



Southern California Association of Governments
March 11, 2026

**MINUTES OF THE MEETING
BYLAWS AND RESOLUTIONS COMMITTEE
TUESDAY, MARCH 15, 2022**

THE FOLLOWING MINUTES ARE A SUMMARY OF ACTIONS TAKEN BY THE BYLAWS AND RESOLUTIONS. A DIGITAL RECORDING OF THE ACTUAL MEETING IS AVAILABLE AT: <http://scag.ig2.com/Citizens/>.

The Bylaws and Resolutions Committee of the Southern California Association of Governments (SCAG) held its meeting telephonically and electronically, given the declared state of emergency (pursuant to State of Emergency Proclamation dated March 4, 2020) and local public health directives imposing and recommending social distancing measures due to the threat of COVID-19, and pursuant to Government Code Section 54953(e)(1)(A). A quorum was present.

Members Present

Sup. Carmen Ramirez (Chair)

- Hon. Margaret Finlay
- Sup. Curt Hagman
- Hon. Jan Harnik
- Hon. Peggy Huang
- Hon. Larry McCallon
- Sup. Luis Plancarte
- Hon. David Pollock
- Hon. Cheryl Viegas-Walker
- Sup. Donald P. Wagner
- Hon. Frank A. Yokoyama

Ventura County Representative

- Los Angeles County Representative
- San Bernardino County Representative
- Riverside County Representative
- Orange County Representative
- San Bernardino County Representative
- Imperial County Representative
- Ventura County Representative
- Imperial County Representative
- Orange County Representative
- Los Angeles County Representative

CALL TO ORDER AND PLEDGE OF ALLEGIANCE

Sup. Carmen Ramirez, Ventura County Representative, called the meeting to order at 2:00 p.m. Trevor O’Neil, Anaheim, District 19, led the Pledge of Allegiance. Staff confirmed a quorum was present.

PUBLIC COMMENT PERIOD

Supervisor Ramirez opened the public comment period and asked the clerk to share the detailed instructions on how to provide public comments. The clerk noted that this was the time for

members of the public to offer comment for matters that are within SCAG's jurisdiction but are not listed on the agenda.

Seeing no public comment, Sup. Ramirez closed the public comment period.

REVIEW AND PRIORITIZE AGENDA ITEMS

There were no requests to prioritize agenda items.

ACTION ITEMS

1. Consideration of Proposed Amendments to the SCAG Bylaws

Supervisor Ramirez indicated that she would ask Michael Houston, Chief Counsel, to provide a presentation followed by Regional Council Member Trevor O'Neil.

Chief Counsel Houston provided background on Item 1. He indicated they would be going over six proposals, all of which were from Regional Council member Trevor O'Neil. He also shared the process they would follow while going over the six proposals. He stated he would summarize each proposal, affording member O'Neil the opportunity to also provide comments and that he would answer questions as they came up. He also informed members that each proposal should be voted on separately. He stated that only the proposals before them that day would be the topic of discussion and could be acted upon that day per the Brown Act.

Proposal 1 - Substantive SCAG programs or policy initiatives must go through Policy Committee process, with consultation and input by the Technical Working Group (TWG)

Chief Counsel Houston summarized Proposal 1 indicating that it would amend the Bylaws to required substantive SCAG programs or policy initiatives, such as Connect SoCal or Regional Housing Needs Assessment (RHNA), to go through Policy Committee process, with consultation and input by the Technical Working Group (TWG). He stated that staff did not recommend including the TWG into the Bylaws as noted in the staff report and for two additional reasons: 1) the Bylaws current provisions relating to Policy Committees already provides for policy matters to be vetted by committees prior to Regional Council action; and 2) the TWG is already chartered to provide policy guidance and input to SCAG, and is formally identified in SCAG's Regional Transportation Plan and Public Participation Plan. He further noted that the TWG was not a core aspect of SCAG's governance in terms of their particular participation. He also noted that the TWG was mainly made up of staff from member agencies. He reiterated that staff believed that the current Bylaws structure already provides for policy matters to be vetted by the policy committees and the role of the TWG should be addressed outside of the Bylaws.

After Chief Counsel Houston provided the recommendation on the first proposal, Regional Councilmember O’Neil stated he wanted to speak to the entire package of amendments rather than just [the first proposal] specifically as they were intended to provide greater input by under-represented areas of the SCAG region, allowing for a balance of voices. Member O’Neil shared that although these amendments had been submitted by him, they had been presented to the OCCOG Board of Directors and had received unanimous approval for recommended adoption.

Supervisor Donald Wagner, Orange County Representative, asked for clarification if Chair Ramirez was looking for a motion for all proposals or just some of them. Chair Ramirez clarified they were taking them one by one. Additionally, Supervisor Wagner expressed support for all [of the proposals] and made a motion to approve the first proposal.

Hon. Peggy Huang, Orange County Representative, seconded the motion and expressed reasons for why she supported the proposal as there was a lot of technical information, and staff were the experts.

Members entered discussions expressing why they did or did not support the proposals before them. The committee members indicated that they understood the importance of fostering regional collaboration. The committee’s members further acknowledged the importance of receiving input and recommendations from the Policy Committees because the committees’ membership includes those with expertise in the policy areas covered by the respective committees. The value and importance of the TWG to developing core SCAG policies was also acknowledged. However, committee members expressed strong concerns that the proposed Bylaws amendment would fundamentally change SCAG’s decision-making process by limiting the authority of the Regional Council, which is SCAG’s authoritative decision-making body. It was noted by committee members that SCAG already has a structured decision-making process that includes both the Regional Council’s consideration of Policy Committee recommendations and seeking input from the TWG prior to the Regional Council taking action. In further discussing this proposal (as well as the other proposals offered by Regional Council member O’Neil), the Bylaws and Resolutions Committee members reflected that SCAG’s Bylaws establish the Regional Council as the ultimate governing board of SCAG. Further, it was noted that the Regional Council is representative of the region’s entire membership (and population) because members to the Regional Council are elected/appointed by the association’s membership, with districts being subject to periodic adjustment through redistricting. Comparatively, Policy Committees membership is appointed by the President and committee makeup is not required to be as regionally distributed/diverse as the RC membership. Some Bylaws and Resolutions Committee members expressed concern that this proposal and the other proposals would actually make decision making by SCAG’s governing board more cumbersome, time consuming and would interject additional layers of “bureaucracy” into decision making.

Chief Operating Officer, Darin Chidsey stated he wanted to add color to some of the comments by members. He stated SCAG took input from its stakeholders very seriously. He stated that at no time did they not want to get that input. He stated it was critical in helping them shape the decisions they brought forward to [the members]. He stated they did see this as a challenge as putting it as part of the governance structure. He stated they welcomed and invited further direction for management to help solve the issue.

A MOTION was made (Wagner) to approve the first proposal. Motion was SECONDED (Huang) and failed to pass by the following votes:

AYES: Huang and Wagner (2)

NOES: Harnik, McCallon, Pollock, Ramirez, Spiegel, Viegas-Walker and Yokoyama (7)

ABSTAINS: None (0)

Proposal 2 - SCAG Policy Committee recommendations can only be changed/amended with a 2/3 vote of the Regional Council

Chief Counsel Houston provided a brief presentation on the second proposal for consideration. He shared that as with the previous proposal, staff believed this proposal would fundamentally change SCAG's governance structure by requiring a super majority vote of the agency's primary body and did not recommend adoption of this proposal. He noted the Regional Council was districted to afford regional representation of SCAG's jurisdictions with the Regional Council members being either directly elected or appointed by member agencies. Comparatively, the Policy Committee members were appointed by the President, while regional distribution was encouraged, there was no such requirement. Further, many of the Policy Committee members self-select their committee assignments based on their own interest not based on regional representation. He also noted that there was no other provision in the Bylaws that has a supermajority requirement for the Regional Council.

Member O'Neil shared most of his points had been made when he spoke on the other [proposal]. He stated they had policy committees for a reason, and those recommendations of those policy committees should be taken with greater deference than they sometimes were, which was the intention of that particular proposal.

The Committee reviewed and extensively discussed Proposal 2. It was noted that, similar to the first proposal, Regional Council members already consider Policy Committee recommendations and noted that the Regional Council had a wider awareness of the region as a whole. It was also noted

that even a minor deviation from a Policy Committee recommendation would trigger a supermajority vote, thus “handcuffing” the Regional Council.

Member Viegas-Walker stated they supported staff’s recommendation to not adopt Bylaw change Proposal 2.

A MOTION was made (Viegas-Walker) to not support Bylaw Amendment - Proposal 2. Motion was SECONDED (McCallon) and passed by the following votes:

AYES: Harnik, Huang, McCallon, Pollock, Ramirez, Spiegel, Viegas-Walker, Wagner and Yokoyama (9)

NOES: None (0)

ABSTAINS: None (0)

Proposal 3 - Before final adoption, changes from Policy Committee recommendations on substantive SCAG policy initiatives or programs must return to the Policy Committee(s) and be thoroughly considered by the Policy Committee

Chief Counsel Houston provided a brief presentation on the third proposal for consideration. He stated the third proposal would amend the Bylaws to require suggestions or direction on substantive SCAG policy initiatives or programs that vary from those analyzed to be referred back to the policy committee prior to Regional Council action and would require the policy committees to fully review and consider them before moving them along. He shared staff did not recommend adoption of the Bylaw amendments for many of the reasons noted regarding proposal one and thought many of them had been previously discussed. He stated many SCAG’s core and statutorily required programs like RHNA and the Regional Transportation Program were driven by statutory time frames. He stated that though staff acknowledged the vital role played by the committees to carry out their work, this proposal could limit emblemless flexibility of the Regional Council to govern the organization.

The Committee reviewed and discussed Proposal 3. It was noted that many Regional Council members serve on Policy Committees and were subject matter experts, bringing this expertise to the Regional Council. Concern was expressed that the term “substantive SCAG policy initiatives or programs” was not clear and would lead to confusion on what was required to comply with this proposed amendment.

Member Pollock stated he supported the staff’s recommendation to not adopt Bylaw change Proposal 3.

A MOTION was made (Pollock) to not support Bylaw Amendment - Proposal 3. Motion was SECONDED (Viegas-Walker) and passed by the following votes:

AYES: Harnik, McCallon, Pollock, Ramirez, Spiegel, Viegas-Walker and Yokoyama (7)

NOES: Huang and Wagner (2)

ABSTAINS: None (0)

Proposal 4 - Recognize the TWG as a formal SCAG body with opportunity to provide input on the development of SCAG policy initiatives

Chief Counsel Houston provided a brief presentation on the fourth proposal for consideration. He stated this proposal would recognize the Technical Working Group as a formal SCAG body in the Bylaws. He stated it would identify membership in the group to include staff of agency and regional Council of Governments, it would require monthly meetings, and would require the working group to consider policy proposals prior to presentation to the policy committee. He stated staff did not recommend this proposal for reasons that had already been discussed and addressed by that committee.

Member O'Neil stated the importance of this amendment was that they stress the importance of the Technical Working Group in the policy decisions that they make.

Member Viegas-Walker stated she moved staff's recommendation to not accept Proposal 4.

