



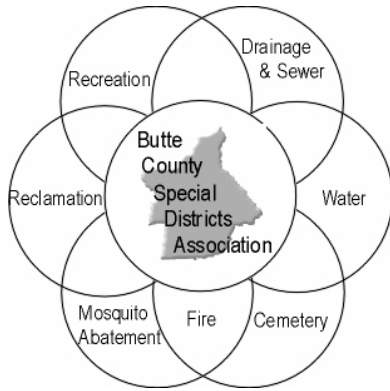
SOUTH FEATHER WATER & POWER AGENCY

TO: Board of Directors
FROM: Michael Glaze, General Manager
DATE: October 18, 2007
RE: Proposed Amendments to BCSDA Bylaws
Agenda Item for 10/23/07 Board of Directors Meeting

Attached is a memo from Butte County Special Districts Association transmitting the Association's bylaws with proposed amendments annotated (also attached), together with a "ballot" (also attached) for SFWPA, as a BCSDA member, to express its acceptance or rejection of the proposal.

I am recommending the following action:

"I move that the General Manager be authorized to cast the Agency's vote to accept the proposed amendments to the bylaws of the Butte County Special Districts Association."



**BUTTE COUNTY
SPECIAL DISTRICTS ASSOCIATION**

UNITED FOR PROGRESS

M E M O R A N D U M

Date: October 16, 2007
To: BCSDA General Membership
From: Mike Trinca, Secretary/Treasurer
Subject: BCSDA By-Law Amendments

The BCSDA Executive Board has approved amendments to the BCSDA By-laws which were presented for approval at the June 5, 2007 and September 15, 2007 general membership meetings, however, the membership was unable to establish a quorum.

At the October 2, 2007 BCSDA Executive Board meeting the Board concurred to seek approval of the BCSDA amended By-laws via electronic and/or U.S. mail.

Enclosed please find a copy of the amended By-laws along with a ballot to approve or reject these amendments as presented.

Ballots will be accepted via facsimile, U.S. mail, or electronic mail and must be received no later than Friday, November 30, 2007.

If you should have any questions, please do not hesitate to contact me at (530) 872-6393.

Thank you.

/cc
Enclosure (1)

c/o Paradise Recreation
and Park District
6626 Skyway
Paradise, CA 95969
(530) 872-6393
FAX: (530) 872-8619

**CONSTITUTION \ BYLAWS
BUTTE COUNTY SPECIAL DISTRICTS ASSOCIATION**

ARTICLE 1 – NAME AND PURPOSE

SECTION 1. The name of this organization shall be the **Butte County Special Districts Association.**

SECTION 2. The purpose of this organization shall be:

- a. To provide an opportunity for special districts to share their concerns and experiences.
- b. To provide a consolidated voice when the need arises to express Special Districts' positions.
- c. To inform the public of the role of special districts in Butte County.
- d. To participate in statewide, regional and local organizations that affect the interests of special districts.
- e. To assist special districts and their boards in operating efficiently and equitably.
- f. To propose constructive means for the improvement and functioning of special districts in Butte County.

ARTICLE II – MEMBERSHIP AND VOTING
(General Membership)

SECTION 1. Any special district in Butte County is eligible for membership in this Association and may obtain membership upon payment of annual dues to the Secretary-Treasurer of the Association.

SECTION 2. Each member district shall appoint an individual from its board of directors or management staff to represent the district in this Association. Each districts may designate an alternate from its board of directors or management staff to represent it at Association meetings. Each member district shall have one vote in matters that require a vote of the general membership.

All matters shall be determined by a majority vote of the members present at any meeting where a notice and an agenda have been mailed not less than five (5) days in advance of the meeting date to each member district. Article VIII, Section 4 states that ten (10) members constitute a quorum. In all other instances, a

written ballot must be delivered to all member districts, and an affirmative majority vote of the ballots cast must be obtained for approval.

SECTION 3. Ex-officio and/or honorary memberships may be granted upon approval of a majority of the Association's members. Ex-officio and/or honorary memberships shall have no voting privileges and may not hold office in this Association.

ARTICLE~~ARTICLE~~ III – DUES

SECTION 1. The annual dues of each member district shall be payable January 1 of each year and become delinquent April 1 of that year. Any district found to be delinquent for more than 90 days shall cease to be a member.

SECTION 2. Annual dues of the Association shall be set following a recommendation of the Executive Board at any general membership meeting by a majority vote of the eligible members present and shall become effective January 1 of the following year.

