



CALIFORNIA CONTRACT CITIES ASSOCIATION BYLAWS

ARTICLE I – NAME

The name of this non-partisan, non-profit corporation shall be:

CALIFORNIA CONTRACT CITIES ASSOCIATION

ARTICLE II – PURPOSES

SECTION 1. The primary purposes of California Contract Cities Association (hereinafter referred to as “CCCA”) shall be:

- (1) Protect and advocate for local control;
- (2) Promote collaborative governance across all sectors;
- (3) Encourage appropriate public/private partnerships;
- (4) Provide the platform for member cities to interact and, therefore, to better serve their communities;
- (5) Protect and enhance the quality of life for our residents by providing opportunities to more effectively and efficiently serve the public at reduced costs;
- (6) Provide education, training, and development opportunities to ensure effective and informed public policy creation; and
- (7) Advocate for its member cities on the local, county, and state level.

SECTION 2. The general purposes of CCCA shall be to serve as a rallying point for cities contracting for any municipal services so that said cities may ensure for their constituents the best service at the minimum cost.

Therefore, in order to accomplish the purposes set forth in this article, CCCA shall have the power to do the following:

- (1) Unite together to protect and defend the contractual type of governance, where necessary and proper, so that the highest level and most economical services may be achieved;
- (2) Be an advisory body to provide support, feedback, and assistance regarding existing or proposed programs that improve the operation of the city, are cost effective, and provide a net improvement to quality of life conditions;
- (3) Collaboratively identify and address the concerns and problems of member cities as they arise, and if necessary, to represent and intercede on behalf of the members of CCCA so that such problems can be speedily and justly concluded; and
- (4) Assemble, analyze, and disseminate pertinent information pertaining to the most economical and effective methods of performing municipal functions, including the cost of the performance of those municipal functions and the level of services supplied thereby, allowing cities to take appropriate action.

SECTION 3. CCCA shall have the general power to do all things necessary and proper in order to accomplish the foregoing.

SECTION 4. CCCA is organized for the above purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code, Section 23701(e) of the California Revenue & Tax Code or the corresponding provisions of any future United States Internal Revenue Law and California Revenue Law and California non-profit law. CCCA is not organized for profit and no part of its net earnings shall inure to the benefit of any private individual or city.

To the extent permitted by law, upon dissolution of CCCA, its assets, after all obligations, debts, and liabilities have been paid, shall be distributed among the member cities.

ARTICLE III – MEMBERSHIP

SECTION 1. Any duly incorporated and organized city of the State of California which contracts for any municipal services shall be eligible for membership in CCCA.

SECTION 2. Cities shall be admitted to membership in CCCA upon acceptance and approval of the invitation to membership by their respective City Council and payment of dues.

ARTICLE IV – MEMBERSHIP DUES

SECTION 1. Membership dues shall be based upon population of each member city. The population of a member city shall be determined by the most recent census, or if none is applicable to a member city, then as determined for the purpose of state allocation of motor vehicle fees.

SECTION 2. Dues shall be paid in advance and annually by July 1st of each year. Any city failing to pay membership dues when due or owing shall become suspended from membership and unable to participate in events and shall remain so suspended until said dues have been paid in full.

SECTION 3. The CCCA Executive Board shall have the authority to approve dues increases by a two-thirds (2/3) vote, subject to the following limitations:

- (1) Dues shall not be increased more than once each fiscal year.
- (2) No single dues increase shall exceed five percent (5%).

ARTICLE V – BOARD OF DIRECTORS

SECTION 1. The business, property, and affairs of CCCA shall be managed by a Board of Directors consisting of one (1) person for each member city.

The representative of each member city serving on the Board of Directors for said member city shall be the Mayor or a Councilmember of said member city. Each member city shall indicate to CCCA the voting delegate of that city.

