

Urban Counties of California (UCC)

Association By-Laws

(Last amended 2018)

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ARTICLE I

NAME

The name of the Association shall be “URBAN COUNTIES OF CALIFORNIA.”

ARTICLE II

PURPOSES AND OBJECTIVES

The urban counties of California (UCC) have created this Association, as a non-profit corporation under the California Nonprofit Corporation Law, to advance the interests of the people who live in the urban counties of California.

To achieve this objective UCC shall:

1. Form an urban county organization and retain professional assistance for the purpose of developing proposed modifications to the organization and operation of the California State Association of Counties that will make it an effective voice for urban counties.
2. Develop a consensus among member counties on State legislative issues.
3. Articulate and advocate policy on issues of concern to urban county populations and governments.
4. Represent urban county interests before the State Legislature and the Congress and also before the executive branches and administrative agencies of both state and federal governments.
5. Gather and report to urban counties information on legislative, executive and administrative actions at the state and federal levels.
6. Assist urban counties in implementing new laws and regulations.
7. Promote communication and harmony between urban counties in areas of common concern.
8. Perform related and additional functions as directed by the Governing Board of UCC.

ARTICLE III
MEMBERSHIP

- A. **QUALIFICATIONS AND REQUIREMENTS.** Any county designated as “urban” by the California State Association of Counties may become a member of UCC upon written request by the County’s Board of Supervisors, approval by the UCC Board of Directors, and payment of dues. A county board of supervisors may renew membership each year by timely payment of annual dues assessed to the county by UCC, as adopted by the UCC Governing Board in the UCC budget.
- B. **TERMINATION.** A membership shall terminate upon either of the following:
1. Resignation of the member county.
 2. A determination by the Governing Board that the member’s county board of supervisors has failed or refused to make timely payment of the UCC annual dues.

ARTICLE IV
GOVERNING BOARD (BOARD OF DIRECTORS)

- A. **POWERS.** Subject to the provisions of the California Nonprofit Corporation Law and any limitations of the Articles of Incorporation and this Constitution, the activities and affairs of UCC shall be conducted, and all of its corporate powers shall be exercised, by or under the direction of the Governing Board. The Board may delegate the management of the activities and affairs of UCC to any person or persons, or to any committee, however composed, provided that such activities and affairs shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.
- B. **COMPOSITION AND ELECTION.** The Governing Board shall be composed of one elected representative from each county board of supervisors maintaining the membership of its supervisors in UCC. Each representative shall be a member of the county board and shall be selected by that board at the beginning of the calendar year, pursuant to its normal rules and procedures, to serve for a term of not less than two-years to coincide with the sessions of the California Legislature.

If there is any change to the representative made by the member county during the two-year term, in order for the Governing Board to recognize the new member, the Clerk of the Board of the member county must provide official notification to UCC.

- C. **MEETINGS.** The Board shall meet at least once annually, and at such other times and places as may be directed by the Chairperson. All meetings of the Board shall be conducted pursuant to the provisions of the Ralph M. Brown Act.

Special meetings of the Governing Board may be called by the Chair if the members have been notified by e-mail, or mail of the time place and purpose of such a meeting at least three

days prior to such a meeting. No business may be conducted at a special meeting except as stated in such notice.

The Governing Board shall approve the minutes of each meeting of UCC.

D. QUORUM AND VOTING REQUIREMENTS.

- 1) A majority of the members of the Board shall constitute a quorum of the Board. Voting shall be one vote per county. All actions of the Board shall require an affirmative vote (except as noted in 2 below) that represents a majority of the votes constituting the quorum of the member counties.
- 2) For ballot propositions, adoption of the UCC Budget, any changes to the UCC By-Laws, and the adoption of the UCC Priorities the vote threshold shall be fifty percent plus one of the entire membership.
- 3) The fifty percent plus one of the entire membership vote threshold can be requested on any issue if at least four member counties request such action by motion or in writing.
- 4) The Governing Board shall not take a position on a ballot proposition unless it has been qualified for the ballot by the Secretary of State.
- 5) If the Governing Board has taken a position on legislation with identical provisions as those in a ballot measure during the same legislative session, no further board action is necessary, and the Governing Board's position will carry over (or result in) a public position on the ballot measure.

E. ALTERNATES. Each Board member shall designate an alternate or alternates in writing to the Governing Board. The alternate or alternates can be an elected or appointed representative from the member county and have the same authority as the Board member for purposes of voting.

F. PRESIDING OFFICER. The Chairperson of UCC shall serve as presiding officer of the Board of Directors.

G. RESIGNATION. Any Governing Board member may resign, effective immediately or at a later time specified by giving written notice to the Governing Board. If the resignation is effective at a future time, a successor may be elected in advance to fill the vacancy at that time.

H. VACANCIES. A vacancy shall be deemed to exist in the Governing Board upon the death, resignation, disqualification, or removal of any member.

A vacancy created by the death, resignation or disqualification of a director shall be filled by the county board represented by the vacated position, with a member of that board.

Any director elected to fill a vacancy on the Board shall serve until the expiration of the term of the director replaced.

ARTICLE V

OFFICERS

A. DESIGNATION AND SELECTION. The officers of UCC are as follows:

1. The Chairperson and Vice Chairperson, each of whom shall be a member of the Governing Board, shall be elected by the Board in the manner and for the term specified in this article.

a. ELECTION OF CHAIRPERSON AND VICE CHAIRPERSON

At the November or December meeting the sitting chair shall appoint a nominating committee of two supervisors and two staff, reflecting the geographical diversity of UCC. The committee shall nominate at least one member of the Board for the office of Chairperson and for the office of Vice Chairperson with one person representing a Northern California county and the other representing a Southern California county. The nominations shall be presented to the Board at the first meeting of the calendar year following the seating of each member county's representative on the Board or as soon as practical thereafter. The persons elected by the Board shall serve for two-year terms, consistent with the sessions of the California Legislature. At the first Board meeting of the second year of the Legislative session, the Chairperson and Vice Chairperson shall rotate offices with the Vice Chairperson becoming Chairperson and the Chairperson becoming Vice Chairperson.