ARTICLE~~ARTICLE~~ IV – EXECUTIVE BOARD

SECTION 1. There shall be an eleven (11) member Executive Board comprised of four (4) ~~4~~Directors from Enterprise Districts, four (4) ~~4~~Directors from Non-Enterprise Districts, the Enterprise and Non-Enterprise elected LAFCO Commissioners and the alternate LAFCO Commissioner. An Enterprise District Director shall be a manager or a member of the governing board of a member enterprise district, and a Non-Enterprise District Director shall be a manager or a member of the governing board of a member non-enterprise district. Each ~~4~~Director shall serve a two-year term except the LAFCO Commissioners who shall serve terms concurrent with their LAFCO term of office. An Executive Board Director may not occupy more than one seat on the Executive Board. The seat of an Enterprise or Non-Enterprise Director who is subsequently elected/appointed to the LAFCO Commission will be declared vacant upon said election/appointment, and the provisions of Article IV, Section 6 will be initiated.

SECTION 2. The Executive Board shall have the power to fill all vacancies occurring mid-term in the elective offices of the Association and to act in all matters affecting the welfare of the Association not otherwise provided for by these Constitution/Bylaws.

SECTION 3. The Executive Board shall transact all business of the Association within the scope of the Constitution/Bylaws except in matters that are specifically stated as the responsibility of the total membership. Six (6) members of the Executive Board shall constitute a quorum for meetings of the Executive Board.

SECTION 4. DISQUALIFICATION OF DIRECTORS: All duly elected directors shall serve in such capacity for one (1) full term of office unless such director shall become disqualified from further service upon the occurrence of any of the following:

- a. When such director is a member of a governing board of a member special district and such director's term of office therein expires and he/she shall fail to be elected, re-elected or appointed to a subsequent term.
- b. When such director becomes ineligible as a member of a governing board of a member special district for various reasons. When the member is a general manager such director shall become ineligible upon separation of employment from the member district.
- c. When the member district withdraws from the Association.
- d. When such director resigns.
- e. When such director shall fail to attend three (3) consecutive Executive Board meetings. In such case, their office as a director may be declared vacant by a majority vote of all remaining directors present at the meeting. The Executive Board may fill the vacancy by appointment following a majority vote or call for an election, and the newly appointed or elected director shall serve the balance of the former director's term.
- f. Although LAFCO Commissioners are expected to attend meetings of the Executive Board, they are not subject to the same attendance requirements as regular Executive Board Members and may only be removed from the board by an official election of LAFCO.

SECTION 5. In the event an officer position becomes vacant, the Executive Board shall fill the vacancy and the newly elected officer shall serve the balance of the former officer's term.

SECTION 6. In the event an Executive Board seat becomes vacant, or when no member-district ~~director governing board member or manager~~ is nominated for election by the General Membership, the Executive Board may appoint the manager or governing board member of a member district to fill the vacancy until the next annual vote of the General Membership. ~~No more than two (2) managers may serve on the Executive Board at one time. After being appointed to fill a vacancy on the Executive Board, the appointed general manager may be nominated for election to that seat in the next annual vote of the General Membership.~~

ARTICLE V – OFFICERS AND TERMS OF OFFICE

SECTION 1. The officers of this Association shall be a President, Vice-President and Secretary-Treasurer who shall be selected from districts whose dues are current.

- a. The President and Vice-President must be chosen from among the sitting Executive Board members and shall be elected by the Executive Board at its January meeting. In the event of a vacancy, the Executive Board shall notify Executive Board members of the vacancy and conduct an election at any noticed meeting following the vacancy.
- b. The Secretary-Treasurer shall be appointed by the President with the approval of the Executive Board and shall be a staff member of a member district.
- c. Outside of normal operating expenses, such as postage, copying and office supplies the President, Vice President and Secretary/Treasurer shall have a maximum spending limit of \$75 without Executive Board approval All normal operating expenses shall be reflected in the next monthly finance report.

SECTION 2. The President and Vice-President shall assume office at the General Membership Meeting ~~in January~~, or the next Executive Board meeting, whichever comes first, and shall hold office for a period of one (1) year.

ARTICLE VI – ELECTIONS

SECTION 1. Annual elections of officers shall take place at the Executive Board meeting held in the month of January.

SECTION 2. ~~During the month of November, T~~the Nominations and Elections Committee shall request nominations to fill openings for the Executive Board from every member district. A ballot, listing nominees, shall be mailed to each member district by November 1st. of each calendar year. ~~following the December Executive Board meeting.~~ Each member district will have an opportunity to cast a vote prior to a set date preceding the ~~January~~ December Executive Board meeting. The Nominations and Elections Committee shall develop procedures to meet these requirements, subject to approval by the Executive Board.

