



**REGULAR MEETING
Executive Committee**

Los Altos Community Center
Sequoia Room
97 Hillview Avenue
Los Altos, CA 94022

**FEBRUARY 23, 2024
2:30 PM**

Meeting Information:

- *Board meetings are open to the public at the location shown above.*
- *Members of the public may use the information below to join the webinar:*
<https://us02web.zoom.us/j/89876116122?pwd=cVc3K2cxZVRlcmpVaXAwbIVicGNFUT09>
Passcode: 930669
Webinar ID: 898 7611 6122
- *Meeting also livestreamed on YouTube: **<https://www.youtube.com/@citiesassoc>***
- *More information on public comment and accessibility is given at the end of the agenda.*

Hon. Neysa Fligor will attend via teleconference from Tenaya at Yosemite, Business Center Room, 1122 Highway 41, Fish Camp, CA 93623. This teleconference location is open to the public and any member of the public may address the Board of Directors members from the teleconference location.

WELCOME & CALL TO ORDER – (Fligor)

ROLL CALL (Sirkay)

ORAL COMMUNICATIONS FROM THE PUBLIC ON NONAGENDIZED ITEMS

This portion of the meeting is reserved for persons wishing to address the Board on any matter not on the agenda. State law prohibits the Board from discussing and/or acting on nonagendized items.

AGENDA

1. **Consent Agenda (Fligor)**
 - a. Approve Minutes from Executive Committee Meeting on February 2, 2024
2. **President Update (Fligor)**
3. **Review Draft 2024-2025 Budget: Discussion and Possible Action (Sirkay)**
 - a. Reserve Policy
 - b. Budget Surplus
 - c. Investment- Local Agency Investment Fund account
4. **Joint Powers Agency Formation Update: Discussion and Possible Action (All)**
 - a. Certified Public Accountant
 - b. Insurance
 - c. Bylaws
5. **Identify Potential Speakers for 2024: Discussion and Possible Action (Sirkay)**
6. **Review March 14, 2024 Meeting Agendas: Discussion and Possible Action (All)**
 - a. Legislative Action Committee
 - b. Board of Directors
7. **Future Meeting Topics: Discussion and Possible Action (All)**
8. **Santa Clara County City Managers Association Update (Engeland)**
9. **Executive Director Update (Sirkay)**

ADJOURN (Fligor)

PUBLIC COMMENT

Members of the public wishing to comment on an item on the agenda may do so in the following ways:

1. Email comments to shali@citiesassociation.org

- Emails will be forwarded to the Executive Board of Directors.
- IMPORTANT: identify the Agenda Item number in the subject line of your email.
- Emails must be received at least 72 hours before meeting start day/time to be entered into the record for the meeting.

2. Provide oral public comments in-person during the meeting

3. Provide oral public comments virtually during the meeting

- When the Chair announces the item on which you wish to speak, click the “raise hand” feature in Zoom. Speakers will be notified shortly before they are called to speak.
- When called to speak, please limit your comments to the time allotted (up to 3 minutes, at the discretion of the Chair).
- Phone participants:
 - *6 - Toggle mute/unmute
 - *9 - Raise hand

ACCESSIBILITY

We strive for our meetings and materials to be accessible to all members of the public, and welcome feedback and requests for accommodations. Please submit requests for accommodations to shali@citiesassociation.org at least 72 hours in advance of the meeting to allow us to best meet your request.



**REGULAR MEETING
Executive Committee**

Los Altos Community Center
Sequoia Room *changed to Apricot Room*
97 Hillview Avenue
Los Altos, CA 94022

**FEBRUARY 2, 2024
2:00 PM**

AGENDA IN BLACK/*MINUTES IN RED*

Meeting Information:

- *Board meetings are open to the public at the location shown above.*
 - *Members of the public register for Zoom webinar:*
https://us02web.zoom.us/webinar/register/WN_zwGp0HWLTGKbgvQkSAPaOw
After registering, you will receive a confirmation email containing information about joining the webinar.
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-

WELCOME & CALL TO ORDER – (Fligor)

Meeting called to order at 2:05 PM

ROLL CALL (Sirkay)

Members in attendance (4/5):

- Neysa Fligor, President
- Larry Klein, First Vice President
- Tina Walia, Second Vice President
- Hung Wei, Secretary/Treasurer

Members absent (1/5):

- Margaret Abe-Koga, Immediate Past President

Members of the Public in Attendance (2):

- Gabe Engeland, City Manager, Los Altos
- Jannie Quinn, CASCC Co-Legal Counsel
- Andrew Shen, CASCC Co-Legal Counsel

CASCC Staff Present (1):

- Shali Sirkay, Executive Director

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AGENDA

1. Consent Agenda (Fligor)

- a. Approve Minutes from Executive Board of Directors Meeting on January 5, 2024

Motion to approve Consent Agenda by Walia

Seconded by Klein

AYES: 4

NAYS: 0

ABSTENTIONS: 0

ABSENT: 1 (Abe-Koga)

