

# ASSOCIATION OF THE SAN BERNARDINO COUNTY SPECIAL DISTRICTS By-laws

## ARTICLE I

### GENERAL

SECTION 1. PURPOSE:

The purpose of this organization is to propose and advocate constructive means for the improvement and functioning of Special Districts within the County of San Bernardino, State of California, and to assist such Special Districts and their governing bodies to provide a more effective and efficient government at the closest level to the citizens of San Bernardino County that will result in benefit to the public.

SECTION 2. ADMINISTRATIVE OFFICE:

The Association address for the transaction of the business will be a PO Box or the Administrative Assistant’s address. The Board of Directors is granted full power and authority to change the administrative office from one location to another in any place within the County of San Bernardino, State of California, and such change shall not be considered an amendment of these By-Laws.

### ARTICLE II MEMBERSHIP

SECTION 1. QUALIFICATION FOR MEMBERSHIP:

There shall be four classes of membership in the Association:

1. REGULAR MEMBERS: Shall be Special Districts which are agencies within the County of San Bernardino, State of California for the local performance of governmental proprietary functions within limited boundaries. Special District does not include the State, a City, a County or a School District.
2. ASSOCIATE MEMBERS: Shall be those persons who have evidenced interest in the purposes and goals of the Association, but who are not Special Districts, officers or employees of the same. Associate members shall not have the right to vote, nor shall they serve as officers or members of the Board of Directors of the Association.
3. FELLOW MEMBERS: Shall be those persons nominated by the Board of Directors in recognition of their special interest in the purposes and goals of the Association. Fellow members shall not have the right to vote, nor shall they serve as officers or as members of the Board of Directors of the Association.
4. HONORARY MEMBERSHIP: An Honorary Membership may be bestowed upon an individual when said individual has, in the opinion of the Board of Directors, rendered exemplary service to said Association. A Resolution awarding Honorary Memberships shall be adopted by said Board of Directors and presented to said individual during a general membership meeting.

No Special District, or any person, firm or corporation, may become a member of this Association until application is submitted in writing to the Membership Committee of the Association. The Membership Committee will investigate each application for membership to determine that the applicant meets the requirements of this Article. After determining that the applicant has interests and purposes in common with the members of this Association, the Membership Committee will make their recommendations to the Board of Directors. The Board will approve or disapprove such membership by a majority vote.

SECTION 2. TERMINATION OF MEMBERSHIP:

Any member in arrears in the payment of dues for a period of three months after said dues are due and payable, shall be notified in writing by the Administrative Assistant or Treasurer of such arrearage, and one month thereafter, if such dues shall have continued unpaid, such member shall automatically cease to be a member of the Association and shall not be restored to membership without making written application for reinstatement to the Board of Directors.

SECTION 3. MEETINGS OF MEMBERS:

In order to avoid conflict with Federally-recognized holidays, the regular meetings shall be held according to the approved meeting schedule; however, the Board of Directors may make further alterations to this schedule should additional conflicts with potential meeting dates arise. Attachment A

***SECTION 4. ANNUAL MEETING***

1. The Annual meeting of members shall be held each year during the January regular meeting.
2. Directors shall be elected at the annual meeting of members.

***SECTION 5. SPECIAL MEETING***

1. Special meetings of members may be called at any time by the President, or by a majority of the Directors or Members. Notice of such Special Meeting shall be mailed or e-mailed to each Member at least 48 hours before the time set for said meeting.

SECTION 6. VOTING RIGHTS:

Each regular member shall be entitled to one vote on all matters brought before the membership for vote. The Board of Directors may, in its discretion, authorize the voting upon any issue by written ballot mailed to each regular member. Such authorization shall specify the time and date when such written ballot must be received by the Administrative Assistant of the Association. A majority vote of all members voting shall be necessary to carry any matter voted upon, except changes to the By-Laws, which shall require a 2/3 vote of all members voting as provided in Article VII, Section I.A.

SECTION 7. ANNUAL DUES:

Annual dues shall be due and payable on/or before the first day of February of each calendar year. New members shall pay their annual dues at the time they are approved for membership in the Association, but new membership dues for the initial year shall be pro-rated as of the date an application for membership is approved. Annual dues for public agencies are based on the number of employees of each member. Rate Schedule see: Attachment B

The Board of Directors shall adopt the annual dues for Member Districts, Associate Members and Fellow Members to meet the financial requirements of the Association by November 1, of each calendar year.

Membership dues waived; at the discretion of the Board, special districts seeking new membership may have their dues requirement waived for six months. This is done as one time courtesy to allow potential new members a period of evaluation.

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

SECTION 8. QUORUM:

At a regularly scheduled meeting, those in attendance will be considered a quorum in order to conduct business.

### ARTICLE III DIRECTORS

SECTION 1. NUMBER AND TERM OF OFFICE:

The Board of Directors of the Association shall consist of seven Directors. Each Director elected shall hold office for a term of two years or until the election or reelection of his successor. It is the intent of the membership of the Association that Directors shall be elected so as to reflect as broad a geographical and different classification of Special Districts as possible.

