



APR 16 2009

MEMORANDUM

DATE: April 16, 2009

TO: California Special Districts Association (CSDA) Voting Members

FROM: Arlene Schafer, CSDA Board President
Neil McCormick, CSDA Executive Director

SUBJECT: Proposed CSDA Bylaws Amendments

The CSDA Elections and Bylaws Committee and the CSDA Board of Directors have been working on updates to the CSDA Bylaws over the last year to bring items current. In November of 2008, the CSDA Board of Directors approved sending out the proposed bylaws this month to the membership for a vote via a mail ballot.

Enclosed is a short summary of the revisions to help members identify exactly what changes are being proposed from the current version of the CSDA bylaws (last amendment 2004). Also enclosed is the official ballot with return postage.

The current CSDA Bylaws require a majority vote of a quorum of Regular CSDA members. All documents have been placed online for easy access and viewing. You can review a more detailed summary of the changes online at: www.csda.net/csda.bylaws.2008.doc.

Additionally, the current CSDA Bylaws as well as the proposed new version can be viewed and downloaded at: www.csda.net/csda.bylaws.2004.doc & www.csda.net/csda.proposed.bylaws.2008.doc.

Once your district has reviewed the proposed updated bylaws, please use the official ballot with prepaid postage to cast your vote via mail. **Completed ballots need to be received before July 31, 2009 at 5:00 pm.** The results of the Bylaws ballot will be announced at the CSDA Annual Conference, during the Business Meeting, on September 22, 2009 in Indian Wells, California. The results will also be published in the CSDA e-News and posted on the CSDA website – www.csda.net. If approved, the updated bylaws would take effect on October 1, 2009.

If you have any questions or require hard copies of any of the documents, you can contact Diana Zavala, Executive Assistant at dianaz@csda.net or 916.442.7887. Thank you for your participation and continued support of CSDA.

California Special Districts Association

1112 I Street, Suite 200
Sacramento, CA 95814
toll-free: 877.924.CSDA (2732)
t: 916.442.7887
f: 916.442.7889
www.csda.net

A proud California Special Districts Alliance partner

Special District Risk Management Authority
1112 I Street, Suite 300
Sacramento, CA 95814
toll-free: 800.537.7790
f: 916.231.4111

CSDA Finance Corporation
1112 I Street, Suite 200
Sacramento, CA 95814
toll-free: 877.924.CSDA (2732)
f: 916.442.7889



California Special Districts Association Short Summary of the Proposed 2009 Changes To the Current 2004 Bylaws

April 16, 2009

Note: Most of the changes in the 2009 revision of the Bylaws is the re-arrangement of the wording. The Election and Bylaws Committee has been given the authority to set the timing of the dates for the nomination and election of directors and the meetings of the members. Thirty (30) day notices have been changed to forty-five (45) days. A brief paragraph describing the responsibilities of each of the Standing Committees has been added.

ARTICLE I. GENERAL:

Section 1. Purpose, Deleted, will strive to become an association of the future; added outreach and education.

Section 2. CSDA Regions, Added, map and names of counties located in the CSDA regions.

Section 3. Principal Office, Added, principal business office to be located in Sacramento, California.

ARTICLE II. MEMBERSHIP:

Section 1. Qualification of Membership, Changed the names of the classes of memberships and added liaison representatives.

Section 2. Membership Application, Added, membership in CSDA authorizes participation as specified in the Bylaws.

Section 3. Membership Dues, Deleted, no assessments other than dues may be levied on the members. Added, dues shall be established annually by the BOD.

Section 4. Membership Voting, Wording re-arranged and transferred to other sections.

Section 5. Membership Quorum defined as 25 qualified voting members for any meeting; absentee ballots not accepted. Mailed ballots received from 25 qualified voting members.

Section 6. Membership Meetings, Deleted 48 hour electronic notice, added facsimile notice. The 30 day notice changed to 45 day notice of meetings. Majority vote required to carry any voting issue. Voting by proxy not allowed.

Section 7. Termination of Membership, Changed notice of dues in arrears from 30 to 45 days.

ARTICLE III. DIRECTORS:

Section 1. Number of Directors, Added, each member agency of CSDA is limited to (1) seat on the BOD. Three directors from the same region shall be elected from (3) different agencies located in that region.

Section 2. Term of Office, Added term of office shall commence upon ratification by the BOD, and terminate in three years.

Section 3. Nomination of Directors, Added nominations shall be by regions. Only (1) nominee from each special district will be accepted. The CSDA staff in conjunction with the Election and Bylaws Committee shall review and accept all qualified nominees.

Section 4. Election of Directors, Wording Re-Arranged. Added, the Election and Bylaws Committee shall have primary responsibility for establishing and conducting elections. The committee will set the timeline for notice of nomination and elections of director. Deadline for receipt of nominations set at 60 days prior to the election, receipt of ballots set at 45 days prior to the membership meeting.

