Delegate/Alternate Form

## Annual Conference Voting Procedures

1. **One City One Vote.** Each member city has a right to cast one vote on matters pertaining to Cal Cities policy.
2. **Designating a City Voting Representative.** Prior to the Annual Conference, each city council may designate a voting delegate and up to two alternates; these individuals are identified on the Voting Delegate Form provided to the Cal Cities Credentials Committee.
3. **Registering with the Credentials Committee.** The voting delegate, or alternates, may pick up the city's voting card at the Voting Delegate Desk in the conference registration area. Voting delegates and alternates must sign in at the Voting Delegate Desk. Here they will receive a special sticker on their name badge and thus be admitted to the voting area at the Business Meeting.
4. **Signing Initiated Resolution Petitions.** Only those individuals who are voting delegates (or alternates), and who have picked up their city's voting card by providing a signature to the Credentials Committee at the Voting Delegate Desk, may sign petitions to initiate a resolution.
5. **Voting.** To cast the city's vote, a city official must have in their possession the city's voting card and be registered with the Credentials Committee. The voting card may be transferred freely between the voting delegate and alternates, but may not be transferred to another city official who is neither a voting delegate or alternate.
6. **Voting Area at Business Meeting.** At the Business Meeting, individuals with a voting card will sit in a designated area. Admission will be limited to those individuals with a special sticker on their name badge identifying them as a voting delegate or alternate.
7. **Resolving Disputes.** In case of dispute, the Credentials Committee will determine the validity of signatures on petitioned resolutions and the right of a city official to vote at the Business Meeting.



**CITY:** \_\_\_\_\_

**2022 ANNUAL CONFERENCE  
VOTING DELEGATE/ALTERNATE FORM**

**Please complete this form and return it to Cal Cities office by Friday, September 2, 2022. Forms not sent by this deadline may be submitted to the Voting Delegate Desk located in the Annual Conference Registration Area. Your city council may designate one voting delegate and up to two alternates.**

To vote at the Annual Business Meeting (General Assembly), voting delegates and alternates must be designated by your city council. Please attach the council resolution as proof of designation. As an alternative, the Mayor or City Clerk may sign this form, affirming that the designation reflects the action taken by the council.

**Please note:** Voting delegates and alternates will be seated in a separate area at the Annual Business Meeting. Admission to this designated area will be limited to individuals (voting delegates and alternates) who are identified with a special sticker on their conference badge. This sticker can be obtained only at the Voting Delegate Desk.

**1. VOTING DELEGATE**

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**2. VOTING DELEGATE - ALTERNATE**

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**3. VOTING DELEGATE - ALTERNATE**

Name: \_\_\_\_\_

Title: \_\_\_\_\_

**ATTACH COUNCIL RESOLUTION DESIGNATING VOTING DELEGATE AND ALTERNATES OR**

**ATTEST: I affirm that the information provided reflects action by the city council to designate the voting delegate and alternate(s).**

Name: \_\_\_\_\_ Email: \_\_\_\_\_

Mayor or City Clerk \_\_\_\_\_ Date \_\_\_\_\_ Phone \_\_\_\_\_  
(circle one) (signature)

**Please complete and return by Friday, September 2, 2022 to:**

Darla Yacub, Assistant to the Administrative Services Director

E-mail: [dyacub@calcities.org](mailto:dyacub@calcities.org); Phone: (916) 658-8254

## **ATTACHMENT 2**

2022 Annual Conference Bylaws Amendment Packet





*2022 Annual Conference and Expo*

***PROPOSED BYLAWS AMENDMENTS***

*General Assembly  
September 9, 2022*



**2021-2022  
CAL CITIES OFFICERS**

**President**

Cindy Silva  
Mayor Pro Tem,  
Walnut Creek

**First Vice President**

Ali Taj  
Council Member,  
Artesia

**Second Vice President**

Daniel Parra  
Council Member,  
Fowler

**Immediate Past President**

Cheryl Viegas Walker  
Council Member,  
El Centro

**Executive Director  
and CEO**

Carolyn M. Coleman

August 2022

To: Cal Cities General Assembly  
From: Cindy Silva, President  
Carolyn Coleman, Executive Director and CEO  
Re: Proposed Cal Cities Bylaws Amendments

On July 15, 2022, the League of California Cities (Cal Cities) Board of Directors (Board) voted to present proposed bylaws amendments to the General Assembly at the 2022 Cal Cities Annual Conference and Expo. This memorandum outlines the history of the proposed amendments, summarizes the amendments, and provides an explanation of the process for adopting amendments to the bylaws.

