

**Bylaws for the
League of California Cities**
Effective November 9, 2022

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Bylaws for the League of California Cities¹

Effective November 9, 2022

Article I: General

Section 1: Corporation Name.

This corporation is the League of California Cities (Cal Cities).

Section 2: Offices.

The principal office of this corporation shall be located in Sacramento, California. The Cal Cities Board of Directors (Cal Cities Board) may establish such other Cal Cities offices as it deems necessary to the effective conduct of Cal Cities programs.

Section 3: Compliance with Governing Laws.

In all matters not specified in these bylaws, or in the event these bylaws do not comply with applicable law, the California Nonprofit Corporation Law applies.

Article II: Purpose and Objectives

Section 1: General.

Cal Cities' purpose is to strengthen and protect local control for cities through education and advocacy to enhance the quality of life for all Californians.

Section 2: Objectives.

Cal Cities' objectives are the following:

- (a) Advocate for legislation that results in benefits to Member Cities,
- (b) Communicate to Member Cities and the public on issues related to the general welfare of citizens in California cities,
- (c) Pursue strong intergovernmental relationships to promote the well being of California cities,

¹ Note: All footnotes are for reference and explanation only and are not part of the bylaws text.

- (d) Organize educational opportunities, such as conferences of city officials,
- (e) Stimulate greater public interest and more active civic consciousness as to the importance of cities in California's system of government,
- (f) Collect and disseminate information of interest to Member Cities, and
- (g) Engage the membership in a continuing analysis of the needs of Member Cities.

Article III: Membership

Section 1: Qualification.

- (a) **Cities.** Any city, or city and county, in California may, by the payment of annual dues prescribed in Article IV, become a Member City and as such is entitled to Cal Cities services and privileges.
- (b) **Elected and Appointed Officials.** All elected and appointed officials in Member Cities are members of Cal Cities.

Section 2: Termination.

- (a) **Grounds for Termination.** Membership is suspended or terminated whenever any of the following occurs:
 - (i) The Member City resigns by giving written notice to Cal Cities;
 - (ii) The Member City does not pay dues, fees or assessments in the amounts and terms set by the Cal Cities Board; or
 - (iii) An event occurs that makes the Member City ineligible for membership.
- (b) **Procedures for Termination.** Cal Cities shall give 15 days notice of any suspension or termination of membership and the reasons for such action, along with the opportunity to respond orally or in writing not less than five days before the effective date of the action.²

² See Cal. Corp. Code § 7341(c) (requiring termination procedures be included in bylaws and specifying what constitutes a fair and reasonable procedure).

Section 3: Honorary Members.

Any person who has given conspicuous service for the improvement of city government may, by the vote of the Cal Cities Board, be granted an honorary membership in Cal Cities. All ex-presidents of Cal Cities are Honorary Members. Honorary Members as such do not have a voice or vote in any of the meetings of Cal Cities and do not have membership status in Cal Cities for purposes of state or federal laws.

Section 4: Non-Liability.

No Member City is liable for the debts or obligations of Cal Cities.

Article IV: Dues

Section 1: Establishment.

The Cal Cities Board establishes Cal Cities' dues annually according to city population. The population of each city is the most current population as determined by the California Department of Finance, Demographic Research Unit, or its successor agency or unit. If no successor agency or unit is named, the most current population used to determine dues shall be used to determine future dues until such time as these bylaws are amended to designate a new source for determining city population.

Section 2: Increase in Dues.

(a) Board Vote Requirement. Any increase in dues must be approved by the Cal Cities Board by a two-thirds vote. The Cal Cities Board's approval shall be accompanied by an explanation of the need for the increase, including but not limited to:

- (i) Increases in Cal Cities' costs related to general increases in the consumer price index or other factors; and/or
- (ii) The expansion of existing programs or initiation of new programs.

(b) Member City Ratification Requirement. Any dues increase that exceeds either the "consumer price index" for the preceding twelve months or five percent (whichever is greater) requires Member City ratification. In no event, however, shall the Cal Cities Board approve a dues increase in excess of ten percent without Member City ratification.

- (i) **"Consumer Price Index" Defined.** For purposes of this section, the consumer price index is the California consumer price index for all urban consumers calculated by the California Department of Industrial Relations or its state or federal successor.

(ii) **Approval Threshold.** Member City ratification requires a majority of Member Cities casting votes.

(iii) **Mechanism for Seeking Approval.** The ratification may occur at Cal Cities' General Assembly (see Article V) or by using the mail balloting procedure (see Article XI, section 5).

(c) **Dues Cap.** In no event will a Member City's dues increase by more than \$5,000 per year.

Section 3: Delinquency.

Any Member City of Cal Cities who is delinquent in dues, fees or assessments may be suspended or have that member's membership terminated as provided in Article III, section 2.

Article V: Membership Meetings

Section 1: Annual Conference.

(a) **Time and Place.** Cal Cities' regular Annual Conference is held at the time and place as the Cal Cities Board determines. In case of any unusual conditions or extraordinary emergency, the Cal Cities Board may, at its discretion, change the time or place of the meeting.

(b) **Conference Program Planning.** The Cal Cities Board shall establish an Annual Conference program planning process that provides for input from representative segments of Cal Cities' membership.

Section 2: Special Meetings.

Special meetings of Cal Cities may be called by the Cal Cities Board and shall be called by the Cal Cities Board upon the written request of five percent or more of the Member Cities.³ Any written request by Member Cities shall describe the general nature of the business to be transacted and the text of any proposed resolution(s).

Section 3: City Delegates as General Assembly.

(a) **Designation.** Each Member City may, with the approval of the city council, designate a city official as the city's designated voting delegate and, in the event that the designated voting delegate is unable to serve in that capacity,

³ See Cal. Corp. Code § 7510 ("special meetings of members for any lawful purpose may be called by 5 percent or more of the members").

up to two alternate voting delegates.

(b) Membership Decision-making Body. Designated voting delegates (or their alternates) constitute Cal Cities' General Assembly.

(c) Registration for Annual Conference. For General Assemblies held in conjunction with the Annual Conference, designated voting delegates must register to attend the Annual Conference.

Section 4: Notice of Meetings.

(a) General. Notice shall be given to all Member Cities of the time and place of all regular and special meetings by faxing or mailing a written notice at least fifteen days prior to each meeting, or by publishing a notice of the meeting at least two weeks prior to the meeting in an official publication of Cal Cities; provided, however, that failure to receive such notice does not invalidate any proceedings at such meeting.

(b) Special Notice Requirements for Special Meetings. Any notice of the calling of a special meeting shall specify the purpose of the special meeting in such detail to enable Member Cities to determine whether they should attend. In the event a special meeting is requested by five percent or more of the Member Cities, the notice shall also set for the text of any proposed resolution(s).

Section 5: Parliamentarian.

The Cal Cities President shall appoint a Parliamentarian to resolve procedural issues at Cal Cities' General Assembly and in Resolutions Committee meetings.

Section 6: Credentials.

Designated voting delegates must register with the Credentials Committee. The Cal Cities President shall appoint a three-person Credentials Committee no later than the first day of the General Assembly. In case of dispute, this committee determines the right of a member to participate.

Article VI: Resolutions

Section 1: Role and Scope of Resolutions.

Resolutions adopted by Cal Cities' General Assembly and such Cal Cities Board policies as are not inconsistent with such resolutions constitute Cal Cities policy. All resolutions shall be germane to city issues.

Section 2: Origination.

