



SOUTHERN CALIFORNIA
ASSOCIATION OF GOVERNMENTS
900 Wilshire Blvd., Ste. 1700
Los Angeles, CA 90017
T: (213) 236-1800
www.scag.ca.gov

REGIONAL COUNCIL OFFICERS

President
Alan D. Wapner, San Bernardino
County Transportation Authority

First Vice President
Bill Jahn, Big Bear Lake

Second Vice President
Randon Lane, Murrieta

Immediate Past President
Margaret E. Finlay, Duarte

COMMITTEE CHAIRS

Executive/Administration
Alan D. Wapner, San Bernardino
County Transportation Authority

Community, Economic &
Human Development
Peggy Huang, Transportation
Corridor Agencies

Energy & Environment
Linda Parks, Ventura County

Transportation
Curt Hagman, San Bernardino
County

SPECIAL MEETING BYLAWS & RESOLUTIONS COMMITTEE

Thursday, March 21, 2019
9:00 a.m. – 10:00 a.m.

SCAG MAIN OFFICE
900 Wilshire Blvd., Ste. 1700
Policy Room B
Los Angeles, CA 90017
(213) 236-1800

PLEASE SEE NEXT PAGE FOR OTHER MEETING LOCATIONS

If members of the public wish to review the attachments or have any questions on any of the agenda items, please contact Tess Rey-Chaput at (213) 236-1908 or via email at REY@scag.ca.gov.

SCAG, in accordance with the Americans with Disabilities Act (ADA), will accommodate persons who require a modification of accommodation in order to participate in this meeting. SCAG is also committed to helping people with limited proficiency in the English language access the agency's essential public information and services. You can request such assistance by calling (213) 236-1908. We request at least 72 hours (three days) notice to provide reasonable accommodations and will make every effort to arrange for assistance as soon as possible.

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Bylaws and Resolutions Committee
List of Members Participating at SCAG Offices* and Other Meeting Locations

Date: Thursday, March 21, 2019
Time: 9AM – 10AM
Location: 900 Wilshire Boulevard, Suite 1700 – Policy Room B
Los Angeles, CA 90017

- | | |
|---|--|
| 1. Hon. Randon Lane (Chair), representing Riverside County | 900 Wilshire, Suite 1700
Los Angeles, CA 90017* |
| 2. Hon. Steve Manos, representing Riverside County | 130 S. Main Street
Lake Elsinore, CA 92530 |
| 3. Supervisor Curt Hagman, representing San Bernardino County | 385 N Arrowhead Ave, 5 th Floor
San Bernardino, CA |
| 4. Hon. Ray Marquez, representing San Bernardino County | City of Chino Hills Government Center
14000 City Center Drive, 2 nd Floor
Chino Hills, CA 91709 |
| 5. Supervisor Luis Plancarte, representing Imperial County | 940 W Main St. , Suite 208-2
El Centro, CA 92243 |
| 6. Hon. Cheryl Viegas-Walker, representing Imperial County | 1503 N. Imperial Avenue, Suite 104
El Centro, CA 92243* |
| 7. Hon. Dan Medina, representing Los Angeles County | 15403 S. Wilton Place
Gardena, CA 90249 |
| 8. Hon. Rex Richardson, representing Los Angeles County | Long Beach City Hall
333 W. Ocean Blvd.
Long Beach 90802 |
| 9. Hon. Peggy Huang, representing Orange County | Brea City Hall
1 Civic Center Circle
Brea, CA 92821 |
| 10. Hon. Marty Simonoff, representing Orange County | Brea City Hall
1 Civic Center Circle
Brea, CA 92821 |
| 11. Hon. Carmen Ramirez, representing Ventura County | 300 W. 3 rd Street, 4 th Floor
Oxnard, CA 93030 |
| 12. Hon. Mike Judge, representing Ventura County | 2929 Tapo Canyon Rd.
Simi Valley, CA 93063 |

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BYLAWS & RESOLUTIONS COMMITTEE

SPECIAL MEETING AGENDA

Southern California Association of Governments
Wilshire Grand Center
900 Wilshire Boulevard, Suite 1700 – Policy Room B
Los Angeles, California 90017
Thursday, March 21, 2019
9AM – 10AM

CALL TO ORDER AND PLEDGE OF ALLEGIANCE

(The Honorable Randon Lane, Chair)

PUBLIC COMMENT PERIOD

Members of the public desiring to speak on items on the Special Meeting Agenda must fill out and present a Public Comment Card to the Assistant prior to speaking. Comments will be limited to three (3) minutes per speaker. The President has the discretion to reduce the time limit based upon the number of speakers and may limit the total time for all public comments to twenty (20) minutes.

ACTION/DISCUSSION ITEMS

Page No.

- | | | |
|---|-------------------|----------|
| 1. <u>Consideration of Proposed General Assembly Resolution</u>
<i>(Joann Africa, Chief Counsel)</i> | Attachment | 1 |
|---|-------------------|----------|

Recommended Action: That the Bylaws and Resolutions Committee review the following resolution for the General Assembly as submitted by Ventura County Supervisor and Regional Council member Linda Parks regarding SCAG's endorsement of local governments' ability to form Community Choice Aggregation (CCA) programs.

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|---|-------------------|----------|
| 2. <u>Consideration of Proposed Amendments to the SCAG Bylaws</u>
<i>(Joann Africa, Chief Counsel)</i> | Attachment | 5 |
|---|-------------------|----------|

Recommended Action: That the Bylaws and Resolutions Committee review the following proposed Bylaw amendments and consider recommending approval by the Regional Council.



ACTION/DISCUSSION ITEMS - continued

Page No.

3. Regional Council Policy Manual Review – CVAG Request for Flexibility in the Regional Council District Election Process
(Joann Africa, Chief Counsel)

Attachment

35

Recommended Action: That the Bylaws and Resolutions Committee review, discuss and provide direction to staff with respect to a request from the Coachella Valley Association of Governments (CVAG) to consider providing “regional flexibility” to the Regional Council District election process as set forth in the Regional Council Policy Manual in light of circumstances related to the recent RC District 2 special election.

4. Regional Council Policy Manual Review – Complaint Procedures for alleged Regional Council Code of Conduct Violations
(Frank Lizarraga, Jr., General Counsel; Joann Africa, Chief Counsel)

Attachment

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Recommended Action: That the Bylaws and Resolutions Committee review the attached proposed procedures regarding how to address complaints alleging violations of the Regional Council Code of Conduct.