Motion passes 4-0-0-1

2. President Update (Fligor)
3. Review 2024-2025 Budget: Discussion and Possible Action (Sirkay)
4. Agreements for Professional Services: Discussion and Possible Action (Fligor)

Motion to recommend that the JPA Board of Directors approves the professional services agreement between Renne Public Law Group and the Cities Association of Santa Clara County as a Joint Powers Agency and between Vaishali Sirkay and the Cities Association of Santa Clara County as a Joint Powers Agency and authorizes the President of the Board to execute both agreements by Walia

Seconded by Klein

AYES: 4

NAYS: 0

ABSTENTIONS: 0

ABSENT: 1 (Abe-Koga)

Motion passes 4-0-0-1

5. Update- Community Planning Collaborative (Sirkay, Quinn &/or Shen)
 - a. Status of Current and Pending Projects
 - i. Nexus Study
 - ii. Planning Collaborative
 - b. Status of contract with Community Planning Collaborative
6. Identify Potential Speakers for 2024: Discussion and Possible Action (Sirkay)
7. Review February 8, 2024 Meeting Agendas: Discussion and Possible Action (All)
 - a. City Selection Committee
 - b. Board of Directors (Unincorporated Entity)
 - c. JPA Board of Directors
8. Joint Powers Agreement Update and Outreach: Discussion and Possible Action (All)
9. Future Meeting Topics: Discussion and Possible Action (All)
10. Santa Clara County City Managers Association Update (Engeland)
11. Executive Director Update (Sirkay)

ADJOURN (Fligor)

Meeting adjourned at 4:02 PM

PUBLIC COMMENT

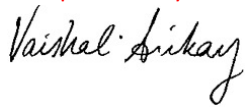
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Respectfully submitted on February 23, 2024 by



Vaishali Sirkay
Executive Director
Cities Association of Santa Clara County



Agenda Item No: ____3____

Meeting Date: February 23, 2024

Cities Association of Santa Clara County Executive Committee Staff Report

To: Executive Committee

Prepared by: Shali Sirkay, Executive Director

TOPIC: Review Draft 2024-2025 Budget
SUBJECT: Issues for Discussion by the Board of Directors

RECOMMENDATION TO EXECUTIVE COMMITTEE:

1. Formulate recommendations to the Board of Directors on the following issues:
 - a. Reserve Policy
 - b. Budget Surplus
 - c. Local Agency Investment Fund Account

BACKGROUND:

Staff will present a draft operating budget to the Board of Directors in March for discussion (and for adoption in April). The Executive Director presented the budget in its current form to the City Managers at the Santa Clara County City Managers Association meeting on February 14, 2024. Staff has requested that City Managers provide any comments about the operating budget to the Executive Director by March 10, 2024. Staff will incorporate the City Managers' input into a revised draft budget that will be presented to the Board of Directors (BOD) at the March 14, 2024, BOD meeting.

In further development of the draft budget, staff requests direction on how to address several open items as follows:

Reserve Policy

The bylaws of the unincorporated CASC, in Article VII, Section 4, state that the budget should include reserves equal to 6-9 months of operating expenses. Recent discussions have suggested a reserve amount equal to 3-6 months of operating expenses would be appropriate. The bylaws of the CASC Joint Powers Agency (JPA), where the reserve policy could be addressed, are still under development. Since the total operating budget of CASC is under \$300,000, the variance between 3, 6, and 9 months

of reserve is significant and will impact the fund balance at the end of the fiscal year. For the BOD meeting, staff will provide the estimated amounts of 3, 6, and 9 months of reserves for the BOD's consideration but would appreciate any recommendations that the Executive Committee may provide.

Staff recommends that the Executive Committee formulate a recommendation for the BOD's consideration of a reserve policy for the current draft budget and incorporation in future bylaws.

Budget Surplus

Staff would appreciate direction on how to address any surplus in the operating budget at the end of the fiscal year.

Staff recommends that the Executive Committee formulate a recommendation for the BOD's consideration.

Local Agency Investment Fund (LAIF)

The previous Executive Director deposited surplus funds into a LAIF account but staff could not find a Board-adopted investment policy. If the BOD decides to continue investing in LAIF or other similar funds, then staff recommends that the BOD set an explicit investment policy. The BOD may also decide to not invest in LAIF and use those funds for another purpose.

Staff recommends that the Executive Committee formulate a recommendation for the BOD's consideration..

FISCAL IMPACT:

The decisions made by the BOD will determine the development of current and future operating budgets.