Section 5. Event of Tie, Added, in the event of a tie, members of each region shall be entitled to vote for the open director's seat in their region. Changed the timeline for receipt of the ballots.

Section 6. Director Vacancy, Changed wording from 60 to 120 day timeline of vacancy to "during" and "after" nomination period. Added, if a director vacancy occurs "after" the nomination period has closed, the directors from that region shall interview and recommend a director from that region to the BOD for appointment

Section 7. Director Disqualification, Deleted, disqualification of a director where such director is no longer a member of a governing body of a member special district or affiliated service entity. (This qualification already covered).

Section 8. Powers of Directors, Unchanged.

ARTICLE IV. DIRECTOR MEETINGS:

Section 1. Place of Meetings, Added place of meetings to be held in the State of California.

Section 2. Ratification Meeting, Added, a ratification meeting to qualify and start the term of the newly elected directors.

Section 3. Organization Meeting, Changed the organizational meeting from 30 days following the annual membership meeting, to a time to be held after the ratification meeting, in order to elect and qualify the officers of the new board.

Section 4. Planning Session, Added, a strategic planning meeting to be held before the end of each year to organize the Standing Committees for the next year and to review the plans, policies and activities related to the business interest of the CSDA.

Section 5. Regular Meetings, No change.

Section 6. Special Meetings, Added, tele-conferencing means shall be made available for special meetings. More time of written notice of special meetings shall be given, from 4 days to 10 days; electronic notice from 2 to 5 days.

Section 7. Quorum, No change.

Section 8. Official Records, Added, official records of meetings to be maintained at the principal business office.

ARTICLE V. OFFICERS:

Section 1. Number and Selection – Wording Re-arranged.

Section 2. Duties of the President, added, the President shall recommend appointment of committee officers and members of Standing Committees, to the BOD. Appointments are subject to approval by the Board.

Section 3. Duties of the Vice-President, added, the Vice-President shall be chair of the Planning Committee.

Section 4. Duties of the Secretary, added the words “or such designee”.

Section 5. Duties of the Treasurer, added the words “or such designee”. The Treasurer shall serve as chair of the CSDA Fiscal Committee.

Section 6. Disbursement of Funds, No change.

Section 7. Removal of Officers, No change.

ARTICLE VI. COMMITTEES: Wording of Sections Re-arranged.

Section 1. Committees, Added, members or designees of CSDA associate members may be included on committees when approved by the BOD.

Section 2. Committee Actions, Wording Re-arranged of paragraphs A-B-C-D-E-F-G-H of 2004 Bylaws, Section 1.

Section 3. Committee Meetings, Wording Re-arranged.

Section 4. Standing Committees, Added paragraphs A-B-C-D-E-F-G-H, which give a brief description of each committee, along with a statement of responsibility.

Paragraph A. Executive Committee, Added, the committee is given responsibility for operation and function of the CSDA subject to the Bylaws and approval of the BOD.

Section 5. Ad Hoc Committees, Added with a brief description. Composed of two directors and may include designees of associate members.

Section 6. Special Committee of the Board, Added, composed of at least two directors given special authority to act on behalf of the BOD with regard to a special issue.

ARTICLE VII. INDEMNITY:

Section 1. Right of Indemnity – Wording Re-arranged.

Section 2. Approval of Indemnity – Wording Re-arranged.

Former Section 3. Advancement of Expenses - Deleted.

Section 3. Insurance – No Change.

Section 4. Liability – No Change.

ARTICLE VIII. LOCAL CHAPTERS:

Section 1. Purpose – Wording Re-arranged.

Section 2. Organization – Wording Re-arranged. Added, the CSDA and its local chapters shall not become, or deem to be partners or joint venturers with each other, by reason of the provisions of these Bylaws.

Section 3. Rules, Regulations and Meetings – Wording Re-arranged.

Section 4. Financing of Local Chapters – Wording Re-arranged.

Section 5. Legislative Program Participation – Wording Re-arranged. Added “federal” issues.

ARTICLE IX. AMENDMENTS TO THE BYLAWS: Wording Re-Arranged.

Section 1. Amendment Proposals: Added, proposals submitted by members will be reviewed by the Election and Bylaws Committee, approved by the BOD, and submitted for vote by the membership.

Section 2. Notice of Proposed Amendments: Added, notice of amendment proposals shall be given not later than 45 days prior to an amendment meeting. Electronic copies shall be available

on the CSDA website, and written copies of the proposed amendments will be made available upon advance requests.

Section 3. Mailed Amendment Ballot: Changed the amount of time from 30 days to not later than 45 days when ballots shall be mailed by the CSDA to the voting members in advance of the designated receipt of date and time.

Section 4. Amendment Ratification. Wording Re-Arranged.

Paragraph A. Adopted At A Membership Meeting: Added, amendments shall be deemed adopted by a majority vote at which a quorum of qualified members is present.

Paragraph B. Adopted By A Mailed Ballot: Wording Re-Arranged.