ANNOUNCEMENT/S

ADJOURNMENT

Southern California Association of Governments
900 Wilshire Blvd., Suite 1700, Los Angeles, California 90017

Agenda Item No. 1
Thursday, March 21, 2019

To: Bylaws and Resolutions Committee

**EXECUTIVE DIRECTOR'S
APPROVAL**

From: Joann Africa, Chief Counsel/Director of Legal Services

Subject: Consideration of Proposed General Assembly Resolution



RECOMMENDED ACTION:

That the Bylaws and Resolutions Committee review the following resolution for the General Assembly as submitted by Ventura County Supervisor and Regional Council member Linda Parks regarding SCAG's endorsement of local governments' ability to form Community Choice Aggregation (CCA) programs.

EXECUTIVE SUMMARY:

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

This year, SCAG staff received a proposed resolution from Ventura County Supervisor and Regional Council member Linda Parks supporting Community Choice Aggregation (CCA) programs. CCA programs are locally-based programs that allow customers a choice of whom to purchase electricity from aside from traditional utilities. To date, there are several active CCA programs in the SCAG region, including the Clean Power Alliance which serves Los Angeles and Ventura counties and cities within these counties.

STRATEGIC PLAN:

This item supports SCAG's Strategic Plan Goal 1 (Improve Regional Decision Making by Providing Leadership and Consensus Building on Key Plans and Policies; Objective C (Provide practical solutions for moving new ideas forward).

BACKGROUND:

The SCAG Bylaws provide the opportunity for any Official Representatives of SCAG to propose any policy matter for action by the General Assembly by way of submittal of a resolution. Supervisor Parks has submitted the attached GA resolution relating to CCA programs for the Committee's review and consideration.

Assembly Bill 117 passed in 2002 and was later amended in 2011 to allow all cities, counties, or groups of cities and counties within the State to form Community Choice Aggregation programs

to provide electricity to customers within their jurisdictions that are currently serviced by traditional utility providers such as Southern California Edison.

CCA programs are locally-based programs that allow customers a choice when purchasing electricity. While traditional utilities can continue to provide transmission and distribution (lines and wires) services, CCA programs provides opportunities for more clean energy options, offer local accountability and transparency and can play a role in the State’s energy goals. To date, there are a number of active CCA programs in California. Among the CCA programs in the SCAG region are the Clean Power Alliance of Southern California (which is the largest CCA in the State), the Apple Valley Energy, Lancaster Choice Energy and the Pico Rivera Innovative Municipal Energy.

In October, SCAG’s Energy and Environment Committee received an update on the CCA programs in the State. Among the information provided is that formation of CCA programs can help to address the State’s renewable energy goals. All CCA program are bound to the same state mandated portfolio standards as any utility providers, at least 33% renewable energy by 2020 and 50% by 2030. The recent passage of SB 100 signed into law by Governor Brown in September 2018 increased the renewable energy provision to 60% by 2030. Through a CCA program, local governments can develop an electricity generation portfolio that diversifies technology types, is responsive to local environmental and economic goals and can potentially offer electricity to customers at a lower overall cost.

Supervisor Parks proposed resolution would have the SCAG General Assembly endorse the ability of local governments to form Community Choice Aggregation programs and “give their residents and businesses a choice for cleaner, greener and more affordable energy.” SCAG staff is supportive of the resolution given its consistency with SCAG’s policies to support the State’s renewable energy goals.

Attachment:

Proposed General Assembly Resolution in support of Community Choice Aggregation Programs



RESOLUTION NO. GA 2019-1

A RESOLUTION OF THE GENERAL ASSEMBLY OF THE SOUTHERN CALIFORNIA ASSOCIATION OF GOVERNMENTS (SCAG) IN SUPPORT OF COMMUNITY CHOICE AGGREGATION PROGRAMS

SOUTHERN CALIFORNIA ASSOCIATION OF GOVERNMENTS 900 Wilshire Blvd., Ste. 1700 Los Angeles, CA 90017 T: (213) 236-1800 www.scag.ca.gov

WHEREAS, in 2002 the California State Legislature passed, and the Governor signed into law, Assembly Bill 117 that enables cities and counties to become electric service providers through Community Choice Aggregation (CCA);

WHEREAS, Community Choice Aggregation presents residential and commercial electricity customers a choice in energy providers, more clean energy options, local accountability and transparency, and are an increasingly critical part of the State's energy landscape, and because local governments exercising community choice must include all customers within their jurisdiction, all residents and businesses can benefit;

WHEREAS, Community Choice Aggregation provides opportunities for adding clean jobs in local and regional renewable energy projects that stimulate the economy, adds healthy competition in the retail energy market, provides local control on energy decisions and rate-setting, accelerates a clear path to a clean energy future, contributes to improved air quality, and addresses climate change through reduced greenhouse gas emissions;

WHEREAS, SCAG's Energy and Environment Committee received an update on the CCA programs in October 2018;

WHEREAS, there are currently eighteen operational CCAs in California including Apple Valley Clean Energy, CleanPowerSF, Clean Power Alliance of Southern California, East Bay Community Energy, King City Community Power, Lancaster Choice Energy, MCE, Monterey Bay Community Power, Peninsula Clean Energy, Pico Rivera Innovative Municipal Energy, Rancho Mirage Energy Authority, Redwood Coast Energy Authority, San Jacinto Power, San Jose Clean Energy, Silicon Valley Clean Energy, Solana Energy Alliance, Sonoma Clean Power and Valley Clean Energy; and

WHEREAS, Clean Power Alliance is the largest CCA in not only the State of California but also the United States, representing over one million customers across 31 geographically and socioeconomically diverse cities and unincorporated county areas in the SCAG region, including the counties of Los Angeles and Ventura, and the cities of Agoura Hills, Alhambra, Arcadia, Beverly Hills, Calabasas, Carson, Camarillo, Claremont,

REGIONAL COUNCIL OFFICERS

- President Alan D. Wapner, San Bernardino County Transportation Authority
First Vice President Bill Jahn, Big Bear Lake
Second Vice President Randon Lane, Murrieta
Immediate Past President Margaret E. Finlay, Duarte

COMMITTEE CHAIRS

- Executive/Administration Alan D. Wapner, San Bernardino County Transportation Authority
Community, Economic & Human Development Peggy Huang, Transportation Corridor Agencies
Energy & Environment Linda Parks, Ventura County
Transportation Curt Hagman, San Bernardino County

Culver City, Downey, Hawaiian Gardens, Hawthorne, Malibu, Manhattan Beach, Moorpark, Ojai, Oxnard, Paramount, Redondo Beach, Rolling Hills Estates, Santa Monica, Sierra Madre, Simi Valley, South Pasadena, Temple City, Thousand Oaks, Ventura, West Hollywood, Westlake Village, and Whittier;

WHEREAS, one-third of the communities in Clean Power Alliance selected 100% renewable energy (“Green Power”) for their customers, thereby reaching State-mandated renewable energy goals eleven years in advance while offering 100% renewable energy in these communities at no additional cost to customers who participate in financial assistance programs;

WHEREAS, other CCAs in the SCAG region include Apple Valley Clean Energy, Lancaster Choice Energy and Pico Rivera Innovative Municipal Energy; and

WHEREAS, local governments through Community Choice Aggregation may help provide initial price stability, long-term electricity cost savings, innovations in renewable energy advancement, and local benefits for their communities.

