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**FRESNO LOCAL AGENCY FORMATION COMMISSION (LAFCo)  
EXECUTIVE OFFICER'S REPORT**

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**CONSENT AGENDA ITEM No. 6**

**DATE:** June 9, 2010

**TO:** Fresno Local Agency Formation Commission

**FROM:** Jeff Witte, Executive Officer

**SUBJECT:** **Consider Approval – CALAFCO Bylaws Amendment.** A proposed Amendment to the CALAFCO Bylaws that would Reshape the CALAFCO Board of Directors Process

**RECOMMENDATION:** Authorize the Executive Officer to cast a ballot in favor of the proposed CALAFCO Bylaws Amendment before 5:00 p.m. Friday, July 9 2010.

The CALAFCO Board of Directors is recommending approval of an Association Bylaws Amendment to create more “balanced” representation in the State. Thus, the Board of Directors has directed that a mail ballot be conducted in order to implement the new process in October when CALAFCO holds their annual conference.

**BACKGROUND:**

The California Association of LAFCOs, or CALAFCO, was founded in 1971. CALAFCO serves as an organization dedicated to assisting member LAFCOs with educational and technical resources that otherwise would not be available. The Association provides statewide coordination of LAFCo activities, serves as a resource to the Legislature and other bodies, and offers a structure for sharing information among the various LAFCOs and other governmental agencies.

The Association is presently governed by a Board of Directors composed of fifteen (15) LAFCo Commissioners: four city members, four county members, four special district members and three public members. CALAFCO staff consists of an Executive Director, Executive Officer, and Legal Counsel, plus a number of other support positions. The membership of CALAFCO consists of 56 of the 58 LAFCOs, as well as Associate Members from firms, agencies, and organizations throughout California.

During the Association's 40 years, there have been times when the membership of the Board has been well-balanced by geography and population level; however, the current process has sometimes resulted in the Board's membership being more heavily tilted toward one geographic area of the state or toward a specific population level.

## **DESCRIPTION OF RECOMMENDED CHANGES:**

- Increases the number of Board members from 15 to 16 with the addition of one public member and makes clarifying changes to language that is unrelated to the elections.
- Creates four regions in the State for the Purpose of Director elections: Northern, Central, Coastal and Southern. Specifies that each region elects four Directors; one each city, county, special district, and public.
- Specifies that Recruitment Committee consists of Directors from each region and identifies the role of the Committee.
- Provides for at-large election by the entire membership for regional Director Seats, if less than 50% of the region's members vote, or if no one is elected to a region's seat.
- Provides for nominations from the floor at the Association's Annual Meeting for any open Director seats not filled by the regions.
- Specifies that if an at-large seat is filled by a Director from outside the region, that Director may not run for reelection to that seat. The seat reverts back to the region for election.
- Specifies that the Board by policy may determine how to fill vacancies of unexpired terms. This has been the practice of the Board for many years.
- Allows the Board to adopt any other policies or procedures necessary to carry out the elections.

For further information, please refer to the attached Memo from CALAFCO and information packet titled "Reshaping the CALAFCO Board of Directors Election process."

JW:cf

14 May 2010

**2010  
Board of Directors**

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Santa Cruz LAFCo

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Santa Clara LAFCo

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WILLIAM S. CHIAT  
Executive Director

SR JONES  
Executive Officer

CLARK ALSOP  
Legal Counsel

LOU ANN TEXEIRA  
Deputy Executive Officer

KATE MCKENNA  
Deputy Executive Officer

Chair and Members of the Commission  
Member Local Agency Formation Commissions

**RE: CALAFCO Bylaws Amendment Mail Ballot**

Dear LAFCo Commissioners:

Over the last 18 months the CALAFCO Board of Directors has studied how to insure a sustained, balanced representation on the Board. After examining a number of options and much input from members, the Board unanimously approved a Bylaws change for consideration by the membership. Attached please find 1) detailed information describing the proposed amendments, and 2) a mail-in ballot to approve the amendments.

The proposal creates four regions for nominating and electing members to the Board and replaces the current at-large system. The regions have no other required function. The regional elections will take place during the CALAFCO annual conference. This modification is not expected to result in any additional costs for member LAFCos or the Association.

The primary goal is to assure a sustained, balanced Board whose members represent interests and viewpoints from throughout the state. Under the current at-large system the Board could be – and has been – unbalanced in the past and important LAFCo perspectives may have been missed.

The membership of all LAFCos is important. Some LAFCos have signaled their intent to leave CALAFCO unless a more balanced election system is implemented.

