

BYLAWS
CITY CLERKS ASSOCIATION OF CALIFORNIA
(Incorporated November 29, 1977, Corporate No. 832616)
(As Amended September 3, 2015)

ARTICLE I NAME

The name of this organization shall be the CITY CLERKS ASSOCIATION OF CALIFORNIA, hereinafter referred to as the "ASSOCIATION".

ARTICLE II OBJECTIVES

The objectives for which this ASSOCIATION is formed shall be to:

- Promote the interests of City Clerks, District Clerks and others in the municipal clerk profession.
- Increase professional management, administration and education of municipal clerk offices.
- Create and routinely update uniform standards of efficiency for municipal clerk offices.
- Encourage better municipal government through increased cooperation with other municipal officials and departments.
- Endorse legislation which supports the goals and objectives of the organization and the profession of municipal clerks. (Amended 10/93, 9/15)

ARTICLE III MEMBERSHIP

3.1 Primary Members

Any appointed or elected City Clerk or appointed Assistant or Deputy City Clerk representing a City in the State of California shall be eligible for Primary Membership on the basis of one (1) Primary Member per City upon payment of the annual dues. Each City shall designate by name and/or position its Primary Member. In the absence of such designation, the City Clerk shall be the Primary Member. (Amended 7/09)

3.2 Associate Members

Any Assistant or Deputy City Clerk whose City Clerk is a Primary Member, institutions and/or organizations whose operations are closely allied with the functions of the City Clerk's office, and professional persons in fields directly related to municipal government, shall be eligible for Associate Membership. Associate Members shall have the same privileges as the Primary Members, except as provided in Sections 3.7 and 6.2 (Amended 7/09, 9/15)

3.3 Voting Members

All Primary Members and Associate Members shall be Voting Members.

3.4 Lifetime Members

Lifetime Membership shall be conferred upon any person who requests such membership and who, in the opinion of the President, fulfills all of the following criteria:

- a. Has been employed by one or more municipalities, performing City Clerks duties therefor, for a total of ten (10) years or more.
- b. Has been a Voting and/or Associate Member of the ASSOCIATION for a total of ten (10) years or more.
- c. Has been a Voting Member of this ASSOCIATION for at least two (2) years of the total requirement of ten (10) years or more membership.
- d. If a Lifetime Member becomes eligible to be a Voting Member, the Lifetime Member's status is suspended. (Added 9/04, 4/10)

3.5 Affiliate Members

Any former Voting or Associate Member who has left office, and who is not a Lifetime Member, may request, and, upon approval of the Executive Board, shall be granted an Affiliate Membership.

3.6 Honorary Members

Honorary Membership may be proposed at any CCAC Annual Conference either by the Executive Board, or by a petition signed by ten (10) or more Voting Members, for any person who is not eligible for Voting, Associate, Lifetime or Affiliate Membership, and who has contributed in an important way to the improvement of the City Clerk profession. The Voting Members present and voting at a CCAC Annual Conference shall by majority vote approve or reject each recommendation for the conferring of Honorary Membership. (Amended 4/10)

3.7 Restriction of Rights to Vote or Hold Office

Voting Members, whose cities are a member of the League of California Cities, may hold the offices enumerated in Section 6.2. Voting Members are Primary and Associate Members.

Voting Members shall be eligible to vote or hold office in this Association and its Divisions, provided that member's dues are paid for the current year.

ARTICLE IV DUES

4.1 Voting Members

Annual dues per Voting Member shall be payable on January 1. The Executive Board will review and set dues annually as part of their budget responsibilities. (Amended 2/98, 4/10)

4.2 Lifetime and Honorary Members

Lifetime and Honorary Members shall not be required to pay annual dues or fees in order to maintain their respective memberships in this ASSOCIATION. If such members wish to attend the Annual Conference or Special Meetings of the ASSOCIATION, and/or to receive official mailings and publications, they shall pay the cost of registration to attend said conference or meeting, and the cost related to receiving official mailings and publications. (Amended 4/10)

4.3 Affiliate Members

In order to maintain an Affiliate Membership, the Affiliate Member shall pay an annual fee, the amount to be determined by the Executive Board, payment of which fee shall entitle said member to attend the Annual Conference and Special Meetings and to receive the official mailings and publications of the ASSOCIATION at the member rates. (Amended 10/99, 4/10)

4.4 Distribution of Dues

Annual dues of Voting Members shall be paid to the Treasurer of this ASSOCIATION who shall immediately remit forty-five percent (45%) of such dues to the Treasurer of the Division to which the members belong, together with a list of the names of the Voting Members represented by such remittal. After the 2015/2016 fiscal year, annual dues of Voting Members shall be paid to the ASSOCIATION. Said dues shall be distributed as necessary for education and scholarship related needs in a manner that ensures equal benefit for all members of the ASSOCIATION. (Amended 4/10, 9/15)

