

**BYLAWS
OF SANTA CLARA COUNTY
SPECIAL DISTRICTS ASSOCIATION**

ARTICLE I

PURPOSE, PRINCIPAL OFFICE AND POWERS

Section 1. Purpose. The purpose of this organization is to propose and advocate constructive means for the continuous improvement and functioning of Special Districts within the County of Santa Clara, State of California, and to assist such Special Districts and their governing bodies to provide a more effective and efficient government at the closest level to the citizens of Santa Clara County that will result in benefit to the public. The organization's objectives are to:

- (1) further the interests of member Special Districts in providing Special District local government services;
- (2) inform the public of the purposes and benefits of local Special District government;
- (3) serve as a forum of member districts for discussion and consideration of Special District issues and establish positions on such issues with other governmental agencies within the county;
- (4) establish a communication network among member districts linked to other governmental agencies, and
- (5) carry out programs and projects of joint interest and mutual benefit to member districts.

Section 2. Principal Office. The principal office for the transaction of the business of the Special Districts Association (Association), is fixed and located at Santa Clara Valley Water District, 5750 Almaden Expressway, San Jose, California. The Board of Directors is granted full power and authority to change the principal office from one location to another in the county, and such change shall not be considered an amendment of these bylaws.

Contact Government Relations at (408) 265-2600, Fax (408) 979-5659, Special District's Association of Santa Clara Valley, c/o Santa Clara Valley Water District, 5750 Almaden Expressway, San Jose, CA 95118.

Section 3. Powers. No member of the Association shall be personally liable to the creditors of the Association or for any indebtedness or liability of the Association, and any and all such creditors shall look only to the Association's assets for payment.

ARTICLE II

MEMBERSHIP

Section 1. Membership. There shall be one class of members of the Association. Each member district will have one seat on the Board of Directors.

Members of the Association shall be Special Districts within the County of Santa Clara. Special Districts are defined to mean districts, exclusive of school districts, which are organized and exist under and by virtue of the laws of the State of California to perform authorized local government services.

Application for membership in this Association shall be by letter request and payment of annual dues. The letter should describe the district's primary functions and its enabling legislation to the under state law. Also, federal affiliations, if any, should be noted. The letter shall name the current governing board members and manager. It shall also provide the mailing address and telephone number. Send the application letter and dues to the principal office with attention to the Manager, Office of Government Relations.

Section 2. Termination of Membership. Any member in arrears in the payment of dues for a period of 3 months after said dues are due and payable shall be notified in writing by the secretary or treasurer of such arrearage, and 1 month thereafter, if such dues shall have continued unpaid, such member shall automatically cease to be a member of the Association and shall not be restored to membership without making written application for reinstatement to the Board of Directors.

A member district may withdraw membership in this Association at any time. A written notice of withdrawal should be sent to the principal office. No refund of dues will be made.

Section 3. Good Standing. Any member districts who shall be in arrears in the payment of dues shall not be in good standing and shall not be entitled to vote as a member.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Selection and Tenure. The Board of Directors shall be composed of a representative from each member district, selected by and from the legislative body thereof. Each Board member shall hold office at the pleasure of his or her Special District's legislative body, and selection shall be made in such manner as the respective legislative bodies of member districts may themselves determine.

The directors appointed shall classify themselves by lot so that four of these shall hold office until the second succeeding annual meeting of members. Each director elected subsequent to the initial election shall hold office for a term of 2 years or until the election of his/her successor.

Section 2. Alternates. The legislative body of a member special district may, in its discretion, select from among its members an alternate to represent that special district on the Board of Directors and vote in the absence of the member from that special district.

Section 3. Notice of Appointment. The legislative body of each member district shall, immediately upon the selection of one of its members as a member of Board of Directors, or as alternate, advise the Secretary/Treasurer of such appointment.

Section 4. Disqualification of Directors, Vacancies. All duly appointed directors shall serve in such capacity as provided for herein for the term of office as provided for herein unless such director shall become disqualified for further service upon the occurrence of any of the following:

- A. Where such director is a member of the Board of Directors, Board of Trustees, or other governing body of the district, and such director's term of office therein expires and shall subsequently fail reelection.
- B. Where such director is an officer or employee of a member special district whose employment or service with such member is terminated or severed for any reason.
- C. Where such director shall resign.
- D. Where such director shall fail to attend three consecutive meetings of the Board of Directors without leave of absence, that position as director may be declared vacant by a vote of a majority of all of the remaining directors.