A MOTION was made (Viegas-Walker) to not support Bylaw Amendment - Proposal 4. Motion was SECONDED (Harnik) and passed by the following votes:

AYES: Harnik, Huang, McCallon, Pollock, Ramirez, Spiegel, Viegas-Walker and Yokoyama (8)

NOES: Wagner (1)

ABSTAINS: None (0)

Proposal 5 - Service on a Policy Committee and/or on the Regional Council for at least 12 continuous months qualifies candidate to serve as an officer

Chief Counsel Houston provided a brief presentation on the fifth proposal for consideration. He stated this proposal would amend officer eligibility to permit 12 months of service on the Regional

Council and/or Policy Committee compared to the current 24-month service that is required of which 12 months presently must be served as a Regional Council member. He stated staff recommended the committee discuss and consider this proposal for recommendation to the Regional Council and ultimately the General Assembly.

The Committee extensively discussed and considered Proposal 5. Several committee members noted that this eligibility provision was amended last year to (i) allow Policy Committee service to count as part of the 24-month tenure requirement and (ii) require at least 12 months service on the Regional Council. Staff noted that the later provision (at least 12 months of Regional Council service) was not part of last year's initial Bylaws proposal, but was added as a recommendation from last year's Bylaws and Resolutions Committee. Several committee members expressed that 24 months Regional Council service was important for an organization as complex as SCAG. Concern was expressed that it was not prudent to permit only 12 months of Policy Committee service for officer eligibility.

Member Viegas-Walker made a motion to not modify the Bylaws with regard to officer prequalification. Member Pollock stated he seconded the motion.

The members entered into further discussion.

A MOTION was made (Viegas-Walker) to not modify the Bylaws with regard to officer prequalification. Motion was SECONDED (Pollock) and passed by the following votes:

AYES: Harnik, McCallon, Pollock, Ramirez, Spiegel, Viegas-Walker and Yokoyama (7)

NOES: Huang and Wagner (2)

ABSTAINS: None (0)

Proposal 6 - TCA representative eligibility to serve as a SCAG officer

Chief Counsel Houston provided a brief presentation on the sixth proposal for consideration. He stated this proposal would amend the Bylaws to allow the Transportation Corridor Agencies representative to be eligible to serve as a SCAG Officer. He stated SCAG staff recommended the committee discuss and consider this proposal for recommendation to the Regional Council and General Assembly consideration.

Member O'Neil stated that for reasons unbeknownst to himself, Transportation Corridor Agencies were called out in the Bylaws to be excluded from being able to qualify for a leadership position.

Darin Chidsey addressed member O'Neill's comments. He shared the TCA representative was a relatively new member to SCAG since about 2009 when they joined. He stated that at the time, there had been debate as to whether TCA should be a member. He stated the JPA [was made up of] cities and counties and the county transportation commissions that played a critical role in SCAG's long range planning activities primarily in statute and their relationship to SCAG was intertwined. He stated there had been debate if TCA should be an eligible member to SCAG and when that had been approved part of the discussions was they would not be eligible for an officer [position] because they did not quite rise to the level of a County Transportation Commission, a city, or county in terms of the JPA. He stated that as had been noted, SCAG did not have a position on this and that it was up to the council to see what they thought was in the best interest for the organization.

The Committee entered into discussions regarding the amendment being proposed. During committee discussion, several committee members noted that the active involvement by Regional Council members (even those presently ineligible to serve as officers), whose service demonstrated commitment to and knowledge of SCAG's broad regional and programs, may be well-suited to serve as an officer. It was further noted that the prohibition on the TCA representative, Public Transportation Representative, the representative from the Tribal Government Regional Planning Board, and the Air District representative serving as a SCAG officer should be reconsidered in light of the fact that the Nominating Committee would review qualifications of candidates, who would also still have to satisfy the other eligibility requirements to hold the position of SCAG officer.

Staff was directed to prepare amendments to the Bylaws for committee review and discussion that expand the eligibility for SCAG officer to these representatives.

A MOTION was made (Harnik) to return to the Bylaws and Resolutions Committee with a change made to the Bylaws adding the other entities that are identified in Section F for the purposes of the body considering whether to recommend that to the Regional Council and the General Assembly. Motion was SECONDED (Pollock) and passed by the following votes:

AYES: Harnik, Huang, McCallon, Pollock, Ramirez, Spiegel, Viegas-Walker, Wagner and Yokoyama (9)

NOES: None (0)

ABSTAINS: None (0)

ANNOUNCEMENTS

There were no announcements.



ADJOURNMENT

There being no further business, Sup. Ramirez adjourned the Bylaws and Resolutions Committee meeting at 3:47 p.m.

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PUBLIC COMMENT PERIOD

Chair Ramirez opened the public comment period.

The Deputy Clerk of the Board provided detailed instructions on how to provide public comments.

Chair Ramirez noted that this was the time for members of the public to offer comments on matters that were within SCAG's jurisdiction but were not listed on the agenda.

Deputy Board Clerk acknowledged there no written public comments received before or after the deadline.

Seeing no public comment speakers, Chair Ramirez closed the Public Comment Period.

REVIEW AND PRIORITIZE AGENDA ITEMS

There were no requests to prioritize agenda items.

ACTION ITEM

1. Consideration of Officer Eligibility Amendments to the SCAG Bylaws

There were no public comments for Item 1.

Chair Ramirez stated that the Bylaws and Resolution Committee directed staff to prepare some additional amendments to the Bylaws considering the proposal by Council Member Trevor O'Neil regarding officer eligibility to allow other agency representatives to serve as officers. She indicated that they would be considering additional language to Council Member O'Neil's proposal.

Michael Houston, Chief Counsel, reported that at the March 15, 2022, Bylaws and Resolutions Committee meeting, the committee discussed a proposed Bylaw amendment by Regional Council member Trevor O'Neill that would allow the Transportation Corridor Agencies (TCA) to have a representative be eligible to serve as a SCAG Officer. He shared that the Bylaws did not permit a TCA representative to serve as a SCAG Officer. He indicated that as part of the discussion that they had last time, the Committee directed staff to return with a proposed amendment that further expanded officer eligibility to include the Tribal Government Regional Planning Board Representative, the Air District Representative, and the Public Transportation Representative. He noted that staff prepared amendments reflective of this request, which were attached to the staff report and could be found on pages 11 and 12 of the agenda packet.

Regional Council Member Finlay asked what caused the previous Bylaws and Resolution Committee to go long and why they were having two meetings instead of just one. Mr. Houston summarized the previous meeting and indicated that this proposal, as initially proposed, was to singularly add the TCA representative as being eligible to serve as a SCAG Officer. He shared that as part of the discussion on March 15, 2022, this committee reflected that if someone was an active member of the Regional Council, such as the TCA representative, and was engaged, had a broad understanding of SCAG's mission and core work, it should not preclude them from serving as an officer. He further indicated that Regional Council Member McCallon was generally in support of the proposition, and indicated why not expand it to other representatives like the Tribal Government Regional Planning Board Representative, the Air District Representative, and the Public Transportation Representative.

Regional Council Member Pollock asked what the distinction was between a voting eligible member and others like the Business Representative. Mr. Houston clarified that the TCA Representative, the Tribal Government Regional Planning Board Representative, the Air District Representative, and the Public Transportation Representative were elected by their constituent body and held an elective office. Whereas the Business Representative was an ex-officio member who had a voice but not a vote.

A MOTION was made (McCallon) to approve expanding eligibility to hold SCAG officer positions and make a recommendation for consideration by the Regional Council. Motion was SECONDED (Finlay). The motion passed by the following roll call votes:

AYES: Finlay, Harnik, Huang, McCallon, Plancarte, Pollock, Ramirez, Viegas-Walker, Wagner (9)

NOES: None (0)

ABSTAIN: None (0)

The comprehensive staff report was included in the agenda packet and posted on the SCAG website. The meeting video is also available on the SCAG website.

ADJOURNMENT

There being no further business, Chair Ramirez adjourned the Bylaws and Resolution Committee meeting at 1:22 p.m.

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AGENDA ITEM 3

REPORT

Southern California Association of Governments
03/11/2026

To: BRC - Bylaws and Resolutions Committee
From: Jeffery Elder, Chief Counsel
213-630-1478, elder@scag.ca.gov
Subject: Consideration of Proposed Amendments to the SCAG Bylaws

EXECUTIVE DIRECTOR'S
APPROVAL

Kome Ajise

RECOMMENDED ACTION:

That the Bylaws and Resolutions Committee review the following proposed amendments to the SCAG Bylaws and forward its recommendations to the Regional Council.

STRATEGIC PRIORITIES:

This item supports the following Strategic Priority 4: Build a unified culture anchored in the pursuit of organizational excellence.

EXECUTIVE SUMMARY:

Each year, in preparation for the annual General Assembly meeting, proposed resolutions and proposed amendments to the SCAG Bylaws are considered by both the Bylaws and Resolutions Committee and the Regional Council, prior to submission to the General Assembly.

This year there are no proposed resolutions offered for consideration.

One proposed amendment to the Bylaws has been offered for consideration by an Official Representative. This proposed amendment from the Honorable Marsha McLean would revise the criteria considered during the Regional Council district evaluation process.

Additionally, SCAG staff, acting on behalf of the Executive Director, have undertaken a review of the Bylaws and propose four amendments. Two of these proposed amendments correct minor errors and omissions, while the other two address substantive governance issues: (1) streamlining the process for appointing ex-officio (non-voting) members to SCAG's Policy Committees; and (2) clarifying that an individual may hold only one voting-eligible Regional Council representative role at a time.

BACKGROUND:

Every year, proposed amendments to the SCAG Bylaws may be proposed by the Official Representatives to SCAG's General Assembly, by the Regional Council, and by staff acting on behalf

of the Executive Director. This year, there was one (1) proposal submitted by an Official Representative and four (4) proposals developed by SCAG staff.

Proposal by Hon. Marsha McLean – Regional Council District Evaluation Process

The Honorable Marsha McLean from the City of Santa Clarita, representing Regional Council District 67, has offered a Bylaws amendment that would revise the criteria considered during the Regional Council district evaluation process.

Under the current Bylaws, districts are generally structured so that each district has approximately equal population. Districts are generally comprised of groups of cities that share a geographic community of interest, although in some cases a district may consist of a single city where the city's population warrants. The Bylaws further provide that, in every calendar year ending in three or eight, the Regional Council shall review district boundaries and, if it deems necessary, modify or establish districts based on city population data as most recently available from the California Department of Finance.

The proposed amendment would retain these foundational criteria while clarifying that, after determining a proposed district configuration reflects a coherent community of interest and achieves approximately equal population, the Regional Council may also consider the following factors, when relevant and based on reasonably reliable information: (1) transportation connectivity and travel patterns; (2) housing and employment patterns; (3) economic and service-area linkages; (4) geographic or environmental features relevant to regional planning; and (5) the creation of geographically contiguous districts where possible. The proposal further provides that these additional factors may not be applied in a manner that overrides the requirements relating to community of interest and population balance. Finally, the proposal would require that if these additional considerations are used in a district evaluation, the basis for any changes be documented in the staff report or other written record supporting the action.

The intent of the proposal is to provide clearer guidance for how district boundaries may be evaluated during the periodic review cycle, beyond relying solely on population data. The proposal reflects a desire to ensure that the district evaluation process may account for additional characteristics that can affect how cities and subregions function together as a district. The proposal also includes a documentation requirement intended to support transparency by creating a written record of the basis for district boundary modifications when utilizing the additional factors.