**Background**

Beginning in 2017, the Board directed Cal Cities to undertake a strategic planning process that resulted in the adoption of the “Powering Up for California Cities Strategic Growth Plan 2018-2021” (Strategic Growth Plan). The Strategic Growth Plan set forth goals to enhance Cal Cities’ governance to: (a) achieve even higher levels of engagement and effectiveness; (b) ensure optimal engagement by members and effectiveness in supporting fulfillment of the Cal Cities’ mission; and (c) ensure the pathway to leadership is transparent and inclusive.

In furtherance of its governance goals, the Board engaged an association governance consultant (Consultant) to evaluate the Cal Cities governance system and make recommendations for enhancing Cal Cities’ governance. The Consultant gathered and considered input from more than 350 Cal Cities members through advisory groups, roundtable discussions, interviews, and surveys. On July 8, 2021, the Consultant produced a report (Governance Report) detailing 49 recommendations to the Board to deepen the engagement of Cal Cities Member Cities and ensure Cal Cities’ governance is operating at peak performance.

The Governance Report included findings indicating that Cal Cities is a strong organization, with a high level of member engagement, but also highlighted opportunities for Cal Cities to enhance its governance. The opportunities for enhancement included: (a) improving the clarity, ease, and consistency in how the governance system works; (b) clarifying the guidelines for position qualifications and performance expectations; (c) identifying ways to deepen member engagement and enhance the quality of the experience of involvement; and (d) ensuring Cal Cities has an intentional, consistent organizational culture at all levels of the governance system.

The findings and recommendations from the Governance Report were presented to the Board during the July 2021 Board meeting. Following a robust exchange of ideas and input, the Board decided to move forward with many of the recommendations, referred other recommendations to a “to be established” board subcommittee for further study, and deferred consideration of the remaining recommendations.

Following Board approval, in September 2021 during the Cal Cities Annual Conference and Expo, the General Assembly voted to approve the following bylaws amendments:

1. Adjust the composition of the Board to achieve a higher impact and be more representative by adding Director seats to the Board for each of the five Diversity Caucuses, and transitioning members of the National League of Cities Board from Cal Cities Directors to one non-voting advisor to the Cal Cities Board.
2. Recognize the Cal Cities Diversity Caucuses in the Cal Cities bylaws to reflect the full contribution the caucuses make to Cal Cities’ mission and vision.

Those amendments became effective on Nov. 24, 2021.

Among the recommendations the Board decided was a priority to move forward was the establishment of a standing Governance Committee to assist the Board in fulfilling its governance function.

At its February 2022 meeting, the Board voted to approve Board policy establishing the Governance Committee with the task of regularly reviewing the governance structures, policies, and practices of Cal Cities and reporting its findings and recommendations to the Board. The Board also approved a one-year work plan for the Governance Committee that established priority governance issues to focus on in its first year.