Resolutions may originate from city officials, city councils, regional divisions, functional departments, caucuses, policy committees, or the Cal Cities Board or by being included in a petition signed by designated voting delegates of ten percent of the number of Member Cities (Petitioned Resolutions). Except for Petitioned Resolutions, all other resolutions must be submitted to Cal Cities with documentation that at least five or more cities, or city officials from at least five or more cities, have concurred in the resolution.

Section 3: Resolutions Committee for Annual Conference Resolutions.

(a) Resolutions Committee Composition. The Cal Cities President establishes a Resolutions Committee sixty days prior to each Annual Conference, which committee shall consist of:

- (i) One elected official from each regional division, appointed by the regional division;
- (ii) One elected official from each policy committee, appointed by the policy committee;
- (iii) One member from each functional department, appointed by the department;
- (iv) One elected official from each caucus, appointed by the caucus; and
- (v) Up to ten additional members (at least five of whom are elected officials) as the Cal Cities President deems necessary to achieve geographic and population balance, as well as recognize the multiplicity of city functions not represented by the other appointments, including, but not limited to, the perspectives of board and commission members as well as professional staff.

(b) Presidential Appointments. In the event a regional division, policy committee, functional department, or caucus does not make its appointment to the Resolutions Committee, the Cal Cities President may make the appointment on the regional division's, policy committee's, functional department's, or caucus's behalf.

(c) Chair. The Cal Cities Second Vice-President shall serve as committee chair. The Cal Cities President shall also appoint to the Resolutions Committee a vice chair.

(d) Minimum Committee Size and Composition. In the event the full committee is not in attendance at the Annual Conference, the Cal Cities

President shall appoint a sufficient number of city officials in attendance to achieve a total of thirty. No less than two-thirds of the members of the Resolutions Committee shall be elected officials.

- (e) Committee Consideration of Proposed Resolutions.** Except for resolutions of courtesy, commendation, appreciation or condolence, no resolution expressing the opinion or policy of Cal Cities on any question may be considered or discussed by Cal Cities' General Assembly, unless it has been first submitted to, and reported on, by the Resolutions Committee.

Section 4: Procedure for Resolution Review for the Annual Conference.

- (a) Timing.** Except for Petitioned Resolutions, all resolutions shall be submitted to the Resolutions Committee, at Cal Cities' headquarters, not later than sixty days prior to the opening session of Cal Cities' Annual Conference.

- (b) Referral to Policy Committees.**

- (i) Review and Recommendations.** Except for resolutions of courtesy, commendation, appreciation or condolence, all resolutions submitted to the Resolutions Committee shall be referred by the Cal Cities President to an appropriate policy committee for review and recommendation prior to the opening general session of the Annual Conference.
 - (ii) Report to Resolutions Committee.** Policy committees shall report their recommendations on such resolutions to the Resolutions Committee. The inability of a policy committee to make a recommendation on any resolution does not preclude the Resolutions Committee from acting upon it.

Section 5: Resolutions Proposed by Petition for the Annual Conference.

- (a) Presentation by Voting Delegate.** A designated voting delegate of a Member City may present by petition a resolution to the Cal Cities President for consideration by the Resolutions Committee and the General Assembly at the Annual Conference. These resolutions are known as "Petitioned Resolutions."
- (b) Contents.** The petition shall contain the specific language of the resolution and a statement requesting consideration by Cal Cities' General Assembly.
- (c) Signature Requirements.** The petition shall be signed by designated voting delegates registered with the Credentials Committee who represent ten percent of the number of Member Cities.

- (d) Time Limit for Presentation.** The signed petition shall be presented to the Cal Cities President no later than twenty-four hours prior to the time set for convening Cal Cities' General Assembly.
- (e) Parliamentarian Review.** If the Cal Cities President finds that the petition has been signed by designated voting delegates of ten percent of the number of Member Cities, the petition shall be reviewed by the Parliamentarian for form and substance. The Parliamentarian's report shall then be presented to the chair of the Resolutions Committee. Among the issues that may be addressed by the Parliamentarian's report is whether the resolution should be disqualified as being either:
- (i) Non-germane to city issues; or
 - (ii) Identical or substantially similar in substance to a resolution already under consideration.
- (f) Disqualification.** The Resolutions Committee may disqualify a Petitioned Resolution as either being:
- (i) Non-germane to city issues; or
 - (ii) Identical or substantially similar in substance to a resolution already under consideration.
- (g) Consideration by General Assembly.** The Petitioned Resolution and the action of the Resolutions Committee will be considered by Cal Cities' General Assembly following consideration of other resolutions.
- (h) Availability of List of Voting Delegates.** A list of voting delegates shall be made available during the Annual Conference to any designated voting delegate upon request.

Section 6: Special Meeting Resolution Procedures.

- (a) Germane-ness.** All resolutions must be germane to the meeting purpose specified in the special meeting notice.
- (b) Opportunity for Member Review.** All resolutions to be proposed during the General Assembly shall be available for membership review by electronic (for example, by posting on the Cal Cities website) or other means at least 24 hours prior to the beginning of the special meeting.

- (c) **Parliamentarian Review.** The Parliamentarian shall review all proposed resolutions for form and substance. The Parliamentarian's report shall be presented to the General Assembly.

Section 7: Full Debate.

The opportunity for full and free debate on each resolution brought before the General Assembly shall occur prior to consideration of a resolution.

Article VII: Board of Directors

Section 1: Role and Powers; Board Diversity Policy.

- (a) Subject to the provisions and limitations of California Nonprofit Corporation Law, any other applicable laws, and the provisions of these bylaws, Cal Cities' activities and affairs are exercised by or under the direction of the Cal Cities Board of Directors. The Cal Cities Board is responsible for the overall supervision, control and direction of Cal Cities. The Cal Cities Board may delegate the management of Cal Cities' affairs to any person or group, including a committee, provided the Cal Cities Board retains ultimate responsibility for the actions of such person or group.
- (b) The goal of Cal Cities is to ensure that the Board of Directors reflects the diverse ethnic and social fabric of California. As such, each Division, Department, Caucus, and Policy Committee should encourage and support members of every race, ethnicity, gender, age, sexual orientation and heritage to seek leadership positions within Cal Cities, with the ultimate goal of achieving membership on the Board of Directors.

Section 2: Composition.

The Cal Cities Board is composed of the following:

- (a) A President, First Vice-President and Second Vice-President, who each serve a term of one year;
- (b) The Immediate Past President who serves for a term of one year, immediately succeeding his or her term as President;
- (c) Twelve Directors-at-Large,
 - (i) Who serve staggered two-year terms, and
 - (ii) At least one of whom is a representative of a small city with a population of 10,000 or less;

- (d) One Director to be elected from each of the regional divisions, functional departments, and caucuses of Cal Cities, each of whom serves for a term of two years; and
- (e) Ten Directors that may be designated by the mayors of each of the ten largest cities in California to serve two-year terms.
- (f) For purposes of this section, the population of each city is the most current population as determined by the California Department of Finance, Demographic Research Unit, or its successor agency or unit. If no successor agency or unit is named, the most current population used to determine these dues shall be used to determine future dues until such time as these bylaws are amended to designate a new source for determining city population.
- (g) Directors hold office until their successors are elected and qualified.

Section 3: Staggered Terms.

The terms of the Directors are staggered, so that the terms of approximately one-half of the members of the Cal Cities Board expire each year.