The remaining directors shall request that the appointing legislative body name a replacement director to the position of such disqualified director for the unexpired portion of such term of office by a majority vote.

Section 5. Duties and Powers. It is the responsibility of the members of the Board to report to and solicit comments from their fellow Association members on major issues and to keep their member districts informed on the business of the Association.

Subject to the direction and control of the membership, all Association powers shall be exercised by or under the authority of, and the business and affairs of the Association shall be controlled by, the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the directors, in the absence of directions to the contrary from the membership, shall have the following powers, to wit:

First: To appoint and remove all officers of the Association and to prescribe such powers and duties for any officers, agents, and employees as may not be inconsistent with applicable law or the bylaws.

Second: To conduct, manage, and control the affairs and business of the Association, and to make such rules and regulations necessary for these purposes and consistent with applicable law or the bylaws.

Third: To designate any place within the County of Santa Clara for the holding of any membership meeting or meetings; to change the principal office of the Association for the transaction of its business from one location to another in the county.

Section 6. Notice of Adjournment. Notice of the time and place of holding an adjourned meeting need not be given to absent directors if the time and place be fixed at the meeting adjourned.

ARTICLE IV

OFFICERS

Section 1. Responsibility. All officers are subordinate and responsible to the Board of Directors.

Section 2. Number, Selection, and Title. The officers of the Association shall be a president, a vice president, a secretary-treasurer, and such officers shall be chosen from the Board of Directors of the Association. The Association may also have such other officers as the Board of Directors may choose and any person may hold two or more offices, except those of president and secretary. An assistant secretary-treasurer may be appointed who is not a director of the Association.

The officers of the Association shall be chosen annually by the Board of Directors, and each shall hold his/her office until he/she shall resign or shall be removed or otherwise disqualified to serve, or until his/her successor shall be elected or qualified.

The Board of Directors may appoint such other officers as the business of the Association 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.

- (1) **President.** The president shall be the chief executive officer of the Association and shall, subject to the control of the Board of Directors, have supervision, direction, and control of the business and affairs of the Association and shall preside at all meetings of the Board of Directors and of the members. He/she shall be ex-officio a member of all the standing committees and shall have the general powers and duties and management usually vested in the office of the president of an association, and shall have such other powers and duties as may be prescribed by the Board of Directors or by the bylaws.
- (2) **Vice-President.** In the absence of, or disability of, the president, the vice president shall perform all the duties of the president, and when so acting shall have the powers of and be subject to all the restrictions upon the president.
- (3) **Secretary-Treasurer.** The secretary-treasurer shall keep, or cause to be kept, at the principal office of the Association, or such other place as the Board of Directors may order, a book of minutes of all meetings of directors and members. The secretary-treasurer shall also keep, or cause to be kept at the principal office of the Association, a membership book containing the names and addresses of each member, and in any case where membership has been terminated such fact shall be recorded in the book together with the date upon which the membership ceased, and shall give the notices of special meetings of the Board of Directors and of the regular and special meetings of the members as provided in these bylaws. The secretary-treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the

properties and the business transactions of the Association, 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 by any member of the Association. The secretary-treasurer shall deposit all moneys of the Association and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors, shall disburse the funds of the Association as ordered by the Board of Directors and shall render to the president and the directors, upon request, an account of all his/her transactions as secretary-treasurer and of the financial condition of the Association. The secretary-treasurer 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 by the bylaws. The secretary-treasurer shall, after the close of the fiscal year of the Association, cause an annual audit of the financial condition of the Association to be done.

Section 4. Removal of Officers. Officers may be removed, with or without cause, at any meeting of the Board of Directors by the affirmative vote of a majority of all of the directors.

ARTICLE V

MEETINGS

Section 1. Schedule and Locations. Regular meetings of the Board of Directors shall be held at any place within Santa Clara County which has been designated from time to time by the Board of Directors or by the president of the Board. In the absence of such designation, regular meetings shall be held at the principal office of the Association.

Section 2. Notice of meetings. All meeting notices shall be sent to each member district at least 28 days prior to the meeting. The secretary-treasurer shall notice quarterly, annual, and special meetings in accordance with the provisions of California law. Meeting notices will designate time and place of meetings. Such notices may be sent by United States mail, postage prepaid, electronic mail, or by the Internet, which shall be determined to be personally delivered. The Secretary/Treasurer or designee shall be responsible for preparing and posting agendas of Board meetings three (3) days prior to the meeting.