ARTICLE V REGIONS

Voting Members may form such Regions as may be necessary and desirable to promote the interests of this ASSOCIATION. The primary make-up of such Regions shall be based on the model of the League of California Cities. Such Regions may be activated on the approval of the Executive Board of this ASSOCIATION. (Amended 9/15)

5.1 Composition

A Region shall be comprised of the Primary Voting and Associate Members located in the following areas, similar to the League of California Cities: (Amended 9/04, 7/09, 4/10, 9/15)

Central Valley	North Bay
Channel Counties	Orange County
Desert-Mountain	Peninsula
East Bay	Redwood Empire
Imperial County	Riverside County
Inland Empire	Sacramento Valley
Los Angeles County	San Diego County
Monterey Bay	South San Joaquin Valley

For the purposes of Executive Board membership, the Southern and Northern areas are defined in the following description:

- a. Southern Division shall consist of the following counties: Imperial, Kern, Los Angeles, Orange, Riverside, San Bernardino, San Diego, Santa Barbara, Ventura and San Luis Obispo. (Amended 10/99, 9/15)
- b. Northern Division shall consist of the following counties: Alameda, Alpine, Amador, Butte, Calaveras, Colusa, Contra Costa, Del Norte, El Dorado, Fresno, Glenn, Humbolt, Inyo, Kings, Lake, Lassen, Marin, Mariposa, Mendocino, Merced, Modoc, Mono, Monterey, Napa, Nevada, Placer, Plumas, Sacramento, San Benito, San Francisco, San Joaquin, San Mateo, Santa Clara, Santa Cruz, Shasta, Sierra, Siskiyou, Solano, Sonoma, Stanislaus, Sutter, Tehama, Trinity, Tulare, Tuolumne, Yolo and Yuba. (Amended 10/99, 9/15)

ARTICLE VI OFFICERS

6.1 Executive Board

The Officers of the City Clerks Association of California shall be the President, First Vice-President, Second Vice-President, Recording Secretary, Communications Director, Treasurer, Legislative Director, Professional Development Director, and the Immediate Past President.

In addition to the officers referenced above, the Executive Board shall be comprised of Regional Directors, one from each of the sixteen (16) regions referenced in Section 5.1 above.

Each Board Member shall have one vote. The Executive Board shall meet at least semi-annually upon call by the President, or by a majority of the members of the Executive Board. Special meetings of the Executive Board may be called pursuant to Section 10.3.

The Executive Board shall make recommendations regarding proposed amendments to these Bylaws; shall supervise the affairs of this ASSOCIATION and devise measures for its growth and usefulness; shall make or confirm all appointments to fill vacancies; shall transact business in the interim between ASSOCIATION meetings and shall report on its actions at the Annual League Conference (LEAGUE). (Amended 4/92, 10/95, 10/99, 4/10, 9/15)

6.2 City Clerks' Department of the League of California Cities Additional Duties

The President, First Vice-President, Second Vice-President, Recording Secretary, and the Legislative Director shall carry out additional duties set forth in the Bylaws for the City Clerks' Department of the League of California Cities and further explained in the Board Policies. Voting Members, whose cities are a member of the League of California Cities, may hold these offices. (Amended 10/93, 10/99, 7/09, 4/10, 9/15)

6.3 Terms of Officers

The terms for the officers are as follows:

- One-year term:
 - President
 - First Vice-President
 - Second Vice-President
 - Recording Secretary
 - Communications Director
 - Immediate Past President

- Two-year term:
 - Treasurer, whose term will expire in odd-numbered years
 - Legislative Director, whose term will expire in even-numbered years
 - Professional Development Director, whose term will expire in even-numbered years
 - Directors, whose terms will expire as explained later in this section.

No Officer may be elected for two consecutive terms to the same office, except for the Treasurer, Legislative Director, Recording Secretary, Professional Development Director and Communications Director. These five (5) Officers may be elected to succeeding terms of office with no limitation thereon. However, any Officer who fills an unexpired term for any length of time due to a vacancy occurring after installation at the Annual LEAGUE Conference shall be eligible to be nominated and elected to the same office for a full term.