ARTICLE VII – DUTIES OF THE OFFICERS

SECTION 1. The President shall preside at all regular and special meetings of the Association and of the Executive Board and shall appoint all advisory committees unless otherwise provided for by the Constitution/Bylaws.

- a. The President shall be the Association's designated representative to the California Special Districts' Association Chapter Roundtable and is urged to attend Chapter Roundtable Committee meetings.

SECTION 2. The Vice-President shall, in the absence of the President, preside at all regular and special meetings of the Association and of the Executive Board.

SECTION 3. The Secretary-Treasurer shall keep minutes of the regular and special meetings of the Association and Executive Board and shall conduct official correspondence of the Association and Executive Board and keep an accurate record of all receipts and disbursements and utilize appropriate banking facilities for the funds of the Association. Except as otherwise stated in article V, Section 1.c., funds shall be disbursed only on approval of the Executive Board or by action of the Association's general membership at its regular meetings. An itemized written financial report shall be made at each regular meeting of the Executive Board. An annual written report shall be presented at the annual meeting after being audited by an ad hoc committee appointed by the President for such purposes. All checks drawn on the Association's accounts shall require two (2) authorized signatures. The authorized signatures are the President, Vice-President and Secretary/Treasurer.

ARTICLE VIII – MEETINGS

SECTION 1. ~~The President shall call a~~ Two general membership meetings shall be held during the month of January and ~~shall call one (1) additional general meeting during the remainder of the calendar year.~~ calendar year and shall be called by the president and/or Executive Board. Other general meetings shall be held as designated by the Executive Board. Written notice of such meetings shall be sent to Association members not less than thirty- (30) days prior to the meeting.

SECTION 2. Special meetings of the Association may be held at the call of a majority of the Executive Board. At least seventy-two (72) hours written notice shall be given to the Association members of a call for a special meeting.

SECTION 3. The Executive Board shall meet a minimum of four (4) times per year and at the call of the President or a majority of its members.

SECTION 4. A minimum of ten (10) Association member/representatives shall constitute a quorum for general and special meetings of the Association.

ARTICLE IX – AMENDMENTS

SECTION 1. The Bylaws may be amended after proposals are submitted in writing to the Secretary-Treasurer. The Secretary-Treasurer shall then notify each member district of the proposed amendment not less than thirty (30) days before the regular or special meeting at which the amendment will be voted upon. The Executive Board may make a recommendation to the membership with reference to the proposed amendment at the meeting at which a vote will be taken.

SECTION 2. Voting by the general membership is required for adoption of changes to the Bylaws. Approval by two-thirds (2/3) of the member-district representatives present is required for adoption of changes in the Bylaws.

SECTION 3. Unless otherwise stipulated, all amendments to the Bylaws shall become effective immediately following approval by the membership.

ARTICLE X – RULES OF ORDER

SECTION 1. Roberts Rules of Order shall govern all meeting insofar as rules do not conflict with the Constitution/Bylaws.

Dated: _____

As amended from Constitution/Bylaws dated July 31, 1997.
Ray Auerbach - Secretary Treasurer

As Amended from Constitution/Bylaws dated September 18, 2004
Mark Sweany - President

As Amended from Constitution/Bylaws dated May 18, 2005

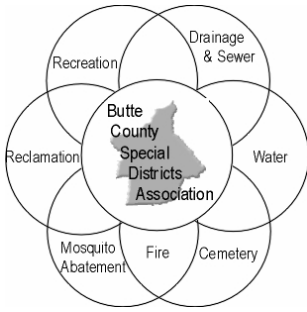
As Amended from Constitution/Bylaws dated November 1, 2005
Laurie Sousa - President

As Amended from Constitution/Bylaws dated _____

Signature: _____ Date: _____
Al McGreehan, President

Signature: _____ Date: _____
Larry Duncan, Vice President

BUTTE COUNTY SPECIAL DISTRICTS ASSOCIATION



BY LAWS BALLOT



DISTRICT NAME: _____

DISTRICT REPRESENTATIVE: _____

Proposed Amendments to the Bylaws

Please vote:

- YES** to accept the amended By-laws as presented
- NO** to reject the amended By-laws as presented

Please return ballot to:

Butte County Special Districts Association
 c/o Paradise Recreation and Park District
 Attn: Mike Trinca
 6626 Skyway
 Paradise, California 95969
 Telephone No. (530) 872-6393
 Fax No. (530) 872-8619
 E-Mail: prpd@sbcglobal.net

*Ballots will be accepted via facsimile, U.S. mail, or electronic mail
 and must be received no later than **FRIDAY, NOVEMBER 30, 2007.***