The Secretary/Treasurer, in conference with the Executive Director, shall maintain a list of voting delegates. Each voting delegate will be the authorized spokesperson for their respective city until replaced by the city council of that city. In addition, and at the same time, each member city shall name an alternate voting delegate from its city council. If the voting delegate or the alternate voting delegate cannot attend a particular meeting, any other elected official from the same city in attendance may vote on behalf of that city.

SECTION 2. The Board of Directors shall have all the powers of CCCA, except those powers specifically given to the Executive Board, including the powers and duties to:

- (1) Carry out the purposes of CCCA;
- (2) Determine membership qualifications and set membership dues rates;
- (3) Make and amend the bylaws of CCCA;
- (4) Appoint other officers and agents when consistent with the purposes of CCCA; and
- (5) Remove officers and agents whenever, in the judgment of the Executive Board and the purposes of CCCA, it is in the best interest of CCCA.

In addition, the Executive Board shall have the power to do all things necessary and proper in the performance of its functions.

ARTICLE VI – OFFICERS: EXECUTIVE BOARD

SECTION 1. The officers of CCCA shall consist of President, Vice President, and Secretary/Treasurer who, together with the Immediate Past President, the chairpersons of all standing committees, up to four (4) Directors-at-Large, and the chairpersons of any regional divisions of the CCCA, shall comprise the Executive Board.

All such elected officers, committee chairpersons, and the Immediate Past President shall be elected officials of member cities of CCCA, except in the case of the chairperson of the City Managers/Administrators Committee who should be a public official of the President's city.

SECTION 2. The term of each officer and the directors-at-large shall be for one (1) year, and no person may be elected to the same office for more than three (3) consecutive years. All Executive Board members shall hold office for one (1) year or until their respective successors are elected.

Any officer or Executive Board member who fails to attend two (2) successive Executive Board meetings, without an excused absence, shall be notified by the President that if that officer or executive board member fails to attend the next Executive Board meeting without an excused absence, then, subject to the ratification of the Executive Board, they shall thereupon cease to be a member of said Executive Board.

SECTION 3. The Executive Board shall meet once each month prior to the regular meeting of the Board of Directors. The Executive Board shall have the following delegated powers, except that by majority vote of a quorum of the Board of Directors at a regular meeting and consistent with the manner provided in these Bylaws, the Board of Directors may rescind the delegation of a specific authority:

- (1) Oversee the routine operations of CCCA, including membership drives, financial records, meeting records, and special events;
- (2) Disseminate information to members (newsletters, email blasts, social media, etc.);
- (3) Plan and conduct the Annual Municipal Seminar, and all other special events included in the approved budget and work plan;
- (4) Enter into contracts for services and goods that are authorized by the annual budget and work plan;
- (5) Approve and make expenditures consistent with the approved budget; and
- (6) Appoint, evaluate, and remove any contractor of CCCA, including the Executive Director.

SECTION 4. The annual election of officers shall be held in the month of April of each year.

The President shall announce the date of the election of officers at least two (2) months prior to said election. To be eligible for nomination to officer positions, a nominee must have been an active member of the CCCA Executive Board for at least one (1) year immediately preceding the nomination.

No candidate for office shall be considered for more than one (1) office. In the event that a nominee for office becomes ineligible for office for any reason between the time of closing of nominations and the scheduled annual election of officers, then nominations for that office shall be reopened by the President to allow further consideration of nominees for that seat, and any other seat that becomes affected or vacant.

By majority action of the voting membership present at the time of the annual election, officers shall be selected by election from said nominations. Any election may be by secret ballot. If the voting delegate is not present during the vote, a vote may be submitted in writing within one week of the vote.