A truly statewide association of LAFCos allows us to:

- ◆ Benefit from staff and commissioner experience and expertise from all LAFCos including membership on the Board of Directors.
- ◆ Share and learn from the expertise and resources of all LAFCos at workshops, conferences, educational courses and the CALAFCO website.
- ◆ Participate as a peer with other statewide local government associations such as the League, CSAC and CSDA.
- ◆ Serve as the recognized voice for LAFCos and their interests. Continue our respected relationships with the Legislature and regulatory agencies such as the Public Utilities Commission, Housing & Community Development, Conservation Department, Air Resources Board, Office of Planning & Research and many more.
- ◆ Sustain the broad range of services the Association is able to offer member LAFCos and other stakeholders.

We are much stronger together than separately. The Board feels so strongly about resolving this issue that it wants to amend the Bylaws by mailed ballot so the revised elections system can be implemented at this year's Annual Conference in Palm Springs.

1215 K Street, Suite 1650  
Sacramento, CA 95814

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[www.calafco.org](http://www.calafco.org)

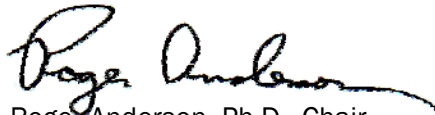
The Board's commitment is further exemplified by our unanimous vote to put all of our seats up for election this year.

Please review the attached materials. Any members of the Board and our executive director are available and would be pleased to answer your questions.

***Please Note: To be counted, all ballots must be received in the CALAFCO office by the close of business on Friday, 9 July 2010.***

The Board unanimously recommends a YES vote on the proposed Bylaw amendment. Thank you for your consideration. I look forward to seeing you in Palm Springs in October.

Sincerely,

A handwritten signature in black ink, appearing to read "Roger Anderson", with a long, sweeping underline.

Roger Anderson, Ph.D., Chair  
CALAFCO Board of Directors and  
Commissioner, Santa Cruz LAFCo



## IN A NUTSHELL

### What the Proposal Does

Creates four regions within the state only for the purpose of electing the CALAFCO Board of Directors. Each region will elect four Directors. The regions have no other required function or responsibility.

### The Question Before Each Member LAFCo

The Board of Directors has asked Member LAFCos to approve the recommended Board election process. Each Member has the opportunity to vote on the change to the Bylaws to enact the recommendation. The Board has already approved the necessary policy changes required, pending Member approval of the Bylaw amendments.

### Cost to Members

The new elections process is not expected to add any additional costs to members, will not require any additional meetings, nor result in any increase in CALAFCO dues to fund it. The process may reduce the costs for Board candidates to run for office.

### What Happens Next

Assuming a majority of the members voting approve the Bylaw change, the new process will take affect at the next elections to be held at the annual conference in October, 2010.

All 16 seats on the Board will be up for election by the new process.

### The Board of Director's Recommendation

The Board unanimously recommends a **YES** vote.

## PROPOSAL TO THE MEMBERSHIP

# Reshaping the CALAFCO Board of Directors Election Process

The CALAFCO Board of Directors is recommending approval of an Association Bylaws amendment to improve the process for electing Board members. The Board has directed that a mail ballot be conducted in order to implement the new process in October.

The proposal creates four geographic regions within the state solely for the purpose of electing Directors to the CALAFCO Board. The proposal does not require regions to meet or collaborate outside of elections at the conference. It is not expected to add any significant cost to Association operations, and does not require any additional travel or costs for Member LAFCos. The only required meeting of regions will be a caucus during the CALAFCO annual conference to elect its Directors to the Board of Directors.

## Background

2011 will mark the 40<sup>th</sup> anniversary of the California Association of Local Agency Formation Commissions. Over those years the Association has been served by over a hundred outstanding members of the Board of Directors who have guided this organization to its success today.

During the Association's 40 years there have been times when the membership of the Board has been well-balanced by geography and population level (urban, suburban, rural). However, the current process has sometimes resulted in the Board's membership being more heavily tilted toward one geographic area of the state or toward a specific population level (i.e., rural, suburban or urban).

California has a rich diversity of perspectives and needs that vary geographically and demographically. With the growth of California over the last 40 years it has become particularly critical that all of those perspectives are represented on the Board. That breadth helps assure better policy, legislative and member service decisions by the Board on behalf of all the Members.

## Board's Efforts Since 2009

A number of Member LAFCos have objected to the current manner of electing Directors and requested a review of the process. They believe as a result of the current process a significant portion of the state is not represented on the Board or in the policy and legislative decisions of the Association.

## **CALAFCO Board of Directors**

### **Chair**

ROGER ANDERSON  
Santa Cruz LAFCo

### **Vice Chair**

SUSAN VICKLUND WILSON  
Santa Clara LAFCo

### **Treasurer**

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Sacramento LAFCo



### **BYLAW AMENDMENT PROPOSAL TO MEMBERSHIP FOR APPROVAL**

#### **Reshaping the Board Election Process**

**May, 2010**

The Board appreciates this concern and since early 2009 has focused on the issue of how to best structure the membership of the Board for sustained representation of diverse interests.