NOW, THEREFORE, BE IT RESOLVED by the General Assembly of the Southern California Association of Governments to endorse the ability of local governments to continue to form Community Choice Aggregation programs and give their residents and businesses a choice for cleaner, greener and more affordable energy.

PASSED, APPROVED, AND ADOPTED by the General Assembly of the Southern California Association of Governments at its annual meeting held on the 2nd day of May, 2019.

Alan D. Wapner
President, SCAG

Attested by:

Darin Chidsey
Interim Executive Director

Approved as to form:

Joann Africa
Chief Counsel

Southern California Association of Governments
900 Wilshire Blvd., Suite 1700, Los Angeles, California 90017

Agenda Item No. 2
Thursday, March 21, 2019

To: Bylaws and Resolutions Committee

**EXECUTIVE DIRECTOR'S
APPROVAL**

From: Joann Africa, Chief Counsel/Director of Legal Services

Subject: Consideration of Proposed Amendments to the SCAG Bylaws



RECOMMENDED ACTION:

That the Bylaws and Resolutions Committee review the following proposed Bylaw amendments and consider recommending approval by the Regional Council.

EXECUTIVE SUMMARY:

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

This year, there were two (2) separate proposed amendments to the SCAG Bylaws that were submitted by SCAG President Alan Wapner and Regional Council member Steve Hofbauer, respectively. The proposed amendment from President Wapner would establish the "Emerging Technologies Committee" or "ETC" as a permanent advisory committee to the Regional Council and Policy Committees. The proposed amendment from Councilman Hofbauer would establish that a city that belongs to two or more subregional organizations within the SCAG region may only represent one subregion on the SCAG Policy Committees.

STRATEGIC PLAN:

This item supports SCAG's Strategic Plan Goal 1 (Improve Regional Decision Making by Providing Leadership and Consensus Building on Key Plans and Policies; Objective C (Provide practical solutions for moving new ideas forward).

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 were two proposals made by Official Representatives as further described below. SCAG did not initiate any changes to the Bylaws this year.

A. Proposal by Hon. Alan Wapner

As part of his tenure, President Wapner has encouraged the Regional Council to continue to review new and emerging technologies and how they may be utilize in regional transportation planning. In January 2019, the Regional Council established the “Emerging Technologies Committee” or “ETC” to begin to review technological trends relevant to regional transportation planning. The ETC had its first meeting on January 22, 2019.

President Wapner proposes to codify the establishment of the ETC in the SCAG Bylaws. The ETC would be a permanent advisory committee to the Regional Council and Policy Committees. Membership to the ETC would include both RC and Policy Committee members as well as ex-officio, non-voting members appointed by the President. The ETC would meet as frequently as needed. At this time, the ETC would serve as a standing committee but may become a Policy Committee (in addition to the Transportation Committee, the Community, Economic and Human Development Committee and the Energy and Environment Committee) in the future. This will be evaluated after the ETC has been in place for at least one year.

Staff concurs with President Wapner’s proposal. This proposed amendment to the Bylaws is illustrated in the marked-up version of the Bylaws attached with this staff report. Please see Article V, Sections B and H at pages 14 and 17-18.

B. Proposal by Hon. Steve Hofbauer

Regional Council member Steve Hofbauer submitted the following request to the Bylaws and Resolution Committee: “Please add consideration that cities shall belong to one SCAG district, COG, and / or sub-region for purposes of appointment of representatives to committees and the regional council. There are cities that have a foot in more than one. This sets up an unhealthy political stand-off and quid-pro-quo environment.”

Currently, each city in the SCAG region are represented on one District on the Regional Council. However, cities may be a member of more than one subregional organizations within the SCAG region. This impacts subregional representation on the SCAG Policy Committees as a city may represent two separate subregions on the Policy Committees. For example, the city of Santa Clarita is a member of both the North Los Angeles County subregion and the San Fernando Valley Council of Governments. Councilmembers from Santa Clarita represent both subregions on the Policy Committees. Councilman Hofbauer proposes to establish more equity such that a city may only represent one subregion on the Policy Committees.

Staff concurs with Councilman Hofbauer’s proposal. This proposed amendment to the Bylaws is illustrated in the attached marked-up version of the Bylaws in Article V, Section E (1)(a) at page 14.

Attachment:

Marked-up version of the SCAG Bylaws illustrating proposed Bylaw Amendments

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.

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.
- 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 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,
- 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 and Regional Council members who retain all voting rights and who have not had their voting rights suspended as described in Article VIII, 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 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 (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 the Bylaws and ratify the election of the 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 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 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 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 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.
- (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 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 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.

(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 the Regional Council, shall be submitted to members of the General Assembly at least thirty (30) days before the annual meeting. After 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. The 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 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.
 - (g) Representatives of voting-eligible Regional Council members serving on the 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.

(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.

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 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 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 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, [except that local government elected representatives may only represent one subregional organization on the Policy Committees](#); 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 Committees:**

- (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.
- (c) The President shall 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 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.
- (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 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, transportation finance as well as transportation control measures.
 - (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 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 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 transportation planning and be useful to 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 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 representative of a voting-eligible Member of the Association who has served on the Regional Council for at least 24 continuous months from when first appointed to the Regional Council or from when elected to serve on the Regional Council through a District election.
 - (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 or CTC.
 - (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 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 of the person holding the office is rescinded by the legislative body 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 not Eligible for Officer Positions:** Notwithstanding any provision in these Bylaws to the contrary, a representative to the Regional Council from the Tribal Government Regional Planning Board or from the Air Districts or from the TCA and the Public Transportation Representative shall not be eligible to be elected by the Regional Council as Officers of the Association. All representatives to the Regional Council from Members of the Association including the CTCs 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 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 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 collected for 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.