Following the Board meeting, President Cindy Silva appointed the following Board members to serve on the Governance Committee:

- Cheryl Viegas Walker, Immediate Past President and Council Member, El Centro, Chair
- Walt Allen, Council Member, Covina
- Jan Arbuckle, Vice Mayor, Grass Valley
- LaTanya Bellow, Deputy City Manager, Berkeley
- Pippin Dew, Council Member, Vallejo
- Lynne Kennedy, Mayor Pro Tem, Rancho Cucamonga
- Karen Goh, Mayor, Bakersfield
- Jim Lewis, City Manager, Pismo Beach
- Lisa Middleton, Mayor, Palm Springs
- John Minto, Mayor, Santee
- David Pollock, Council Member, Moorpark

The Governance Committee met in April 2022, and following engaging and productive discussions, brought forward to the Board at its May 2022 meeting several recommendations to further enhance Cal Cities’ governance. Among the recommendations approved by the Board during that meeting are two that require bylaws amendments:

1. Formalize oversight of the **Resolutions Committee** by establishing the Second Vice President as the chair of the committee, while retaining the President’s authority to appoint the vice chair of the committee.
2. To ensure a more inclusive **Nominating Committee**, add one committee member appointed from among the Caucus Directors and one additional committee member appointed from among the At-Large Directors for a total of 13 committee members.<sup>1</sup>

In addition to those recommendations identified by the Governance Committee and approved by the Board, Cal Cities staff identified various non-substantive revisions to the Cal Cities bylaws:

1. Clarify that, unless the Board establishes otherwise, the **Cal Cities President appoints the chair of Board-established committees**.
2. To avoid confusion and clarify organizational responsibilities, remove “Treasurer” from the **title of the Second Vice President**.<sup>2</sup>
3. To promote consistency, replace the term “Board member(s)” with “**Director(s)**.”<sup>3</sup>

On July 15, 2022, the Board voted to present these proposed bylaws amendments to the General Assembly at the 2022 Cal Cities Annual Conference and Expo.

While the work to enhance Cal Cities’ governance is a process being implemented in phases over several years, the Board believes these proposed amendments constitute important next steps toward ensuring Cal Cities’ governance is operating at peak performance.

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<sup>1</sup> Under the current bylaws, the Nominating Committee is comprised of 11 Directors. Two committee members are appointed from among At-Large Directors and one from a Department. Divisions participate on a rotation, with Directors residing within eight of the Divisions appointed in even-numbered years and Directors from the other eight appointed in odd-numbered years.

<sup>2</sup> Under the current bylaws, the Second Vice President is referred to as “Second Vice President/Treasurer.” However, in practice the Second Vice President does not serve as treasurer of Cal Cities. Rather, that function is performed by the Chief Financial Officer designated in Article VIII, section 5, subdivision b(2), of the Cal Cities bylaws.

<sup>3</sup> The current bylaws primarily refer to members of the Cal Cities Board of Directors as “Directors.” However, there are instances in which they are referred to as “Board members.”

### **Procedure for Amending the Cal Cities Bylaws**

Amendments to the Cal Cities bylaws may be proposed by the Cal Cities Board and may be adopted: (a) by vote of the Cal Cities General Assembly, or (b) by mail ballot to Member Cities.<sup>4</sup> In this case, the amendments will be considered by the General Assembly. Bylaws amendments need to be approved by 2/3 of those voting,<sup>5</sup> and the number that constitutes 2/3 of those voting (a) cannot be less than a majority of the voting delegates present if there is a quorum at the time the vote is taken;<sup>6</sup> or (b) cannot be less than a majority of a quorum if the meeting started with a quorum but a quorum is not present when the vote is taken.<sup>7</sup>

If approved by the General Assembly, the amendments to the bylaws will go into effect after the expiration of a 60-day protest period.<sup>8</sup> If, within 60 days after the adoption of the amendments, one-third or more of Member Cities submit a written protest against such amendments, the amendments are automatically suspended until the next Annual Conference and Expo, when they may be taken up again for reconsideration and vote.<sup>9</sup> If the amendments are approved by the General Assembly and no protest is lodged, the effective date of the bylaws amendments will be Nov. 9, 2022.

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<sup>4</sup> Article XVII, Section 1.

<sup>5</sup> Article XVII, Section 2.

<sup>6</sup> Cal. Corp. Code 7512, subd. (a).

<sup>7</sup> Cal. Corp. Code 7512, subd. (d).

<sup>8</sup> Article XVII, section 6.

<sup>9</sup> Article XVII, section 7.

