

**BYLAWS OF THE CITY/COUNTY ASSOCIATION OF GOVERNMENTS
OF SAN MATEO COUNTY
(Revised on September 12, 2013)**

The County of San Mateo and the cities within the County of San Mateo have entered into a Joint Powers Agreement establishing the City/County Association of Governments of San Mateo County (hereinafter referred to as “C/CAG”). Section 3 (g) of the Joint Powers Agreement authorizes C/CAG to adopt bylaws. C/CAG hereby adopts the following bylaws for the purpose of providing for the orderly conducts of its affairs.

ARTICLE I. NAME

The name of the separate entity established by the Joint Powers Agreement is the “City/County Association of Governments of San Mateo County,” and may be referred to as “C/CAG.”

ARTICLE II. PURPOSES

Section 1. C/CAG shall have the following purposes operating through the Board of Directors for control, direction and administration:

- (a) Plan, organize, and maintain the work of C/CAG and be responsible for its overall operation.
- (b) Generate, receive, and distribute funding sources as needed and appropriate for each of C/CAG programs.
- (c) Advise City Councils and the Board of Supervisors of all significant activities of C/CAG.
- (d) Prepare, review, adopt, monitor, implement, and facilitate implementation by the member agencies, state mandated and Countywide plans and programs, including without limitation the following:
 - (1) Congestion Management Plan (serving as the designated Congestion

Management Agency, whose duties include directing and managing plan compliance);

(2) Integrated Solid Waste Management Plan (serving as the Local Task Force);

(3) Airport Land Use Plan (serving as the designated Airport Land Use Commission);

(4) Water Pollution Prevention Program (implementing and facilitating implementation by member agencies of state mandated municipal storm water permits)

(e) Perform such additional countywide planning and implementation activities as approved by or directed by two-thirds (2/3) of the members representing two-thirds (2/3) of the population of the County.

Section 2. C/CAG shall not participate in or endorse any political activity involving any individual candidate for public office. The selection of officers within Article IV herein shall not be considered a political activity subject to this section.

ARTICLE III. MEMBERSHIP

Section 1. The County of San Mateo and each city which has signed the Joint Powers Agreement shall be members of C/CAG.

Section 2. The Board of Directors of C/CAG shall consist of a member of the City Council of each participating city to be selected by that city and one member of the Board of Supervisors to be selected by the Board of Supervisors.

Section 3. Each member City Council and the Board of Supervisors may select one alternate member from its body who shall participate when the regular member is absent.

Section 4. If both the member and the alternate will be absent, the City Council or Board of Supervisors may designate a substitute for that meeting and notify C/CAG, in writing, of the designation.

Section 5. There shall be two (2) nonvoting ex-officio members: a member of the San Mateo County Transit District Board of Directors selected by its Board of Directors; and a member of the San Mateo County Transportation Authority selected by the Authority.

Section 6. Any member may withdraw from C/CAG by filing written notice of intention to do so with the Chairperson of C/CAG by September 30 of each year. The rights and obligations of any such member shall terminate at the end of the first full fiscal year for which such member has made its contribution following such notice having been given.

Section 7. If any member agency fails to make its contribution in accordance with Section 6 of the Joint Powers Agreement, that member shall forfeit its voting rights during the period of such nonpayment.

Section 8. If any Board member, or his/her designated alternate, fails to attend three consecutive meetings, without notification of the Chairperson or the Executive Director, the Chairperson will notify the City Council or Board of Supervisors to encourage future participation.

ARTICLE IV. OFFICERS

Section 1. The officers of the Board of Directors shall consist of a Chairperson and one Vice Chairperson.

Section 2. The Chairperson and Vice Chairperson shall be elected from among the nominees by the Board of Directors at the March meeting to serve for a term of twelve (12) months commencing on April 1. There shall be a two-term limit for each office. That is, a member may not serve more than two consecutive terms as the Chairperson, and not more than two consecutive terms as Vice Chairperson. An officer shall hold his or her office until he or she resigns, is removed from

office, is otherwise disqualified to serve, or until his or her successor qualifies and takes office.

Section 3. Nomination for officers of the Board of Directors shall be made from the floor only at the regular February Board meeting. Nominations shall be made only by voting members of the Board of Directors.

Section 4. The Chairperson and Vice Chairperson must be a regularly designated, voting member (e.g., not an alternate, or an ex-officio member) of the Board of Directors.

Section 5. Nominations and election of the Chairperson shall precede nominations and election of the Vice Chairperson. Voting shall be public for all offices.

Section 6. The Chairperson shall preside at all meetings of the Board, may call special meetings when necessary, and shall serve as the principal executive officer. The Chairperson shall have such other powers, and shall perform such other duties which may be incidental to the office of the Chairperson, subject to the control of the Board.

Section 7. In the absence or inability of the Chairperson to act, the Vice Chairperson shall exercise all of the powers and perform all of the duties of the Chairperson. The Vice Chairperson shall also have such other powers and shall perform such other duties as may be assigned by the Board of Directors.