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

<u>Total Population</u>	<u>Base</u>	<u>Population</u>	<u>Base</u>
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 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, 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. **Depositaries and Investments:** In addition to the depositary and the disbursing officer as specified in Section 7 of the Joint Powers Agreement, the Regional Council may authorize additional depositaries 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 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

Southern California Association of Governments
900 Wilshire Blvd., Suite 1700, Los Angeles, California 90017

Agenda Item No. 3
Thursday, March 21, 2019

To: Bylaws and Resolutions Committee

**EXECUTIVE DIRECTOR'S
APPROVAL**

From: Joann Africa, Chief Counsel/Director of Legal Services

Subject: Regional Council Policy Manual Review – CVAG Request for Flexibility in the Regional Council District Election Process



RECOMMENDED ACTION:

The Bylaws and Resolutions Committee review, discuss and provide direction to staff with respect to a request from the Coachella Valley Association of Governments (CVAG) to consider providing “regional flexibility” to the Regional Council District election process as set forth in the Regional Council Policy Manual in light of circumstances related to the recent RC District 2 special election.

EXECUTIVE SUMMARY:

As in the past, staff is requesting that the Bylaws and Resolutions Committee (Committee) review a request that could result in changes to the Regional Council Policy Manual before presenting the matter before the Regional Council. The request is from CVAG and stems from circumstances following a recent election to fill the vacancy in RC District 2 resulting from the death of Regional Council member Greg Pettis.

In a letter dated March 8, 2019, attached herein, Tom Kirk, CVAG Executive Director, requests that the Committee consider providing some flexibility for subregional organizations that will allow agencies to hold elections “in a way that provides fairness across large geographic regions.” For example, CVAG suggests allowing subregional organizations to coordinate a vote for an election by having the respective city council members make their selection at regularly scheduled meetings of the city councils.

Staff is amenable to revising the RC District election procedures to allow for greater opportunities for elected officials to participate in RC District elections. In addition to the suggestion made by CVAG, options may include allowing teleconferencing for elections as well increasing the period of time for special elections when a representative position is vacant. Staff seeks review and direction from the Committee; pending its direction, this matter may need to be brought back to the Committee for further review.

STRATEGIC PLAN:

This item supports SCAG’s Strategic Plan Goal 1 (Improve Regional Decision Making by Providing Leadership and Consensus Building on Key Plans and Policies; Objective C (Provide practical solutions for moving new ideas forward)).

BACKGROUND:

Article V of the Regional Council Policy Manual outlines the process for Regional Council District Representative elections. Article V was revised last year to provide that SCAG staff would oversee the election in coordination with subregional organizations. While the actual steps of the election process did not change, it was made more explicit that SCAG staff would play a more active role in noticing and facilitating the election of RC District representatives.

SCAG implemented this more active role earlier this year in coordination with the subregional organizations. In the case of CVAG, SCAG staff was responsible for noticing and facilitating the election process for its RC Districts, including the special election for RC District 2. SCAG's election procedures provides that each councilperson from all of the cities in the District may vote for the individual to serve as its District representative. In contrast, SCAG staff learned that it had been CVAG's customary practice to hold SCAG elections during the CVAG Executive Committee meeting, to which the Executive Committee member alone voted on behalf of each city. Following SCAG's process for the first time caused confusion within CVAG, which may have been heightened by SCAG's requirement that special elections take place within 28 days of the declaration of the vacancy. SCAG proceeded with facilitating the District 2 special election to which councilmembers had to be present to vote in the election. However, the unique circumstances from the District 2 special election led to CVAG's request for the Committee to review the RC District Election procedures.

Specifically, CVAG requests that subregional organizations have flexibility to hold elections "in a way that provides fairness across large geographic regions." CVAG makes the suggestion to allow subregional organizations to coordinate a vote for a RC District election (when there is more than one candidate) by having the respective city council members make their selection at regularly scheduled meetings of the city councils. SCAG staff spoke with CVAG's counsel to clarify this suggestion and the concept is that each city in the respective RC District would make its selection for the District representative as part of its city council meeting, and thereafter, the city clerk of the city would certify and submit the selection to SCAG staff prior to the District election. CVAG contends that this would ensure fairness and accessibility for the all councilmembers in a District, regardless of geography.

Staff is amenable to revising the RC District election procedures to allow for greater opportunities for elected officials to participate in RC District elections. In addition to the suggestion made by CVAG, the Committee may consider allowing teleconferencing for RC District elections as well increasing the period of time for special elections to address vacancies to more than 28 days. Staff seeks review and direction from the Committee on the matter. Depending on the Committee's direction, this matter may need to be brought back to the Committee for further review.

Attachments:

- (1) Letter from CVAG Executive Director Tom Kirk dated March 8, 2019
- (2) Excerpt from RC Policy Manual: Article VI and Appendix A re. District Representative Election Procedures

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March 8, 2019

Randon Lane
Chairman, Bylaws & Resolutions Committee
Southern California Association of Governments
900 Wilshire Blvd., Ste. 1700
Los Angeles, CA 90017

Subject: Regional flexibility in the election process for SCAG Regional Council

Dear Mr. Lane,

The Coachella Valley Association of Governments (CVAG) has had a long partnership with the Southern California Association of Governments, and it serves as the sub-regional organization holding elections for two of the SCAG Regional Council districts. I'm writing today to follow up to the comments Palm Desert Councilwoman Jan Harnik made at this week's SCAG Regional Council meeting about the number of questions that were raised during our recent election for District 2. CVAG is asking SCAG to review the policy and provide some regional flexibility to the election process so we can avoid uncertainty in the future.

The District 2 election was prompted by the unfortunate passing of Cathedral City Mayor Greg Pettis, who had served our region with distinction. CVAG coordinated with SCAG staff to organize an election within 28 days, as required. CVAG released a "Call for Candidates" notice on January 24, 2019 and candidates' deadline for submitting the name and jurisdiction of candidates was February 8, 2019. By the deadline, three candidates had submitted their names for consideration: Desert Hot Springs Councilman Russell Betts, Palm Desert Councilwoman Kathleen Kelly and Palm Springs Councilwoman Lisa Middleton.

It has been CVAG's customary practice to hold the SCAG election during the CVAG Executive Committee meeting. It also has been the custom to have the Executive Committee member alone vote on behalf of each city, which conforms to SCAG's procedures. CVAG covers a vast geographic area, stretching across eastern Riverside County to the Arizona border. The custom of having only Executive Committee members vote developed out of a general feeling among CVAG member jurisdictions that encouraging attendance by all the cities' Council members would inadvertently create an advantage to cities that are located closest to CVAG's offices in Palm Desert.