(a) Even-Numbered Year Terms. The following directorship terms expire in even-numbered years:

- (i) **Departments.** Directors from the Fiscal Officers, Public Works Officers, Mayors and Council Members, Planning and Community Development, Fire Chiefs, and City Clerks departments;
- (ii) **Divisions.** Directors from the Central Valley, Desert-Mountain, Imperial County, Monterey Bay, North Bay, Orange County, Redwood Empire, Sacramento Valley and San Diego County divisions;
- (iii) **Caucuses.** Directors from the African American, Asian Pacific Islander, and LGBTQ caucuses; and
- (iv) **At Large.** Directors from five of the ten at-large directorships.

(b) Odd-Numbered Year Terms. The following directorships expire in odd-numbered years:

- (i) **Departments.** Directors from the City Attorneys, City Managers, Police Chiefs, Recreation, Parks and Community Services, and Personnel and Employee Relations departments;

- (ii) **Divisions.** Directors from the Channel Counties, Inland Empire, East Bay, Los Angeles County, Peninsula, Riverside County and South San Joaquin Valley divisions;
- (iii) **Caucuses.** Directors from the Latino and Women’s caucuses; and
- (iv) **At Large.** Directors from five of the ten at-large directorships.

Section 4: Election of Directors.

- (a) **Functional Department Directors.** Unless their respective functional department bylaws provide otherwise, Departmental Directors are elected by their respective departments at the Annual Conference.
- (b) **Regional Division Directors.** Unless their respective regional division bylaws provide otherwise, Regional Directors are elected at the regional division meeting immediately preceding the Annual Conference.
- (c) **Caucus Directors.** The caucus presidents shall serve, or may appoint a member of their respective caucuses to serve, as the initial Caucus Directors for their respective caucuses. Thereafter, unless their respective caucus bylaws provide otherwise, Caucus Directors shall be elected by their respective caucuses at the Annual Conference.
- (d) **At-Large Directors.** Directors-at-Large are elected by the Cal Cities Board at its organizational meeting.
- (e) **Commencement of Terms.** The term of office of all newly elected Directors commences immediately on the adjournment of the Annual Conference; however, the newly constituted Cal Cities Board may meet prior to the adjournment of the Annual Conference for the purpose of organization.
- (f) **Additional Directors.** In the event of the creation of additional regional divisions, functional departments, or caucuses of Cal Cities, each regional division, functional department, or caucus may elect a representative to the Cal Cities Board. When a new functional department, regional division, or caucus is created at any Annual Conference, the Cal Cities Board may select a Director to represent such functional department, regional division, or caucus until the entity organizes and elects a Director in the regular manner. The Cal Cities Board may fix the initial term of any such Director from a new regional division, functional department, or caucus at either one or two years, so as to keep the number of terms expiring on alternate years as nearly equal as possible.

Section 5: Nomination Process.

- (a) Timing.** The Cal Cities President, with the concurrence of the Cal Cities Board, shall establish a nominating committee at the first Board meeting of the calendar year in which the election is to occur.
- (b) Composition.** The nominating committee shall be comprised of thirteen Directors. Three nominating committee members shall be At-Large Directors, one shall represent a functional department, and one shall represent a caucus. Regional divisions shall be represented on the nominating committee on the following rotating basis:
- (i) Even-Numbered Years:** In even-numbered years, the Central Valley, Imperial County, Monterey Bay, North Bay, Orange County, Redwood Empire, Sacramento Valley and San Diego County Regional Divisions shall be represented on the nominating committee.
 - (ii) Odd-Numbered Years:** In odd-numbered years, the Channel Counties, Inland Empire, Desert-Mountain, East Bay, Los Angeles County, Peninsula, Riverside County, and South San Joaquin Regional Divisions shall be represented on the nominating committee.
- (c) Nominating Committee Chair.** The Cal Cities President shall appoint the chair of the nominating committee.
- (d) Candidates for Positions Ineligible.** Candidates for officer and at-large positions on the Cal Cities Board are not eligible to serve on the nominating committee. In the event a regional division representative on the nominating committee wishes to be a candidate for an officer or at-large position, the Cal Cities President will appoint a substitute nominating committee member from the same regional division, if available. If one is not available, the President shall appoint a substitute from a nearby regional division.
- (e) Duties.** The duties of the nominating committee are to:
- (i) Member Outreach.** Publicize the qualifications for the offices of Second Vice-President- and the at-large members of the Cal Cities Board to Cal Cities' Member Cities;
 - (ii) At-Large and Second Vice President Recommendations.** Make recommendations to the Cal Cities Board on the following year's Cal Cities officers and at-large Directors; and
 - (iii) President and First Vice President Recommendation.** Recommend whether the previous year's First Vice President

becomes President and the previous year's Second Vice-President becomes First Vice President.

- (f) Notice to Members.** An explanation of the nomination process and relevant deadlines for submitting nominations to the nominating committee shall be publicized in Cal Cities publications and communications throughout the year, along with the identity of nominating committee members once such members are appointed. In addition, the nominating committee shall inform the membership of the opening of the nominations for the following year when it makes its report to the general membership as provided in Article VI, Section 5(g) below.
- (g) Decision and Report.** The nominating committee's recommendations shall be communicated to the Cal Cities Board not later than 30 days prior to the date of Cal Cities' Annual Conference and again at the Annual Conference. In addition, the nominating committee shall make its report to the membership at the opening general session of the Annual Conference.
- (h) Election.** The election of Cal Cities Board officers and Directors-at-Large shall occur at a Cal Cities Board meeting at the Annual Conference as provided in Article VII, Section 4(c) and Article VII, section 3.

Section 6: Vacancies.

- (a) Functional Departmental Directorships.** In the event of a vacancy in a functional departmental directorship, the president of the department may become a member of the Cal Cities Board or may appoint a member of his or her department to fill the vacancy.
- (b) Regional Division Directorships.** If a vacancy occurs in the regional division directorship, the regional division in question may elect a new Director at the next regular meeting of the regional division.
- (c) Caucus Directorships.** If a vacancy occurs in a caucus directorship, the caucus officers may elect a new Director.
- (d) At-Large Directorships.** If a vacancy occurs in an at-large directorship, the Cal Cities Board may elect a new Director to fill the vacancy at the next regular board meeting. The Cal Cities president may nominate individuals for consideration by the Cal Cities Board.
- (e) Large City Directorships.** In the event of a vacancy in a large-city seat, that large city may designate a new representative.

(f) Terms. The person elected or appointed to fill a vacancy holds office for the remainder of the term of the office in question (see Article VII, section 3).

(g) Grounds for Vacancy. A vacancy in a directorship shall occur due to resignation, a vacancy in elective or appointed office held by the director, or if the Cal Cities Board determines the department, division, or caucus that elected the director, or an appointed director, is not complying with these bylaws or the policies of the Cal Cities Board.

Section 7: Resignation.

Any Director resignation is effective upon receipt in writing by the Cal Cities President or Executive Director, unless a later date is specified in the letter.

Section 8: Meetings and Meeting Notice.

(a) Regularly Scheduled Board Meetings. The Cal Cities Board shall meet no fewer than four times a year. Notice of regularly scheduled Board meetings shall be mailed to each Director at least 14 days before any such meeting.

(b) Emergency Board Meetings. A good faith effort shall be made to provide notice of any emergency board meetings (for example, by first-class mail, personal or telephone notification, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means).

(c) Telephonic or Electronic Participation. Members of the Cal Cities Board may participate in any meeting through the use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another. Participation in a meeting by this means constitutes presence in person at such meeting.

