

*These bylaws were written as a basic document to assist in the expansion and development of chapters of the California Special Districts Association (CSDA). The portions that have been bolded are to be considered mandatory by any new chapter wishing to be affiliated with CSDA.*

## **Chapter Bylaws\***

**For The**

**(Name) Sonoma-Napa Bi-County Special Districts Association**

**A Chapter of the**

**California Special Districts Association**

Approved: \_\_\_\_\_

Amended: \_\_\_\_\_

Amended: \_\_\_\_\_

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## **ARTICLE 1: NAME, PURPOSE and OBJECTIVES**

### **Section 1.1 Name**

**The name of this Chapter shall be the (name) Sonoma-Napa Bi-County Special Districts Association.**

**This Chapter is an affiliate of the State office of the California Special Districts Association and hereinafter is referred to as the "Sonoma-Napa Bi-County Chapter."**

**These Chapter bylaws are intended to supplement and be consistent with the California Special Districts Association bylaws, and shall serve to guide the local activities of this Chapter.**

### **Section 1.2 Purpose**

It is the purpose of this Chapter to propose and advocate constructive means for the improvement and functioning of Independent Special Districts within the Counties of Sonoma and Napa and to assist such Independent Special Districts and their governing bodies to provide an effective and efficient government that will result in benefits to the public and to cooperate with and support CSDA in fulfilling its mission.

### **Section 1.3 Objectives**

The objectives of the Sonoma-Napa Bi-County Chapter shall be:

- A. To provide a local forum for member districts to discuss and consider issues of importance to special districts.
- B. To establish a communication network among member districts, other chapters, and other local governmental agencies.
- C. To carry out workshops, educational seminars and programs of mutual interest and benefits to member districts.
- D. To make recommendations regarding policy, programs, services and legislation to the Board of Directors of the California Special Districts Association.
- E. To inform the public about the purpose and benefits of local special district government.
- F. To carry out joint studies which benefit the special districts in the Chapter.
- G. To serve as the forum for the LAFCO Special District Selection Committee.

### **Section 1.4 Administrative Office**

The administrative office for the transaction of the business of the Sonoma-Napa Bi-County Chapter is to be the office of the President of the Chapter. The Chapter Executive Committee is granted full power and authority to change the administrative

office from one location to another within Sonoma or Napa Counties and such change shall not require an amendment of these bylaws.

## **ARTICLE 2: MEMBERSHIP**

### **Section 2.1 Types of Membership**

The two types of memberships available in the Sonoma-Napa Bi-County Chapter are Regular Memberships and Partner Memberships. Business Affiliates shall be eligible for Partner Membership.

### **Section 2.2 Qualifications for Membership**

#### **A. Regular Members:**

**Any independent special district whose boundaries, in whole or in part, are within the County of Sonoma may become a regular member of the Chapter upon a majority vote of the regular membership and upon payment of annual Chapter dues.**

Independent special districts are defined to mean districts, exclusive of school districts, which are organized and exist under and by virtue of the laws of the State of California to perform authorized local government services. A special district does not include State, County, City or School District governmental entities.

**Regular members shall maintain membership in good standing with both the California Special Districts Association and the Sonoma-Napa Bi-County Chapter. A regular member may attend and participate in all meetings and activities of the Chapter. Regular members shall have voting rights and shall be eligible to hold office in the Chapter.**

#### **B. Partner Members:**

**Any dependent special district whose boundaries, in whole or in part, are within the County of Sonoma or Napa may become a partner member upon majority vote of the regular membership and payment of Chapter dues.**

**In addition, any person, government agency or organization that has evidenced interest in the purposes and goals of the Chapter, but is not a special district as defined above, may also become a partner member upon approval of membership and payment of Chapter dues.**

**Partner members shall not have the right to vote. They shall not serve as officers or members of the Chapter Executive Committee, except when appointed by a majority vote of the Chapter's regular members to serve in**

**that capacity. Partner members may attend and participate in meetings and activities of the Chapter.**

**Section 2.25 Maintenance of Membership Roll**

The Sonoma Chapter shall maintain a list of all members and shall provide an updated list to the California Special Districts Association at least annually.