The recent vote for District 2 – which covers six Coachella Valley cities – was slated for the CVAG Executive Committee on February 25, 2019. In the lead up to the election, one of the candidates started a campaign in the District, encouraging attendance at the Executive Committee meeting

because SCAG bylaws specify that officials have to be in attendance to have a vote. This led to a lot of uncertainty in the days before the vote, as the valley's Council members were used to the CVAG customary practice. CVAG staff reached out to all three candidates to explain the customary practice and clear up any confusion. However, the candidate insisted on breaking the custom. The mixed messages – particularly coming so close to vote – left many of our local leaders frustrated. Some felt like the process had changed course mid-way through. One of the three candidates ultimately withdrew her name from consideration in an attempt to limit the commotion during the election itself.

While it is refreshing to see many elected leaders come forward with a desire to represent our region, the commotion surrounding this recent District 2 election suggests that a review of the Regional Council election policy would be useful. Consider if this same competition would have played out in District 66. Is it practical to have all five Council members from the City of Blythe drive four hours roundtrip to ensure their City gets the same representation as the Coachella Valley?

CVAG is requesting that the SCAG Bylaws & Resolutions Committee discuss this item at their next meeting. Providing some flexibility for the sub-regional organizations will allow agencies like ours to hold the Regional Council elections in a way that provides fairness across large geographic regions. As Councilwoman Harnik noted in her comments at the Regional Council, it may be prudent to create a policy that allows the sub-regional organization to coordinate a vote by having the election occur during regularly scheduled meetings of each City Council. This will ensure fairness and accessibility for voting members, regardless of geography.

We look forward to working with SCAG on this issue and avoiding confusion in future elections. Please don't hesitate to contact me at (760) 346-1127 or at tkirk@cvag.org if you need additional information.

Sincerely,



Tom Kirk
CVAG Executive Director

CC: Coachella Councilwoman Megan Beaman Jacinto, SCAG Regional Council member
Palm Desert Councilwoman Kathleen Kelly, SCAG Regional Council member
Palm Desert Councilwoman Jan Harnik, SCAG Regional Council member
Darin Chidsey, SCAG Interim Executive Director

ARTICLE V

DISTRICT REPRESENTATIVE APPOINTMENTS, ELECTION PROCEDURES AND

NO CONFIDENCE VOTES

The appointment or election of District Representatives to serve on the Regional Council and the undertaking of a no confidence vote regarding a District Representative shall all be conducted in accordance with the following procedures.

A. District Representative Eligibility - Any elected member of the city council of a city that is a voting-eligible member of SCAG and that is part of a District may be appointed or elected to serve as a District Representative to the Regional Council if that city council member is then serving on the respective city council on the date of the District representative appointment or election.

B. Single-City District Representative Appointments - When a District encompasses only one city or part of only one city, that city shall appoint its District Representative(s) from among its city council members by action taken at a meeting of said city council or by any lawful appointment action or process deemed appropriate by the city. Unless otherwise required by the Regional Council, such appointments shall be made during even-numbered years for even-numbered Districts and odd-numbered years for odd-numbered Districts and shall be for two years in accordance with Article V A. (2)(b) of the Bylaws. The appointment of District Representatives from single-city Districts shall take place no later than twenty-eight days prior to the regular meeting of the General Assembly that is held each year unless otherwise required by the Regional Council.

C. District Representative Elections - When a District encompasses more than one city, all city council members from all of the voting-eligible cities in the District shall be provided the opportunity to vote for the individual who will serve as District Representative in accordance with the following policies and procedures.

(1) District Representatives from multi-city Districts shall be elected by city council members from the cities in their respective Districts that are voting-eligible Members of SCAG as defined in Article II of SCAG's Bylaws.

(2) District Representative elections shall be held no later than twenty-eight days prior to the regular meeting of the General Assembly in even years for even-numbered Districts and in odd years for

odd-numbered Districts unless otherwise required by the Regional Council or in the case of special elections of District representatives.

(3) District Representative elections shall be held: (i) prior to or during meetings of subregional organizations of the type identified in Article V A.(1)(a)(5) of the SCAG's Bylaws; or (ii) prior to or at division meetings of the League of California Cities; or (iii) at meeting locations and on meeting dates set by SCAG staff in cooperation with the cities in a District that are voting-eligible Members of SCAG.

(4) SCAG staff in consultation with subregional organizations will oversee all District Representative elections and will ensure that all members of the city councils within the District receive written notification two weeks in advance of any District Representative election, including a special election. Appendix A describes the two-step notification process that is provided to individuals who are eligible to be candidates in District Representative elections and to the cities whose city council members may vote in District Representative elections.

(5) For a District Representative election to be valid, there must be a quorum which shall consist of at least one city council member present from at least two-thirds of the voting-eligible SCAG member cities in the District.

(6) Nominations from the floor, proxy voting and teleconferencing are not allowed.

(7) District Representatives shall be elected by a majority of the votes of those city council members present with a quorum. In the event of a tie vote, additional balloting shall occur until a District Representative is elected.

(8) If there is only one candidate for District Representative that individual shall be declared the District Representative and no election shall be required.

D. Term of District Representative - The term of office for a District Representative shall be two years in accordance with Article V A. (2) of SCAG's Bylaws and shall commence in accordance with that same Article of the Bylaws.

E. District Representative Position Declared Vacant - Notwithstanding Article V, Section D. above, if SCAG's President declares a District representative's position to be vacant in accordance with Article V A.(2)(a) of the Bylaws, a new appointment (in the case of a single-city District) or a

(7) A no confidence vote shall pass upon the affirmative, majority vote of those city council members present with a quorum.

H. Incumbent District Representatives – Notwithstanding the requirements of this Article V, incumbent District representatives shall retain their positions until the completion of their terms or until their position is vacated by order of the SCAG President.

I. Effective Date of Appointment and Election Procedures -The appointments and elections of all District representatives after July 1, 2018 must be conducted in accordance with the procedures of this Article V in this Policy Manual. All appointments and elections prior to July 1, 2018 are to be conducted in accordance with the Regional Council Policy Manual adopted on July 12, 2007 and updated in September of 2009, and the District Representative Election Procedures adopted by the Regional Council on June 2, 2011.

special election that complies with all of the election policies described in this Article V and Appendix A (in the case of a multi-city District) shall take place within twenty-eight days of the declaration of a position vacancy unless otherwise specified by SCAG staff. A District Representative who is so appointed or elected shall assume his/her position immediately upon the appointment or election and shall serve the remainder of the unexpired District Representative term.