(d) Notice Content. All meeting notices shall include the meeting date, place, time, and, as applicable, the means by which a Cal Cities Director may participate electronically.

Section 9: Policies.

The Cal Cities Board may adopt such policies for its government as it deems necessary and which are not inconsistent with these bylaws. In the event of an inconsistency, these bylaws shall prevail.

Section 10: Committees.

(a) General. The Cal Cities Board may establish committees to study city problems, advise on Cal Cities educational efforts, make recommendations with respect to Cal Cities advocacy efforts, or to engage in other appropriate Cal Cities service.

(b) Executive Committee.

(i) Composition. The Executive Committee of the Cal Cities Board consists of the following: the Cal Cities President, First Vice-President, Second Vice-President, Immediate Past President and Executive Director.

(ii) Authority. The Executive Committee has authority to act for the Cal Cities Board between Board meetings, provided that no action of the Executive Committee is binding on the Cal Cities Board unless authorized or approved by the Board.

(c) Standing Policy Committees.

(i) Charge. Cal Cities shall have a series of standing policy committees, whose charge shall be to make recommendations to the Cal Cities Board on matters within the committees' jurisdiction, as well as fulfill other duties specified in these bylaws (see, for example, Article VI, section 4(b)).

(ii) Membership. Each Cal Cities Policy Committee shall be comprised of the following:

- Two members appointed by each regional division president;
- One member appointed by each functional department president;
- One member appointed by each caucus president;
- No more than 16 members appointed by the Cal Cities President, to provide population and geographic balance, as well as expertise; and
- Such representatives of affiliate organizations in the capacity authorized by the Cal Cities Board.

(iii) Feedback. Policy committees shall receive information on actions taken on committee recommendations and the reasons for those actions.

(d) Committee Chairs and Vice Chairs. Unless the Cal Cities Board establishes otherwise, the Cal Cities President appoints the chair of all Cal-Cities-wide committees. The term of such appointments coincides with the Cal Cities President's term. The Cal Cities President may appoint vice chairs for such committees, as the Cal Cities President deems necessary.

Section 11: Compensation.

The Directors do not receive any compensation for their services, but, with Cal Cities Board approval, may be entitled to reimbursement for actual and necessary expenses incurred in the performance of their duties.

Section 12: Reports of Directors.

The Cal Cities Board's duties include providing an annual report to Cal Cities members at the regular Annual Conference showing Cal Cities work, Cal Cities financial condition, and a statement with respect to Cal Cities' plans for further work and proposed policies.

Section 13: Standard of Care.⁴

(a) General. A Director shall perform the Director's duties, including duties on any committee on which the Director serves, in good faith, in a manner the Director believes to be in the best interests of Cal Cities and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

(b) Reliance on Information. In performing the Director's duties, the Director is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, prepared or presented by:

- (i) One or more Cal Cities officers or employees whom the Director believes to be reliable and competent as to the matters presented;
- (ii) Counsel, independent accountants, or other persons as to matters which the Director believes to be within such person's professional or expert competence; or

⁴ See Cal. Corp. Code § 7231 (providing that a director who performs the director's duties according to these standards is not liable for any alleged failure to properly discharge the individual's obligations as a director).

- (iii) A Cal Cities Board committee upon which the Director does not serve, as to matters within the committee's designated authority, provided that the Director believes the committee merits confidence.

The Director may rely on such information, opinions, reports, or statements as long as the Director acts in good faith after reasonable inquiry (when the need for such inquiry is indicated by the circumstances) and as long as the Director has no knowledge that would suggest that such reliance is unwarranted.

(c) Non-Liability. An individual who performs the duties of a Director in accordance with this section will not be liable for any failure or alleged failure to discharge that person's obligations as a Director, including, without limiting the generality of the preceding, any actions or omissions which are inconsistent with Cal Cities' nonprofit purposes.

Section 14: Right to Inspect Records.

Every Director has a right at any reasonable time to inspect and copy all Cal Cities books, records and documents of every kind and to inspect Cal Cities' physical property.⁵

Section 15: Policy Changes.

Any policy established by Cal Cities' General Assembly may be changed by the Cal Cities Board upon ratification of such proposed change by a majority of the regional divisions representing a majority of Member Cities within the time period specified by the Cal Cities Board.

Section 16: Positions on Statewide Ballot Measures.

Notwithstanding any other provision of these bylaws, the Cal Cities Board may take a position on a statewide ballot measure by a 2/3rd vote of those Directors present.

Section 17: Non-Voting Advisor to the Board.

Effective December 1, 2022, if members of the National League of Cities Board of Directors hold an office in a Member City, no more than one such member shall be appointed by the Cal Cities President to serve as a non-voting advisor to the Cal Cities Board, for a term that coincides with their term on the National League of Cities Board of Directors. Any such non-voting advisor shall be invited to attend all regularly-scheduled Board meetings. The non-voting advisor shall not attend emergency Board meetings and/or closed/executive sessions of the Board unless a determination is made

⁵ See Cal. Corp. Code § 8334 (characterizing this right as absolute).

by the Board to include the non-voting advisor in a particular emergency Board meeting and/or closed/executive session.

Article VIII: Officers

Section 1: Identity.

The officers of Cal Cities are a President, a First Vice-President, a Second Vice-President, an Immediate Past President, and an Executive Director.

Section 2: Duties of Cal Cities Officers.

- (a) President.** The President presides at all Cal Cities Board meetings and all General Assemblies. The President has such other powers and duties as may be prescribed by these bylaws or the Cal Cities Board.
- (b) First Vice-President.** The First Vice-President carries on the duties of the President in the President's temporary absence or incapacity. The First Vice-President has such other powers and duties as may be prescribed by these bylaws or the Cal Cities Board.
- (c) Second Vice-President.** The Second Vice-President carries on the duties of the President in the President's and First Vice-President's temporary absence or incapacity. The Second Vice-President has such other powers and duties as may be prescribed by these bylaws or the Cal Cities Board.

Section 3: Election.

The Cal Cities Board elects the Cal Cities President, First Vice-President and Second Vice-President for terms of one year.⁶ The election occurs at the Cal Cities Board's meeting at the Annual Conference.

Section 4: Vacancies.

A vacancy in the office of President is filled by the Immediate Past President who shall serve for the unexpired term of office and, upon election of a new President at the next Annual Conference, shall subsequently serve a full term as Immediate Past President. In the event the Immediate Past President is not available to fill the vacancy in the office of the President, or declines in writing, it shall be filled by the succession of the First Vice-President to that office. A vacancy in the office of First Vice-President, or Second Vice-President, is filled for the un-expired term by appointment by the Cal Cities Board of a member of the Cal Cities Board. A vacancy in the office of the Immediate Past

⁶ See Cal. Corp. Code § 7151(c)(5) (suggesting bylaws address this issue).

President is filled for the un-expired term by the last Past President continuing to hold a city office.

Section 5: Executive Director and Cal Cities Employees.

(a) Employment. The Cal Cities Board selects an Executive Director who employs, or causes to be employed, such other persons as may be necessary who need not be Cal Cities members. The Executive Director and employees perform such duties and receive such compensation as the Cal Cities Board may from time to time prescribe.