**Section 2.3 Application for Membership**

Application for membership in the Sonoma-Napa Bi-County Chapter shall be by letter and payment of annual dues. The letter shall include:

- A. Type of membership requested.
- B. Name, address, telephone number, email of the applicant.
- C. Name of individual who will serve as representative and alternate from the applicant.
- D. Special districts must provide its primary functions and its enabling legislation under state law.
- E. Special districts must provide a resolution by the governing board requesting membership.
- F. If applicant is from a non-special district, they must submit a statement of interests and purposes in common with the Chapter.

The application for membership and dues should be sent to the Administrative Office as stated in Article I, Section 4 of these bylaws. The Executive Committee of the Chapter may appoint a Membership Committee to review requests for membership. The Membership Committee may request additional information from the applicant. Upon completion of review, the Membership Committee shall make a recommendation to the general membership. A quorum of the regular membership will approve or disapprove the application upon a majority vote.

**Section 2.4 Termination of Membership**

Any member owing payment of dues for a period of a year after due date shall be notified by Treasurer of delinquent dues. If the member does not submit payment within a year after due date, the member shall automatically cease to be a member of the Chapter. The member shall not be restored to Chapter membership without making written application for reinstatement and payment of delinquent dues to the Board of Directors.

A member district may withdraw membership in the Chapter at any time. A written or email notice should be sent to the Administrative Office. No refund of dues will be made.

**Section 2.5 Meetings of Membership**

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The membership shall meet on an established basis at a time and place to be determined by the membership or the Chapter President, unless specified otherwise by the Executive Committee.

**A. Regular Meetings**

Regular meetings of Chapter members shall be held regularly (at least once a year) at a place which has been designated by the members or virtually. Written or email notice of regular meetings providing the time, place and agenda shall be mailed or emailed to each member of the Chapter no less than thirty (30) days prior to the meeting.

**B. Annual Meeting**

An annual meeting of Chapter membership may be held each year at such place determined by the members. Written or email notice of the annual meeting, providing the time, place and agenda, shall be mailed or emailed to Chapter members no less than 15 days prior to the date of the meeting.

**C. Special Meetings**

Special meetings of the Chapter membership may be called at any time by the President or a majority of the Executive Committee, or upon request of majority of Chapter members. Written or email notice of a special meeting, providing the time, place and agenda, shall be emailed to each member of the Chapter at least 2 before the time set for the meeting.

**Section 2.6 Rules Governing Membership Meetings**

**A. Rules of Order**

The Chapter may adopt Rules of Order to govern the meetings of the members insofar as such rules are not inconsistent or in conflict with these Bylaws or the Articles of Incorporation for the State office of the California Special Districts Association.

**B. Agenda Items**

Any active member of the Chapter may place an item on the agenda for future meetings if approved by the President or a majority of the Executive Committee prior to the regular membership meeting. The item must be submitted in writing or email to the President or Executive Committee at least two weeks prior to the meeting. Emergency items may be added to the agenda with less notice when approved by the President or Executive Committee prior to the meeting.

**C. Insurance Liability**

Each member district shall provide insurance that covers the member district's employees while engaged in Chapter business or the Chapter for pay for liability

insurance for the Chapter. There shall be no liability assumed by the agency hosting any meetings. Another option is that the Chapter at its sole expense, carry and keep in full force and effect at all times during the Term of this Agreement a liability insurance policy with a single limit of at least 1 million dollars (\$1,000,000) to cover potential liability to third parties arising from the operation of the Chapter Program.

### **ARTICLE 3: VOTING RIGHTS**

#### **Section 3.1 Quorum of Membership**

A quorum for all meetings of the membership shall consist of (50) percent plus one (1) of the Chapter's regular membership who are in good standing present at any meeting.