ATTACHMENT(S):

1. Draft 2024-2025 Budget
2. Fund Balance

Cities Association of Santa Clara County - Proposed Operating Budget FY25
July 1, 2024 to June 30, 2025

Revenue		Notes
Membership Dues	\$266,794.00	Dues flat for FY25; Gilroy \$14,609 excluded
Holiday Party Ticket Sales	\$3,000.00	
Summer Member Event Ticket Sales	\$3,000.00	
TOTAL REVENUE		\$272,794.00
Expenses		
Professional Services		
Executive Director	\$120,000.00	\$100/hour x 100 hours/mon x 12 mon =\$10K/mon
Clerk & IT Support	\$6,000.00	\$25/hour x 20 hours/month x 12 months
Bookkeeper	\$4,800.00	Approximately \$400/month x 12 months
Legal Counsel	\$61,200.00	\$340/hour; approx 15 hours/mon x 12 mon =\$5100/mon
Certified Public Accountant	\$12,000.00	based on preliminary quotes
Total Pro Svcs		\$204,000.00
Office		
Insurance- General Liability	\$7,500.00	\$3473 - \$4,173- est from SDRMA, \$6K-10K est from broker may recommend removing
Gusto (payroll service)	\$1,560.00	
US Bank Fees	\$36.00	
Peninsula Storage Center	\$1,800.00	\$150/month x 12 months; may recommend removing this
Verizon (Google Voice office phone)	\$364.00	
PO Box	\$216.00	\$108/6 months x 2
Miscellaneous	\$500.00	printer paper, stamps, etc
Conferences & Education for Exec Dir	\$500.00	
Total Office		\$12,476.00

Memberships		
California Special Districts Association (CSDA)	\$1,281.00	Annual membership fee required w/SDRMA insurance
Total Memberships	\$1,281.00	
Hospitality & Special Events		
Refreshments BOD monthly mtgs	\$1,800.00	\$200/meeting x 9 meetings/year
Summer Membership Event	\$3,000.00	
December Holiday Party	\$3,000.00	
Total Hospitality	\$7,800.00	
Technology & Software		
Adobe (PDF tools)	\$306.00	
Canva (graphics and templates)	\$117.00	
Intuit (Quickbooks Online)	\$945.00	
Microsoft	\$242.00	
Proud City- CASCC Website	\$600.00	billed yearly
Proud City- SCSC Round Table Website	\$600.00	billed yearly but may recommend removing this
Zoom	\$1,022.00	
Total Technology	\$3,832.00	
TOTAL EXPENSES	\$229,389.00	\$19,115.75/month monthly expense rate
Projected carryover to FY26	\$43,405.00	
(Revenue less Expenses)		
TOTAL ONE-TIME REVENUE		
LAIF Account	\$25,966.94	Balance as of Feb 13, 2024
Carryover from FY24	\$10,935.46	
TOTAL	\$36,902.40	

Fund Balance Feb 1, 2024 to June 30, 2024

\$17,699/month burn rate as per FY 24 calculations

CASH ON HAND	
Bank Balance	\$231,335.46
OUTSTANDING RECEIVABLES	
None	\$0.00
Events	
June Member Event Ticket Sales	\$3,000.00
TOTAL CASH + OUTSTANDING RECEIVABLES	\$234,335.46

OUTSTANDING PAYABLES	
Roundtable Rebates	
Cupertino	(\$4,114.00)
Los Altos	(\$2,045.00)
Los Altos Hills	(\$559.00)
Mountain View	(\$5,227.00)
Palo Alto	(\$4,545.00)
Santa Clara	(\$8,219.00)
Saratoga	(\$2,112.00)
Sunnyvale	(\$9,885.00)
Total Rebates	(\$36,706.00)

Professional Services	
Executive Director	\$10K/mon x 6 months
Legal Counsel	\$5100/mon x 6 months
Bookkeeper	\$400/month x 5 months
Clerk/IT Support	Assuming clerk starts July 1, 2024
Total Professional Services	\$0.00
	(\$92,600.00)

<u>Events</u>		
June Member Event		
		(\$3,000.00)
<u>Reimbursements</u>		
Vaishali Sirkay (dinner at BOD mtgs)		
		(\$583.62)
		Dinner for BOD mtgs 9/14/23, 10/12/23, 2/8/23
TOTAL OUTSTANDING PAYABLES		(\$132,889.62)
RESERVES		
		(\$106,194.00)
		6 month: \$106,194; 9 month: \$159,291
TOTAL IN-YEAR SURPLUS		
		(\$4,748.16)
		Carryover to FY25?
LAIF ACCOUNT		
		\$25,966.94
		Listed separately as this is not liquid asset



Agenda Item No: 4

Meeting Date: February 23, 2024

**Cities Association of Santa Clara County Joint Powers Agency
Executive Committee Agenda Report**

To: Executive Committee

Prepared by: Jannie L. Quinn

TOPIC: Adoption of Bylaws
SUBJECT: Executive Committee review of draft Bylaws

RECOMMENDATION:

Review attached first draft and provide direction regarding the draft bylaws to be reviewed by the Board of Directors.

BACKGROUND:

As a newly constituted joint powers agency, the Board has begun the process of adopting bylaws. At its February 8th meeting, the Board voted to have the Executive Committee review the bylaws for the unincorporated association and requests made by the member cities for inclusion in the bylaws. Once the Executive Committee reviews the draft and provides direction, then the bylaws will be revised and can distributed to all the member agencies for their review and input. It is anticipated that the bylaws will be discussed at the April 11th meeting.