SCAG staff recommends support for this proposal. Staff believes the proposed amendment maintains the Bylaws' existing structural requirements relating to community of interest and population balance while providing additional clarity regarding the types of considerations that may be relevant during the district evaluation process. If the proposal is adopted and the Regional Council elects to utilize the additional factors described above in a given review cycle, the preparation of any needed

supporting analysis and documentation may require additional coordination and time, which could modestly affect the timing of the district evaluation process.

Staff recommends that the Bylaws and Resolutions Committee forward this proposal to the Regional Council with a recommendation that it be submitted to the General Assembly for adoption. This proposed amendment to the Bylaws is illustrated in **light green highlighting** in the marked-up version of the Bylaws included as Attachment 1 to this report. See Article V A(1)(a)(2).

Proposals by Staff

SCAG staff annually reviews the Bylaws to correct minor errors and omissions and to address issues that have arisen during the conduct of SCAG's activities. After conducting a review of the Bylaws, SCAG staff is recommending the following Bylaws amendments:

(1) Correct Definition of "Regional Council Member"

SCAG staff proposes amending Article II (Definitions) to correct and clarify the defined term "Regional Council member." As currently written, the definition contains duplicate language that can create confusion. This proposed amendment would update the definition by removing the duplicative language.

Staff recommends that the Bylaws and Resolutions Committee forward this proposal to the Regional Council with a recommendation that it be submitted to the General Assembly for adoption. This proposed amendment is illustrated in **light blue highlighting** in the marked-up version of the Bylaws included as Attachment 1 to this report. See Article II J.

(2) Streamline Appointment of Ex-Officio Members to Policy Committees

SCAG staff proposes amending Article V E(2)(c) to streamline the appointment process for ex-officio (non-voting) members to SCAG's Policy Committees. Currently, ex-officio representatives may be appointed by the President only upon the recommendation of a Policy Committee and approval by the Regional Council. For efficiency and administrative clarity, staff proposes allowing the President to appoint ex-officio committee members representing the business sector, labor, higher education, and community groups without requiring Policy Committee recommendation and Regional Council approval. This amendment would preserve the non-voting status and existing term structure of these positions while improving administrative efficiency and bringing the appointment process into alignment with other Presidential appointments to the Policy Committees.

Staff recommends that the Bylaws and Resolutions Committee forward this proposal to the Regional Council with a recommendation that it be submitted to the General Assembly for adoption. This proposed amendment is illustrated in **light gray highlighting** in the marked-up version of the Bylaws included as Attachment 1 to this report. See Article V E(2)(c).

(3) Clarify that an Individual May Hold Only One Voting-Eligible Regional Council Position

SCAG staff proposes adding language to Article V A of the Bylaws to clarify that an individual may hold only one voting-eligible Regional Council member position at a time. Because the Bylaws are currently silent on dual service, the amendment would close an identified governance gap by requiring an individual who is selected for a second voting-eligible Regional Council member position to choose one position within a short, defined timeframe. The amendment would not impact an individual's ability to serve in a voting-eligible Regional Council member position and in a non-voting capacity.

Staff recommends that the Bylaws and Resolutions Committee forward this proposal to the Regional Council with a recommendation that it be submitted to the General Assembly for adoption. This proposed amendment is illustrated in **light blue highlighting** in the marked-up version of the Bylaws included as Attachment 1 to this report. See Article V A(7).

(4) Non-Substantive Clean-Up of the Bylaws

SCAG staff proposes a non-substantive clean-up of the Bylaws to address typographical, numbering, cross-reference, and formatting issues. This clean-up would not change the intent or effect of the Bylaws provisions, but would improve readability and reduce the likelihood of confusion or inconsistency in future interpretation.

Staff recommends that the Bylaws and Resolutions Committee forward this proposal to the Regional Council with a recommendation that it be submitted to the General Assembly for adoption. This proposed amendment is illustrated in **yellow highlighting** in the marked-up version of the Bylaws included as Attachment 1 to this report.

ATTACHMENT:

1. Marked-up version of the SCAG Bylaws illustrating proposed Bylaws Amendments

DRAFT – BYLAWS AND RECOLUSTION COMMITTEE

BYLAWS

THE SOUTHERN CALIFORNIA ASSOCIATION OF GOVERNMENTS

Preamble

The Southern California Association of Governments (hereinafter referred to as either the “Association” or “SCAG”) is an agency voluntarily established by its Members pursuant to the Joint Exercise of Powers Act for the purpose of providing a forum for discussion, study, and development of recommendations on regional challenges and opportunities of mutual interest and concern regarding the orderly physical development of the Southern California Region among units of local government.

ARTICLE I - FUNCTIONS

The functions of the Association are:

- A. Exchange of objective planning information. Making available to Members plans and planning studies, completed or proposed by local governments, Tribal Governments, or those of State or Federal agencies, which would affect local governments.
- B. Identification and study of challenges and opportunities requiring objective planning by jurisdictions in more than one (1) county in the Southern California area and the making of appropriate policy or action recommendations.
- C. Review and/or develop governmental proposals. Review and/or develop proposals creating agencies of regional scope, and the making of appropriate policy or action recommendations concerning the need for such units or agencies.
- D. Consider questions of common interest and concern to Members of the Association in the region and develop policy and action recommendations of an advisory nature only.
- E. Act upon any matter to the extent and in the manner required, permitted or authorized by any joint powers agreements, State or Federal law, or the regulations adopted pursuant to any such law.
- F. Assist local Association Members in the acquisition of real and personal property convenient or necessary for the operation of Members by entering into such financing agreements as are necessary to accomplish the pooling and common marketing of such agreements or certificates of participation in order to reduce the cost to Members of the acquisition of such real or personal property.
- G. Undertake transportation planning programs and activities in accordance with the Association's responsibilities as a metropolitan planning organization as outlined in 23 U.S.C.A. § 134 et seq., and as may be amended from time to time.

DRAFT – BYLAWS AND RECOLUSTION COMMITTEE

ARTICLE II – DEFINITIONS

- A. **Advisory Member** or **Advisory Member of the Association**, as used in these Bylaws, means a federally recognized Indian Nation within the SCAG Region, as defined below, that is significantly involved in regional problems or whose boundaries include territory in more than one county and that has paid its annual dues assessment.
- B. **Alternate**, as used in these Bylaws, means either the mayor or a member of the legislative body of a member city, or the chair of the Board of Supervisors, or a member of the legislative body of a member county who has been appointed by a Member of the Association to **serve in** an official capacity for all matters at a meeting of the General Assembly but only in the absence of the Official Representative of the member city or county. An Advisory Member of the Association may also appoint an Alternate to serve in the absence of the Official Representative of the Advisory Member.
- C. **Association**, as used in these Bylaws, means the Southern California Association of Governments as established by that certain Southern California Association of Governments Agreement filed with the California Secretary of State on April 20, 1973, (said Agreement is hereinafter referred to as “Joint Powers Agreement”).
- D. **Association budget** or **annual budget** or **budget**, as used in these Bylaws, shall mean the summation and presentation of all general fund revenues obtained by the Association **from dues** from Members, Advisory Members, and Regional Council members, and other sources of revenue and a summation and presentation of the costs, expenditures, savings, and reserve accounts utilizing such revenue but specifically excluding all funds and **expenditures associated** with specific federal or state funding programs such as the Association’s annual Overall Work Program.
- E. **Days** or **days**, as used in these Bylaws, means calendar days.
- F. **General Assembly**, as used in these Bylaws, means a meeting of the Official **Representatives of** the Members and the Advisory Members of the Association.
- G. **Member, member** or **Member of the Association**, as used in these Bylaws, means a city, county, or County Transportation Commission within the SCAG Region, as defined below, that has satisfied the conditions of membership in Article III below.
- H. **Official Representative**, as used in these Bylaws, means (1) the mayor or a member of the legislative body of a member city, or (2) the chair of the Board of Supervisors or a member of the Board of Supervisors of a member county, or (3) the chair or a member of the governing board of a member County Transportation Commission (CTC) within the SCAG Region who has been appointed by a Member of the Association to serve in an official capacity at a meeting of the General Assembly. Official Representatives may also be **referred to** as “Delegates” of the Association. An Advisory Member of the Association may also appoint an Official Representative to serve in an official capacity at a meeting of the **General Assembly**.

DRAFT – BYLAWS AND RECOLUSTION COMMITTEE

- I. **Regional Council Policy Manual**, as used in these Bylaws, means that Policy Manual first adopted by the Regional Council on July 12, 2007, and all subsequent amendments and updates approved by the Regional Council. In the event of a conflict between any part of the Regional **€Council** Policy Manual and any part of these Bylaws, these Bylaws shall prevail.

- J. **Regional Council member**, as used in these Bylaws, means a Member of the Association or an Advisory Member of the Association or another entity specified in ~~these as used in these Bylaws, means a Member of the Association or an Advisory Member of the Association or another entity specified in these~~ Bylaws which is able to appoint a voting representative to serve on the Regional Council or whose city council members may participate in the selection of a District representative to serve on the Regional Council^{7.2}.

- K. **SCAG Region**, as used in these Bylaws, means the counties of Imperial, Los Angeles, Orange, Riverside, San Bernardino, and Ventura.

- L. **Voting-Eligible** or **voting-eligible**, as used in these Bylaws, describes those Members of the Association, Advisory Members of the Association^{7.1} and Regional Council members who retain all voting rights and who have not had their voting rights suspended as described in **Article VIII C-Paragraph C**.

ARTICLE III – ASSOCIATION MEMBERSHIP AND REPRESENTATION **FOR THE GENERAL ASSEMBLY**

A. Membership

- (1) All cities and all counties within the area of the SCAG Region are eligible for membership in the Association. In addition, each CTC from the SCAG Region is also eligible for membership in the Association.

- (2) Each member county and each member city shall have one (1) Official Representative and one (1) Alternate in the General Assembly, except that the City of Los Angeles, if and while it is a member city, shall have three (3) Official Representatives and three (3) Alternates. Each member CTC shall have one (1) Official Representative in the General Assembly.

- (3) Membership in the Association shall be contingent upon the execution of the Joint Powers Agreement and the payment by each member county, member city, or member CTC of each annual dues assessment.

- (4) Any federally recognized Indian Nation within the SCAG Region which is significantly involved in regional problems or the boundaries of which include territory in more than one (1) county, shall be eligible for an Advisory Membership in the Association. In addition to selecting Official Representatives and Alternates for the General Assembly, such Advisory Members may collectively select a single representative from the Tribal

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Government Regional Planning Board, who shall be a locally elected Tribal Council member from a federally recognized Indian Nation and who shall serve on the Regional Council and may fully participate in the work of committees of the Association contingent upon the payment of the annual dues assessment.