#### **Section 3.2 Regular Membership Voting Rights**

##### **A. One Vote Per Member District**

Each regular member district shall be entitled to one (1) vote on all matters brought before the Chapter membership.

##### **B. Official Voting Representative**

The governing body of each regular member district shall designate, in writing or by email, to the Executive Committee or Chapter Secretary, one representative who shall exercise the district's right to vote, and one alternate who shall have the right to vote in the absence of the assigned voting representative. The vote of the district shall be cast by the designated representative of the district or the alternate member of the district.

If several members of a special district are in attendance, and no designated voting representative has been selected, they shall select one representative for voting purposes which may include a member of a Board of Directors or an administrator from a member district.

##### **C. Proxy Votes**

Proxy votes shall not be permitted.

##### **D. Partner Members Votes**

Partner members shall not have the right to vote on any matter before the Sonoma-Napa Bi- County Chapter.

#### **Section 3.3 Member in Good Standing**

**Any independent special district member that has paid their annual dues to both the State office of the California Special Districts Association and the Chapter**



**shall be entitled to vote as a regular member in good standing. Likewise, any member district that has not paid their annual dues shall not be in good standing and shall not be entitled to vote on matters before the Sonoma-Napa Bi-County Chapter.**

**Partner members that have paid their annual dues to the Chapter are in good standing and, while not allowed to vote on any issues, are able to participate in the operations and activities of the Chapter.**

#### **Section 3.4 Written and Email Ballots**

The Chapter Executive Committee may, in its discretion, authorize the voting upon any item by written or email ballot. The ballot must be emailed to each regular member 10 days in advance of the voting deadline. The ballot must specify the item and the deadline when such written or email ballot must be returned to the President of the Chapter.

### **ARTICLE 4: CHAPTER FINANCES**

#### **Section 4.1 Annual Dues**

Annual dues shall be established following a recommendation from the Executive Committee at any regular meeting by a majority vote of eligible regular members present by March and shall become effective in July each year. Any member owing payment shall be notified by Treasurer and will have one year from July 1<sup>st</sup> to submit payment.

If no dues are received by that time the member shall automatically cease to be a member of the Chapter. The member shall not be restored to Chapter membership without making written application for reinstatement and payment of delinquent dues to the Board of Directors.

New members shall pay their annual dues at the same time they are approved for membership into the Chapter. Membership dues for new members shall be pro-rated for the initial first year only.

#### **Section 4.2 Budget**

The Executive Committee shall determine and recommend the annual budget, upon which the annual dues shall be based.

#### **Section 4.3 Additional Funds**

Any additional funds required by the Chapter in the conduct of its routine business shall be raised on a vote by a majority of regular members at a regular and properly noticed meeting.

Assessments for specified and approved purposes may be levied on the members, and members shall be subject to or liable for the payment of any assessment or levy, in addition to the payment of regular dues, upon approval of such assessment by 2/3 of the Regular Membership at a regular and properly noticed meeting.

#### **Section 4.4 Chapter Liability**

Neither CSDA nor a member of the Sonoma-Napa Bi-County Chapter is individually or personally liable for the debt, liabilities or obligations of the Sonoma-Napa Bi-County Chapter.

#### **Section 4.5 Annual Review**

An annual review of all receipts and disbursements during the previous year showing the opening and closing balances shall be prepared by the Treasurer or a designee. Copies of the review shall be available to all Chapter members and filed with the President of the Chapter.

### **ARTICLE 5: CHAPTER ADMINISTRATION**

#### **Section 5.1 Officers**

The officers of the Sonoma-Napa Bi- County Chapter shall be a President, Vice-President, Secretary and Treasurer and At-Large. These officers shall constitute the Executive Committee.

The President may appoint additional officers and committee chairpersons as may be necessary to carry out the business of the Chapter.

For the orderly and efficient conduct of duties, the Chapter, by majority vote of the regular membership, may appoint a specified member district to serve as the Secretary and/or Treasurer. If necessary, the Chapter may choose to designate an associate member to serve as the Secretary and/or Treasurer.