**RESOLUTION RELATING TO AMENDMENTS TO THE CAL CITIES BYLAWS  
(2/3 vote at General Assembly required to approve)**

*Source: League of California Cities Board of Directors*

WHEREAS, the League of California Cities (Cal Cities) is a nonprofit mutual benefit corporation under California law and, as such, is governed by corporate bylaws; and

WHEREAS, the Cal Cities Board of Directors (Board) periodically reviews the Cal Cities bylaws for issues of clarity, practicality, compliance with current laws, and responsiveness to membership needs and interests; and

WHEREAS, beginning in 2017, the Board directed Cal Cities to undertake a strategic planning process that resulted in the adoption of the “Powering Up for California Cities Strategic Growth Plan 2018-2021” (Strategic Growth Plan); and

WHEREAS, the Strategic Growth Plan set forth goals to enhance Cal Cities’ governance to: (a) achieve even higher levels of engagement and effectiveness; (b) ensure optimal engagement by members and effectiveness in supporting fulfillment of the Cal Cities’ mission; and (c) ensure the pathway to leadership is transparent and inclusive; and

WHEREAS, in furtherance of its governance goals, the Board engaged an expert in association governance who gathered and considered input from more than 350 Cal Cities members through advisory groups, roundtable discussions, interviews, and surveys to evaluate the Cal Cities governance system and make recommendations for enhancing Cal Cities’ governance; and

WHEREAS, in July 2021 the Board decided to move forward with certain recommendations made as a result of that governance evaluation, including a recommendation to establish a standing Governance Committee of the Board to assist the Board in fulfilling its governance function; and

WHEREAS, in February 2022 the Board approved Board policy establishing the Governance Committee and charging it with regularly reviewing the governance structures, policies, and practices of Cal Cities, and reporting its findings and making recommendations to the Board; and

WHEREAS, in 2022 the Governance Committee recommended, and the Board, approved certain changes to the bylaws that: (1) formalize the oversight of the Resolutions Committee; (2) ensure a more inclusive Nominating Committee by adding one committee member appointed from among Caucus Directors and one additional committee member appointed from among At-Large Directors; (3) clarify that, unless the board establishes otherwise, the Cal Cities President appoints the chair of board-established committees; and (4) make various non-substantive revisions; and

WHEREAS, the Cal Cities Board offers the following proposed amendments and additions to the bylaws, as set forth in the attached redlined version of the bylaws specified below, which is hereby incorporated by reference:

1. Amend Article VI, section 3(c) to designate the Second Vice-President as the Resolutions Committee chair, while retaining the President's authority to appoint the vice chair of the Resolutions Committee;
2. Amend Article VII, section 5(b) to adjust the composition of the Nominating Committee by adding one At-Large Director and one Caucus Director for a total of 13 Nominating Committee members;
3. Amend Article VII, Section 10(d) to provide that, *unless the Board establishes otherwise*, the Cal Cities President appoints the chair of board-established committees;
4. Replace the title "Second Vice-President/Treasurer" with "Second Vice President" in Article VII, sections 2(a), 5(e), and 10(b); and Article VIII, sections 1, 2(c), and 4;
5. Replace the term "board member(s)" with "Director(s)" in Article VII, sections 5(b), 5(e), and 8; Article XII, section 5(c); and Article XV, section 4; and

now therefore, be it

RESOLVED, by the General Assembly of the League of California Cities assembled during the Annual Conference in Long Beach on September 9, 2022, that the proposed bylaws amendments are hereby approved and Cal Cities shall make the specified amendments to the Cal Cities bylaws set forth in the attached redlined version of the bylaws.

See ATTACHMENT 1 for redline of proposed changes to the bylaws.
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**ATTACHMENT 1**  
**Redline of Proposed Changes to Bylaws**



# Bylaws for the League of California Cities

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## Article VI. Resolutions

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### Section 3: Resolutions Committee for Annual Conference Resolutions.