In case of a tie vote, the nominees will be allowed five (5) minutes to address the Board of Directors before a second vote is taken. If the second vote still ends in a tie vote, the President shall ask for additional nominations from the floor prior to a third vote. Any additional nominees shall be given five (5) minutes to address the Board of Directors. When any office, other than that of Secretary/Treasurer, is vacated at any time, for any reason, the Board of Directors at any regular or special meeting duly called under the bylaws procedures may, by a majority vote of those in attendance, choose to have all officers below the vacated office ascend upwards, moving one (1) or more offices up until the lowest office or offices become vacated. At this time, nominations for the remaining vacated offices will be opened and an election held or scheduled as determined appropriate by the Board of Directors. If any existing officer(s) choose(s) to stay in his or her

original office, and the Board of Directors votes for ascension, lower ranked officers shall be moved up and over the staying officer to the above open office or offices.

Any member city, through its delegate, has one (1) week after receipt of minutes to challenge the election by a letter to the President of CCCA, and minutes shall be emailed within two (2) weeks of said meeting. The President shall investigate the challenge, report to the Executive Board, and the Executive Board shall determine if another election should be held. If another election is to be held, it will be done at the next regular Board of Directors meeting.

SECTION 5. The President shall be the presiding officer of CCCA and of the Executive Board and shall be responsible for conducting the business of CCCA. The President, together with the Vice President, shall designate a time and place to hold the Annual Municipal Seminar, as provided in ARTICLE VI Section 6.

SECTION 6. The Vice President shall act in the place and instead of the President when the President is absent or unable to act or directs the Vice President to act in his or her place.

Further duties of the Vice President shall be to plan and conduct the Annual Municipal Seminar of CCCA. Committees may be appointed by the Vice President to carry out certain duties in conjunction with the Annual Municipal Seminar. The general plan of the Annual Municipal Seminar shall be presented to the Executive Board by the Vice President at the November meeting of the Executive Board. A preliminary program shall be presented to the Executive Board at the January meeting.

It shall be the duty of the President and the Vice President to select a time and appropriate place to hold the Annual Municipal Seminar, having sufficient rooms and facilities for the meeting, which shall be approved by the Executive Board.

Notices of the date and place of the Annual Municipal Seminar shall be emailed and mailed to all member cities during the month of February. This notice shall give the dates, amount of the registration fee, the general plan, and the theme/focus of the Annual Municipal Seminar.

SECTION 7. The Secretary/Treasurer shall act in the place and instead of the Vice President when the Vice President is absent or unable to act or directs the Secretary/Treasurer to act in his or her place.

Further, it shall be the duty of the Secretary/Treasurer to certify at all elections of the Board of Directors, that only one (1) vote is cast by each member city, and that the person so voting is the authorized delegate of that member city.

The Secretary/Treasurer shall oversee the records and minutes of all meetings of the Executive Board and general meetings of the Board of Directors, giving all notices required by the bylaws. The Secretary/Treasurer shall prepare a report for the Executive Board of all pending bills due for payment.

The Executive Board may approve payment of all submitted bills within the budget. Any expenditure for non-budgeted items must be first submitted to the Board of Directors for approval, as provided in ARTICLE VI Section 13.

The Secretary/Treasurer shall assist in the planning of the Annual Municipal Seminar of CCCA, if requested by the Vice President.

SECTION 8. The Directors-at-Large duties and responsibilities are to be determined relative to separation of duties of the other Executive Board members.

SECTION 9. In addition, the Executive Board may, as directed by the voting power of CCCA, appoint and prescribe the duties for a Recording Secretary and a Registrar, as well as such other subordinate positions as deemed necessary. The Recording Secretary and the Registrar need not be eligible for membership in CCCA.

SECTION 10. The President may appoint a qualified member of CCCA to act as Parliamentarian, whose duties will be to know parliamentary procedure and the bylaws of CCCA and be able to interpret the same when requested to do so by the presiding officer.

SECTION 11. The incoming President shall appoint the members of all standing and special committees, except as otherwise set forth below for the Chairperson Selection Committee. The President may create standing or special committees, as deemed necessary, to carry out the purposes of CCCA.