B. Representation in the General Assembly

- (1) Only the Official Representative present or the Alternate present in the absence of the Official Representative shall represent a Member of the Association or an Advisory Member of the Association in the General Assembly; provided, however, that a member of the Board of Supervisors of a member county may participate in the discussions of the General Assembly.
- (2) Except as described herein, the Official Representative in the General Assembly of each member city of the Association, member-county of the Association, and member CTC of the Association shall be its respective Regional Council representative. Further, and except as described herein, the Official Representative in the General Assembly of an Advisory Member of the Association shall be its respective representative to the Regional Council.
- (3) In the event that a member city of the Association does not have one of its city council members as its respective Regional Council representative, or if a member city does not wish to have its Regional Council representative be its Official Representative or Alternate, the member city may appoint as its Official Representative or Alternate a member of its city council who is not a Regional Council representative; provided that if and while the City of Los Angeles is a member city, the mayor of the City of Los Angeles shall be one of its Official Representatives. Further, in the event that an Advisory Member of the Association does not have one of its Tribal Council members as its representative to the Regional Council or if the Advisory Member does not wish to have its representative to the Regional Council be its Official Representative or Alternate, the Advisory Member may appoint a locally elected Tribal Council member as its Official Representative or Alternate.
- (4) In the event that a member county of the Association does not wish to have its respective Regional Council representative be its Official Representative or Alternate, the member county may appoint as its Official Representative or Alternate a member of the Board of Supervisors who is not a Regional Council representative.
- (5) In the event that a member CTC of the Association does not wish to have its respective Regional Council representative be its Official Representative, the member CTC may appoint as its Official Representative a member of the CTC Governing Board who is not a Regional Council representative.
- (6) Names of all Official Representatives and Alternates shall be communicated in writing to the Association by the appointing city, county, CTC, or Tribal Council at least thirty

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(30) days before the annual meeting of the General Assembly. However, the SCAG President or the SCAG Executive Director may waive this deadline, upon the request of an appointing city, county, CTC, or Tribal Council, as long as the name or names are communicated in writing to the Association before the opening of the General Assembly.

- (7) An Official Representative or Alternate shall serve until a successor is appointed, except if an Official Representative or Alternate ceases to be a member of the appointing legislative body or Tribal Council or cannot serve as an Official Representative or Alternate because of a federal or state statute or regulation or resigns as an Official Representative or Alternate, then the position shall be vacant until a successor is appointed.
- (8) All Official Representatives and Alternates shall file Statement of Economic Interest forms and comply with all SCAG policies regarding conflict-of-interest, harassment, and discrimination.

ARTICLE IV – GENERAL ASSEMBLY

A. Powers and Functions

Subject to Article I, the powers of the General Assembly, shall include the following.

- (1) The General Assembly shall determine all policy matters for the Association, approve **they** Bylaws, and ratify the election of Officers.
- (2) Any Official Representative (or Alternate acting in the absence of the respective Official Representative) may, at any regular meeting of the General Assembly, propose a subject(s) for study by the Association provided that the Official Representative (but not the Alternate) has notified the President of the proposal forty-five (45) days in advance of any regular meeting of the General Assembly. The General Assembly may determine whether a study will be made of the subject(s) proposed, or may refer such subject(s) to the Regional Council.
- (3) Any Official Representative (or Alternate acting in the absence of the respective Official Representative) may, at any regular meeting of the General Assembly, **request a** review by the General Assembly of any action of the Regional Council which has been taken between meetings of the General Assembly provided that the Official Representative (but not the Alternate) has notified the President of the **review request** forty-five (45) days in advance of any regular meeting of the General Assembly.
- (4) The General Assembly shall review the proposed Association budget and annual dues assessment schedule and shall adopt an annual Association budget and an annual dues assessment schedule.
- (5) Any Official Representative (but not an Alternate) who desires to propose any policy

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matter for action by the General Assembly shall submit the matter to the Association in the form of a proposed resolution by a deadline established by the Association, that is subject to waiver by the SCAG President or Executive Director but which in all cases must be at least forty-five (45) days prior to any regular meeting of the General Assembly. The Bylaws and Resolutions Committee, whose membership and responsibilities are described in Article XI of these Bylaws, shall consider each such proposed resolution, and shall submit its recommendation to the Regional Council. A copy of each such proposed resolution whose approval is recommended by the Regional Council shall be included in the agenda materials for the regular meeting of the General Assembly.

B. Meetings

- (1) A regular meeting of the General Assembly shall be held once a year. Special meetings of the General Assembly may be called by the Regional Council upon the request of the President and with the affirmative votes of a majority of the representatives of voting-eligible Regional Council members who are present and voting at a meeting of the Regional Council with a quorum in attendance. Ten (10) days' written notice of a special meeting shall be given to the Official Representatives and Alternates of each Member and Advisory Member of the Association. An agenda specifying the subject of the special meeting shall accompany the notice.
- (2) The time, date, and location for meetings of the General Assembly shall be determined by the Regional Council.
- (3) Notice of the regular meeting of the General Assembly shall be given to the Official Representatives and Alternates of each Member and Advisory Member of the Association at least twenty-one (21) days prior to each regular meeting. An agenda for the regular meeting shall accompany the notice. Notice of any changes to the agenda shall be given at least ten (10) days prior to the regular meeting.
- (4) The General Assembly may adopt rules for its own procedures but any such rules so adopted must be consistent with these Bylaws.

C. Voting

- (1) A quorum of the General Assembly shall consist of one-third (1/3) of the number of Official Representative positions for voting-eligible Members of the Association or Advisory Members of the Association. Unfilled Official Representative positions from Voting-eligible Members and Advisory Members of the Association will be counted in the determination of a quorum for the General Assembly.
- (2) Each Official Representative of a voting-eligible Member or Advisory Member of the Association shall have one (1) vote. In the absence of the Official Representative, the Alternate shall be entitled to vote. Unless otherwise identified in these Bylaws, an

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affirmative vote of a majority of the Official Representatives or Alternates of the voting-eligible Members and Advisory Members of the Association present at the General Assembly and voting with a quorum in attendance shall be necessary for the approval or adoption of any matter presented for action to the General Assembly.

- (3) Voting may be by voice, displaying voting cards, roll call vote, or through the use of an electronic voting system. A roll call vote shall be conducted upon the demand of five (5) Official Representatives or their Alternates present, or at the discretion of the presiding officer.

ARTICLE V – REGIONAL COUNCIL

A. **Regional Council Organization:** There shall be a Regional Council of the Association which shall be organized as set forth below and which shall be responsible for such functions as are hereinafter set forth:

- (1) **Membership:** The membership of the Regional Council shall be comprised of: one (1) representative from each member county Board of Supervisors, except for the County of Los Angeles which shall have two (2) representatives; one (1) representative from the Tribal Government Regional Planning Board, who shall be a locally elected Tribal Council member from a federally recognized Indian Nation within the SCAG Region; one (1) representative from each District (as defined below); the Mayor of the City of Los Angeles serving as an at-large representative for the City; one (1) city council member or member of a county Board of Supervisors, from the governing boards of each of the six (6) CTCs; one (1) local government elected representative from one of the five (5) Air Districts within the SCAG Region to represent all five (5) of the Air Districts; one (1) local government elected representative from the Transportation Corridor Agencies (TCA); one (1) local government elected representative serving as the Public Transportation Representative to represent the transit interests of all of the operators in the SCAG region; and a representative from the private sector appointed by the President to serve on both the Regional Council and the Executive/Administration Committee and who would serve on the Regional Council in an ex-officio, non-voting capacity.

(a) **Districts:** For purposes of representation on the Regional Council, Districts shall be organized and defined as follows:

- (1) A District shall be established by the Regional Council and generally shall be comprised of a group of cities that have a geographic community of interest and have approximately equal population. In some cases involving cities with large populations, a District will include only one city. A District may be comprised of cities within different counties, but Districts established within a subregion under Article V A-(1)(a)(5) of these Bylaws shall include only cities within the boundary of such subregion. Procedures for District representative elections and appointments shall be set forth under the Regional Council Policy

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Manual.

- (2) In every calendar year ending in 3 or 8, the Regional Council shall review, and, if it deems necessary, modify or establish District boundaries based upon city population data as most recently available from the State Department of Finance. When considering modifications or establishing District boundaries, the Regional Council shall first determine whether a proposed district configuration reflects a coherent community of interest and achieves approximately equal population as required by these Bylaws. After making those determinations, the Regional Council may also consider the following factors, to the extent relevant and based on reasonably reliable information, when evaluating whether to establish, revise, or update a district: (a) transportation connectivity and travel patterns; (b) housing and employment patterns; (c) economic and service-area linkages; (d) geographic or environmental features that meaningfully affect regional planning considerations; and (e) geographically contiguous districts, where possible. These additional factors are considerations that shall not be applied to override the requirements relating to geographic community of interest and population balance. If utilizing these factors, the Regional Council shall document the basis for any modification or establishment of District boundaries in the staff report or other written record for the action.
- (3) Notwithstanding any other provisions of these Bylaws, in the event that District boundaries are changed as a result of a Regional Council review, then any impacted District shall have the option to retain its current District representative until the completion of the District representative's term or until a special election is held, no later than two (2) months after final action by the Regional Council, to elect a District representative who shall serve for a term established by the Regional Council. Such special elections shall be held in accordance with the District representative election procedures described in the Regional Council Policy Manual.
- (4) If a new city within the SCAG Region is incorporated after Districts have been established or reviewed, the newly incorporated city shall be assigned by the Regional Council, in consultation with any applicable subregional organization, to a District with other cities with which it has contiguous borders until such time as District boundaries are again reviewed by the Regional Council.
- (5) In any area where a subregional organization has either (1) been formally established under a joint powers agreement pursuant to California Government Code Sections 6500 et. seq. to serve as the subregional planning agency for the general purpose local governments

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and is not a single-purpose joint powers authority or a special district entity, or (2) been recognized by action of the **Regional Council**, and is organized for general planning purposes such as for the purpose of conducting studies and projects designed to improve and coordinate the common governmental responsibilities and services **on an** area-wide and regional basis, exploring areas of intergovernmental cooperation and coordination of governmental programs and providing recommendations and solutions to problems of common and general concern, such subregional organization shall make recommendations to establish a District (or Districts) within the boundaries of such subregional area. For purposes of establishing Districts, the subregional organization shall use the description of a District as set forth in Article V A (1)(a)(1) of these Bylaws. The subregional organization shall have authority to make recommendations to the Regional Council to establish or modify Districts in every year ending in 3 or 8 and shall use city populations as most recently determined by the State Department of Finance.

(6) The Regional Council shall establish no more than seventy (70) Districts.

(b) Regional Council Representation

(1) Every member city of the Association shall have at least one District representative.

(2) CTC, TCA and the Tribal Government Regional Planning Board representatives to the Regional Council shall be appointed by their respective governing boards, and the appointments shall be formally communicated in writing to the Association. The Air District representative shall be determined by the five (5) Air Districts within the SCAG Region, with such determination formally communicated in writing to the Association.

(3) The position of the Public Transportation Representative will rotate among the six CTCs in the SCAG Region, and each CTC in turn will **make a** two-year appointment subject to the President's official appointment. The Chief Executive Officers of the CTCs may develop additional procedures for the selection process. A representative from the Los Angeles County Metropolitan Transportation Authority shall serve as the initial Public Transportation Representative on the Regional Council.