F. Notification - Written notification of the appointment or election of a District Representative shall be provided to the SCAG's Office of the Regional Council within 10 business days of the respective appointment or election.

G. District Representative No Confidence Vote – Article V A.(2)(a) of SCAG's Bylaws indicates that the position of a District Representative shall be declared vacant by the SCAG President in the event of a no confidence vote undertaken in response to a resolution passed by all the cities in a District that are voting-eligible Members of SCAG. A no confidence vote by a District shall be conducted in accordance with the following procedures.

(1) A no confidence vote must be held within 30 days of the date on which the final city in the District approves a resolution calling for the no confidence vote.

(2) All city council members from all of the voting-eligible cities in the District must be given the opportunity to participate in a no confidence vote.

(3) A no confidence vote shall be held: (i) prior to or during meetings of subregional organizations of the type identified in Article V A (1)(a)(5) of SCAG's Bylaws; or (ii) prior to or at division meetings of the League of California Cities; or (iii) at meeting locations and on meeting dates that are arranged by SCAG staff in cooperation with the voting eligible cities in the District.

(4) SCAG staff will organize the notice and preparation for any no confidence vote and conduct the actual vote and will ensure that all members of the voting-eligible city councils within the District receive written notification two weeks in advance of any no confidence vote.

(5) For a no confidence vote to be valid, there must be a quorum which shall consist of at least one city council member present from at least two-thirds of the voting-eligible SCAG member cities in the District.

(6) Proxy voting is not allowed.

SOUTHERN CALIFORNIA ASSOCIATION OF GOVERNMENTS
DISTRICT REPRESENTATIVE ELECTION PROCEDURES

The notice for SCAG Regional Council District Elections is a two-step process.

1. First Notice: Call for Candidates

All elected members of a city council in a city that is a voting-eligible member of SCAG and that is within the boundaries of a District are eligible candidates for District Representative.

The First Notice is a call for candidates, notifying interested elected officials in the District to submit their name as a candidate for the District representative seat. SCAG staff will communicate the First Notice to all eligible candidates for a District Election at least 30 days in advance of the District Election and identify the date, time and location of the District Election. SCAG staff shall also communicate the First Notice to the city managers and city clerks of the cities within the respective District, as well as the District's subregional organization.

The First Notice may be communicated by electronic means or U.S. Mail.

The First Notice will identify a contact point within SCAG for all communications regarding the District Election.

Eligible elected officials who intend to be candidates for a District Election must notify the identified SCAG contact point in writing or by electronic communications no later than fourteen days after the date of the First Notice, or by the date specified in the First Notice.

2. Second Notice: Identification of Candidates

Once the candidate notification period has ended, SCAG staff will provide a Second Notice to all elected members of the city councils from cities that are voting-eligible members of SCAG and within the boundaries of the District.

The Second Notice will identify all of the candidates and confirm the date, time and location of the District Election.

The Second Notice will also be sent to city managers and city clerks of the cities in the District, as well as the District's subregional organization. The Second Notice shall be sent by electronic communications or U.S. Mail by SCAG Staff and will request that a District Election Notice be posted in accordance with the requirements of the Brown Act.

Other District Election Guidelines

- District Elections will be scheduled by SCAG staff in cooperation with the cities in each District.
- District Elections shall be held in conjunction with meetings of subregional organizations or the League of California Cities or at other times and locations identified by SCAG staff working in cooperation with the cities in a District.
- District Representatives shall be elected by a majority of the votes of those city council members present from voting-eligible cities with a quorum.
- A quorum shall consist of at least one city council member present from at least two-thirds of the voting-eligible SCAG member cities in a District. For example, if District X is comprised of six member (6) cities, then at least one (1) local elected official from four (4) of the member cities within District X must be present to constitute a quorum. When a quorum is present, the election may be conducted.
- Nominations from the floor shall not be permitted.
- Proxy voting and teleconferencing are not allowed.
- In the event of a tie vote, additional balloting shall occur until a District Representative is elected.
- Elected officials from cities that are not voting-eligible members of SCAG cannot vote and cannot be candidates for District Representative positions.
- If there is only one candidate, that individual shall be declared the District Representative and no election will be required.
- Special election are elections resulting from a vacancy of the District representative seat. These procedures may be followed for special elections of District representatives, but may be revised by SCAG staff based upon the circumstance. For example, the timing of the two-step noticing process set forth herein may be shorted by SCAG staff, as necessary.

Southern California Association of Governments
900 Wilshire Blvd., Suite 1700, Los Angeles, California 90017

Agenda Item No. 4
Thursday, March 21, 2019

To: Bylaws and Resolutions Committee

EXECUTIVE DIRECTOR'S
APPROVAL

From: Frank J. Lizarraga, Jr., General Counsel
Joann Africa, Chief Counsel/Director of Legal Services



Subject: Regional Council Policy Manual Review – Complaint
Procedures for alleged Regional Council Code of Conduct
Violations

RECOMMENDED ACTION:

That the Bylaws and Resolutions Committee review the attached proposed procedures regarding how to address complaints alleging violations of the Regional Council Code of Conduct.

EXECUTIVE SUMMARY:

Last May 2018, the Regional Council adopted a Code of Conduct which is codified in Article I of the Regional Council Policy Manual. The Code of Conduct was reviewed by the Bylaws and Resolutions Committee (Committee) prior to being presented to the Regional Council. In addition to the Code of Conduct, staff had initiated discussion with the Committee on procedures for handling complaints alleging violations of the Code of Conduct (Article II of the RC Policy Manual). Direction was given to staff to develop the complaint procedures, including that appropriate due process would be provided. and to return with the matter at a future date.

Staff returns with a draft of Article II for the Committee's review. The attached proposed complaint procedures provides for written notice to the parties, outlines the actions that may be undertaken and identifies possible disciplinary actions. The SCAG Officers would serve as the initial reviewers of any complaint, with final decisions made by the Executive/Administration Committee or Regional Council.

In addition to the proposed complaint procedures, staff proposes to revise the Code of Conduct to address that a SCAG representative's violation of laws and regulations may be a violation of the Code of Conduct, and that any conviction of a felony or crime involving moral turpitude is a violation of the Code of Conduct.