A first draft of the bylaws is attached to this agenda report. The unincorporated association's bylaws have been updated to reflect the new organizational structure and to align with the joint powers agreement signed by all member agencies. The issues raised during the consideration of the joint powers agreement by the member agencies are set forth below and requested direction on these topics.

CITY SELECTION COMMITTEE

The Legislative Action Committee was mentioned by three member agencies. (The provisions related to the Legislative Action Committee can be found in Article VI, Section 1. Standing Committees.) One city sought to clarify the role of the Legislative Action Committee to distinguish it from the Board of Directors. For reference, the bylaws define the Legislative Action Committee as a standing committee and describe three purposes for this committee. It is possible to add additional language.

A question was also raised whether a supermajority vote should be required to take a position on legislation. A majority vote of those present and voting would be required for this committee to take action.

Another city suggested the bylaws should include rules about how the Legislative Action Committee's positions on proposed legislation are portrayed and offered the following language:

- When the Association takes a position on proposed legislation, it must be clear as to which cities support the proposed legislation, which oppose the legislation, and which are not taking a position on the proposed legislation. If a letter is sent from the Association, the letter must indicate this information. For example, if all 15 cities support a bill, the letter can indicate that support is unanimous. If only 10 of the 15 cities support a bill, the letter must list which cities support the bill and which cities oppose the bill. If only 8 of the 12 cities that voted support a bill, the letter must list the 8 cities that support the bill, the 4 cities that oppose the bill, and the 3 cities that did not vote.
- Alternatively, letters could be sent by groups of cities rather than from the Association. For example, all the cities that support a bill could send a joint letter. Or all the cities that oppose a bill could send a joint letter.
- There may be other ways to meet the transparency requirements and if they accomplish the required transparency they can be used.

Direction is sought (1) Whether to include any additional language to describe the Legislative Action Committee; (2) Whether to set forth a different voting requirement for the Legislative Action Committee to take a position on legislation; and (3) Whether to include the names of the cities who voted in support, opposition and abstention regarding votes taken on proposed legislation. Items 2 and 3 are related and the direction of one could impact the other.

DUES

The unincorporated association's bylaws include a provision that the 'dues schedule shall be revised every three (3) to four (4) years.' (Article VII, Section 2. Dues.) Direction is sought whether to retain or clarify this phrase as it can be interpreted to be both a requirement and a limitation.

VOTING REQUIREMENTS

Per the bylaws, a majority vote of the members who are present is required for the Board to take action, such as adopting the annual budget. (Article V, Meetings, Section 4). However, a two-thirds vote is required to adopt or amend the bylaws. (Article VII, Adoption and Amendments). Also as set forth below, the joint powers agreement requires a two-thirds vote to initiate a significant program or activity requiring \$10,000 or more in annual expenditures.

A question has been raised about the voting requirement for significant programs or activities in the context of the budget.

Article 15 of the joint powers agreement provides:

“If the Board desires to create significant programs or activities which will utilize substantial resources of the Agency, it shall do so by a vote of the Board. If the Board deems it necessary, it may appoint a working committee to study the significant program or activity and provide input to the Board. Substantial resources and significant program or activity shall be defined as any program or activity requiring \$10,000 or more in annual expenditures; this amount shall be increased by the annual cost of living CPI index. Any new significant program or activity shall require a work plan and a two-thirds vote of the Members in order to be initiated. When a new significant program is intentionally designed to be limited in scope, such that it only provides benefits to particular Members, the Agency may enter into a specific program or project Agreement that includes relevant terms regarding the particular affected Members, and any such Agreement shall be approved by the Board prior to or at the same time as formation of the significant program. These limited scope Agreements shall be subject to approval by the Board by a two-thirds vote of the Members.”

Specifically, what vote is required if a significant program were proposed as part of the budget? A majority vote is needed to adopt the budget, yet the joint powers agreement requires a two-thirds vote to approve a significant program or activity. If a significant program or activity were to be presented at the same time as the annual budget, the voting requirements would not be in alignment and should be clarified. Accordingly, direction is requested whether to clarify the voting requirements for approval of a significant program or activity in the event it is proposed as part of the annual budget. One option would be to include language to ensure the significant program is approved separately or in advance of a vote on the budget. Once approved, it could be included the budget, and the budget could be approved with a majority vote.

RESERVE POLICY

The bylaws have required a reserve of funds to cover six (6) to nine (9) months of operating expenses be maintained to ensure the financial stability of the Agency. (Article VII, Section 3. Funds.) Direction is being sought whether any changes should be proposed for the reserve.

OTHER FINANCIAL PROVISIONS

Neither the bylaws nor the joint powers agreement addresses what would happen in the event revenues remained after expenses are paid. Direction is being sought whether to include a provision to address carry over or surplus funds in the bylaws. Alternatively, the Board could also adopt a policy regarding these funds. For example, direction would be needed regarding the amount or percentage of

the budget to be maintained, where to maintain these funds and guidance on how these funds can be used.