(2) Terms of Office:

(a) Membership on the Regional Council by District representatives shall be for two (2) years except for those District representatives elected through special elections or appointments as described below and in Article V A above. Terms

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of District representatives shall commence on the adjournment of the annual meeting of the General Assembly and expire at the conclusion of the second regular meeting of the General Assembly occurring after their terms commence. If a District representative resigns from his or her position as the District representative or officially ceases to be a locally elected official, his or her District representative position shall be declared vacant by the President on the effective date of the resignation or the end of the elected official's locally elected position. Moreover, the President shall immediately declare vacant the position of a District representative if required by federal or state statutes or regulations, or in response to a no confidence vote by a District undertaken in accordance with the Regional Council Policy Manual or because of a failure to follow the election or appointment policies contained in the Regional Council Policy Manual. A no confidence vote shall only be undertaken in response to a resolution passed by all cities in the District that are voting eligible Members of the Association. All such vacancies shall be filled through special elections or new appointments as set forth in the Regional Council Policy Manual. In the case of District representatives elected pursuant to special elections or newly appointed to fill vacancies, the term shall be for such time as will fill out the remainder of the vacated term.

- (b) The terms of District representatives who represent even-numbered Districts shall be two (2) years and shall expire in even-numbered years. Terms of District representatives who represent odd-numbered Districts shall be two (2) years and shall expire in odd-numbered years.
 - (c) Representatives to the Regional Council from the counties that are Members of the Association and from the CTCs, the Tribal Government Regional Planning Board, Air Districts, TCA, and the Public Transportation Representative shall have two (2) year terms, commencing on the date of appointment by the organizations they each represent and expiring two (2) years thereafter. If a representative described in this Article V A-(2)(c) ceases to be a locally elected official, or if so required by federal or state statutes or regulations, or if his or her appointment is rescinded by the appointing legislative body, his or her position on the Regional Council shall immediately be declared vacant by the President. Such a vacancy on the Regional Council shall be filled by action of the respective county, CTC, the Tribal Government Regional Planning Board, TCA, the five Air Districts in the SCAG Region in the case of the Air District representative, and the CTCs in the SCAG Region with respect to the Public Transportation Representative.
- (3) **Meetings:** Unless the Regional Council decides otherwise, it shall generally meet at least once a month. The date, time and location of the Regional Council meetings shall be recommended by the Executive Director and ratified by the Regional Council. Meetings shall be held upon the call of the President or upon the call of a majority of the members of the Regional Council. The Regional Council may adopt any other meeting procedures as part of the Regional Council Policy Manual.

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(4) Duties

- (a) Subject to the policy established by the General Assembly, the **Regional Council** shall conduct the affairs of the Association, approve the Overall **Work Plan** (OWP) Budget required by state and federal agencies and any other similar budgets required by funding agencies, and approve the **Regional Council** Policy Manual and any amendments thereto. The Executive **Director_or** his designee shall have the authority to make administrative modifications to the Regional Council Policy Manual to reflect past Regional Council **actions_without** the Regional Council's approval of a formal amendment to the Regional Council Policy Manual.
- (b) The Regional Council shall review and may amend the proposed annual budget as prepared by the Executive Director. The proposed budget and the assessment schedule, as approved by Regional Council, shall be submitted to the members of the General Assembly at least thirty (30) days before the annual meeting. After the adoption of the annual budget assessment schedule by the General Assembly, the Regional Council shall control all Association expenditures in accordance with such budget.
 - (1) The Regional Council shall have the power to transfer funds within the total budget amount in order to meet unanticipated needs or changed situations. Such action shall be reported to the General Assembly at its next regular meeting.
 - (2) At each annual meeting of the General Assembly, the **Regional Council** shall report on all budget and financial transactions since the **previous annual** meeting.
- (c) The Regional Council shall submit a report of its activities at each regular meeting of the General Assembly.
- (d) The Regional Council shall have the authority to appoint, ratify the annual Work Plan of, approve the Employment Agreement of (including all compensation and benefits), and remove an Executive Director of the Association, and shall also have the authority to fix the salary classification levels for employees of the Association.
- (e) The Regional Council shall have the power to establish committees or subcommittees to study specific problems, programs, and other **matters_which** the Regional Council or General Assembly have approved for study. **Th_SCAG** President shall appoint all members and all chairs of committees and subcommittees that are established to study such specific problems or programs. At the discretion of the SCAG President, the chair of a Policy Committee may appoint the membership and chair of a subcommittee of **said_Policy** Committee.
- (f) Recommendations from committees for policy decisions shall be made to the Regional Council. The Regional Council shall have the authority to act upon

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policy recommendations including policy recommendations from the committees, or it may submit such recommendations, together with its comments, to the General Assembly for action.

- (g) The Regional Council shall be responsible for carrying out policy decisions made by the General Assembly.
 - (h) Representatives of Regional Council members serving on the Regional Council may make informational inquiries of the Executive Director or Association executive staff consistent with the official Association duties of such representatives; however, such representatives shall refrain from any actions or contacts within the Association that would interfere with the powers and duties of the Executive Director.
 - (i) All representatives of Regional Council members serving on the Regional Council shall file Statement of Economic Interest forms and comply with the all SCAG policies regarding conflict-of-interest, harassment, discrimination, and other matters as described in the Regional Council Policy Manual.
- (5) **Voting**: In the Regional Council voting shall be conducted in the following manner:
- (a) Only representatives of the voting-eligible Regional Council members shall have the right to vote at meetings of the Regional Council. Proxy votes are not allowed and representatives must be present at a Regional Council meeting in order to cast a vote.
 - (b) One-third (1/3) of the total number of representative positions from voting-eligible Regional Council members shall constitute a quorum of the Regional Council. The unfilled representative positions of voting-eligible Regional Council members shall be counted in the determination of a quorum.
 - (c) The affirmative votes of a majority of the representatives of voting-eligible Regional Council members voting with a quorum in attendance are required for action by the Regional Council, except as set forth in subsection (d) below.
 - (d) In order to appoint or remove the Executive Director, the affirmative vote of not less than a majority of the total number of representative positions, including unfilled representative positions, of the voting-eligible Regional Council members is required.
 - (e) Each representative from a CTC, the Tribal Government Regional Planning Board, the Air Districts, and TCA as well as the Public Transportation Representative shall have the right to vote in the same manner as other representatives of voting-eligible Members of the Association serving on the Regional Council.
 - (f) Representatives of voting-eligible Regional Council members serving on the

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Regional Council are free to abstain from voting on any issue before the Regional Council. Any abstention does not count as a vote in favor or against a motion.

- (g) Due to the inability of Regional Council members to review main motions other than those presented as a “recommended action” in a meeting’s agenda material prior to a Regional Council meeting, the President shall not proceed with a vote on a main motion that differs from the “recommended action” in a meeting’s agenda material until the Clerk or counsel has re-stated such a motion and an opportunity has been provided to Regional Council members to permit them to deliberate and debate such a motion.

- (6) **Expenses:** Representatives of Regional Council members who serve on the Regional Council shall serve with compensation and shall be reimbursed for the actual necessary expenses incurred by them in the performance of their duties for the Association, to the extent that such compensation and reimbursement are not otherwise provided to them by another public agency, a Tribal Government, or the Tribal Government Regional Planning Board. The Regional Council shall determine the amount of such compensation and set forth other procedures for expenses in the Regional Council Policy Manual.

~~(6)~~(7) **Dual Service Prohibited:** No individual may simultaneously hold more than one (1) voting-eligible Regional Council member position. If an individual is selected, elected, or appointed to a second voting-eligible Regional Council member position, the individual shall, within fifteen (15) days of the second selection, election, or appointment, notify the Association in writing which position the individual elects to retain. If no election is made, the President shall immediately declare vacant the most recently acquired position. Any vacated position shall be filled in accordance with these Bylaws and the Regional Council Policy Manual. Nothing in this provision restricts simultaneous service in a voting-eligible Regional Council member position and in an ex officio, non-voting capacity.

- B. **Permanent Committees:** For the purpose of developing policy recommendations to the Regional Council, the Regional Council shall establish as permanent committees the “Executive/Administration Committee,” the “Legislative/Communications and Membership Committee,” and the three (3) policy committees known as the “Transportation Committee,” the “Energy and Environment Committee,” and the “Community, Economic and Human Development Committee” (the latter three committees collectively referred to herein as the “Policy Committees”). In addition, the “Emerging Technologies Committee” is established by the Regional Council to research and identify new and emerging technologies that may play a role in transportation planning.

C. **Executive/Administration Committee**

- (1) **Membership:** The membership of the Executive/Administration Committee (EAC) shall include the President, First Vice- President, Second Vice-President, and Immediate Past-President and the President shall serve as the Chair. The EAC shall also include the respective Chairs and Vice Chairs of the Legislative/Communications_and Membership

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Committee and the three (3) Policy Committees, the representative from the Tribal Government Regional Planning Board serving on the Regional Council, and an additional four (4) representatives of Regional Council members who are appointed by the President. In making the appointments, the President shall ensure that the six (6) counties within the SCAG Region have representatives on the EAC. In addition, the representative from the private sector appointed by the President to serve on the Regional Council in an ex-officio, non-voting capacity shall also serve on the EAC in an ex-officio, non-voting capacity. Appointments by the President to a position on the EAC shall be for approximate one (1) year terms, and such appointments shall expire upon the adjournment of the next regular meeting of the General Assembly.

- (2) **Meetings:** The EAC shall generally meet at least once a month and in accordance with the Regional Council Policy Manual, except that the EAC may decide not to meet upon the call of the EAC chair after consultation with the Executive Director or his designee.
- (3) **Duties:**
 - (a) Subject to any limitations that may be established by the General Assembly and/or the Regional Council, the EAC is authorized to make decisions and take actions that are binding upon the Association if the President or the Executive Director determine that such decisions or actions are necessary prior to the next regular meeting of the Regional Council.
 - (b) Subject to the policies of the Regional Council, the EAC shall be responsible for:
 - (1) developing policy recommendations to the Regional Council on administration, human resources, budgets, finance, operations, communications, or any other matter specifically referred by the Regional Council; and
 - (2) negotiating and approving an Annual Work Plan with the Executive Director, which shall be subject to ratification by the Regional Council. The Executive Director's Annual Work Plan shall be effective the first day of July of the calendar year. The EAC shall be responsible for performing the annual evaluation of the Executive Director's performance and for making recommendations to the Regional Council regarding the Employment Agreement of the Executive Director. The EAC shall complete its annual evaluation of the Executive Director's performance no later than the regularly scheduled June meeting of the Regional Council.
 - (c) The powers and duties of the EAC shall include such other duties as the Regional Council may delegate.
- (4) **Voting:** A quorum shall be one-third (1/3) of the representatives of the voting-eligible Regional Council members who are appointed and serving on the EAC. There shall be no proxy votes and representatives must be present to vote. The affirmative vote of the majority of the representatives of the voting-eligible Regional Council members who are appointed and serving on the EAC and voting with a quorum in attendance is

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required for an action by the EAC except that an affirmative vote of a majority of all of the representatives of the voting-eligible Regional Council members serving on the EAC when the EAC acting on behalf of the Regional Council is required to make decisions or take actions that are binding upon the Association with regard to the annual budget; the hiring, removal, compensation, and benefits of the Executive Director; and the salary classification levels for employees of the Association.