Sixteen (16) Directors, one from each Region referenced in Section 5.1, shall be elected at-large on the statewide ballot and shall represent the region in which they are municipally employed. On July 1, 2016, the individuals currently serving on the Executive Board as Division Chairs, Division Trustees and Professional Development Representatives shall be appointed as Region Directors for their respective regions. In the event that these individuals represent the same Region, deference shall be given as follows: Division Chairs, Division Trustees and Professional Development Representatives. The term for these Region Directors shall expire in odd-numbered years beginning in 2017. The vacancies for the remaining Region Directors shall be filled by election on the statewide ballot in September 2016. The terms of these Region Directors shall expire in even-numbered years beginning in 2018. Any vacancy for an unexpired term of a Region Director shall be filled upon the nomination from the President and appointment by the Executive Board. (Amended 9/15)

6.4 Duties of Officers

Each Board Member shall perform the duties of his/her office as described in the list of the Board Policies and Procedures and related job descriptions. The Policies and Procedures and job descriptions may be modified from time to time by a majority vote of the Executive Board Members present at any official meeting. (Amended 10/99, 9/15)

6.5 Restrictions of Officer Duties

Officers of this ASSOCIATION may not hold multiple positions on the Board of this ASSOCIATION simultaneously. (Amended 9/15)

6.6 Removal from Office

If any Executive Board Member fails to perform the duties of his/her office, said Member may be removed from office by a two-thirds vote of the entire Executive Board.

Valid causes for removal from office and the process for removing are listed in the Board Policies. Immediate removal from office will occur upon discovery of misuse of funds, ethics violations or crimes of moral turpitude and shall be prosecuted to the fullest extent of the law, as applicable. (Amended 4/10, 9/15)

ARTICLE VII COMMITTEES

The Committee duties are outlined in the Board Policies.

7.1 Financial Review/Audit Committee

The President shall appoint four (4) Voting Members, two (2) each from the Northern and Southern areas, to be the Financial Review/Audit Committee, and shall designate one of the four members to be the Chair. The Treasurer and the Deputy Treasurer(s), if any, shall be ineligible to serve on the Financial Review/Audit Committee. A financial review shall be performed every three (3) months by this Committee beginning July 1, 2016, the results of which shall be presented to the Executive Board at the next regularly scheduled Board meeting following the completion of the financial review. A full audit shall be performed every three (3) years by a certified public accountant beginning July 1, 2016, the results of which shall be presented to the Executive Board at the next regularly scheduled Board meeting following the completion of the audit. Specific responsibilities and duties of the Financial Review/Audit Committee are outlined in the Board Policies and Procedures. (Amended 10/93, 9/15)

7.2 Nominating Committee

The newly installed President shall appoint the Nominating Committee, to consist of at least six (6) Voting Members, an equal number to be appointed from the Northern and Southern areas of the ASSOCIATION, one of whom shall be designated by the President as the Chair. (Amended 10/93, 9/15)

7.3 Standing and Special Committees

The Standing Committees of the ASSOCIATION are Legislative, Professional Development and Program, and Finance Review/Audit Committees. Their duties and membership are outlined in the Board Policies.

In addition, the President may, without authorization of the Executive Board, and shall, upon direction of the Executive Board, appoint special committees and task forces as are deemed necessary or advisable. (Amended 4/10, 9/15)

ARTICLE VIII NOMINATIONS

8.1 Eligibility for Nominations, Including Geography

Any Voting Member whose dues are paid in full for the current year may be nominated for, and elected to, office; provided that, in order to be eligible to be nominated for President, the Voting Member shall have served at least one full year as a member of the Executive Board.

No member of the Nominating Committee may be nominated for any ASSOCIATION elective office for the ensuing year.

Candidates for the offices of President, First Vice-President, Second Vice-President, Recording Secretary, and Legislative Director shall be from Member Cities of the League of California Cities.

The office of the President shall be alternated annually between the Southern and Northern areas of the State of California as referenced in Section 5.1.

During the 2015-2016 election the office of Second Vice-President shall be filled from the Northern area of the ASSOCIATION, and the officers elected as First Vice-President and Second Vice-President in 2014-2015 shall be elected to the next successive office. During the 2016-2017 election the office of Second Vice-President shall be filled from the Southern area of the ASSOCIATION, and the officers seated as First Vice-President and Second Vice-President in 2015-2016 shall be elected to the next successive office towards Presidency.

The Recording Secretary, Communications Director, Treasurer, Legislative Director and Professional Development Director shall be elected at-large from throughout the State. Region Directors, one from each region referenced in Section 5.1, shall be elected at-large on the statewide ballot and shall represent the region in which they are municipally employed and be elected pursuant to Section 6.3 above. (Amended 4/89, 10/93, 10/99, 4/10, 9/15)

8.2 Nominee Selection Process

The process that the Nominating Committee, the nominees and the ASSOCIATION follow is described in the Board Policies. (Amended 4/10, 9/15)

8.3 Write-in Candidates

Any Member who is an eligible nominee as designated by the Nominating Committee may run as a write-in candidate, provided he/she meets the timing and other requirements. Write-in candidates must follow the process specified in the Board Policies. (Amended 4/10, 9/15)

ARTICLE IX ELECTIONS AND INSTALLATION

The process for elections and installation of officers is explained in the Board Policies.