The unincorporated association also opened an investment account. Direction is being sought whether to include a provision in the bylaws regarding the investment account and/or an investment policy in the event the investment account is maintained.

WORKING COMMITTEE

One city raised the issue whether to establish a permanent working committee from member cities to advise the board. Direction is being sought whether to include any draft language in the bylaws regarding a working committee. Alternatively, this issue could be raised in the accompanying agenda report.

COMPOSITION OF EXECUTIVE COMMITTEE

One city asked consideration to be given to establishing a requirement to include a seat on the Executive Committee for small cities. Direction is requested regarding whether to include this provision in the draft bylaws.

COMPETITION FOR GRANTS

One city raised the issue whether a provision should be included in the bylaws to address what would occur if the JPA were to compete for the same grant as its member cities. Direction is being sought whether to draft any language for the bylaws to address this situation. Other considerations could include whether the grant opportunity would be a significant program or activity and whether the City Managers Association is an avenue that could be used to address this concern if and when it arises.

FISCAL IMPACT:

The provisions related to the reserve and surplus funds could have a fiscal impact. The impact would be determined by the final language approved by the Board.

CONCLUSION

Direction is needed regarding the issues raised in this agenda report. In addition, input on the draft bylaws and the proposed changes is also requested.

ATTACHMENT:

1. Draft Bylaws

DRAFT BYLAWS

CITIES ASSOCIATION OF SANTA CLARA COUNTY JOINT POWERS AGENCY

ARTICLE I

NAME, PURPOSE AND POWERS

Section 1. Name. The name of this joint powers authority shall be the Cities Association of Santa Clara County Joint Powers Agency, hereinafter referred to as the “Agency”.

Section 2. Principal Place of Business. The principal place of business of this Agency shall be such place within the County of Santa Clara as may be designated from time to time by the Board of Directors; and if none has been so designated, such place of business shall be the City Hall of the City of which the Agency President is a member of the legislative body.

Section 3. Purpose. The purposes and functions of this Agency shall be as follows:

- a. To review, study, develop consensus positions, and recommend on issues of interest to Santa Clara County cities;
- b. Focus on local and regional matters that are important to the future of Santa Clara County cities;
- c. To develop a common agenda for Santa Clara County cities;
- d. To serve as a unified voice for Santa Clara County cities in relationship to other agencies, organizations, and levels of government, including the Peninsula Division of the League of California Cities;
- e. To serve as the City Selection Committee pursuant to Government Code section 50270 et seq. and make appointments to regional and local bodies as provided by law;
- f. To assist in development of state-wide legislative policy through the structure of the League of California Cities;
- g. To serve as a source of education, information and networking for officials from all cities in Santa Clara County;
- h. To provide a forum for non-city individuals, groups and organizations and the

private sector to address items of interest to Santa Clara County cities.

- i. To reduce duplication of effort by sharing information and provide a unified voice and strong advocacy on legislation and other important issues that affect its Members;
- j. To strengthen the Members' and Agency's standing at the regional, state and federal level;
- k. To strive to respect local control, provide regional perspective, and make a difference to elevate the quality of life throughout the County;
- l. To provide a forum for discussion and study of problems common to the Members and to assist in the development and implementation of solutions to such problems;
- m. To provide a method for the Members to collaborate and jointly develop policies that benefit the region; and
- n. To collaborate in such a way that is efficient, saves the jurisdictions the expense of individual effort, and creates positive outcomes

Section 4. Powers. The Agency may exercise any lawful power in the furtherance of its purposes as set forth in the joint powers agreement and as determined by the Board of Directors except that it may not incur any liability binding upon its members nor levy any assessment against its members other than the dues established under Article VII of these Bylaws.

ARTICLE II

MEMBERSHIP

Section 1. Membership. Each City in Santa Clara County that has approved and executed the joint powers agreement establishing the Agency, and which has paid in full the Section dues required under Article VII of these Bylaws, shall be a member of the Agency.

Section 2. Suspension. Any City which is delinquent in payment of its dues shall be automatically suspended from membership sixty (60) days after the date on which payment is due if the full payment has not been received, and it shall be the duty of the Secretary/Treasurer to promptly notify the City of its delinquency. A suspended member City shall not be permitted to participate in any Agency proceedings, other than City Selection Committee meetings. A suspended member City shall be restored to full membership upon its payment of the total dues assessment then due and payable in accordance with Article VII, Section 2.

ARTICLE III

BOARD OF DIRECTORS

Section 1. Selection and Tenure. The Board of Directors of this Agency shall be composed of a representative from each member city, selected by and from the legislative body thereof. Each Board member shall hold office at the pleasure of his or her City's legislative body, and selection shall be made in such manner as the respective legislative bodies of member Cities may themselves determine.

Section 2. Alternates. The legislative body of a member City may, in its discretion, select from among its members an alternate to represent that City on the Board of Directors and vote in the absence of the member from that City.