(b) Specific Duties. The Executive Director performs or causes to be performed the following functions:

(1) Corporate Secretary. These duties include:

- (i) Keeping a full and complete record of the proceedings of the Cal Cities Board;
- (ii) Giving such notices as may be proper and necessary;
- (iii) Keeping minute books for Cal Cities;
- (iv) Communicating the Cal Cities Board's actions to Member Cities;
- (v) Executing such instruments necessary to carry out Board directives and policies; and
- (vi) Complying with other record-keeping and reporting requirements of California Nonprofit Corporation Law.

(2) Chief Financial Officer. These duties include:

- (i) Having charge of and custody of and receiving, safeguarding, disbursing and accounting for all Cal Cities funds;
- (ii) Depositing and investing such funds in such institutions and investments as approved by the Cal Cities Board;
- (iii) Maintaining Cal Cities' financial books and records; and
- (iv) Preparing and submitting such accounting and tax forms as may be required by local, state and federal law.

- (c) Insurance.** All employees handling the finances of Cal Cities shall be insured in such amount as the Cal Cities Board deems desirable or necessary, such insurance to be approved by the Cal Cities Board or a committee designated by the Cal Cities Board and the premiums paid by Cal Cities.

Article IX: Regional Divisions

Section 1: Listing.

- (a) Existing Regional Divisions.** Cal Cities is comprised of the following regional divisions:

Central Valley	North Bay
Channel Counties	Orange County
Desert-Mountain	Peninsula
East Bay	Redwood Empire
Imperial County	Riverside County
Inland Empire	Sacramento Valley
Los Angeles County	San Diego County
Monterey Bay	South San Joaquin Valley

- (b) New Divisions.** Additional divisions may be formed through an amendment to these bylaws (Article XVI).

Section 2: Purposes and Functions.

The purposes and functions of regional divisions of Cal Cities are as follows:

- (a) To promote interest in the problems of city government and administration among city officials within such divisions.
- (b) To assist Cal Cities officials in formulating policies by expressing, through resolutions duly adopted, the recommendations of the regional divisions. Resolutions adopted by regional divisions to be considered at the Annual Conference shall be submitted in the manner provided by Article VI.
- (c) To take action consistent with general Cal Cities policy as duly adopted by Cal Cities' General Assembly or by the Cal Cities Board. Regional divisions may take no action in conflict with such policies. Nothing in the foregoing limits or restricts regional division activities in matters of purely local interest and concern.
- (d) To meet not less than once every three months, provided that Cal Cities' Annual Conference may be considered one such meeting of a regional division.

Section 3: Names of Divisions.

Each regional division will identify itself as a division of the League of California Cities.

Section 4: Boundaries.

The territorial boundaries of each regional division may be fixed by each division subject to the approval of Cal Cities' General Assembly.

Section 5. Membership.

All cities within the boundaries of a regional division may become members of and participate in the activities of that division. A city may join a different regional division with the approval of both the existing and proposed division, and the Cal Cities Board of Directors.

Section 6: Voting.

Unless otherwise provided in a regional division's bylaws, the representatives of each Member City may cast collectively one vote on division matters, and a majority of the votes cast is necessary for a decision.

Section 7: Officers.

(a) Identity. Each regional division elects a President, a Vice-President, and a representative on the Cal Cities Board of Directors, and such other officers as any regional division bylaws may establish.

(b) Election Timing. Each regional division elects its officers at the regional division meeting immediately preceding Cal Cities' Annual Conference, unless another date is provided by any regional division's bylaws.

(c) Terms.

(i) Officers' Terms and Commencement Dates. Except as provided below, the term of office of all newly elected officers is one year, commencing immediately upon election unless another date is provided by the regional division's bylaws.⁷ A majority of the members may amend any regional division bylaws to provide for two-year terms for regional division officers.

⁷ Note that this term commencement is different than that for the Cal Cities board (whose terms commence upon adjournment of the Annual Conference) and than that for department officers (also upon adjournment of the Annual Conference).

(ii) **Directors' Terms and Commencement Dates.** The term of office and commencement date for regional division representatives on the Cal Cities Board are established in Article VII, section 2(d) (term length) and 4(e) (term commencement).

(d) **Vacancies.** In the event of a vacancy in any regional division office, such vacancy is filled by election at the next regular meeting of such division for the unexpired term of that office. The fact that such a vacancy will be so filled shall be included in the notice of such meeting. This requirement also applies to a vacancy in the office of regional division director, as provided in Article VII, section 6(b).

(e) Duties.

(i) **President.** The President presides at all regional division meetings and has such other powers and duties as may be prescribed by any division bylaws.

(ii) **Vice-President.** The Vice-President carries on the duties of the President in the President's temporary absence or incapacity and has such other powers and duties as may be prescribed by any division bylaws.

(iii) **Secretary.** The Secretary a) immediately notifies Cal Cities of any change in the regional division officers, b) records the minutes of all division meetings and sends one copy to Cal Cities headquarters, and c) prepares and mails all notices of the meetings of the division and sends a copy to the Cal Cities headquarters.

(iv) **Director.** The regional division Director shall represent the regional division on the Cal Cities Board and shall keep the division membership apprised of the Cal Cities Board's activities. The Director serves as a liaison between the regional division and the Cal Cities Board.

Section 8: Resignation.

Except as provided in Article VII, section 7 for members of the Cal Cities Board, a regional division officer's resignation is effective upon receipt in writing by the division's President or Secretary, unless a later date is specified in the letter.

Section 9: Regional Division Bylaws.

Regional divisions may adopt their own bylaws. Division bylaws may not conflict with Cal Cities' bylaws. In the event of a conflict between a division's bylaws and Cal Cities'

bylaws, Cal Cities' bylaws will prevail; Cal Cities' bylaws also prevail when the division does not have bylaws or the division's bylaws are silent.

Article X: Functional Departments

Section 1: Listing.

(a) Existing Departments. Cal Cities includes the following functional departments:

Mayors and Council Members	Police Chiefs
City Attorneys	Fire Chiefs
Fiscal Officers	Community Services
Public Works Officers	City Clerks
City Managers	Personnel and Employee Relations
Planning and Community Development	

(b) New Departments. Additional functional departments may be formed through an amendment to these bylaws (Article XVI).

Section 2: Officers.

(a) Identity. Each functional department elects a President, a Vice-President, a representative on the Board, and such other officers as the department's bylaws may establish.

(b) Election Timing. Each functional department elects its officers at the department's business session at Cal Cities' Annual Conference, unless the department's bylaws provide otherwise.

(c) Terms. The term of office for functional department officers is one year, commencing immediately upon the adjournment of the Annual Conference. The exception is the functional department representatives of the Cal Cities Board, whose term is two years as established in Article VII, section 2(d).

(d) Vacancies. A vacancy in the office of President is filled for the unexpired term by the succession of the Vice-President. A vacancy in the office of the Vice-President or any other office of the functional department is filled by appointment by the department President for the unexpired term. The person so appointed shall be a member of such department. A vacancy in the office of department Director is filled as provided in Article VII, section 6(a) for the unexpired term.

(e) Duties.

- (i) **President.** The President presides at functional department meetings and has such other powers and duties as may be prescribed by any department bylaws.
 - (ii) **Vice-President.** The Vice-President carries on the duties of the President in the President's temporary absence or incapacity and has such other powers and duties as may be prescribed by any department bylaws.
 - (iii) **Director.** The department Director shall represent the functional department on the Cal Cities Board and shall keep the department membership apprised of the Cal Cities Board's activities. The Director serves as a liaison between the department and the Cal Cities Board.
- (f) **Resignation.** Except as provided in Article VII, section 7 for members of the Cal Cities Board, a functional department officer's resignation is effective upon receipt in writing by the department's President or Vice-President, unless a later date is specified in the letter.