SECTION 2. QUALIFICATION OF ELECTION:

Directors shall be elected at the January annual meeting of members. Interested members shall notified the Administrative Assistant before the annual meeting. Each regular member through its recognized representative shall have the right to nominate candidates from the floor for the Board of Directors. First time Directors require a resolution of support from their organization to be submitted.

No person shall be eligible to be a Director unless such a person is an elected or appointed member of the governing body of a regular member. No regular member (Organization) may have more than one Director serve on the Board at the same time. The candidates receiving the greatest number of votes shall be elected as Directors. Voting shall be done by written secret ballot at the annual meeting.

SECTION 3. DISQUALIFICATION OF DIRECTORS, VACANCIES:

All duly elected Directors shall serve in such capacity and term of office as provided for herein, unless such Director shall become disqualified for further service upon the occurrence of any of the following:

1. Where such Director is a member of the governing body of a member Special District and such Director's term of office therein expires or the Director shall fail to be elected/appointed or re-elected/re-appointed.
2. Where such Director shall resign.
3. Where such Director shall fail to attend three (3) consecutive meetings of the Board of Directors without leave of absence, the office as a Director may be declared vacant by a vote of a majority of all of the remaining Directors.
4. Should the Director's organization cease to be a member of the Association.

Where a vacancy exists, the Board of Directors will appoint a member who is qualified to fill the term.

SECTION 4. POWERS:

The business and affairs of the Association shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers to wit:

* FIRST: To appoint and remove all officers, agents and employees of the Association and to prescribe such powers and duties for any officers, agents and employees that shall be consistent with law, or the By-Laws.
* SECOND: To conduct, manage and control the affairs and business of the Association and to make such rules and regulations therefore that is consistent with law, or the By-Laws.
* THIRD: To designate any place, within the County of San Bernardino, for the holding of any membership meeting or meetings; to change the administrative office of the Association for the transaction of its business from one location to another in any place within the County of San Bernardino.

SECTION 5. PLACE OF MEETINGS:

Regular meetings of the Board of Directors shall be held at any place within the County of San Bernardino which has been designated from time to time by resolution of the Board or by written consent of all members of the Board. In the absence of such designation, regular *meetings can be held virtually without designating a physical location for members to attend.*

SECTION 6. OTHER REGULAR MEETINGS:

Other Regular Meetings of the Board of Directors may be fixed from time to time by the Board of Directors.

SECTION 7. SPECIAL MEETINGS:

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the President, or in the absence or refusal of the President to act by any four (4) Directors. Such meetings may be held either in the administrative office or any place designated from time to time by resolution of the Board of Directors or by written consent of a majority of the Directors.

Notice of the time and place of special meetings shall be given personally to the Directors or sent to each Director by mail or other form of written communication, charges prepaid, addressed to the address shown in the records of the Association, at least five (5) working days prior to the meeting, unless notice requirement is exility waived by all Board members.

SECTION 8. QUORUM:

A majority of the authorized number of Directors shall be necessary to constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the Directors present at a meeting duly called, at which a quorum was present, shall be regarded as the act of the Board of Directors.

### ARTICLE IV OFFICERS

SECTION 1. RESPONSIBILITY:

All officers are subordinate and responsible to a majority vote of the Board of Directors.

SECTION 2. NUMBER AND SELECTION:

The Officers of the Association shall be President, Vice President, and Secretary-Treasurer, who shall be chosen by and from the Board of Directors.

The Officers of the Association shall be chosen annually by the Board of Directors, on a rotational basis allowing for each Director to serve one term in each Officer position upon meeting criteria noted in this section, and each shall hold office until removed by resignation, disqualified to serve, or until a successor shall be elected or appointed and qualified. Appointments to Officer positions shall take place at the regularly scheduled February Board of Directors Meeting.

The Board of Directors may appoint such other officers as the business of the Association may require, each of whom shall hold office for such period and have such authority and perform such duties as are provided in the By-Laws or as the Board of Directors may from time to time designate.

SECTION 3. DUTIES OF THE PRESIDENT:

The President shall be the Chief Executive Officer of the Association and shall have supervision, direction and control of the business and affairs of the Association. The President shall preside at all meetings of the Board of Directors and of the members. The President shall be ex-officio a member of all standing committees and shall have the general powers and duties and management usually vested in the office of the President, and shall have such other powers and duties as may be prescribed by the Board of Directors or by the By-Laws. No President may serve more than two (2) consecutive one-year terms.

SECTION 4. DUTIES OF THE VICE PRESIDENT:

In the absence of, or disability of the President, the Vice President shall perform all the duties of the President, and when so acting, shall have the powers of, and be subject to, all the restrictions upon the President. No Vice President may serve more than two (2) consecutive one-year terms.