Section 3. Notice of Appointment. The legislative body of each member City shall, immediately upon the selection of one of its members as a member of Board of Directors, or as alternate, advise the Agency Secretary/Treasurer of such appointment.

Section 4. Ex Officio Members. The Santa Clara County Cities Managers' Association, an advisory committee to the Agency according to the provisions of Article VI, Section 2, and the Santa Clara County Board of Supervisors, may each appoint one of its members to serve as an ex officio member of the Board of Directors. The ex officio member may participate in deliberations but shall not participate in voting or in any of the privileges of membership, and shall not be counted for the purpose of determining whether a quorum of the Board is present.

Section 5. Compensation. No member of the Board of Directors, including officers, shall receive any compensation from the Agency for his or her services as a member of the Board. No member of the Board, including officers, shall be entitled to reimbursement from the Agency for expenses incurred on Agency business unless such reimbursement shall be authorized in advance by the Board of Directors, or unless such reimbursement is authorized and distributed by the member's respective city.

Section 6. Duties. It is the responsibility of the members of the Board to report to and solicit comments from their fellow City Council members on major issues and to keep their City Councils informed on the business of the Agency.

ARTICLE IV

OFFICERS

Section 1. Officers Designated. The following officers of this Agency shall be elected by the Board of Directors: President, First Vice President, Second Vice-President and

Secretary/Treasurer. Officers shall be selected from the Board of Directors.

Section 2. Term of Office.

- a. The regular term of office for all officers shall commence upon election and shall be for a period of one (1) year. No person shall hold the same office for more than two (2) consecutive full terms.
- b. Election of officers shall take place at the first meeting of the Board of Directors and annually thereafter at the regular meeting of the Board of Directors in November.
- c. In the event a vacancy occurs during any officer's term of office, the Board of Directors shall determine whether to fill the unexpired portion of the term. If such a determination is made, the then presiding officer shall appoint a nominating committee consisting of three (3) Board members which shall present its recommendations for filling the vacancy to the Board of Directors at the earliest practicable time and in accordance with the notice provisions set forth in Article V, Section 2. A person who is appointed to fill the unexpired portion of the term is not rendered ineligible to hold the same office in accordance with the provisions of Article IV, Section 2(a).

Section 3. Duties.

- a. President. It shall be the duty of the President to preside at the meetings of the Board of Directors and to perform such other duties as ordinarily pertains to the office of President of like types of organizations.
- b. Vice Presidents. It shall be the duty of the First and Second Vice-Presidents, in that order, to act in the place and stead of the President during the President's absence or inability to act.
- c. Secretary/Treasurer. The Secretary/Treasurer shall review all financial accounts and records to determine that they are in accordance with these Bylaws and the directions of the Board of Directors. The Secretary/Treasurer shall see that minutes of all Board and Committee meetings are recorded, notice of meetings of the Board are posted, and that all receipts and disbursement of funds by the Agency are done in accordance with these Bylaws and the direction of the Board of Directors. The day-to-day operation of the office of Secretary/Treasurer may be delegated to an Executive Director for the Agency, which position shall be nonvoting.

Section 4. Executive Director. The Board of Directors may contract with an independent consultant to serve as Executive Director until he or she resigns or is removed by

the Board of Directors pursuant to the terms of a written agreement for professional services. The Executive Director shall have such duties as may be determined by the Board of Directors.

Section 5. General Counsel. The Board of Directors may contract with an independent consultant to serve as General Counsel until he or she resigns or is removed by the Board of Directors pursuant to the terms of a written agreement for professional services. The General Counsel shall have such duties as may be determined by the Board of Directors.

Section 6. Nominating Committee. A nominating committee consisting of three (3) Board members shall be appointed by the President no later than two (2) meetings before the meeting at which officers for the following year will be elected. At the meeting immediately preceding the meeting for the election of officers, this committee shall present its nominations for officers for the following year. Additional nominations may be made from the floor at the meeting where the election is to be conducted, providing the consent of the nominee has been secured.

ARTICLE V

MEETINGS

Section 1. Schedule and Locations. Regular meetings of the Board of Directors shall be held, at a minimum, every other month at a time and location determined by the Board of Directors. The Board of Directors shall schedule periodic meetings of the general membership, to include all members of legislative bodies of member Cities.

Section 2. Notice and Meetings. The Agency is a legislative body for purposes of the Brown Act (Govt. Code 54950 *et seq.*). Notice of the time and place of all regular meetings shall be given in writing by the Secretary/Treasurer or a designee to all members of the Board at least three (3) days prior to the meeting. Such notices may be sent by electronic mail. Notice of special meetings shall be given by the Secretary/Treasurer or a designee to all Board members at least one (1) day in advance and in the manner required by the Brown Act. The Secretary/Treasurer or designee shall be responsible for preparing and posting agendas of regular Board meetings at least 72 hours prior to the meeting and in compliance with the Brown Act.