2. The Treasurer, who may be either a member of the Governing Board or a county employee appointed by the Chairperson with the approval of the Board.

3. The Secretary, who shall be the Executive Director of UCC, appointed by the Governing Board.

B. DUTIES

1. The Chairperson shall:

a. Preside at all meetings of the Governing Board.

b. Appoint the members of such advisory committees, task forces and other advisory groups as may be established by the Governing Board.

c. Perform such other duties as may be authorized by the Governing Board.

2. The Vice Chairperson shall assist the Chairperson in the performance of the above duties. The Vice Chairperson shall act on behalf of the Chairperson when the latter is absent.

3. The Treasurer shall cause to be maintained adequate and correct books and records of accounts for UCC; shall cause all funds of UCC to be deposited and disbursed as directed by the Governing Board; shall report to the Board Committee, as requested, upon the financial condition of UCC; and shall otherwise oversee the financial affairs of UCC.
4. The Secretary shall provide for the preparation and keeping of minutes and other records of UCC, as required by this Constitution and by the Nonprofit Corporation Law.

C. VACANCIES

1. A vacancy in the office of Chairperson, Vice Chairperson, Treasurer or Secretary, for any cause, shall be filled by the Governing Board subject to the requirements for original appointments to those offices.

ARTICLE VI COMMITTEES

- A. **ADVISORY COMMITTEES.** The Governing Board may establish such policy advisory committees, standing or special, and such task forces or other groups as it finds necessary in conducting the activities and affairs of UCC; provided, that no such committee, task force, or group shall have any authority of the Board or make any decision or take any action on behalf of UCC. The members of any such committee, task force, or group shall be appointed by the Chairperson of UCC, and may include county officials and staff persons, as well as county supervisors.
- B. **COMMITTEES OF THE BOARD.** The Governing Board may establish one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board.

ARTICLE VII STAFF

The Governing Board shall appoint an Executive Director of UCC, to serve at the pleasure of the Board, who shall administer the activities and affairs of UCC pursuant to the directives of the Board and within the established policies and budget of UCC. The Board shall fix the compensation of the Executive Director, subject to budgetary review and approval by the Board and may prescribe any specific powers and duties for that position which are consistent with this Constitution and applicable law.

The Board may authorize the Executive Director to employ such professional and support staff as it finds necessary to conduct the activities and affairs of UCC, and to fix the compensation of such staff, subject to budgetary review and approval by the Board.

ARTICLE VIII

FINANCES

- A. ANNUAL DUES. The Governing Board may levy annual dues and other fees upon each county board of supervisors maintaining the membership of its supervisors in UCC, and may change the amount of such dues and fees from year to year, as it finds necessary. Dues shall be equally apportioned among the member counties, payable on July 1 of each fiscal year.
- B. BUDGET. The fiscal year shall start July 1 and end June 30 of each year. At least sixty days before the close of the UCC fiscal year, the Executive Director shall prepare a budget for the succeeding fiscal year. The budget shall be submitted to the Governing Board, which shall review, revise, if necessary, and adopt the budget.
- C. INDEBTEDNESS. The Governing Board may borrow money and incur indebtedness on behalf of UCC, and may cause to be executed and delivered for UCC purposes, in UCC's name, promissory notes, deeds of trust, mortgages, pledges, and other evidence of debts and securities.
- D. COMPENSATION OF MEMBERS. Members shall not be entitled to compensation for services to UCC. However, to the extent authorized and budgeted by the Board of Directors, members may be reimbursed from UCC funds for actual and necessary expenses incurred in the performance of their duties.
- E. BONDS AND INSURANCE. All officers and employees of UCC who handle UCC funds shall be bonded in amounts determined by the Board. Also, UCC shall secure and maintain liability insurance for the protection of UCC and all officers, members and employees.
- F. BOOKS, ACCOUNTS AND FINANCIAL REPORTS. UCC shall keep adequate and correct books and records of accounts. Within 120 days after the close of each fiscal year, the Governing Board shall secure a financial audit and report by an independent accountant or a qualified county official.
- G. DISSOLUTION OF CORPORATION. UCC may, upon unanimous agreement of its Board of Directors, dissolve the Corporation. Upon dissolution, and after any and all outstanding debts have been paid, any remaining assets shall be disbursed to member counties in proportion to their contributed dues.

ARTICLE IX

CONFLICT OF INTEREST

The Governing Board shall annually adopt a conflict of interest policy. This policy shall be signed by each member of UCC.

ARTICLE X

AMENDMENTS

The By-Laws may be amended by the Governing Board on the affirmative votes of fifty percent plus one of the member counties.

Notation of Revisions/Amendments

Revised November 28, 2018 (ARTICLE IV, Section D).

Revised on November 17, 2010 (ARTICLE I; ARTICLE II, Section 1; ARTICLE III, Section B; ARTICLE IV, Sections B, C, D, and added Section E; ARTICLE VI, Section B; ARTICLE VIII, Section A and B; added ARTICLE IX; ARTICLE X).

Adopted and revised December 20, 1989.

Revised on February 6, 1992 (ARTICLE VIII, Section G).

Amended January 23, 1997 (ARTICLE VIII, Section F).

Amended February 25, 1999 (ARTICLE V, Section A, 2.).

Amended December 1, 1999 (ARTICLE III, Section A; ARTICLE IV, Sections B and E; ARTICLE V, Sections A 1 and 2; ARTICLE IX, Section 1).