Section 3: Voting.

Except as otherwise provided in a functional department's bylaws, the representatives of each Member City may cast collectively one vote on functional department matters. A majority of the votes cast is necessary for a decision.

Section 4: Department Meetings.

Functional departments meet at the Annual Conference and at other times and places as they find necessary.

Section 5: Department Bylaws.

Functional departments may adopt their own bylaws. Such bylaws may not conflict with Cal Cities' bylaws. In the event of a conflict between a department's bylaws and Cal Cities' bylaws, Cal Cities' bylaws will prevail; Cal Cities' bylaws also prevail when the department does not have bylaws or the department's bylaws are silent.

Article XI: Caucuses

Section 1: Listing.

- (a) **Existing Caucuses.** Cal Cities includes the following caucuses:

- African American Caucus
- Asian Pacific Islander Caucus

Lesbian Gay Bisexual Transgender Queer (LGBTQ) Caucus
Latino Caucus
Women's Caucus

(b) New Caucuses. Additional caucuses may be formed through an amendment to these bylaws (Article XVI).

Section 2: Purposes and Functions.

The purposes and functions of the caucuses are as follows:

- (a) To promote within Cal Cities the active involvement and full participation of a wide spectrum of city officials reflecting the diversity of California's cities, so as to enhance responsive city government.
- (b) To facilitate the sharing of information between city officials who share characteristics such as nationality, race, ethnicity, gender, sexual orientation, age, or religion, and to provide educational and leadership development opportunities to such city officials.
- (c) To promote interest in, and advocate for, issues relating to city government and administration that are of concern to caucus members to enhance the quality of life for their diverse constituencies.
- (d) To assist Cal Cities officials in formulating policies by expressing, through resolutions duly adopted, the recommendations of the caucuses. Resolutions adopted by caucuses to be considered at the Annual Conference shall be submitted in the manner provided by Article VI.
- (e) To take action consistent with general Cal Cities policy as duly adopted by Cal Cities' General Assembly or by the Cal Cities Board. Caucuses may take no action in conflict with such policies.
- (f) To meet at the Annual Conference and at other times and places as they find necessary.

Section 3: Names of Caucuses.

Each caucus will identify itself as a caucus of the League of California Cities.

Section 4: Membership.

All elected and appointed officials in Member Cities may apply to become members of a caucus in accordance with such caucus's bylaws or procedures.

Section 5: Voting.

Unless otherwise provided in caucus bylaws, each caucus member may cast one vote on caucus matters, and a majority of the votes cast is necessary for a decision.

Section 6: Officers.

(a) Identity. Each caucus elects a President, a Vice-President, and a representative on the Cal Cities Board of Directors, and such other officers as caucus bylaws may establish.

(b) Election Timing. Each caucus elects its officers at the caucus meeting at the Cal Cities Annual Conference, unless another date is provided by caucus bylaws.

(c) Terms.

(i) Officers' Terms and Commencement Dates. Except as provided below, the term of office of all newly elected officers is one year, commencing immediately upon election, unless another term length or commencement date is provided by caucus bylaws.⁸

(ii) Directors' Terms and Commencement Dates. The term of office and commencement date for caucus representatives on the Cal Cities Board are established in Article VII, section 2(d) (term length) and 4(c) (term commencement).

(d) Vacancies. Unless otherwise provided in caucus bylaws, a vacancy in the office of President is filled for the unexpired term by the succession of the Vice-President. A vacancy in the office of the Vice-President or any other office of the caucus is filled by appointment by the caucus President for the unexpired term. The person so appointed shall be a member of such caucus. A vacancy in the office of caucus Director is filled as provided in Article VII, section 6(c) for the unexpired term.

(e) Duties.

(i) President. The President presides at all caucus meetings and has such other powers and duties as may be prescribed by caucus bylaws.

⁸ Note that this term commencement is different than that for the Cal Cities board (whose terms commence upon adjournment of the Annual Conference) and than that for department officers (also upon adjournment of the Annual Conference).

- (ii) **Vice-President.** The Vice-President carries on the duties of the President in the President's temporary absence or incapacity and has such other powers and duties as may be prescribed by caucus bylaws.
- (iii) **Director.** The caucus Director shall represent the caucus on the Cal Cities Board and shall keep the caucus membership apprised of the Cal Cities Board's activities. The Director serves as a liaison between the caucus and the Cal Cities Board.

Section 7: Resignation.

Except as provided in Article VII, section 7 for members of the Cal Cities Board, a caucus officer's resignation is effective upon receipt in writing by the caucus President, unless a later date is specified in the resignation letter or provided by caucus bylaws.

Section 8: Caucus Bylaws.

Caucuses may adopt their own bylaws. Such bylaws may not conflict with Cal Cities' bylaws. In the event of a conflict between a caucus's bylaws and Cal Cities' bylaws, Cal Cities' bylaws will prevail; Cal Cities' bylaws also prevail when the caucus does not have bylaws or the caucus's bylaws are silent.

Article XII: Voting

Section 1: Quorum.

- (a) **In General.** A majority of the members of the Cal Cities Board, functional department, regional division, caucus, committee or other kind of subsidiary body constitutes a quorum for the purpose of making decisions.⁹
- (b) **General Assembly.** The presence, at the General Assembly, of credentialed voting delegates (or alternates) representing a majority of Member Cities, constitutes a quorum.¹⁰
- (c) **Failure to Achieve Quorum.** In the event that a body other than the Cal Cities Board of directors lacks a quorum, all votes taken by that body will be advisory to the Cal Cities Board, which shall be advised that a quorum was

⁹ See Cal. Corp. Code § 7211(a)(8) (noting that a board meeting may continue to transact business after a quorum is lost as long as items approved receive a majority of the quorum, unless a higher approval threshold exists for approval of a certain type of action).

¹⁰ See Cal. Corp. Code § 7512(c) (noting that a membership meeting may continue to transact business after a quorum is lost as long as items approved receive a majority of the quorum, unless a higher approval threshold exists for approval of a certain type of action—for example, bylaws approval).

not present. In the event that the Cal Cities Board is unable to achieve a quorum, the Cal Cities Board will adjourn until such time as a quorum can be achieved.

Section 2: Voting Methods.

- (a) General Assembly.** All voting in meetings of the General Assembly of Cal Cities, its regional divisions, functional departments, caucuses, committees, and other kinds of subsidiary bodies is by voice vote.
- (b) Alternative Methods.** If the presiding official cannot determine the outcome of the voice vote or three or more Member Cities request, an alternative method of voting may be used. An alternative voting method may be by any means (show of hands, written ballot, display of voting cards, etc.) which allows the presiding official to accurately determine the outcome of the vote.
- (c) Roll Call Vote.** A roll call may be demanded by representatives of ten percent or more of the voting body.
- (d) Voting Cards.** A voting card will be issued to each Member City's designated voting delegate upon presentation of evidence of the delegate's designation by the Member City.
- (e) Proxy Voting.** Proxy voting is not allowed.

Section 3: Vote Threshold.

Except as otherwise provided in these bylaws (see, for example, Article XVI, section 2), a majority vote of approval of those voting is necessary for decision.

Section 4: One City One Vote.

Except as otherwise provided in a functional department's, a regional division's, or caucus's bylaws, the representative of each Member City present and in good standing collectively casts one vote. A majority of the votes cast is necessary for a decision.