After the Committee's review, this matter will be presented to the Regional Council for review and approval.

STRATEGIC PLAN:

This item supports SCAG's Strategic Plan Goal 1 (Improve Regional Decision Making by Providing Leadership and Consensus Building on Key Plans and Policies; Objective C (Provide practical solutions for moving new ideas forward)).

BACKGROUND:

Last year, staff engaged in a comprehensive review of the Regional Council Policy Manual. Amongst the changes that were adopted by the Regional Council was a Code of Conduct. This Code of Conduct is codified in Article I of the RC Policy Manual. While SCAG staff had also attempted to address the process for handling complaints of alleged violations of the Code of Conduct (which would be Article II in the RC Policy Manual), direction was given for staff to continue to develop procedures and to return at a future date.

Staff returns herein with a draft of Article II, as attached. The complaint procedures provides the steps that would be taken to address any complaint alleging a violation of the Code of Conduct. These procedures include provisions for providing notice to the parties involved, outlines the actions that may be undertaken to address the complaint, and identifies possible disciplinary actions. The SCAG Officers play a critical role in initially reviewing complaints as well as reviewing any investigation report, with final decisions regarding any disciplinary or corrective action to be made by the Executive/Administration Committee or the Regional Council.

In addition to the proposed complaint procedures, staff proposes to revise the Code of Conduct to address that a SCAG representative's violation of laws and regulations may be a violation of the Code of Conduct, and that any conviction of a felony or crime involving moral turpitude is a violation of the Code of Conduct. Please see proposed revisions to Article in Sections J and M.

After the Committee's review, staff will present this matter to the Regional Council for review and approval.

Attachments:

- (1) Proposed Article II of the Regional Council Policy Manual outlining complaint procedures
- (2) Proposed revision to Article I (Code of Conduct) of the Regional Council Policy Manual

ARTICLE II

COMPLAINTS ALLEGING VIOLATIONS OF THE REGIONAL COUNCIL CODE OF CONDUCT

Complaints regarding alleged violations of the Regional Council Code of Conduct as set forth in Article I of the Regional Council Policy Manual by elected and appointed officials and representatives who serve in the SCAG organization as Officers, Official Representatives and Alternates to the General Assembly, representatives of Regional Council members, District Representatives, ex officio members of any body, and members of SCAG committees and task forces (collectively, "SCAG Representative" herein) may be provided to one of the Officers of SCAG or the Executive Director or SCAG Human Resources staff, or a complaint may also be provided anonymously through the SCAG Ethics Hotline by way of email, regular mail or hand-delivered. Any complaint shall be handled in accordance with the procedures that follow herein.

(1) To the maximum extent possible, confidentiality will be maintained during all stages of the handling of a complaint.

(2) A complaint alleging a violation of the Regional Council Code of Conduct by a SCAG Representative shall be provided to the SCAG President (President) and Executive Director as soon as possible after receipt unless the President is the subject of the complaint in which case the next highest SCAG Officer (Officer) shall be provided with the complaint.

(3) After consultation with the Executive Director and General Counsel, or other appropriate internal or external legal counsel, the President (or next highest Officer not involved) shall advise all the other SCAG Officers (Officers) that is not a party to the complaint. After appropriate review and discussion, and based on the agreement by all of the non-involved Officers, one or more of the following actions may be undertaken:

- (a) Decision to take no further action;
- (b) Inform the SCAG Representative of the accusation(s) reported against him/her at a time when such a disclosure will not jeopardize the investigation;
- (c) Separate discussions with complainant and SCAG Representative;
- (d) Where permissible, allow the affected individuals to review and correct information reported;
- (e) Initiation of an investigation;
- (f) Written recommendation to the Executive/Administration Committee to consider in closed session the suspension of the SCAG Representative who is the subject of the complaint; and/or
- (g) Referral of the matter to law enforcement.

Any of the above actions that is undertaken shall be documented in writing, with an explanation of the basis for such action(s).

(4) In the event that all of the non-involved Officers are unable to come to an agreement as set forth in Section (3) above, the Executive Director in consultation with General Counsel (and if

needed, any internal or external legal counsel) shall undertake the actions set forth in Section 3(a) through (g) above.

(5) The complainant will be provided with a written acknowledgment of the receipt of the complaint regardless of what action is taken, where appropriate. The SCAG Representative will also be provided with a written notification of the complaint, regardless of the action taken.

(6) In the event the decision is made to conduct an investigation, said investigation will be undertaken by an investigator selected by the Executive Director in consultation with SCAG's General Counsel. The work of the investigator will be coordinated through the Executive Director and SCAG's General Counsel. The investigator will:

- (a) Act objectively and impartially in determining facts through interviews or a review of documents.
- (b) Contact individuals who may have knowledge about the alleged incident(s).
- (c) All investigations will be undertaken as expeditiously as possible. The investigator will be directed to determine the accuracy of all significant facts alleged in the complaint and to make findings as to whether or not any provisions in the Regional Council's Code of Conduct have been violated.
- (d) A written report will be prepared by the investigator and submitted to the Executive Director, SCAG's General Counsel and the non-involved Officers.

(7) Upon receipt of the investigator's report, the non-involved Officers shall review the report of the investigator and shall decide if any corrective or disciplinary actions should be considered. If the investigation determines that a provision or provisions of the Regional Council's Code of Conduct have been violated, the non-involved Officers shall decide if any corrective or disciplinary actions as set forth in Section 9 should be considered and recommended. All decisions set forth in this section (7) shall be decided by a unanimous vote of the non-involved Officers.

(8) In the event that all of the non-involved Officers are unable to come to an agreement as set forth in Section (7) above, the Executive Director in consultation with General Counsel (or other appropriate external or internal legal counsel) shall undertake the actions set forth in Section 7 above.

(9) Possible disciplinary actions shall include, but not be limited to: (a) a documented, verbal warning by one or more of the Officers; (b) suspension from a SCAG position; or (c) permanent removal from a SCAG position. A suspension shall generally require an action by the Regional Council upon a recommendation of the Executive/Administration Committee, which must first receive a recommendation from the Officers regarding said complaint. However, immediate suspensions by the Executive/Administration Committee may be considered if deemed necessary for any safety reasons or to avoid the potential of further improper actions as may be alleged in any complaint. To the extent applicable, all suspensions, reinstatements and permanent removals must be undertaken in accordance with the requirements of the Bylaws.

(10) The complainant and the SCAG Representative who is the subject of any complaint will be advised in writing if there were any findings of non-compliance regarding the Regional Council's Code of Conduct when all activities associated with the complaint have been completed.