Section 8. A special election to fill the vacant office shall be called by the Board of Directors if the Chairperson or the Vice Chairperson is unable to serve a full term of office.

Section 9. All officers shall serve without compensation.

Section 10. The Chairperson or the Vice Chairperson may be removed from office at any time by a majority vote of those members present at a duly constituted meeting of the Board.

ARTICLE V. EXECUTIVE DIRECTOR

Section 1. The Executive Director shall report to the full Board of Directors through the Chairperson.

Section 2. The Executive Director shall direct staff and serve as the liaison between the Board of Directors. .

Section 3. The Board of Directors shall develop a process for the review of the performance of the Executive Director on an annual basis.

ARTICLE VI. COMMITTEES

Section 1. The Board of Directors may establish and appoint members to committees and advisory boards wherever necessary. The following standing committees have been established to assist in accomplishing C/CAG's goals:

Administrators' Advisory

Airport Land Use (ALUC)

Bicycle & Pedestrian Advisory (BPAC)

Congestion Management & Environmental Quality (CMEQ)

Congestion Management Program Technical Advisory Committee (CMP TAC)

Finance

Legislative

NPDES Stormwater

NPDES Technical Advisory Committee

Resource Management and Climate Protection

Review & Compensation

Section 2. Persons who are not members of the Board of Directors, including other elected officials and public members, may be appointed to serve on any committee or advisory board established by the Board of Directors.

Section 3. During any consecutive twelve month period, committee members will be expected to attend at least 75% of the scheduled meetings and not have more than three consecutive

absences. If the number of absences exceeds these limits, the seat may be declared vacant by the C/CAG Chair. Attendance by a committee member's designated alternate, where designated alternates are expressly included in the composition of the committee, will not count toward meeting the attendance requirements of the committee member. Appointments to fill the vacant seats will be made at the next regularly scheduled C/CAG meeting from existing waiting lists if available. If not, a recruitment process will be initiated and the appointment will be made as soon as practical.

Section 4. The composition of committees and appointments to fill vacancies on committees, should reflect a balanced representation from the different regions of the County. Although this is not always possible or appropriate (i.e., the committee address only specific regions of the county), it should be a prime consideration of the Board when conducting recruitments and making appointments.

Section 5. The C/CAG Executive Director will periodically report to the full Board on the attendance of committee meetings.

Section 6. Unless otherwise required by law, the Joint Powers Agreement, these bylaws, or directed or instructed by the full Board, each committee shall establish its own meeting and operating procedures.

ARTICLE VII. MEETINGS

Section 1. The Board of Directors shall establish by resolution the date, time, and place for regular C/CAG Board meetings.

Section 2. All meetings of the Board of Directors shall be held in accordance with the Brown Act, Government Code Section 54950 et seq.

Section 3. The Board of Directors shall have such other meetings as are deemed necessary.

ARTICLE VIII. CONDUCT OF BUSINESS

Section 1. A quorum shall consist of at least a majority of the voting members and shall be

required for all meetings of C/CAG.

Section 2. All decisions shall be by majority vote of those present unless the decisions involve the adoption of a countywide plan or any voting member requests the use of the special voting procedures set forth in Section 3.

Section 3. The special voting procedures shall be utilized upon the request of any voting member and for the final adoption of countywide plans. Special voting procedures shall be as follows: for a motion to be successful it must receive the votes of a majority of the voting members representing a majority of the population of the County. In determining the population of local governments, the most recent population figures adopted by Resolution shall be utilized.

Section 4. C/CAG shall not finally adopt any state-mandated countywide plan unless the plan has been introduced at a prior meeting held at least twenty-five (25) days earlier.

Section 5. Except as provided in these bylaws, or by a majority vote of those present, the most recent version of Rosenberg's Rules of Order shall constitute the parliamentary procedures for C/CAG.

ARTICLE IX. OTHER MATTERS

Section 1. No member shall receive compensation or reimbursement from C/CAG for expenses incurred in attending any meeting or other function.

Section 2. The Administrator's Advisory Committee members shall be: the C/CAG Chairperson; the C/CAG Vice Chairperson; the County Manager or his/her designee; the General Manager of Sam Trans or his/her designee; and one (1) city manager appointed by the City Manager's Association. The City Manager, or his/her designee, of the City whose Treasurer serves as the Treasurer for C/CAG shall be a non-voting ex-officio member. The C/CAG chairperson shall be the chairperson of the Administrator's Advisory Committee.

Section 3. The Treasurer shall be selected as may be determined by the Board of

Directors from time to time. In the absence of a specific separate selection process, the Treasurer shall be the entity or person identified and serving as Treasurer pursuant to a contract for such services.

Section 4. The Controller shall be selected as may be determined by the Board of Directors from time to time. In the absence of a specific separate selection process, the Controller shall be the entity or person identified and serving as Controller pursuant to a contract for such services.