Section 3. Special Meetings, Notice to Agenda. Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the president or, in the cases of absence or refusal to act, by any two directors. Such meetings may be held at any location within the county. Meetings can also be called via teleconference or webconference as available.

Notice of the time and place of special meetings shall be communicated to the directors by United States mail, postage prepaid, electronic mail, or by the Internet. The notice shall be given as early as possible but in no case less than 24 hours prior to the meeting.

The agenda can be communicated by any convenient means. However, a written agenda shall be posted and available at the meeting.

Section 4. Quorum. One-third of the authorized number of directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a meeting duly held, at which a quorum was present, shall be regarded as an act of the Board of Directors.

Section 5. Voting at Meetings. Each member district shall be entitled to one vote on all matters brought before the membership for vote. The governing body of each member district shall designate to the secretary of the Association in writing one representative who shall exercise the right of the member to vote and one alternate who shall have the right to vote in the absence of the representative.

The Board of Directors may in its discretion authorize the voting upon any issue by written ballot or electronic ballot mailed to each regular member. Such authorization shall specify the time and date when such written ballot or electronic ballot must be received by the secretary of the Association.

Authority to vote by proxy shall be in writing and signed by the proper officer or designated representative of the member authorizing said proxy and shall be filed with the secretary or chair of the meeting prior to any vote to be cast pursuant to said proxy.

A majority vote of all members voting shall be necessary to carry any matter voted upon.

ARTICLE VI

COMMITTEES

Section 1. Open Committees. Subject to confirmation by the Board of Directors, the president may appoint open committees from time to time as he/she may determine to be necessary for the proper operation of the Association. For each such committee, the president shall likewise designate the chair who, together with the other members of the committee, shall serve at the pleasure of the president.

ARTICLE VII

FINANCES

Section 1. Annual dues. Annual dues shall be due and payable on or before the first day of February each year. New members shall pay their dues with their application for membership in the Association. The dues shall be paid without proration. The dues shall be determined by the Board of Directors at the December meeting each year and be applicable to membership for the following year. At the time dues are paid, the district shall state its current address, board membership, manager, and telephone contact. Any changes of the district's functions should also be stated.

The Board of Directors may from time to time provide for a greater or lesser amount of annual dues in accordance with the adopted financial requirements of the Association.

In no event shall said dues be increased, except in compliance with Section 2 of Article VIII of these bylaws.

No assessments shall be levied on the members by the Board of Directors and no member shall be subject to or liable for the payment of any assessment or levy other than the payment of regular dues as herein provided. Any additional funds required by the Association in the conduct of its business shall be raised by voluntary subscription from the members.

Section 2. Funds. No funds shall be disbursed by the Association unless the check, draft, or other evidence of such disbursement shall be executed on behalf of the Association by either the president or vice president and the secretary-treasurer.

Section 3. Accounting. An annual written account of all receipts and disbursements during the previous year showing the opening and closing balances shall be prepared by the Secretary/Treasurer or a designee. Copies thereof shall be filed with the Board of Directors

ARTICLE VIII

AMENDMENTS

Section 1. Adoption, Amendment, or Repeal. New bylaws may be adopted, amended, or repealed, or these bylaws may be amended or repealed by a majority vote of the membership of the Association at any regular meeting of the membership of the Association, or at any meeting called for that purpose. Any change of these bylaws shall be submitted to the membership in writing 60 days in advance of any meeting.

Section 2. Change of dues. No amendment to these bylaws which shall increase the amount of dues for members provided for herein shall be made unless such amendment is ratified at a regular meeting of the members, or by the written consent of members, by a vote of not less than 50 percent of all members of the Association.

ARTICLE IX.

OTHER ORGANIZATIONS

Section 1. Recognition of and/or participation in other organizations. Recognition of other governmental agencies and supporting advocating organizations shall be made by the Board by a majority vote at a regular or special meeting called and agendized for this purpose. Participation in the activities of the other organization may be authorized by the Board of Directors. Authorization to expend funds in support of other organizations shall be granted by a majority of the membership. The other organizations can have jurisdiction outside Santa Clara County.