D. Legislative/Communications and Membership Committee

- (1) **Membership:** Representatives of voting-eligible Regional Council members serving on the Regional Council may serve on the Legislative/Communications and Membership Committee (LCMC). Appointments to the LCMC shall be made by the President for approximate one (1) year terms that expire at the adjournment of the next regular meeting of the General Assembly. The President shall appoint the chair and vice chair of the LCMC. All representatives appointed to the LCMC by the President shall have full voting rights.
- (2) **Meetings:** The LCMC shall generally meet once a month and in accordance with the Regional Council Policy Manual, except that the LCMC may decide not to meet upon the call of the LCMC chair after consultation with the Executive Director or his designee.
- (3) **Duties:**
 - (a) The Legislative Communications and Membership Committee shall be responsible for developing recommendations to the Regional Council regarding legislative and telecommunications matters; providing policy direction for the agency's marketing communications strategy, outreach issues/materials, and electronic communications systems; reviewing sponsorship opportunities whose cost will exceed \$5,000; and promoting agency membership.
 - (b) The duties of the LCMC shall include other such duties as the Regional Council may delegate.
- (4) **Quorum and Voting:** A quorum of the LCMC shall be one-third (1/3) of the representatives of voting-eligible Regional Council members serving on the LCMC. There shall be no proxy votes and representatives must be present to vote. The affirmative vote of a majority of the voting-eligible Regional Council members serving on the LCMC and voting with a quorum in attendance is required for an action by the LCMC.

E. Policy Committees

- (1) **Membership:**
 - (a) The Policy Committees may include as voting committee members the following: representatives of voting-eligible Regional Council members serving

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on the Regional Council; one (1) representative from the California Department of Transportation; local government elected representatives from each of the general purpose subregional organizations as established under Article V ~~(A)~~(1)(a)(5) of these Bylaws; and one (1) representative who **is a** general purpose local elected official and duly appointed board member from an agency with which the Association has a statutory or Memorandum of Understanding relationship.

- (b) The Policy Committees may include ex-officio (non-voting) committee members who shall be representatives from regional and subregional single purpose public agencies and other voting and ex-officio **(non-voting)_committee** members as approved by the Regional Council.
- (c) Representatives of the CTCs, the Tribal Government Regional Planning Board, TCA, and the Air Districts serving on the Regional Council as well as the Public Transportation Representative on the Regional Council may be appointed as voting committee members of one of the Policy Committees.
- (d) All committee members (voting and ex-officio) of SCAG’s Policy Committees shall be required to file Statement of Economic Interests forms and comply with all SCAG policies regarding conflict-of-interest, harassment, discrimination, and other matters as described in the Regional Council Policy Manual.

(2) **Appointments to Policy Committee:**

- (a) The President shall appoint all interested and available representatives of voting-eligible Regional Council members who serve on the Regional Council to one (1) of the Policy Committees as voting committee members for approximate two (2) year terms that will expire at the adjournment of the second regular meeting of the General Assembly following the **appointment. In** making such appointments, the President shall, to the extent practicable, appoint an equal number of voting committee members to each Policy Committee taking into consideration regional representation, geographical balance, diversity of views, and other factors deemed appropriate by the President.
- (b) The President may appoint to one (1) of the Policy Committees as voting committee members representatives of public agencies that have a **statutory_or** Memorandum of Understanding relationship with SCAG. The representatives shall be appointed for approximate two (2) year terms that will expire at the adjournment of the second regular meeting of the General Assembly following each appointment. All such appointments will be in response to a written request from each of the governing boards of the agencies. Appointments shall be limited to one (1) representative from **each_public** agency. In making such appointments, the President shall consider regional representation.

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- (c) The President ~~shall~~ may appoint ex-officio (non-voting) committee members to the Policy Committees representing the business sector, labor, higher education, and community groups ~~upon the recommendation of one of the respective Policy Committees and approval by the Regional Council~~. The term of each such ex-officio committee member shall expire at the adjournment of the next regular meeting of the General Assembly, however, each such ex-officio committee member may be re-appointed by a future SCAG President.
- (d) The President may appoint to one (1) Policy Committee as a voting committee member one (1) elected representative from each of the subregional organizations described in Article V E ~~(1)(a)~~ of these Bylaws. Each such appointment shall be for an approximate two (2) year term that shall expire at the adjournment of the second regular meeting of the General Assembly following the appointment.
- (e) The President may appoint to the Policy Committees as voting committee members additional local government elected representatives from each of the subregional organizations identified in Article V E ~~(1)(a)~~ of these Bylaws that has at least four (4) Districts. One (1) additional local government elected representative for each District in excess of three (3) Districts may be appointed by the President. The governing boards of each of the subregional organizations shall nominate the additional representatives to be considered by the President for appointment. In making the appointments, the President shall consider, among other things, regional representation. Each such appointment shall be for an approximate two (2) year term that shall expire at the adjournment of the second regular meeting of the General Assembly following the appointment.
- (f) In addition to the appointment of the representative of the Tribal Government Regional Planning Board, the President may also appoint, with the consent of the Tribal Government Regional Planning Board, additional representatives to each Policy Committee such that the Tribal Government Regional Planning Board may have two (2) voting committee members on each Policy Committee. Such representative shall be locally elected Tribal Council members from the federally recognized Indian Nations within the SCAG Region. Each of these additional appointments shall be for approximate two (2) year terms that shall expire at the adjournment of the second regular meeting of the General Assembly following the appointments.
- (g) In order to facilitate participation by member cities of the Association, the President may make at-large appointments of local elected officials from cities that are not otherwise represented on a Policy Committee; provided, however, that the President shall only make such at-large appointments in response to written requests from such cities and may make no more than six at-large appointments for each Policy Committee. The term of an at-large representative on a Policy Committee shall be limited to the remainder of the term of the President except that the local elected official may continue to serve on the

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Policy Committee if its respective city council approve his or her re-appointment and the next SCAG President authorizes the re-appointment. Local elected officials serving in an at-large capacity on a Policy Committee shall be voting committee members.

- (h) To implement and advance the Association’s commitment to justice, equity, diversity, and inclusion, and to increase the representation of people of color and low-income communities in regional policy conversations, the seven (7) County representatives (i.e., Supervisors) to the Regional Council may each appoint one (1) local elected official, from a voting-eligible Member of the Association that has a Community of Concern (as defined below) located within the Member’s boundaries, to serve on a Policy Committee. A County representative to the Regional Council making such an appointment shall notify SCAG staff of the appointment in writing. Within ten (10) business days of a County representative’s notice making such an appointment, the President shall place the appointed local elected official on one of the Policy Committees. A local elected official appointed pursuant to this provision shall serve for a term of approximately two (2) years, commencing on the date the local elected official is placed on a Policy Committee by the President and expiring at the adjournment of the second regular meeting of the General Assembly following date the person is placed on the Policy Committee. Appointments to Policy Committees pursuant to this provision shall be limited to one (1) representative from each County except that Los Angeles County shall be permitted to have two representatives (one for each County representative to the Regional Council). As used in this Article V.E(2)(h), the term “Community of Concern” shall have the meaning given in SCAG’s most recently adopted Regional Transportation Plan/Sustainable Communities Strategy.
- (3) **Meetings:** The Policy Committees shall generally meet at least once a month and in accordance with the Regional Council Policy Manual, except that the Policy Committees may decide not to meet upon the call of the respective Policy Committee Chair after consultation with the Executive Director or his designee.
- (4) **Quorum and Voting:** A quorum of a Policy Committee shall be one-third (1/3) of the voting committee members. There shall be no proxy votes and representatives must be present to vote. The affirmative vote of the majority of the voting committee members of a Policy Committee voting with a quorum in attendance is required for an action by a Policy Committee.
- (5) **Duties of the Transportation Committee (TC):** The Transportation Committee shall study and provide policy recommendations to the Regional Council relative to challenges and opportunities, programs, and other matters, which pertain to the regional issues of mobility and accessibility, including, but not limited to all modes of surface transportation, transportation system preservation and system management, regional aviation, regional goods movement, and transportation finance, as well as transportation control measures.

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- (6) **Duties of the Energy and Environment Committee (EEC)**: The Energy and Environment Committee shall study and provide policy recommendations to the Regional Council relative to challenges and opportunities, programs, and other matters which pertain to the regional issues of energy and the environment. EEC shall also be responsible for reviewing and providing policy recommendations to the Regional Council on matters pertaining to environmental compliance.
- (7) **Duties of the Community, Economic and Human Development Committee (CEHD)**: The Community, Economic and Human Development Committee shall study and provide policy recommendations to the Regional Council relative to challenges and opportunities, programs, and other matters which pertain to the regional issues of community, economic and human development, housing, and growth. CEHD shall also receive information regarding projects, plans, and programs of regional significance for determinations of consistency and conformity with applicable regional plans.
- F. **Joint Policy Committee Meetings**: The duties of the Policy Committees are specified in subsections (5), (6) and (7) above. To the extent that there are matters which are within the scope of review of more than one Policy Committee, the respective Policy Committees shall meet as a Joint Committee to consider the matters and provide unified policy recommendations to the Regional Council, if applicable. At the discretion of the President, the President or the chair of one of the Policy Committees shall preside over a Joint Policy Committee meeting. A quorum of a Joint Policy Committee meeting shall be one-third (1/3) of the combined voting membership of the Policy Committees. There shall be no proxy votes and a voting member must be present to vote. The affirmative vote of a majority of the combined voting members of the Policy Committees voting with a quorum of the Joint Policy Committee in attendance is required for an action by the Joint Policy Committee.
- G. **Other Committees**: Except as may be limited or restricted elsewhere in these Bylaws, the President is authorized to appoint representatives of Regional Council members serving on the Regional Council to SCAG committees, ad hoc committees, subcommittees, or task forces to study specific problems, programs, or other matters which the Regional Council or General Assembly have approved for study and also to appoint new members or re-appoint prior members to any SCAG committee, ad hoc committee, subcommittee or task force. The President is also authorized to appoint representatives of Regional Council members serving on the Regional Council to governing boards of other agencies, districts, commissions, and authorities as representatives of the Association. If no such representatives are available for such appointment, the President may appoint an elected official not on the Regional Council to represent the Association. Elected officials appointed to represent the Association who are not then serving on the Regional Council shall serve as ex-officio representatives to the Regional Council without the right to vote. Terms of appointment of representatives serving on the Regional Council and other elected officials to governing boards of other agencies, districts, commissions, and authorities shall be consistent with the term of office of the appointing President.
- H. **Emerging Technologies Committee**: Serving as a permanent advisory committee to the

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Regional Council and the Policy Committees, the Emerging Technologies Committee (ETC) will research and identify new and emerging technologies that may play a role in **all_beneficial** areas throughout the region, including transportation planning and improving the region's transportation system. Members serving on the Regional Council and Policy Committees may serve on the ETC. In addition, ex-officio, non-voting members to the ETC may be appointed by the President. Appointments to the ETC shall be made by the **President_for** approximate one (1) year terms that expire at the adjournment of the next regular meeting of the General Assembly. The President shall appoint the chair and vice chair of the ETC. All representatives appointed to the ETC by the President shall have full voting rights.

- (1) **Meetings:** The ETC shall meet as frequently as needed upon the call of the ETC chair after consultation with the Executive Director or his designee.
- (2) **Quorum and Voting:** A quorum of the ETC shall be one-third (1/3) of the members serving on the ETC. There shall be no proxy votes and representatives must be present to vote. The affirmative vote of a majority of the voting-eligible members serving on the ETC and voting with a quorum in attendance is required for an action by the ETC.