SECTION 5. DUTIES OF THE SECRETARY- TREASURER

The Secretary-Treasurer shall keep or cause to be kept at the administrative office of the Association, or such other place as the Board of Directors may order, a book of minutes of all meetings of Directors and Members. The Secretary-Treasurer shall also keep, or cause to be kept at the administrative office of the Association, a membership book containing the names and addresses of each member, and in any case where membership has been terminated, such fact shall be recorded in the book, together with the date upon which the membership ceased, and shall give the notices of Special Meetings of the Board of Directors and of the Regular and Special Meetings of the Members, as provided in these By-Laws. The Secretary-Treasurer shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or the By-Laws.

The Secretary-Treasurer shall keep and maintain or cause to be kept and maintained, adequate and correct accounts of the business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses. The books of account shall at all times be open to inspection by any Director or by any member of the Association. The Secretary- Treasurer shall deposit all moneys of the Association and other valuables in the name and to the credit of the Association with such depositories as may be designated by the Board of Directors. The Secretary-Treasurer shall disburse the funds of the Association as ordered by the Board of Directors and shall render to the President and Directors, upon request, an account of all transactions as Secretary- Treasurer, and of the financial condition of the Association. The Secretary-Treasurer shall file yearly tax returns as listed in the ASBCSD Financial Control Policy.

The Secretary- Treasurer shall perform such other and further duties as may be required by law or as may be prescribed or required from time to time by the Board of Directors or by the By-Laws. The Secretary Treasurer shall, after the close of the fiscal year of the Association, cause an annual audit of the financial condition of the Association.

SECTION 6. REMOVAL OF OFFICERS:

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

SECTION 7. DISBURSEMENT OF FUNDS:

No funds shall be disbursed by the Association unless the check, draft, or evidence of such disbursement shall be executed on behalf of the Association by such persons as may from time to time be authorized by resolution of the Board of Directors. The ASBCSD Financial Control Policy gives greater details.

Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the association, dispose of all the assets of the association for the purposes of the association in such manner, or to such organization or organizations which are then qualified as exempt within the meeting of Section 501(c)(6) or section 501(c)(3) of the Internal Revenue Code.

### ARTICLE V COMMITTEES

SECTION 1. STANDING COMMITTEES:

Standing Committees of the Association shall be:

* Membership
* Legislation

The Chairman and Membership on such Committees shall be selected by the President and approved by the Board of Directors annually at their organizational meeting. The Board of Directors may add to the membership of such Committees at any time. All members of such Committees shall serve at the pleasure of the Board of Directors.

SECTION 2. OTHER COMMITTEES:

The President may appoint other Committees from time to time as he may determine to be necessary for the proper operation of the Association.

He shall likewise designate the Chairman of such Committees, who together with the members of the Committees, shall serve at the pleasure of the President.

### ARTICLE VI AFFILIATIONS

SECTION 1. ORGANIZATIONS:

The Association of the San Bernardino County Special Districts shall be a separate legal entity in San Bernardino County in support of the purposes and in cooperation with the constructive activities of the California Special Districts Association or any other organization consistent with the purposes of the Association of the San Bernardino County Special Districts.

SECTION 2. PURPOSE:

The Association of the San Bernardino County Special Districts will encourage each of its members to become a member of the California Special Districts Association.

### ARTICLE VII AMENDMENTS TO BY-LAWS

SECTION 1. ADOPTION, AMENDMENT OR REPEAL:

New By-Laws may be adopted, amended or repealed, or these By-Laws may be amended or repealed as follows:

1. By two-thirds (2/3) vote of the regular members present of amending the By-Laws, or
2. By two-thirds (2/3) vote of all the Board of Directors of the Association upon which such adoption, amendment or repeal shall become immediately effective, subject to the rights of the regular membership of the Association to void and cancel same at a regular meeting thereof, or special meeting called for that purpose. A copy of any such adoption, amendment or repeal done by action of the Board of Directors, will distribute to each and all members of the Association within 15 days after such action was taken, or such action shall be come null and void at the end of the fifteenth day thereafter.

### ARTICLE VIII MISCELLANEOUS

SECTION 1. ADMINISTRATIVE ASSISTANT:

The Board of Directors may hire, as an independent contractor, an Administrative Assistant, or other assistants as necessary, to conduct the business of the Association. The specific duties of such persons shall be set by the Board of Directors.

1. The Board of Directors may cause the work of the Administrative Assistant or other assistants to be evaluated at least annually.
2. The Board of Directors shall have the authority to terminate the contract with the Administrative Assistant upon thirty (30) days' notice.

Attachment A

**Membership Dues Structure**

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| --- | --- |
| **Number of Employees** | **Dues** |
| 1 to 5 Employees | $60.00 |
| 6 to 10 Employees | $150.00 |
| 11 to 20 Employees | $275.00 |
| 21 to 50 Employees | $300.00 |
| 51 + Employees | 375.00 |

Attachment B

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| **Annual Meeting Schedule** |
| **Meeting Month** | **Meeting Day** |
| January | 4th Monday |
| February | 4th Monday |
| March | 3rd Monday |
| April | 3rd Monday |
| May | 2nd Monday |
| June | 3rd Monday |
| July | 3rd Monday |
| August | 3rd Monday |
| September | 3rd Monday |
| October | 3rd Monday |
| November | 2nd or 3rd Monday |
| December | 2nd Monday |