

Proposed Department Bylaws Amendment: Changes to Articles IV and IX to accommodate 2 second vice president positions within the City Attorneys Department

To: City Attorneys' Department Members

From: Officers of the City Attorneys' Department

Re: Proposed Department Bylaws Amendment: Changes to Articles IV and IX to accommodate 2 second vice president positions within the City Attorneys Department

In compliance with Article XV of the Department Bylaws, the Department Officers and Executive Committee submit a proposed Bylaws amendment and this statement in support therefore.

Last year's nominating committee suggested that the Department examine the governance structure of the Department to see if there are ways to increase participation and member representation in the Department's governance. Based upon those comments, the Department Officers have begun a process of exploring the leadership of the Department, including but not limited to qualifications for office, structure of governance, etc. The intent of such effort would be to continue to increase the participation in Department governance, as well as the demographic representation in such governance.

As a first incremental step, the Officers are recommending expanding the list of officers to include two second vice presidents. Such an addition would increase member representation in the officer ranks, provide greater flexibility for succession, provide an additional resource for Department initiatives and provide additional leadership opportunities within the Department.

The current Officers strongly endorse this incremental change and intend to continue with additional efforts to explore other change opportunities. We anticipate engaging the greater Department community in the near future for input and ideas.

If voted on and approved at the Spring Department Conference, this year's nominating committee would be charged with making nominating recommendations at the annual conference that would include this newly created position.

Proposed Amendment to City Attorney's Department Bylaws; Revise Article IV and Article IX to Allow for two Second Vice Presidents

(All of Article IV shown and Portions of Article IX shown
additions in red italics, deletions in strike through)

Section 1 - Officers

The officers of this department shall be president, first vice president, *two* second vice presidents, and director.

Section 2 - Terms of Office

(a) President and Vice Presidents - The term of office of the president, first vice president, and second vice president~~s~~ shall be one year. These officers shall be elected by the department's members at the Cal Cities' annual conference and shall take office immediately after the adjournment of the annual conference.

(b) Department Representative on Cal Cities Board of Directors - The department director shall serve a two-year term which shall expire in odd-numbered years. The department director shall be elected at the Cal Cities' annual conference by the department's members and shall take office immediately after the adjournment of the annual conference.

Section 3 - Succession

Typically, the first vice president will succeed to the office of president and *one of* the second vice president~~s~~ will succeed to the office of first vice president.

Section 4 - Qualifications

(a) In General - Officers shall be currently serving as a city attorney and shall meet the criteria for officer selection set forth in article V of these bylaws.

(b) Qualifications of the Department Director

(1) First Choice - The department's representative on the Cal Cities board of directors shall be:

(i) A former president of the department who is most senior in terms of the number of years which have passed since completing his/her term as president, and who has not yet served as the department representative, and

(ii) From the appropriate geographic area (in terms of the north/south rotation as these terms are defined in the Cal Cities bylaws).

(2) Successive Choices - If the person fulfilling these criteria is no longer a city attorney or is unwilling to serve, the committee shall select the next most senior former president from the appropriate geographic area.

(c) Qualifications of the Second Vice-Presidents

(1) In General – ~~A~~ The second vice-president shall:

- (i) Be from the appropriate area of the state (~~one each from the position alternates~~ north/south);
- (ii) Possess the ability and knowledge to perform the job;
- (iii) Have a record of participation in the department as a committee member, speaker or amicus writer;
- (iv) Have demonstrated a commitment to excellence;
- (v) Hold the position of city attorney; and
- (vi) Demonstrate that s/he has the time to perform the job duties.

~~(2) North/South Rotation – Selection of the second vice president shall be based in part on a north/south rotation, as the terms "north" and "south" are defined in the Cal Cities bylaws; typically in even-numbered year elections, the second vice president shall be from the north.~~

Section 5 - Duties and Responsibilities

(a) President - The president shall preside at all meetings, serve as chairperson of the executive committee, perform all duties specified under these bylaws and be generally responsible for work of the department.

(b) First Vice President - The first vice president shall preside at department and executive committee meetings in the absence of the president and shall perform any other duties assigned by the President.

(c) Second Vice Presidents - ~~A~~The second vice president shall preside at department and/or executive committee meetings in the absence of the president and first vice president and shall perform any other duties assigned by the president. In addition, as appropriate, ~~a~~the second vice president shall be responsible for coordinating the work of the department with that of the County Counsels' Association.

(d) Department Representative on Cal Cities Board of Directors - The department director shall represent the department on the Cal Cities board of directors. The director shall also serve on the executive committee and other committees as designated by the president.

(e) All Officers - After their election, the officers shall meet and make assignments for the coming year, including assignments as liaisons to local associations and the various department committees. Each officer shall serve as an ex-officio member of the Legal Advocacy Committee; the president may appoint an officer or officers to serve in an ex-officio capacity on any standing or ad hoc committee. Officers also shall assist in development of seminars and conferences for the department and shall regularly communicate with department members regarding department activities, including opportunities for involvement in the department.

Section 6 - Vacancies

(a) Occurrence - A vacancy in any of the offices shall occur when the officer either resigns from the office or ceases to be a city attorney. The effective date of such vacancy shall be in accordance with the Cal Cities' bylaws.

(b) Vacant Presidency or Vice Presidency - A vacancy in the office of president shall be filled for the unexpired term by the first vice president. A vacancy in the office of first vice president shall be filled by ~~a~~the second vice president. A vacancy in the office of second vice president shall be filled by election at the next department meeting. The nominating committee existing when the election occurs shall nominate a candidate to fill the vacancy.

(c) Vacant Directorship

(1) Interim Appointment - In the event of a vacancy in the office of director, the president of the department shall be the director or shall appoint a member of the department to fill such vacancy. In the event the president appoints a member of the department to fill such a vacancy, the appointment is subject to confirmation by the executive committee.

(2) Election of Replacement When Vacancy Occurs in First Year of Term - The person filling such vacancy shall hold office until adjournment of the next annual conference of Cal Cities. At this next annual conference, the department's membership shall elect a new director to fill any unexpired term of the director vacating the office of director. The membership shall endeavor to elect a new director who comes from the same part of the state as the departing director, so as to preserve, to the extent possible, the two-year, north/south rotation in the office of director.

(3) Election of Replacement When Vacancy Occurs in Second Year of Term - If the departing director's term would have otherwise expired at the next annual conference, the new director shall be elected to a full, two-year term and shall satisfy the requirements for a north/south rotation between the previously elected director and the newly elected director.

ARTICLE IX - STANDING COMMITTEES
(only portions included)

Section 1 - Executive Committee

(a) Membership - The executive committee shall be comprised of the department president, first vice president, second vice president~~s~~ and department director.

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Section 2 - Nominating Committee

(a) Membership - The nominating committee shall be appointed by the president, who shall also designate its chair. The nominating committee shall be composed of five members, at least one of whom shall be a past president of the department. ~~If, under the north/south rotation specified in section 4 of article IV above, the second vice president would typically come from the south, three of the nominating committee members shall be from the north, and vice versa.~~ *At least two of the members shall be from the north and two from the south.*