(11) All involved parties will be reminded in writing of SCAG's prohibition against any retaliation in connection with the filing of a complaint alleging violation of the subject Code of Conduct.

ARTICLE I

CODE OF CONDUCT

This Code of Conduct establishes a set of expectations for all elected and appointed officials and representatives who serve in the SCAG organization as Officers, Official Representatives and Alternates to the General Assembly, representatives of Regional Council Members, District Representatives, ex officio members of any SCAG body, and members of SCAG committees and task forces (collectively, "SCAG Representatives"). This Code of Conduct embodies the Core Values of SCAG that are identified in the Introduction to this Policy Manual. All SCAG Representatives are expected to review, understand and comply with all aspects of this Code of Conduct and to avoid any activities that would negatively affect SCAG or SCAG's reputation. This Code of Conduct expands upon and is not intended to supersede or contradict any federal, state or local laws or regulations that address any of the matters addressed in this Article I.

A. Non Discrimination – SCAG is committed to respecting individual differences and expects all SCAG Representatives to conduct themselves in a professional manner and to treat others with respect and dignity. SCAG will not tolerate discrimination and will treat all individuals fairly without regard to race, color, religious creed, political belief, age, national origin, gender, ancestry, physical disability, mental disability, medical condition, marital status, sexual orientation, or any other basis protected by law.

B. Anti-Harassment – SCAG is committed to providing an environment in which all individuals who work for, provide services to, or participate in the activities of SCAG are free of any type of harassment (i.e. verbal, physical, visual, written or environmental) especially that based on or associated with race, color, religious creed, political belief, national origin, gender, national origin, ancestry, physical or mental disability, medical condition, marital status, age, sexual orientation or

any legally protected characteristics. Verbal harassment includes, but is not limited to, inappropriate or offensive remarks, slurs, and jokes; inappropriate comments regarding physical appearance or attire; unwelcome flirting; demands for sexual favors; verbal abuse, threats; bullying; and patronizing or ridiculing remarks. Physical harassment includes, but is not limited to, inappropriate touching, assault, hazing, physical interference with free movement, leering, grabbing, and sexual gestures. Visual or written harassment includes, but is not limited to, the display or circulation of offensive materials, posters, or reading materials, and the transmission of offensive electronic messages or computer graphics. Environmental harassment includes, but is not limited to, creating or contributing to a work or business environment that is permeated with sexually-orientated or discriminatory talk, innuendo, insults or abuse.

C. Prohibition against Retaliation – Retaliation against any individual because of his/her opposition to actions that are contrary this Code of Conduct and especially to the Non Discrimination and/or Anti-Harassment policies of SCAG or because of the filing of a complaint, provision of testimony or participation in a hearing or proceeding in connection with SCAG’s Non Discrimination and Anti-Harassment policies is strictly prohibited.

D. Limited Prohibition against Weapons – SCAG Representatives shall not bring, carry, store or use any type of weapon on SCAG property or in a SCAG rented vehicle or in a personal vehicle while on SCAG business unless in compliance with all applicable laws and applicable SCAG notifications.

E. Workplace Violence – Any SCAG Representative who makes threats, exhibits threatening behavior or engages in violent acts at on SCAG property or at a venue hosting a SCAG event shall be removed from the SCAG property or venue immediately and shall remain off of the SCAG property or venue pending the outcome of a proper investigation and evaluation by SCAG.

F. Employment Matters – SCAG Representatives shall not provide employment references on behalf of SCAG for former SCAG employees. Personal references are acceptable if provided without any implication of SCAG endorsement and without the use of SCAG resources. Further, SCAG Representatives shall not initiate employment recruitment, or participate in SCAG hiring activities or decisions for any position (compensated or uncompensated), unless such action is specifically requested and approved by SCAG’s Executive Director or Human Resources Manager.

G. Relatives of Elected Officials – To avoid concerns regarding conflicts-of-interest and nepotism while still allowing SCAG to attract and hire talented individuals who are also family members of elected officials the following special hiring procedures for uncompensated and compensated positions will apply for any son, daughter, stepchild, parent, sibling, grandchild, first cousin, (including spouse/domestic partner of any of these identified relatives) or spouse/domestic partner of any SCAG Representative. The hiring process of any of the previously identified individuals must: (1) Conform to SCAG’s standard hiring practices without any external or internal non-standard influence; (2) Include open disclosure and documentation of all relationships with elected officials during all phases of the hiring process; and (3) Avoid any hiring actions that would result in a functional reporting relationship between the elected official and the prospective new hire (i.e. staff support to a committee chair) at the time of hiring. Failure to comply with the above requirements may result in employment termination in accordance with the Personnel Rules of SCAG.

H. Avoiding Physical Impairment – While participating in any SCAG activity or travelling to or from such activity, all SCAG Representatives shall not be under the influence of any alcohol or drugs to the extent that legal limits of alcohol or any drug are violated or to the extent that alcohol or a drug impairs the safety and effectiveness of any of their actions. Possible side effects and

impairments associated with over-the-counter and prescription medications must also be considered in connection with any SCAG activity.

I. **Compliance with Conflict-of-Interest Policies of SCAG** – SCAG Representatives shall remain cognizant of and comply with SCAG’s Conflict-of-Interest Policies and all related federal and state statutes and regulations.

J. **Professionalism** – SCAG Representatives are expected to maintain a professional and productive work environment at all times. SCAG is a public agency, using public funds and engaged in activities that are intended to benefit the public. The public nature of SCAG should be reflected in the conduct of all who represent SCAG. A violation of this Code of Conduct shall occur upon the conviction of a felony or crime involving moral turpitude as defined by relevant case law.

K. **SCAG Assets** – All SCAG Representatives must use sound judgment in the care and use of SCAG assets and in the expenditure of all funds controlled by SCAG. SCAG assets are obtained through the expenditure of public funds and are intended for the benefit of the public and should not be applied to personal matters.

L. **Confidentiality and Privacy Issues** – SCAG Representatives may be provided with personal information, financial information, legally protected information and other materials that must be treated with care. All such information must be properly safeguarded, disclosed to appropriate parties only when necessary and properly destroyed when no longer needed. Any uncertainties regarding the personal or confidential nature of any materials should be discussed with SCAG’s Manager of Human Resources or SCAG legal staff.

M. Applicable Laws - All SCAG Representatives must comply with all applicable laws and/or regulations. Violations of laws and/or regulations by a SCAG Representative may result in a violation of this Code of Conduct.