#### **Section 5.2 Term of Office**

Each officer shall serve for a term of 2 years.

Any officer may be re-elected to succeed themselves.

Each officer can hold only one office at a time but may rotate from office to office if elected by the regular membership.

Each officer shall hold their office until he or she resigns, is disqualified to serve or until their successor shall be elected or appointed.

**Section 5.3 Qualification for Office**

Each officer shall, at the time of elections, at the time of office and throughout the term of office, be a representative of a member district.

Each officer must represent a district deemed to be in good standing.

No member district shall have more than two representatives from the district serve as an officer of the Chapter at the same time.

**Section 5.4 Vacancies**

In the event that any officer at the time of taking office, or during the term of office, is no longer qualified to serve as an officer of the Chapter, the office shall become vacant.

In the event of a vacancy in the office of President, the Vice President shall assume all presidential duties until a new President is elected.

**Section 5.5 Removal of Officers**

Officers of the Sonoma-Napa Bi-County Chapter may be removed, with cause, at any meeting of the general membership by the affirmative vote of a majority of the membership.

**ARTICLE 6: DUTIES OF CHAPTER OFFICERS**

**Section 6.1 President**

The President shall preside at all Chapter and Executive Committee meetings. The President shall have the power to appoint any Committee and Committee Chairperson deemed advisable or authorized by a vote of the Executive Committee or the membership. The President shall provide a meeting agenda to the Secretary or their designee for emailing to the membership and shall perform any other duties as may be required of the office. The President shall be an ex-officio member of all Chapter committees. The President shall be the official spokesperson for the Chapter and the official Chapter representative to all California Special Districts Association meetings. The President shall assign duties to other Chapter Officers as needed.

**Section 6.2 Vice President**

The Vice President shall perform all the duties of President in the absence of the President. It shall be the Vice President's responsibility to assist the President in every

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**cooperation with the activities of the State office of the California Special Districts Association.**

**The Chapter will encourage each of its Partner members to become a member of the California Special Districts Association.**

## **ARTICLE 9: AMENDMENTS TO CHAPTER BYLAWS**

### **Section 9.1 Notification of Change**

The Sonoma-Napa Bi-County Chapter shall have the power at any time to alter, amend or revise these Bylaws.

The requested change must be submitted in writing to the Secretary who shall notify all members of the proposed amendment change not less than 30 days before the next regular membership meeting at which the proposed amendment will be voted upon.

**Chapter bylaws and amendments to Chapter bylaws may be subject to approval by the board of directors of the State office of the California Special Districts Association.**

### **Section 9.2 Voting Requirements**

Voting by the regular membership is required for changes to the bylaws.

Any alteration, amendment or revision to the bylaws require a two thirds (2/3) vote of the Chapter membership at a duly noticed meeting to implement any proposed bylaw change.

Unless otherwise stipulated, all amendments to the bylaws shall become effective immediately following approval by Chapter membership.

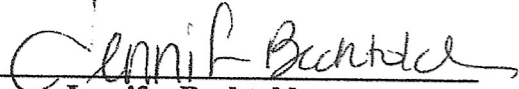
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**9.3 Certificate of Chapter Secretary:**

I, the undersigned, do hereby certify:

- (1) That I am the duly elected Secretary of the **Sonoma-Napa Bi-County Special Districts Association**, and
  
- (2) That the foregoing Bylaws, comprising of (number) 14 pages (including the Certificate of Chapter Secretary), constitute the Bylaws of said Chapter as duly adopted at a meeting of its membership.

In Witness whereof, I hereunto subscribe my name this (date) 25 of (month) April, (year) 2024.

(Signature of Secretary)   
**Jennifer Bechtold**

Therefore, any conflict between Chapter bylaws and California Special District Association bylaws shall be resolved in favor of the CSDA bylaws. Any article or section not expressly cited herein shall be read as the CSDA articles or section without modification.