**(a) Resolutions Committee Composition.** The Cal Cities President establishes a Resolutions Committee sixty days prior to each Annual Conference, which committee shall consist of:

- (i) One elected official from each regional division, appointed by the regional division;
- (ii) One elected official from each policy committee, appointed by the policy committee;
- (iii) One member from each functional department, appointed by the department;
- (iv) One elected official from each caucus, appointed by the caucus; and
- (v) Up to ten additional members (at least five of whom are elected officials) as the Cal Cities President deems necessary to achieve geographic and population balance, as well as recognize the multiplicity of city functions not represented by the other appointments, including, but not limited to, the perspectives of board and commission members as well as professional staff.

**(b) Presidential Appointments.** In the event a regional division, policy committee, functional department, or caucus does not make its appointment to the Resolutions Committee, the Cal Cities President may make the appointment on the regional division's, policy committee's, functional department's, or caucus's behalf.

**(c) Chair.** The Cal Cities ~~President shall also appoint to the Resolutions Committee a committee chair and vice chair~~Second Vice-President shall serve as committee chair. The Cal Cities President shall also appoint to the Resolutions Committee a vice chair.

**(d) Minimum Committee Size and Composition.** In the event the full committee is not in attendance at the Annual Conference, the Cal Cities President shall appoint a sufficient number of city officials in attendance to achieve a total of thirty. No less than two-thirds of the members of the Resolutions Committee shall be elected officials.

- (e) **Committee Consideration of Proposed Resolutions.** Except for resolutions of courtesy, commendation, appreciation or condolence, no resolution expressing the opinion or policy of Cal Cities on any question may be considered or discussed by Cal Cities' General Assembly, unless it has been first submitted to, and reported on, by the Resolutions Committee.

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## **Article VII: Board of Directors**

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### **Section 2: Composition.**

The Cal Cities Board is composed of the following:

- (a) A President, First Vice-President and Second Vice-President/~~Treasurer~~, who each serve a term of one year;
- (b) The Immediate Past President who serves for a term of one year, immediately succeeding his or her term as President;
- (c) Twelve Directors-at-Large,
  - (i) Who serve staggered two-year terms, and
  - (ii) At least one of whom is a representative of a small city with a population of 10,000 or less;
- (d) One Director to be elected from each of the regional divisions, functional departments, and caucuses of Cal Cities, each of whom serves for a term of two years; and
- (e) Ten Directors that may be designated by the mayors of each of the ten largest cities in California to serve two-year terms.
- (f) For purposes of this section, the population of each city is the most current population as determined by the California Department of Finance, Demographic Research Unit, or its successor agency or unit. If no successor agency or unit is named, the most current population used to determine these dues shall be used to determine future dues until such time as these bylaws are amended to designate a new source for determining city population.
- (g) Directors hold office until their successors are elected and qualified.

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## Section 5: Nomination Process.

- (a) **Timing.** The Cal Cities President, with the concurrence of the Cal Cities Board, shall establish a nominating committee at the first Board meeting of the calendar year in which the election is to occur.
- (b) **Composition.** The nominating committee shall be comprised of ~~eleven~~ thirteen ~~Board members~~ Directors. ~~Three~~ Two nominating committee members shall be At-Large Directors, ~~and one~~ shall represent a functional department, ~~and one shall represent a caucus~~. Regional divisions shall be represented on the nominating committee on the following rotating basis:
- (i) **Even-Numbered Years:** In even-numbered years, the Central Valley, Imperial County, Monterey Bay, North Bay, Orange County, Redwood Empire, Sacramento Valley and San Diego County Regional Divisions shall be represented on the nominating committee.
  - (ii) **Odd-Numbered Years:** In odd-numbered years, the Channel Counties, Inland Empire, Desert-Mountain, East Bay, Los Angeles County, Peninsula, Riverside County, and South San Joaquin Regional Divisions shall be represented on the nominating committee.
- (c) **Nominating Committee Chair.** The Cal Cities President shall appoint the chair of the nominating committee.
- (d) **Candidates for Positions Ineligible.** Candidates for officer and at-large positions on the Cal Cities Board are not eligible to serve on the nominating committee. In the event a regional division representative on the nominating committee wishes to be a candidate for an officer or at-large position, the Cal Cities President will appoint a substitute nominating committee member from the same regional division, if available. If one is not available, the President shall appoint a substitute from a nearby regional division.
- (e) **Duties.** The duties of the nominating committee are to:
- (i) **Member Outreach.** Publicize the qualifications for the offices of Second ~~Vice-Vice~~-President/~~Treasurer~~ and the at-large members of the Cal Cities Board to Cal Cities' Member Cities;
  - (ii) **At-Large and Second Vice-President Recommendations.** Make recommendations to the Cal Cities Board on the following year's Cal Cities officers and at-large ~~board members~~ Directors; and
  - (iii) **President and First Vice President Recommendation.** Recommend whether the previous year's First Vice President