The election for ASSOCIATION officers will take place only if more than one candidate is nominated for at least one available office. This includes write-in candidates. (Amended 4/10, 9/15)

ARTICLE X MEETINGS

10.1 Annual Conference

The CCAC Annual Conference shall be held during the month of April, the dates to be established by Executive Board action at least six months prior to the first of April. The CCAC Annual Conference shall be devoted to the objectives of this ASSOCIATION.

The dates and times of the CCAC Annual Conference may be changed by a two-thirds vote of the Executive Board. (Amended 4/10)

10.2 Regular Meetings of the Executive Board

The Executive Board shall meet at least semi-annually upon call by the President, or by a majority of the members of the Executive Board. (Added 10/99, 4/10)

10.3 Special Meetings of the Executive Board

Special Meetings of the Executive Board may be called by the President or by a majority of the members of the Executive Board.

No matters shall be considered at a Special Meeting other than those stated in the notice of call for the Special Meeting. (Amended 4/10)

10.4 Special Meetings of the ASSOCIATION

Special meetings of the ASSOCIATION may be held, upon approval by the Executive Board or by a petition signed by fifteen percent (15%) of the Voting Members.

When a Special Meeting is called, each ASSOCIATION Voting Member shall be notified not less than fifteen (15) days before the date of such Special Meeting. Notice shall contain the date, time and place of the Special Meeting and shall also contain a statement of the matters to be considered at such Special Meeting. (Amended 10/99, 4/10)

No matters shall be considered at a Special Meeting other than those stated in the notice of call for the Special Meeting.

ARTICLE XI AMENDMENTS

11.1 Procedure

These Bylaws may be amended at any time as follows by a two-thirds vote of the Voting Members voting upon such proposed amendment(s).

Amendments may be proposed by the Executive Board, or by a petition signed by at least ten percent (10%) of the Voting Members in good standing, and submitted in writing to the Nominating Chair.

Unless the proposed petition stipulates that urgency exists relating to the proposed amendment(s), the election will be consolidated and conducted in the same manner and procedure as for the annual election of officers. If urgency exists, the Executive Board will follow the process outlined in the Board Policies. (Amended 4/10, 9/15)

11.2 Effective Date of Amendments

Amendments approved as specified in 11.1 of this Article shall be in force immediately upon their passage, unless the amendment specifies otherwise. (Amended 4/10)

ARTICLE XII QUORUM

Twenty-five (25) Voting Members shall constitute a quorum at any Annual Conference or Special Meeting. (Amended 10/93)

A majority of the Executive Board shall constitute a quorum of that body. (Amended 4/10)

ARTICLE XIII PARLIAMENTARY AUTHORITY

Robert's Rules of Order, newly revised, shall govern the procedures of this ASSOCIATION in all cases where they are applicable and do not conflict with these bylaws. (Amended 4/10)

ARTICLE XIV VACANCIES

The Executive Board shall fill by appointment any vacancies occurring in any elective office not otherwise provided for in these Bylaws. Written consent of the appointee shall be obtained by the Executive Board before any appointment is made.

In the event the office of President is vacated for any reason whatsoever, the First Vice-President shall assume the office of President for the unexpired term and, if elected, for the subsequent term. The vacancy created in the office of First Vice-President shall be assumed by the Second Vice-President for the unexpired term and, if elected for the subsequent term; or be filled by the Executive Board by appointment, only if an officer is not available, from the next geographic area in rotation order. (Amended 4/89, 10/93, 10/99, 4/10, 9/15)

In the event the office of First Vice-President is vacated for any reason whatsoever, the Second Vice-President shall assume the office of First Vice-President for the unexpired term and, if elected, for the subsequent term. The vacancy created in the office of Second Vice-President shall be filled by the Executive Board by appointment from the next geographic area in rotation order. (Amended 4/89, 10/99, 4/10, 9/15)

In the event of a vacancy in the office of Treasurer, Recording Secretary, Legislative Director, Professional Development Director, and/or Communications Director for any reason whatsoever, the President of the ASSOCIATION will appoint a Member to fill the office for the duration of the unexpired term and, if elected, for the subsequent term. The Executive Board of the ASSOCIATION will confirm the appointment. (Amended 10/99, 4/10, 9/15)

In the event of a vacancy in the office of Region Director, for any reason whatsoever, the President shall nominate a Member to fill the office for the duration of the unexpired term. The Executive Board of the ASSOCIATION will confirm the appointment. (Amended 4/92, 10/95, 4/10, 9/15)

The Board Members of the ASSOCIATION shall fill by appointment any vacancies occurring in the committees for which they are respectively responsible. (Amended 10/99, 9/15)

ARTICLE XV MISCELLANEOUS

15.1 Fiscal Year

The fiscal year of this ASSOCIATION shall be July 1 to June 30. (Amended 4/10)