ARTICLE VI – OFFICERS, DUTIES, ELECTIONS AND VACANCIES

- A. **Officer Positions:** Officers of the Association shall consist of a President, a First Vice-President, Second Vice-President, Immediate Past President, and a Secretary-Treasurer. **The Association's** President, First Vice-President, and Second Vice-President shall be elected annually by the Regional Council, prior to the annual regular meeting of the **General Assembly**, from among its membership as set forth below. The Executive Director of the Association shall serve as the Secretary-Treasurer of the Association, but shall have no **vote_in** the Association.
- B. **Nominating Committee and Candidate Replacements:** Officers of the Association, except the Secretary-Treasurer, shall be elected from a recommended list of candidates, one for each office, which shall be prepared by a Nominating Committee and submitted to the Regional Council for review and action. The Nominating Committee shall be appointed by the President and shall be composed of seven (7) representatives of Regional Council members who collectively represent the six (6) counties within the SCAG Region, with at least one (1) member being a county representative. All individuals serving on the Nominating Committee shall be voting members. Individuals serving on the Nominating Committee shall serve from the date of their appointment until the adjournment of the **next_regular** meeting of the General Assembly. The Immediate Past President shall serve as the chair of the Nominating Committee. The Nominating Committee shall consider only those candidates that meet the minimum eligibility requirements set forth below in Article VI C **of_these** Bylaws and any other requirements that may be established by the Regional **Council**. **A** quorum of the Nominating Committee shall be a majority of its membership. Proxy voting is not allowed and members must be present to vote. The affirmative votes of a majority of those Nominating Committee members voting with a quorum in attendance shall be required for any action by the Nominating Committee.

In the event that prior to the annual meeting of the General Assembly, a candidate for President or First Vice-President who has been approved by the Nominating Committee or elected by the

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Regional Council but not yet ratified by the General Assembly no longer satisfies the minimum eligibility requirements of Article V C, the candidate for First Vice-President shall be deemed the candidate for President and the candidate for Second Vice-President shall be deemed the candidate for First Vice-President, provided that the applicable candidates are agreeable to the change.

In the event that prior to the annual General Assembly meeting, a candidate for Second Vice-President who has been approved by the Nominating Committee or elected by Regional Council, but not yet ratified by the General Assembly no longer satisfies the minimum eligibility requirements of Article V C, or if other candidate vacancies exist for any reason after the approval(s) by the Nominating Committee or the election(s) by the Regional Council, the Regional Council shall fill the vacant candidate position(s) with individual or individuals who meet the minimum eligibility requirements of Article V C. The Nominating Committee may also meet to review the list of candidates and make a recommendation to the Regional Council regarding the new candidate for Second Vice-President or for any other vacant candidate positions if there is sufficient time before the annual meeting of the General Assembly in which to schedule both a meeting of the Nominating Committee and the Regional Council.

C. **Minimum Eligibility Requirements:** The following minimum eligibility requirements must be met in order for an individual to be considered by the Nominating Committee as a candidate for an officer position in the Association.

- (1) At the time of the application, the potential candidate must be a Regional Council member who is a representative of a voting-eligible Member of the Association, the TCA representative, the Tribal Government Regional Planning Board representative, the Air District representative, or the Public Transportation Representative and who has served on a Policy Committee and/or the Regional Council (in any combination, except as provided in this subsection) for at least 24 continuous months from when first appointed to the Policy Committee and/or Regional Council or from when elected to serve on the Regional Council through a District election; provided, however, that at least 12 months of the potential candidate's service must be as a Regional Council member. A potential candidate's concurrent service as a member of both a Policy Committee and the Regional Council shall count only once towards satisfying the 24-month eligibility requirement.
- (2) The potential candidate must be actively involved with SCAG.
- (3) The potential candidate must be a local elected official from a SCAG member county, city, TCA, Air District or CTC, the Public Transportation Representative, or a locally elected Tribal Council member from a federally recognized Indian Nation.
- (4) Term limits will not prevent the potential candidate from serving a full term in the respective officer position.
- (5) A completed nomination application must be submitted to the Association by the appropriate deadline by either the potential candidate or a colleague on the Regional

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Council.

- D. **Election by Regional Council and Ratification by General Assembly:** The names of the candidates for each officer position recommended by the Nominating Committee shall be submitted to the Regional Council for consideration and action at least one (1) month **prior to** the annual meeting of the General Assembly. The Nominating Committee shall recommend one candidate to the Regional Council for each officer position (except Secretary-Treasurer). If the Nominating Committee cannot agree on one candidate to recommend to the Regional Council for an officer position, all candidates for that officer position who satisfied the minimum eligibility requirements identified in Article V C, shall **be presented** to the Regional Council. The Regional Council may also consider and elect for any officer position individuals who are nominated directly at a Regional Council meeting as **part of** the election process. New Officers shall take office after the ratification of the General Assembly and upon the adjournment of the General Assembly meeting.
- E. **Officer Position Vacancies:** A vacancy shall immediately occur in the office of the President, First Vice- President, Second Vice-President or Immediate Past President upon the resignation or death of the person holding such office, or upon the person holding such office ceasing to be a local elected official or if required by federal or state statutes or regulations, or if the appointment as a representative of a Member of the Association, the TCA, the Air Districts, Tribal Government Regional Planning Board, or as the **Public Transportation** Representative of **the person** holding the office is rescinded by the legislative body(ies) responsible for the appointment or in response to a no confidence vote by a District undertaken in **accordance with** the District Representative Election Procedures in the Regional Council Policy **Manual. Such** a no confidence vote shall only be undertaken in response to a resolution passed by **all cities** in the District that are voting eligible members of the Association. Upon the occurrence of a vacancy in the office of President, First Vice-President, or Second Vice-President, the vacancy shall be filled for the balance of an unexpired term in order of succession by elevating the next remaining Officer to such position, and the President may call for a Special Election to fill the unexpired term of the office of Second Vice-President. Such second Vice-President shall be selected from a list of candidates which shall be prepared by a Nominating Committee structured in accordance with the provisions of **Article VI, Section B**. In the event of such a Special Election the name of a nominee shall be submitted by the Nominating Committee to the Regional Council for action. If elected, the new Second Vice-President shall take office upon adjournment of that meeting of the Regional Council that included the Special Election. Upon the occurrence of a vacancy in the position of the Immediate Past President, the next most immediate and available Past President of SCAG still serving as representative to the Regional Council shall fill the position and serve for the balance of the unexpired term.
- F. **Representatives to Regional Council Eligible for Officer Positions:** All representatives to the Regional Council from Members of the Association including the CTCs and the representatives of the Tribal Government Regional Planning Board, TCA, and the Air Districts serving on the Regional Council as well as the **Public Transportation** Representative are eligible to be elected by the Regional Council as Officers of the Association.
- G. **Presiding Officer:** The President of the Association shall be the presiding officer of the Regional Council and of the General Assembly. The First Vice-President shall act as the presiding officer

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in his/her absence. The Second Vice-President, followed by the **Immediate Past** President, shall act as the presiding officer in the absence of both of the above officers.

- H. **Duties of Secretary-Treasurer:** The Secretary-Treasurer shall maintain a record of all Association proceedings, maintain custody of all Association funds, and otherwise perform the usual duties of such office.

ARTICLE VII – EXECUTIVE DIRECTOR

The Executive Director shall be the chief administrative officer of the Association. The powers and duties of the Executive Director are as follows.

- A. **Affairs of the Association:** Subject to the authority of the General Assembly and the Regional Council, to administer the affairs of the Association including, but not limited to, oversight and approval of the Personnel Rules, Procurement Manual, and Accounting Manual of the Association.
- B. **Employees:** Consistent with all applicable personnel policies, procedures, and salary classifications, to appoint, direct, discipline, remove, and set the compensation and benefits of all other employees of the Association.
- C. **Budget:** Annually to prepare and present a proposed Association budget and Overall Work Plan budget to the Regional Council and to control the approved budgets.
- D. **Secretary-Treasurer:** To serve as Secretary-Treasurer of the Association.
- E. **Meetings:** To attend the meetings of the General Assembly, the Regional Council, and the EAC.
- F. **Other Duties:** To perform such other duties as the General Assembly or the Regional Council or the Regional Council Policy Manual may require.
- G. **Metropolitan Planning Organization:** To ensure compliance with the Association's responsibilities as a metropolitan planning organization as outlined in 23 U.S.C.A. § 134 et seq., and as may be amended from time to time.

ARTICLE VIII - FINANCES

- A. **Fiscal Year:** The fiscal year of the Association shall commence on July 1.
- B. **Budget Submission and Adoption:** The Association budget shall be submitted by the Executive Director to the Regional Council. The Regional Council shall adopt an Association budget at least 30 days prior the Annual Meeting. The Association budget and assessment schedule shall be adopted by the General Assembly at the Annual Meeting. **Notwithstanding any** provision of the agreement establishing the Association, any member that cannot pay its assessment therefore because of any applicable law or charter provision, or other lack **of ability** to appropriate or pay the same, may add such assessment to its assessment for the next full fiscal year. The budget

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for each year shall provide the necessary funds with which to obtain and maintain the requisite liability and worker's compensation insurance to fully protect each of the signatory parties hereto, and such insurance shall be so obtained and maintained.

- C. **Annual Membership Dues Assessment:** Each year, upon adoption of the Association budget, the General Assembly shall fix an annual membership dues assessment for all Members of the Association, Advisory Members of the Association and Regional Council members in amounts sufficient to provide the funds required by the Association budget and shall advise the legislative body of each Member, Advisory Member or Regional Council member thereof on or before the first regularly scheduled Regional Council meeting within thirty (30) days of the date of the General Assembly regular meeting of such year. Absent any other decision regarding membership dues assessments by the General Assembly, the annual membership dues assessment will be adjusted by the most recent year over year change in the Consumer Price Index – All Urban Consumers for the Los Angeles – Riverside – Orange County, California area, with a minimum of one per cent (1%) and using as a base for the assessment calculation the amount assessed in the previous assessment year. The annual membership dues assessment shall be determined in accordance with the formula set out in Article VIII D of these Bylaws.

If a Member of the Association or an Advisory Member of the Association or a Regional Council member is unable to pay its annual membership dues assessment for any of the reasons cited in Article VIII B of these Bylaws and if a Member (but not an Advisory Member or Regional Council member) is unable or unwilling to add its dues assessment to its assessment for the next full fiscal year, the Regional Council, for not more than one (1) year at a time, may defer, waive, or reduce payment of the annual membership dues assessment for a Member, an Advisory Member or a Regional Council member. Similarly, the Executive Director may authorize reduced payment of the annual membership dues assessment for a Member, an Advisory Member or a Regional Council member by no more than ten (10%) for not more than one (1) year at a time based upon documented financial hardship. In taking any of the actions above, the Regional Council shall adjust the Association budget to provide a balanced Association budget reflecting any of the above actions. Any action of the Regional Council deferring, waiving, or reducing the payment of the annual dues shall be reported at the following General Assembly meeting. In addition, if the Regional Council waives the annual membership dues assessment for a Member of the Association, or an Advisory Member of the Association or a Regional Council member, the Regional Council shall consider, at the same time and decide, on a case-by-case basis, whether the Official Representative of the Member or Advisory Member shall have the right to vote at the General Assembly and whether the representative of the Member, Advisory Member or Regional Council member can continue to vote on the Regional Council or any committee or subcommittee of the Association, serve in a leadership position, receive a stipend or have any other membership rights or privileges restricted during the period when the annual dues have been waived.