becomes President and the previous year's Second Vice-  
President/~~Treasurer~~ becomes First Vice President.

- (f) **Notice to Members.** An explanation of the nomination process and relevant deadlines for submitting nominations to the nominating committee shall be publicized in Cal Cities publications and communications throughout the year, along with the identity of nominating committee members once such members are appointed. In addition, the nominating committee shall inform the membership of the opening of the nominations for the following year when it makes its report to the general membership as provided in Article VI, Section 5(g) below.
- (g) **Decision and Report.** The nominating committee's recommendations shall be communicated to the Cal Cities Board not later than 30 days prior to the date of Cal Cities' Annual Conference and again at the Annual Conference. In addition, the nominating committee shall make its report to the membership at the opening general session of the Annual Conference.
- (h) **Election.** The election of Cal Cities Board officers and Directors-at-Large shall occur at a Cal Cities Board meeting at the Annual Conference as provided in Article VII, Section 4(c) and Article VII, section 3.

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## Section 8: Meetings and Meeting Notice.

- (a) **Regularly Scheduled Board Meetings.** The Cal Cities Board shall meet no fewer than four times a year. Notice of regularly scheduled Board meetings shall be mailed to each Director at least 14 days before any such meeting.
- (b) **Emergency Board Meetings.** A good faith effort shall be made to provide notice of any emergency board meetings (for example, by first-class mail, personal or telephone notification, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means).
- (c) **Telephonic or Electronic Participation.** Members of the Cal Cities Board may participate in any meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting by this means constitutes presence in person at such meeting.
- (d) **Notice Content.** All meeting notices shall include the meeting date, place, time, and, as applicable, the means by which a Cal Cities ~~Board member~~Director may participate electronically.

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## Section 10: Committees.

**(a) General.** The Cal Cities Board may establish committees to study city problems, advise on Cal Cities educational efforts, make recommendations with respect to Cal Cities advocacy efforts, or to engage in other appropriate Cal Cities service.

### **(b) Executive Committee.**

- (i) Composition.** The Executive Committee of the Cal Cities Board consists of the following: the Cal Cities President, First Vice-President, Second Vice-President/~~Treasurer~~, Immediate Past President and Executive Director.
- (ii) Authority.** The Executive Committee has authority to act for the Cal Cities Board between Board meetings, provided that no action of the Executive Committee is binding on the Cal Cities Board unless authorized or approved by the Board.

### **(c) Standing Policy Committees.**

- (i) Charge.** Cal Cities shall have a series of standing policy committees, whose charge shall be to make recommendations to the Cal Cities Board on matters within the committees' jurisdiction, as well as fulfill other duties specified in these bylaws (see, for example, Article VI, section 4(b)).
- (ii) Membership.** Each Cal Cities Policy Committee shall be comprised of the following:
- Two members appointed by each regional division president;
  - One member appointed by each functional department president;
  - One member appointed by each caucus president;
  - No more than 16 members appointed by the Cal Cities President, to provide population and geographic balance, as well as expertise; and
  - Such representatives of affiliate organizations in the capacity authorized by the Cal Cities Board.
- (iii) Feedback.** Policy committees shall receive information on actions taken on committee recommendations and the reasons for those actions.