Section 5: Mail Balloting.

In addition to voting at Cal Cities meetings, Cal Cities may solicit member input by mail ballot.

- (a) Mailing.**¹¹ The question(s) to be voted upon, along with explanatory materials and a ballot, shall be mailed by first class mail to each Member City for consideration and action.
- (b) Time Frame for Action.** Member Cities shall have at least 45 days to cast their vote. Ballots shall be cast by returning the Member City's ballot to Cal Cities' principal office in Sacramento.
- (c) Ballot Tabulation and Results Announcement.** The Cal Cities President will appoint a counting committee of three Directors to count the votes cast by mail ballot. The counting committee will submit its count to the Cal Cities Board, which shall canvass the vote and announce the results.
- (d) Functional Departments, Regional Divisions, and Caucuses.** Departments, divisions, and caucuses may also use mail balloting under procedures specified in their respective bylaws.

Article XIII: Qualifications to Hold Office and Vacancies

Section 1: Eligibility to Hold Office.

- (a) In General.** Excepting the office of the Executive Director, no person shall be eligible to hold office in Cal Cities or any Cal Cities division, department, or caucus unless the individual is officially in city service in a Member City at the time of the person's election or appointment. Regional division, functional department, and caucus bylaws may specify additional eligibility requirements for their respective officeholders.
- (b) Length of Service.** An individual who has occupied an elected Cal Cities Board office (as defined in Article VIII, section 1) for nine months (275 days) or more is ineligible to stand for election for that same office again.

Section 2: Vacancies.

- (a) Vacancy Defined.** A Cal Cities office becomes vacant when an individual resigns, misses three consecutive convened meetings or leaves city service.¹²
- (b) Effective Date of Vacancy Caused by Leaving City Service.** The effective date of a vacancy caused by a departure from city service is the date an individual ceases to occupy the same or comparable city office as the individual

¹¹ The Administrative Services Committee recommends Cal Cities also include notice of the upcoming ballot in a variety of Cal Cities communications to alert Member Cities to make inquiry in the event a city's ballot is lost in the mail.

¹² See also Cal. Corp. Code § 7221 (board may declare a director's seat vacant if a court declares the director of unsound mind or the director has been convicted of a felony).

had when the individual was elected or appointed to the Cal Cities office. Upon written request of the individual, the Cal Cities Board may allow the individual to continue in the Cal Cities office for a period not to exceed 3 months from the effective date of the vacancy, which time period may be extended by the Board upon finding of good cause.

(c) Effective Date of Resignations. For the effective dates of resignations, see Article VII, section 7 (effective date of Cal Cities Board resignations), Article IX, section 8 (effective date of regional division officer resignations), Article X, section 2(f) (effective date of department officer resignations), and Article XI, section 7 (effective date of caucus officer resignations).

(d) Filling Vacancies. Vacancies will be filled as provided in these bylaws; see Article VII, section 6 (filling Cal Cities Board vacancies), Article IX, section 7(d) (filling regional division officer vacancies), Article X, section 2(d) (filling functional department officer vacancies), and Article XI, section 6(d) (filling caucus officer vacancies).

(e) Successor Terms. An individual filling a vacancy serves the unexpired term of his or her predecessor.

Article XIV: Finances

Section 1: Fiscal Year.

The fiscal year of Cal Cities is the calendar year.

Section 2: Budget.

(a) Preparation and Approval. Not less than fifteen days prior to the budget meeting of the Cal Cities Board, the Executive Director shall distribute to the Board a detailed budget describing the estimated revenues and expenditures for the ensuing budgetary period for the Cal Cities Board's consideration and approval.

(b) Dissemination. Upon approval, a copy of Cal Cities' budget shall be sent to each regional division, functional department, and caucus president, who shall make it available to division, department, and caucus members.

Section 3: Limitation of Expenditures.

The Cal Cities Board may not incur indebtedness in excess of the estimated or actual revenues for the ensuing fiscal year, without the approval of Cal Cities' General Assembly.

Section 4: Annual Audit.

Cal Cities' accounts shall be audited by a certified public accountant after the close of each fiscal year.

Section 5: Special Assessment for Cal Cities Building.

By resolution approved by a majority of those cities present and voting thereon at an Annual Conference, a special assessment may be levied for a permanent headquarters office building in Sacramento as specified in the resolution.

Article XV: Prohibited Transactions

Section 1: Conflicts of Interest.

General Principle. Members of the Cal Cities Board as well as members of Cal Cities policy committees, and members of any standing or ad hoc committees and task forces consisting of members of the Cal Cities Board or Cal Cities policy committees, are expected to make decisions in the best overall interests of cities statewide, as opposed to narrow parochial, personal, or financial interests. This is analogous to city officials being expected to make decisions in the best overall interests of the community as opposed to narrow private or self-interests.

Section 2: Loans.

Except as permitted by California Nonprofit Corporation Law,¹³ Cal Cities may not make any loan of money or property to, or guarantee the obligation of, any director or officer. This prohibition does not prohibit Cal Cities from advancing funds to a Cal Cities director or officer for expenses reasonably anticipated to be incurred in performance of their duties as an officer or director, so long as such individual would be entitled to be reimbursed for such expenses under Cal Cities Board policies absent that advance.

Section 3: Self-Dealing and Common Directorship Transactions.¹⁴

(a) Self-Dealing Transactions. A self-dealing transaction is a transaction to which Cal Cities is a party and in which one or more of its directors has a material financial interest.

(b) Common Directorships. "Common directorships" occur when Cal Cities enters into a transaction with an organization in which one of Cal Cities' directors also serves on the organization's board.

¹³ See Cal. Corp. § 7235.

¹⁴ See *generally* Cal. Corp. Code § 7233. Note that interested or common directors may be counted in determining the existence of a quorum in a board or committee meeting that approves such transactions. See Cal. Corp. Code § 7234.

(c) Pre-Transaction Approval. To approve a transaction involving either self-dealing or a common directorship, the Cal Cities Board shall determine, before the transaction, that

- (i) Cal Cities is entering into the transaction for its own benefit;
- (ii) The transaction is fair and reasonable to Cal Cities at the time; and
- (iii) After reasonable investigation, the Cal Cities Board determines that it could not have obtained a more advantageous arrangement with reasonable effort under the circumstances.

Such determinations shall be made by the Cal Cities Board in good faith, with knowledge of the material facts concerning the transaction and the director's interest in the transaction, without counting the vote of the interested director or directors.

(d) Post-Transaction Approval. When it is not reasonably practicable to obtain Board approval before entering into such transactions, a Board committee may approve such transaction in a manner consistent with the requirements in the preceding paragraph, provided that, at its next meeting, the full Board determines in good faith that the Cal Cities Board committee's approval of the transaction was consistent with such requirements and that it was not reasonably practical to obtain advance approval by the full Board, and ratifies the transaction by a majority of the directors then in office without the vote of any interested director.¹⁵

Section 4: Ethical Considerations.

These restrictions, of course, represent the floor, not the ceiling, for ethical conduct as a Cal Cities Director or policy committee member. If a Director or policy committee member believes that there are circumstances under which Cal Cities' members might reasonably question the Director's or policy committee member's ability to act solely in the best interests of Cal Cities and its member cities, the prudent course is to abstain. As an example, typically Cal Cities Directors have abstained from participating in decisions on legislation that would affect organizations for which they work. Another example is legislation that would uniquely benefit a Director's city. Policy committee members should also consider abstaining in similar circumstances.