The standing committees shall be:

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|--------------------------------|----------------------------|
| Ambassadors | Legislative |
| Associate Members Program | Marketing & Communications |
| Budget & Audit | Membership |
| Bylaws | Resolutions |
| City Managers & Administrators | Special Events |
| Legal & Contracts | |

Each standing committee may have more than one (1) representative from each member city. The Vice Chairperson shall serve in the absence of the Chairperson at committee meetings, Executive Board meetings, or other functions at which committee representation is required.

The members of the Chairperson Selection Committee shall consist of the President, Vice-President, Immediate Past-President, and Secretary/Treasurer.

The manner of selection of the Chairperson and Vice Chairperson of each committee shall be as set forth in this paragraph. The Chairperson Selection Committee shall solicit from members interested in serving as Chairperson or Vice Chairperson. A letter of interest stating that such member is interested in serving as Chairperson or Vice Chairperson and that such member is willing and able to carry out the duties and responsibilities of such position, including attendance at Executive Board meetings and other functions at which committee representation is required.

The Chairperson Selection Committee shall, from the committee members so stating their interest, select the Chairperson and Vice chairperson of each of the standing committees. If any Chairperson or Vice Chairperson of a committee so appointed is unable to fulfill his or her duties, the Chairperson Selection Committee shall have the power to replace such Chairperson or Vice Chairperson with another member of such committee. Chairperson Selection Committee, in conference with the Executive Director, shall publish a list of committee chairpersons and their committee members in August.

SECTION 12. The Budget & Audit Committee shall prepare an annual budget after determining, in conference with the Executive Board and the various standing committees, the policies and financial needs of CCCA for the succeeding fiscal year. Such budget shall provide for the payment of the normal operating expenses of CCCA, and for other expenditures within the scope of Article II of these bylaws and pertaining to matters particularly affecting CCCA.

The Committee shall submit its proposed budget to the Executive Board for approval at least thirty (30) days prior to the date established for adoption of the budget by the Board of Directors. The Committee shall arrange for an annual audit of the books of CCCA immediately following the end of each fiscal year, and report of such audit shall be presented to the Board of Directors after review by the Executive Board no more than sixty (60) days following the end of each fiscal year.

SECTION 13. The Executive Board, after approving a proposed budget submitted by the Budget & Audit Committee, shall present such budget to the Board of Directors for consideration at least thirty (30) days prior to the date established for adoption, such date to coincide with the date for the Annual Municipal Seminar. During the fiscal year, the Executive Board shall have the authority to make expenditures provided for in the budget, as limited in ARTICLE VI Section 12, without again submitting said expenditures to the Board of Directors.

Any expenditure for non-budgeted items must be first submitted to the Board of Directors for approval, as provided in ARTICLE VI Section 7.

SECTION 14. The Ambassadors Committee shall ensure that Councilmembers of new member cities and newly elected Councilmembers of current member cities are cordially and properly welcomed at meetings and events, introduced to other City Councilmembers, and informed of CCCA membership benefits.

The Ambassadors Committee, in conference with the Executive Director, shall track city council elections. The Ambassadors Committee is expected to meet at least quarterly and more often, if deemed necessary by the chairperson of the committee.

SECTION 15. The Associate Members Program Committee shall perform the following:

- (1) Develop and foster public/private partnerships between member cities and the business community;
- (2) Provide mutually beneficial resources and services that educate and inform;
- (3) Create revenue opportunities and long-term relationships; and
- (4) Serve the goals and priorities of the CCCA and its Associate Members.

The Associate Member Program Committee is expected to meet at least annually with the Associate Members and more often, if deemed necessary by the chairperson of the committee.

SECTION 16. The City Managers & Administrators Committee is limited to City Managers or Administrators of CCCA member cities in good standing. The chairperson, subject to approval of the City Managers & Administrators Committee, shall be the City Manager or Administrator of the President's city, unless otherwise determined by the Executive Board.

The City Managers & Administrators Committee shall meet and discuss issues directed to the committee by the Executive Board. The committee shall monitor, develop, advise, and make recommendations to the Executive Board on issues impacting the cities.

Further, a representative(s) of the City Managers & Administrators Committee may serve on any of the other standing CCCA committees.