Section 3. Quorum. A majority of the members of the Board of Directors shall constitute a quorum to do business at any such regular or special meeting.

Section 4. Voting. The affirmative vote of a majority of the members of the Board of Directors present shall be necessary for the Board of Directors to take action. Each member of the Agency shall have one vote.

Section 5. Rules of Order. Subject to the provisions of these By-Laws, the meetings of the Board of Directors shall be governed by Robert's Rules of Order, Newly Revised.

ARTICLE VI

COMMITTEES

Section 1. Standing Committees.

- a. Executive Committee. The Executive Committee shall act to accomplish, administer and facilitate the goals and the purposes of the Agency at the direction of the Board of Directors. The Executive Committee shall consist of the officers of this Agency; the Immediate Past President, if still a Agency member; the Chair of the Legislative Action Committee; and a Director at Large who may be appointed if the Immediate Past President is no longer an Agency member. The Director at Large shall be an Agency member appointed by the President upon approval of the Board. The Vice Chair of the Legislative Action Committee shall be appointed to serve on the Executive Committee in the absence of the Chair of the Legislative Action Committee.

- b. Legislative Action Committee. There shall be a Legislative Action Committee of this Agency. The membership of the Legislative Action Committee shall consist of one representative from each member City. The representative shall be a City Council Member or the Mayor. Each City shall also appoint an alternate to serve on the Committee in the absence of the designated representative. The alternate may be a City Council Member or the Mayor. Each City, represented by either the representative or the alternate, shall have one vote. The purpose of the Legislative Action Committee is threefold. First, the Committee would enable the Agency to advocate on issues of interest to Santa Clara County cities in an organized, effective manner. Second, the Committee would provide basic legislative information to cities with little or no legislative staff. Third, the Committee would organize emergency responses to urgent issues. INSERT VOTING HERE

- c. City Selection Committee. The City Selection Committee shall be a Standing Committee of this Agency and shall have the membership and purposes set forth in Government Code sections 50270-50279.4 and which shall be governed by the requirements of such sections. The membership of the City Selection Committee shall consist of the Mayor of each Member city. When the Mayor is unable to attend a meeting of the City Selection Committee, the Mayor shall designate another member of the city's legislative body to attend and vote at the meeting as the Mayor's representative. Each City in the County, shall be able to participate in the City Selection Committee, whether or not any such City is a member of the Agency. The majority vote for the City Selection Committee (8) is required to appoint representatives to boards, commissions, or agencies.

Section 2. Liaison Committee.

- a. Santa Clara County/City Managers' Association. The Santa Clara County City/County Managers' Association shall serve as an advisory committee to the Agency. The Santa Clara County/City Managers' Association may choose an ex officio representative to the Board of Directors.

Section 3. Other Committees Authorized.

- a. A nominating committee will be appointed as required and in accordance with the provisions of Article IV.
- b. The President, with the consent and approval of the Board of Directors, may appoint such committees as may be necessary from time to time, and designate the chair and the purpose of each such committee. Any elected official of any member City shall be eligible to serve upon any such committee.

Section 4. Quorum. The quorum for each committee except the City Selection Committee shall be determined by the Board at such time as the committee is created. A quorum for the City Selection Committee shall be eight (8) members. Whenever a quorum is not present, the meeting shall be adjourned or postponed to a subsequent time and place as determined by the Chair.

ARTICLE VII

FINANCES

Section 1. Budget. On or before April 15 of each calendar year, the Board of Directors shall approve a preliminary budget for the Agency for the fiscal year commencing with July 1 of the same calendar year. The Board of Directors shall adopt a final budget no later than June 15 of each year. A copy of the preliminary budget when approved and a copy of the final budget when adopted shall be transmitted to each Member City.

Section 2. Dues. Each Member City shall pay to this Agency annual dues in accordance with a dues schedule adopted by the Board of Directors on or before June 1 of each year. Dues shall be for the fiscal year commencing July 1 and shall be an amount for each member City based upon the approved budget. The full amount shall be due and payable before July 1 of each year. Any City becoming a member of this Agency during a fiscal year shall pay the full dues for that year prior to exercising any rights of membership. **The dues schedule shall be revised every three (3) to four (4) years.**

Section 3. Funds. All funds received by the Agency from the membership or any other source shall be deposited in a financial institution or institutions determined by the Secretary/Treasurer and disbursed only by check signed by any persons designated by the Board of Directors as signers on the account including the Executive Director, the Secretary/Treasurer and the President. There shall be a Reserve of funds to cover six (6) to nine (9) months of operating expenses to ensure financial stability of the Agency. The dues schedule shall be revised as such.

Section 4. Accounting. Every year, an audit of the Agency's finances shall be completed and copies thereof shall be filed with the Board of Directors and the County Auditor of Santa Clara County. Annually, a complete written account of all receipts and disbursements during the previous year, showing the opening and closing balances shall be prepared by the Secretary/Treasurer or a designee. Copies thereof shall be filed with the Board of Directors. Monthly, bank and reconciliation statements shall be reviewed by the Secretary/Treasurer and initialized as such. Monthly reports of accounting and investments shall be prepared and filed with the Board of Directors by the Secretary/Treasurer or a designee.