Article XVI: Miscellaneous

¹⁵ See Cal. Corp. Code § 7233 (specifying under what circumstances a self-dealing transaction is void or voidable).

Section 1: Indemnification.

- (a) Indemnity Authorized.** To the extent allowed by California Nonprofit Corporation Law,¹⁶ Cal Cities may indemnify and advance expenses to its agents in connection with any proceeding, and in accordance with that law. For purposes of this section, “agent” includes directors, officers, employees, other Cal Cities agents, and persons formerly occupying these positions.
- (b) Approval of Indemnity.** An individual seeking indemnification shall make a written request to the Cal Cities Board in each case.
- (i) Success on the Merits.** To the extent that the individual has been successful on the merits, the Cal Cities Board will promptly authorize indemnification in accordance with California Nonprofit Corporation Law.¹⁷
- (ii) Other Instances.** Otherwise, the Cal Cities Board shall promptly determine, by a vote of a majority of a quorum consisting of directors who are not parties to the proceeding, whether, in the specific case, the agent has met the applicable standard of conduct under California law,¹⁸ and, if so, will authorize indemnification to the extent permitted.
- (c) Advancing Expenses.** To the extent allowed under California Nonprofit Corporation Law,¹⁹ the Cal Cities Board may authorize an advance of expenses incurred by or on behalf of an agent of this corporation in defending any proceeding prior to final disposition. The Cal Cities Board shall find that:
- (i)** the requested advances are reasonable; and
- (ii)** before any advance is made, the agent will submit a written undertaking satisfactory to the Cal Cities Board to repay the advance unless it is ultimately determined that the agent is entitled to indemnification for the expenses under this section.

Section 2: Insurance.²⁰

The Cal Cities Board may authorize the purchase of insurance on behalf of any agent against any liability asserted against or incurred by the agent in such capacity or arising

¹⁶ See Cal. Corp. Code § 7237.

¹⁷ See Cal. Corp. Code § 7237(d).

¹⁸ See Cal. Corp. Code § 7237(b) and (c) (with exceptions).

¹⁹ See Cal. Corp. Code § 7237(f).

²⁰ See also Cal. Corp. Code § 7237(i) (authorizing insurance).

out of the agent's status as such, and such insurance may provide for coverage against liabilities beyond Cal Cities' authority to indemnify an agent under law.

Section 3: Contracts and Execution of Instruments.

All contracts entered into on behalf of Cal Cities shall be authorized by the Cal Cities Board, or by the person or persons upon whom the Cal Cities Board confers such power from time to time. Except as otherwise provided by law, every check, draft, promissory note, money order, or other evidence of indebtedness of Cal Cities shall be signed by the persons authorized to do so by the Cal Cities Board.

Section 4: Disposition of Assets Upon Dissolution.

Cal Cities' properties and assets are irrevocably dedicated to the fulfillment of Cal Cities' purposes as described in Article II. No part of Cal Cities' net earnings, properties and assets, on dissolution or otherwise, may inure to the benefit of any private person. On liquidation or dissolution, Cal Cities' net assets shall be distributed to Cal Cities' Member Cities consistent with the provisions of the California Nonprofit Corporation Law relating to mutual benefit corporations then in effect.

Section 5: Parliamentary Authority.

Subject to the provisions of these bylaws and applicable law, Robert's Rules of Order or other such parliamentary rules as may be adopted by the Cal Cities Board shall prevail at all meetings of Cal Cities, the Cal Cities Board, and in all functional departments, regional divisions, and caucuses.

Section 6: Seal.

The Cal Cities Board has provided a suitable seal for Cal Cities which is circular and which contains the following inscription:

"LEAGUE OF CALIFORNIA CITIES
INCORPORATED NOVEMBER 4, 1932, CALIFORNIA"

The seal may be affixed to corporate instruments, but any failure to affix it does not affect the instrument's validity.

Section 7: Governing Law.

In all matters not specified in these bylaws, or in the event these bylaws are inconsistent with applicable law, the provisions of California Nonprofit Corporation Law then in effect apply.

Section 8: Litigation Authority.

Member Cities authorize Cal Cities to initiate or respond to litigation on their collective behalf when the Cal Cities Board determines such litigation is necessary to protect Member Cities' shared vital interests.

Article XVII: Amendments

Section 1: Consideration.

These bylaws may be amended by Cal Cities' General Assembly (see Article XVII, section 5 for procedures) or by a mail ballot to Member Cities (see Article XII, section 5 for procedures).

Section 2: Vote Threshold.

A two-thirds vote of approval of those voting is necessary to amend these bylaws.

Section 3: Who May Propose.

Amendments may be proposed by the Cal Cities Board or by petition of ten percent of Member Cities. The proponent may specify whether the amendment is to be considered at the General Assembly or by mail ballot.

Section 4: Board Review.

Any amendment proposed by petition shall be submitted to the Cal Cities Board in writing for its review. The Cal Cities Board's recommendation and reasons following its review shall accompany all materials relating to the proposed amendment.

Section 5: Procedure for Consideration by General Assembly.

(a) Notice. The meeting notice required by Article V, section 4 for Cal Cities meetings shall include notice of any proposal to amend Cal Cities' bylaws, along with the subject of the proposed amendment(s).

(b) Consideration by General Assembly. The proposed amendment, along with any action by the Cal Cities Board pursuant to section 4 of this Article, shall be considered by the General Assembly along with any resolutions presented pursuant to Article VI.

Section 6: Effective Date.

After approval, amendments go into effect after the expiration of the protest period (see Article XVII, section 7) unless otherwise specified in the amendment.

Section 7: Protest and Suspension until Next Conference.

If, within sixty days after the adoption of any amendment, one-third or more of the Member Cities submit a written protest against such amendment, the amendment is automatically suspended until the next Annual Conference, when it may be taken up again for reconsideration and vote.

Article XVIII: Establishment and Financing of Grassroots Network

Section 1: Enhancement of Advocacy Efforts.

To enhance Cal Cities' advocacy efforts on behalf of cities, Cal Cities hereby establishes a Grassroots Network. The Grassroots Network consists of a series of field offices throughout California, responsible for coordinating city advocacy efforts and promoting statewide Cal Cities policy priorities.

Section 2: Dues Increase.

- (a) **Initial Financing.** The dues increase approved concurrently with the addition of this article shall finance Cal Cities' Grassroots Network for the second half of 2001 and 2002. The increase shall be used exclusively to finance the Grassroots Network.
- (b) **Continued Financing.** Any subsequent dues increases shall occur in accordance with Article IV.

Section 3: Accountability.

- (a) **Annual Goal-Setting and Performance Assessment.** The Cal Cities Board shall set long-term goals and annual objectives for Cal Cities' Grassroots Network. The Cal Cities Board shall periodically report to Cal Cities' Member Cities on the Grassroots Network's performance in meeting those goals and objectives.
- (b) **Board Discontinuance.** If at any time the Cal Cities Board finds the Grassroots Network is not meeting its objectives on behalf of cities, the Cal Cities Board may discontinue the Grassroots Network.
- (c) **Membership Vote on Program Continuation.** On or before December 31, 2007, Member Cities shall vote (see Article XII, section 5 for procedures) on whether to continue the Grassroots Network beyond December 31, 2008.²¹

²¹ At its meeting of September 8, 2007, the General Assembly of the League of California Cities adopted Resolution #1 that the Grassroots Network Program be continued and operated in accordance with these bylaws.