If the Regional Council decides to waive the annual membership dues assessment for a Member of the Association and also decides to suspend the voting rights of the Member for the period when the dues assessment is waived and if the representative of the Member serving on the Regional Council represents a multi-city District, the position of District representative shall be vacated by the action of the Regional Council and the vacancy shall be filled through a special election in accordance with the procedures set forth in the Regional Council Policy Manual.

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Any Member of the Association, Advisory Member of the Association, or Regional Council member that fails to pay its annual membership dues assessment, or, in the case of a Member, fails to announce its intention to add its assessment to the assessment for the next fiscal year or fails to seek a deferral or waiver or reduction of its assessment by January 1 of the July 1 – June 30 fiscal year shall be considered to have withdrawn from the Association and will cease to be a Member, Advisory Member, or Regional Council member effective January 1. The Executive Director or his designee shall endeavor to provide written notices of annual membership dues assessment delinquencies in December of each fiscal year.

D. Methods of Assessment:

Member Cities and Counties and Tribal Governments: Each member county and each member city, based on its total population, shall pay, as part of its total annual assessment, the following fixed basic assessment:

COUNTIES		CITIES	
Total Population	Base	Population	Base
Up to 249,999	3,500	Up to 9,999	\$ 100
250,000 – 1,099,999	10,000	10,000 – 24,999	250
1,100,000 – 1,999,999	15,000	25,000 – 99,999	500
2,000,000 – 3,999,999	25,000	100,000 – 499,000	750
4,000,000 up	35,000	500,000 – 999,999	1,000
		1,000,000 up	1,250

For purposes of the annual assessment each federally recognized Indian Nation in the SCAG Region that becomes an Advisory Member of the Association shall be treated as a member city. The remainder of the total annual dues assessment to be borne by the member counties shall be charged to and paid by said member counties in proportion that the population of unincorporated portions of each bear to the total regional population. The remainder of the total annual assessment to be borne by the member cities shall be charged to and paid by said member cities in the proportion that the population of each bears to the total regional population. The computation of the shares of said total annual assessments as above provided shall be based upon the respective populations of the counties and cities as determined by the State Controller in making the most recent allocation to cities and counties pursuant to the Motor Vehicle License Fee Law, or based upon population data from the State Department of Finance in the event that the State Controller data is not available. For a member city newly incorporated pursuant to California Government Code Section 57176, the total annual assessment for the first five (5) years following incorporation shall be based upon such city’s actual population as defined under California Revenue and Taxation Code Section 11005.3(d).

If any county or city was not a Member of the Association at the time the latest assessment was fixed and shall become a Member of the Association thereafter, an assessment shall be payable by such county or city to the Association upon becoming a Member in a sum based upon the current county or city per capita rate, as the case may be, prorated from the date of establishing membership until the July 1 following the next annual meeting of the General Assembly after

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such date. Notwithstanding the previous provisions of this Article VIII, no rebates or adjustments shall be made among the existing member counties and/or cities if such additional assessments shall be received from new Members. Notwithstanding the previous provisions of this Section, no regular dues assessment of any county or city shall exceed twenty percent (20%) of the total assessment for any annual assessment period.

CTCs: Each CTC shall pay a fixed annual assessment based on total population, using the following assessment table:

<u>Total Population</u>	<u>Annual Assessment</u>
Up to 249,000	\$ 3,500
250,000-1,099,999	\$ 10,000
1,100,000-1,999,000	\$ 15,000
2,000,000-3,999,999	\$ 25,000
More than 4,000,000	\$ 35,000

TCA, the Air Districts and the Public Transportation Representative: TCA shall pay an annual assessment of \$10,000. The annual assessment for a representative from the Air Districts on the Regional Council shall be \$10,000 to be paid in a manner agreed upon by the five (5) Air Districts within the SCAG Region. There is no required assessment for the Public Transportation Representative on the Regional Council.

- E. **Annual Audit:** The Regional Council shall cause an annual external audit of the financial affairs of the Association to be made by a certified public accountant at the end of each fiscal year. The Regional Council shall employ a certified public account of its choosing. The Regional Council shall also establish an Audit Committee to provide oversight of the annual external audit. The members of Audit Committee shall be comprised of members of the Regional Council and serve for one (1) year terms. The First Vice-President shall be a member of the Audit Committee and the Second Vice-President shall serve as the chair of the Audit Committee for one (1) year. The audit report shall be made to Association member cities, and counties.

- F. **Indemnification for Tort Liability:** In contemplation of the provisions of Section 895.2 of the Government Code of the State of California imposing certain tort liability jointly upon public entities solely by reason of such entities being parties to an agreement as defined in Section 895 of said code, the Members of the Association hereto as between themselves, pursuant to the authorization contained in Sections 895.4 and 895.6 of said code, will each assume the full liability imposed upon it, or any of its officers, agents or employees by law for injury caused by a negligent or wrongful act or omission occurring in the performance of this agreement to the same extent that such liability would be imposed in the absence of Section 895.2 of said code. To achieve the above stated purpose each Member of the Association indemnifies and holds harmless any other Member of the Association for any loss, cost, or expense that may be imposed upon such other Member of the Association solely by virtue of said Section 895.2. The rules set forth in Civil Code Section 2778 are hereby made a part of these Bylaws.

- G. **Debts, Liabilities and Obligations of the Association:** Notwithstanding the provisions of Section 7 of said Joint Powers Agreement by which this Association is formed, no contract, employment,

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debt, liability or obligation of the Association shall be binding upon or **obligate any** Member of this Association without the express written request or consent of such Member and only to the extent so requested or consented to; nor shall the Association **have the** authority or the power to bind any member by contract, employment, debt, liability, **or obligation** made or incurred by it without the written request or consent of such Member, and then only to such extent as so requested or consented to in writing.

- H. **Depositories and Investments:** In addition to the depository and the disbursing officer as specified in Section 7 of the Joint Powers Agreement, the Regional Council may authorize additional depositories and those authorized to disburse the Association's funds, and may specify the terms and conditions pertaining thereto.

ARTICLE IX – STATUTORY AUTHORITY

The Southern California Association of Governments shall be an agency established by a joint powers agreement among the members pursuant to Title 1, Division 7, Chapter 5, of the Government Code of the State of California and shall have the powers vested in the Association by State or Federal law, the Joint Powers Agreement, or these Bylaws. The Association shall not have the power of eminent domain, or the power to levy taxes.

ARTICLE X – VOLUNTARY WITHDRAWAL

Any Member of the Association, Advisory Member of the Association, or Regional Council member may, at any time, withdraw from the Association providing, however, that the intent to withdraw must be stated in the form of a resolution enacted by the legislative body of the agency wishing to withdraw. Such resolution of intent to withdraw from the Association must be given to the Association by the withdrawing agency at least 30 days prior to the effective date of withdrawal. The withdrawing agency shall not be entitled to a refund of the annual assessment paid to the Association.

ARTICLE XI – BYLAWS AND RESOLUTIONS COMMITTEE AND AMENDMENTS

The Bylaws and any amendments thereto are subject to the approval of the General Assembly.

Amendments to these Bylaws may be proposed by an Official Representative, the Executive Director, the Bylaws and Resolutions Committee, and the Regional Council.

If proposed by an Official Representative, the amendment shall be submitted to the Association by a deadline established by the Association that is subject to waiver by the SCAG President or Executive Director but which in all cases must be at least forty-five (45) days prior to the regular meeting of the General Assembly for assignment and consideration by the Bylaws and Resolutions Committee.

The Bylaws and Resolutions Committee shall be appointed by the President and composed of twelve (12) representatives of Members of the Association serving on the Regional Council, with at least one (1) representative from each county in the SCAG Region and with at least two (2) representatives being county representatives. The representatives serving on the Bylaws and Resolutions Committee

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shall have terms that commence on the date of their appointment and extend to the adjournment of the next regular meeting of the General Assembly. A quorum of the Bylaws and Resolutions Committee shall be a majority of its membership. Proxy voting is not allowed and members must be present to vote. The affirmative votes of a majority of those Bylaws and Resolutions Committee members voting shall be required for any action by the Bylaws and Resolutions Committee. The Second Vice-President shall serve as the chair of the Bylaws and Resolutions Committee.

Except for amendments proposed by the Regional Council, all proposed amendments to the Bylaws shall be considered by the Bylaws and Resolutions Committee, and thereafter, by the Regional Council: except, however, amendments proposed by the Executive Director or his designee that are not recommended by the Bylaws and Resolutions Committee shall not be sent to the Regional Council. All amendments proposed by an Official Representative, and all amendments proposed by the Bylaws and Resolution Committee or the Executive Director or his designee that are recommended by the Regional Council along with amendments proposed by the Regional Council, shall be forwarded to the Official Representative of each General Assembly member at least twenty-one (21) days prior to the regular meeting of the General Assembly at which such proposed amendments will be voted upon.

An affirmative vote of a majority of the Official Representatives or Alternates of the General Assembly voting-eligible Members of the Association present and voting with a quorum in attendance is required to adopt an amendment to these Bylaws. If, within sixty (60) days after the adoption of any amendment, one-third (1/3) or more of the Official Representatives protest such amendment by filing a written protest with the Executive Director, the adoption of such amendment shall be suspended until the next meeting of the General Assembly when the amendment shall again be taken up for consideration and vote.

Notwithstanding any provision of the agreement establishing the Association, Article **V -A(-4)**(b) and the Article VIII A, B, and E of said Bylaws shall not be changed except with the concurrence of the legislative body of each signatory party to said agreement which has not then withdrawn from the Association.

ARTICLE XII – EFFECTIVE DATE

These Bylaws shall go into effect immediately upon the effective date of the agreement establishing the Association.

ARTICLE XIII – HIRING PROHIBITION

No individual who is or was an Official Representative or Alternate on SCAG’s General Assembly or is or was a representative of a Member of the Association, or of an Advisory Member of the Association, or of a Regional Council member serving on the Regional Council or is or was a member of any of SCAG’s Policy Committees shall be eligible for compensated employment with SCAG for a period of one (1) year after the individual’s last day of service in any of the SCAG positions described in this Article.

Bylaws adopted by the Joint County-City SCAG Committee:

March 27, 1964

Bylaws amended by the SCAG General Assembly:

February 24, 1966

November 4, 1966

February 24, 1967

February 18, 1970

September 24, 1970

February 16, 1973

September 12, 1974

February 27, 1975

March 8, 1977

October 6, 1977

March 3, 1978

October 6, 1978

March 16, 1979

October 2, 1980

April 29, 1982

April 26, 1984

January 29, 1987

March 21, 1989

March 22, 1990

April 21, 1991

February 27, 1992

March 12, 1993

March 4, 1994

March 3, 1995

July 3, 1996

October 9, 1997

April 16, 1998

September 3, 1998

April 8, 1999

April 6, 2000

May 1, 2003

September 4, 2003

May 4, 2004

May 5, 2005

May 4, 2006

May 3, 2007

May 8, 2008

May 7, 2009

May 6, 2010

May 5, 2011

April 5, 2012

June 7, 2012

May 2, 2013

May 1, 2014

May 7, 2015

May 5, 2016

May 4, 2017

May 3, 2018

May 2, 2019

May 6, 2021

May 5, 2022