(d) **Committee Chairs and Vice Chairs.** Unless the Cal Cities Board establishes otherwise, ~~the~~ the Cal Cities President appoints the chair of all Cal-Cities-wide committees. The term of such appointments coincides with the Cal Cities President's term. The Cal Cities President may appoint vice chairs for such committees, as the Cal Cities President deems necessary.

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## Article VIII: Officers

### Section 1: Identity.

The officers of Cal Cities are a President, a First Vice-President, a Second Vice-President/~~Treasurer~~, an Immediate Past President, and an Executive Director.

### Section 2: Duties of Cal Cities Officers.

- (a) **President.** The President presides at all Cal Cities Board meetings and all General Assemblies. The President has such other powers and duties as may be prescribed by these bylaws or the Cal Cities Board.
- (b) **First Vice-President.** The First Vice-President carries on the duties of the President in the President's temporary absence or incapacity. The First Vice-President has such other powers and duties as may be prescribed by these bylaws or the Cal Cities Board.
- (c) **Second Vice-President/~~Treasurer~~.** The Second Vice-President/~~Treasurer~~ carries on the duties of the President in the President's and First Vice-President's temporary absence or incapacity. The Second Vice-President/~~Treasurer~~ has such other powers and duties as may be prescribed by these bylaws or the Cal Cities Board.

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### Section 4: Vacancies.

A vacancy in the office of President is filled by the Immediate Past President who shall serve for the unexpired term of office and, upon election of a new President at the next Annual Conference, shall subsequently serve a full term as Immediate Past President. In the event the Immediate Past President is not available to fill the vacancy in the office of the President, or declines in writing, it shall be filled by the succession of the First Vice-President to that office. A vacancy in the office of First Vice-President, or Second Vice-President/~~Treasurer~~, is filled for the un-expired term by appointment by the Cal Cities Board of a member of the Cal Cities Board. A vacancy in the office of the Immediate Past President is filled for the un-expired term by the last Past President continuing to hold a city office.

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## Article XII: Voting

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### Section 5: Mail Balloting.

In addition to voting at Cal Cities meetings, Cal Cities may solicit member input by mail ballot.

(a) **Mailing.**<sup>10</sup> The question(s) to be voted upon, along with explanatory materials and a ballot, shall be mailed by first class mail to each Member City for consideration and action.

(b) **Time Frame for Action.** Member Cities shall have at least 45 days to cast their vote. Ballots shall be cast by returning the Member City's ballot to Cal Cities' principal office in Sacramento.

(c) **Ballot Tabulation and Results Announcement.** The Cal Cities President will appoint a counting committee of three ~~board members~~Directors to count the votes cast by mail ballot. The counting committee will submit its count to the Cal Cities Board, which shall canvass the vote and announce the results.

(d) **Functional Departments, Regional Divisions, and Caucuses.** Departments, divisions, and caucuses may also use mail balloting under procedures specified in their respective bylaws.

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## Article XV: Prohibited Transactions

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### Section 4: Ethical Considerations.

These restrictions, of course, represent the floor, not the ceiling, for ethical conduct as a Cal Cities ~~board member~~Director or policy committee member. If a ~~board member~~Director or policy committee member believes that there are circumstances under which Cal Cities' members might reasonably question the ~~board member's~~Director's or policy committee member's ability to act solely in the best interests of Cal Cities and its member cities, the prudent course is to abstain. As an example, typically Cal Cities ~~board members~~Directors have abstained from participating in decisions on legislation that would affect organizations for which they work. Another example is legislation that would uniquely benefit a ~~board member's~~Director's city. Policy committee members should also consider abstaining in similar circumstances.

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<sup>10</sup> The Administrative Services Committee recommends Cal Cities also include notice of the upcoming ballot in a variety of Cal Cities communications to alert Member Cities to make inquiry in the event a city's ballot is lost in the mail.