The City Manager & Administrators Committee, in conference with the Executive Director, shall maintain an information bank on the varied contract services offered by the Associate Members.

The City Manager & Administrators Committee is expected to meet monthly and more often, if deemed necessary by the chairperson of the committee.

SECTION 17. The Legal & Contracts Committee MUST consist of City Councilmembers who are attorneys at law; however, committee members who are not attorneys may also participate. The committee shall take on assignments as directed by the Executive Board, offer general legal interpretations and recommendations as requested, work with county contracts and service providers on the contract process, and review the terms and equity of the contracts in a manner to serve the best interests of member cities.

The Legal & Contracts Committee is expected to meet at least quarterly and more often, if deemed necessary by the chairperson of the committee.

SECTION 18. The Legislative Committee shall actively evaluate legislation, develop legislative strategies for the year, and recommend actions to be taken by the Executive Board, the Board of Directors, and member cities.

The Legislative Committee shall develop a communication system to speedily contact our membership when there is an urgent need for letters to be sent, phone calls to be made, or have member cities travel to Sacramento.

The Legislative Committee shall plan and conduct a legislative tour in Sacramento for our membership in January.

The Legislative Committee is expected to meet monthly or more often, if deemed necessary by the chairperson of the committee.

SECTION 19. The Marketing & Communications Committee shall review the advertising, marketing, and branding of CCCA, and shall also take on assignments as directed by the Executive Board.

The Marketing & Communications Committee is expected to meet every other month or more often, if deemed necessary by the chairperson of the Committee.

SECTION 20. The Membership Committee shall solicit potential member cities, in accordance with CCCA growth and development plans, to join CCCA. The Membership Committee, in conference with the Executive Director, shall track new city incorporations and make personal contact with the new Councilmembers.

The Membership Committee is expected to meet at least quarterly and more often, if deemed necessary by the chairperson of the committee.

SECTION 21. The Resolutions Committee shall develop resolutions, letters of support, letters of opposition, or other position papers recommending a position on any subject that is important and in the best interest of CCCA and its member cities. Any resolution or matter of business brought before CCCA for formal action shall be first presented to the Executive Board for recommendation.

The Resolutions Committee is expected to meet at least quarterly and more often, if deemed necessary by the chairperson of the committee.

SECTION 22. The Special Events Committee shall plan and conduct the Fall Seminar and any other events, in conference with the Executive Director. At the conclusion of the event, a comprehensive written report that offers suggestions on how to enhance and improve the event in the next year shall be submitted to the Executive Board, within thirty (30) days.

The Special Events Committee shall prepare a yearly calendar for distribution to the Board of Directors by September 1st.

The Special Events Committee is expected to meet at least quarterly, and more often, if deemed necessary by the chairperson of the committee.

ARTICLE VII – MEETINGS

SECTION 1. The Board of Directors shall meet at least once each month at such time and place as may be agreed upon by the Board of Directors.

SECTION 2. Special meetings of the Board of Directors may be held at the call of the President, or in writing by fifty-one percent (51%) of the voting power of the membership of the Board of Directors, upon prior notice of the time and place of said meeting, and the purposes of said meeting in writing delivered to each member city twenty-four (24) hours prior to said meeting. No other business other than that set forth in said notice of meeting shall be conducted at said meeting.

ARTICLE VIII – REGIONAL DIVISION

SECTION 1. Within CCCA, groups of member cities in any given region of the State, except for Los Angeles County, may, with the concurrence of the CCCA Executive Board, form a regional division (county task force or area committee) of those cities desirous of forming such a division.

SECTION 2. The purposes and functions of a regional division shall be to promote interest in the contract system of government among the cities of the region, and to take appropriate actions on the problems involving cities contracting for the performance of services in the particular region, and to serve as a rallying point for the cities in the region for the purposes set forth in Article II of the bylaws.