ARTICLE VIII

ADOPTION AND AMENDMENTS

Section 1. Adoption. These Bylaws shall become effective upon the affirmative vote of the legislative bodies of two-thirds of the Board of Directors.

Section 2. Amendments. These Bylaws may be amended only in the following manner: Proposed amendments shall be submitted in writing to the Board of Directors for approval, and if approved, shall thereafter be submitted in writing to each Member City of the Agency at least thirty (30) days before action thereon is required by the membership. An affirmative vote of two-thirds of the Board of Directors shall be required for approval.



REGULAR MEETING Legislative Action Committee

Los Altos Community Center
Sequoia Room
97 Hillview Avenue
Los Altos, CA 94022

**MARCH 14, 2024
5:30 PM**

Meeting Information:

- *Board meetings are open to the public at the location shown above.*
 - *Members of the public may join the Zoom webinar at the following link:*
<https://us02web.zoom.us/j/82314302917?pwd=MTR4NG1HeUFQcW1vS0V4TnZqZjc0UT09>
Passcode: 254352
 - *Meeting also livestreamed on YouTube: **<https://www.youtube.com/@citiesassoc>***
 - *More information on public comment and accessibility is given at the end of the agenda.*
-

WELCOME & CALL TO ORDER – (Walia)

ROLL CALL (Sirkay)

AGENDA

1. Consent Agenda (Walia)
 - a. Approve Minutes from Legislative Action Committee Meeting on January 18, 2024
2. Review and Discussion of Bills Introduced in 2024 Legislative Session

PUBLIC COMMENT ON NONAGENDIZED ITEMS

This portion of the meeting is reserved for persons wishing to address the Legislative Action Committee on any matter not on the agenda but within the Committee's jurisdiction. State law prohibits the Committee from discussing and/or acting on nonagenda items.

ADJOURN (Walia)

PUBLIC COMMENT GUIDELINES

Members of the public wishing to comment on an item on the agenda may do so in the following ways:

1. Email comments to shali@citiesassociation.org

- Emails will be forwarded to the Legislative Action Committee.
- IMPORTANT: identify the Agenda Item number in the subject line of your email.
- Emails must be received at least 72 hours before meeting start day/time to be entered into the record for the meeting.

2. Provide oral public comments in-person during the meeting

3. Provide oral public comments virtually during the meeting

- When the Chair announces the item on which you wish to speak, click the “raise hand” feature in Zoom. Speakers will be notified shortly before they are called to speak.
- When called to speak, please limit your comments to the time allotted (up to 3 minutes, at the discretion of the Chair).
- Phone participants:
 - *6 - Toggle mute/unmute
 - *9 - Raise hand

ACCESSIBILITY

We strive for our meetings and materials to be accessible to all members of the public, and welcome feedback and requests for accommodations. Please submit requests for accommodations to shali@citiesassociation.org at least 72 hours in advance of the meeting to allow us to best meet your request.



REGULAR MEETING Board of Directors

Los Altos Community Center
Sequoia Room
97 Hillview Avenue
Los Altos, CA 94022

**MARCH 14, 2024
7:00 PM**

Meeting Information:

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<https://us02web.zoom.us/j/83510756481?pwd=SUZUY1E1VEFWRW9VTk5jRVVWajhZQT09>
Passcode: 519682
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WELCOME AND ROLL CALL – (Fligor)

ROLL CALL (Sirkay)

ORAL COMMUNICATIONS FROM THE PUBLIC ON NONAGENDIZED ITEMS

This portion of the meeting is reserved for persons wishing to address the Board on any matter not on the agenda. State law prohibits the Board from discussing and/or acting on nonagendized items.

AGENDA

1. **Consent Agenda (Fligor)**
 - a. Approve Minutes from Board of Directors Meeting on February 8, 2024
 - b. Approve January 2024 Financial Report if available
 - c. Approve February 2024 Financial Report if available
2. **California Business Roundtable Ballot Initiative (Fligor)**
 - a. [Guest Speaker from Cal Cities]
3. **Taxation of a Possessory Interest (Fligor)**

- a. Guest Speaker: County Assessor Hon. Larry Stone
- 4. Review Draft 2024-2025 Budget: Discussion and Possible Action (Sirkay)
- 5. Joint Powers Agency Formation Update: Discussion and Possible Action (All)
 - a. Certified Public Accountant
 - b. Insurance
- 6. Legislation Action Committee Update (Walia)
- 7. Reports from Regional Appointed Representatives
 - a. TBD
 - b. TBD
 - c. TBD
- 8. Santa Clara County City Managers Association Update (Engeland)
- 9. Executive Director Update (Sirkay)
- 10. Joys and Challenges (All)

ADJOURN (Fligor)

PUBLIC COMMENT

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