SECTION 3. Each such regional division shall have the authority, subject to concurrence by the Executive Board, to govern the specific structure and purposes of the regional division, so long as there is no contradiction with the bylaws and Articles of Incorporation of CCCA.

Further, the regional division shall have the authority to set a division dues schedule, over and above that paid by the member cities to the CCCA, to meet the expenses incurred in the conduct of their business.

ARTICLE IX – AMENDMENT TO BYLAWS

SECTION 1. These bylaws may be amended at any regular Board of Directors meeting, thereof, by the number of votes equal to fifty-one percent (51%) of the entire voting power of the Board of Directors, provided notice of the proposed amendment was given at the previous meeting. Proposed amendment(s) shall be published and emailed to members of the Board of Directors not less than thirty (30) days prior to the regular Board of Directors meeting at which they shall be presented and voted upon.

ARTICLE X – DISTRIBUTION OF BYLAWS

SECTION 1. The bylaws shall be printed and a hard copy or electronic copy, thereof, shall be furnished to each member of CCCA.

ARTICLE XI – QUORUM

SECTION 1. A quorum for the transaction of business at any meeting of the Board of Directors shall be thirty-three percent (33%) of the voting power of the membership of the Board of Directors.

A quorum for the transaction of business at any meeting of the Executive Board shall be fifty-one percent (51%) of the voting power of the Executive Board.

SECTION 2. A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to CCCA or by electronic video screen communication if

- (1) CCCA implements reasonable measures to provide members in person a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrent with those proceedings, and
- (2) Any member votes or other action taken at the meeting by means of electronic transmission to CCCA or electronic video screen communication, and a record of that vote or action is maintained by CCCA.

ARTICLE XII – RULES OF ORDER

SECTION 1. Robert's Rules of Order, Revised, shall govern the proceedings of CCCA with such exceptions as are covered by these bylaws. A two-thirds (2/3) vote of members present at any meeting shall be required to suspend Robert's Rules of Order and such suspension shall prevail for that meeting only.

SECTION 2. Except for resolutions of courtesy, commendation, appreciation, or condolence, any resolution or matter of business brought before CCCA for formal action shall be first presented through the Resolutions Committee to the Executive Board for recommendation.

However, any designated voting delegate of a city may present by petition a resolution for formal action by the membership without the Resolutions Committee and/or Executive Board recommendation or concurrence, provided that the petition contains the specific language of the resolution and is signed by at least fifteen (15) designated voting delegates of CCCA. The signed petition must be presented to the President of CCCA no later than forty-eight (48) hours prior to the time set for convening the business session at which the resolution is to be presented for consideration.

ARTICLE XIII – LIMITATIONS

SECTION 1. Nothing herein contained shall be construed to bind or commit any member city to the policy or action taken by CCCA. As stated herein, the purposes of CCCA are to assist member cities by advocating and advancing the benefits of the contracting model, protecting local control, encouraging appropriate public/private partnerships, providing educational opportunities, and legislative advocacy for our membership by united CCCA effort. To that extent CCCA has been formed and to that extent CCCA will operate.

Further, each member city recognizes that it cannot delegate its lawful constituted legislative, executive, and judicial powers, and for that reason and because of that limitation, each representative of a member city serving on the Board of Directors shall act on said Board of Directors as an individual representative of his or her city. No city shall be bound or committed to any course of action taken by CCCA.

However, until CCCA is dissolved or otherwise ceases to perform, CCCA shall remain a representative of its member cities.

SECTION 2. No member city shall be liable for any debts or obligations of CCCA unless the City Council of said member city has, in accordance with law, agreed to, approved, or ratified by the same.

ARTICLE XIV – VOTING PROCEDURE

SECTION 1. The President shall make the initial decision as to whether a voice or roll call vote shall be taken on any matter. After a voice vote has been taken, any member of the Board of Directors shall have the right to demand a roll call vote. All roll call votes shall be called by city name.

These CCCA Bylaws are amended this xx day of July, 2020.

President

Secretary/Treasurer