A number of approaches were evaluated. The Board conducted extensive research of the various approaches used by peer associations and considered many suggestions from members. A preliminary "regional" proposal was presented to the membership during the annual meeting at Tenaya Lodge last October. That proposal was designed to promote communication and collaboration among neighboring LAFCos. Members responded that they (1) already participate in regional discussions, and (2) were not interested in directing additional resources to a new set of meetings.

Based on this feedback the Board significantly modified the proposal so that it now focuses only on establishing regions for the sole purpose of electing members to the Board of Directors at caucuses held during the annual conference.

The proposal does not require regions to meet outside of elections at the conference. It is not expected to add any significant cost to Association operations or require any additional travel or costs for Member LAFCos. The only required meeting of regions will be a caucus during the CALAFCO annual conference to elect Directors.

### **Urgency Action**

Some member LAFCos feel strongly enough about this issue that they have decided to drop their membership in CALAFCO unless a process for a more balanced Board is implemented.

The CALAFCO Board recognizes the critical importance of retaining all Member LAFCos. It acknowledges that if this proposal is not approved by the membership a number of members will leave.

The Board is concerned that any loss of members will severely impact the ability of the Association to provide member services and serve as a statewide advocate for LAFCo. That includes loss of expertise in LAFCo issues, political influence and financial resources.

To demonstrate the commitment of the Association to address this issue, the Board felt it was important that a new elections process be implemented at the next election – October, 2010 in Palm Springs. In order to implement the new process, the Association Bylaws must be amended prior to the beginning of the election process.

Therefore the Board chose to conduct this mail ballot of the members to change the Bylaws. That will allow for the new elections process to be implemented this fall. The Board further agreed that rather than a phase-in period for the new process, all 16 seats would be up for election this fall. All current Board members agreed to put their seat up for election.

### **Goals of the Proposed Elections Process**

The Board of Directors identified four goals the new process will achieve:

1. Assure a sustained, balanced Board, representing statewide interests and viewpoints
2. Enhance CALAFCO's reputation statewide as a profession, well-respected organization.
3. Not increase the costs, dues or time required of Member LAFCOs to elect Directors.
4. Continue CALAFCO's effective and cohesive voice and services by retaining all LAFCOs as Members.



#### **BYLAW AMENDMENT PROPOSAL TO MEMBERSHIP FOR APPROVAL**

**Reshaping the  
Board Election Process**

**May, 2010**

### **Description of the Proposal Before Members**

Currently Board Directors are elected at-large to two-year terms by all Member LAFCOs at the CALAFCO Annual Meeting held during the annual conference. The Board has 15 members: four county members; four city members; four special district members; and three public members. CALAFCO policy directs the nominations committee to seek nominees that represent the geographic and population density (urban-suburban-rural) diversity of the state. Ultimately, however, the Directors elected depends on the vote of all Members at the Annual Meeting.

If the membership approves this proposal to change the Bylaws, it will do three things:

1. Establish four geographic regions within the state.
2. Provide that each region elect four members to the Board (city, county, special district, public) from that region.
3. Increase the Board from 15 to 16 members (one additional public member).

In addition, the Board of Directors has approved a number of Association policy changes that will be implemented if the membership approves the change in Bylaws. Those policy and procedure changes would:

- ◆ Implement the new elections process at the 2010 CALAFCO Annual Conference in Palm Springs on October 6<sup>th</sup>-8<sup>th</sup>.
- ◆ Put all 16 Directors seats up for election in 2010; two from each region will be for an initial one-year term and two for a two-year term. All subsequent terms would be two-years, staggered.
- ◆ Require elections to be held during the annual conference in regional caucuses.
- ◆ Establishes the process for how elections will be conducted during each of the regional caucuses. The process is nearly identical to the current process used for the at-large elections.
- ◆ Direct the Recruitment Committee to work with each region to secure an adequate number of nominations from that region.
- ◆ Assign a volunteer CALAFCO staff officer to each region to coordinate with the recruitment committee. This will increase the number of volunteer staff officers from three to four.
- ◆ Require the Directors elected from each region to be commissioners from within that region, but provide for an at-large election at the Annual Meeting for any unfilled seats.
- ◆ Identify which LAFCOs are in each region. See the attached map for initial assignments. This allows the Board to change a

LAFCo's region if requested without going back to the membership for a vote. The new Board will have the responsibility to determine the process for a LAFCo to request to change regions.

The change to the Association's Policy and Procedures is attached to this packet. A complete Association Policy and Procedure Manual is available on the website at:

[www.calafco.org/members/Docs/Library Documents/CALAFCO Policy Manual-Feb09.pdf](http://www.calafco.org/members/Docs/Library Documents/CALAFCO Policy Manual-Feb09.pdf).

The changes to the Policies and Procedures will take affect ONLY if the membership approves the proposed Bylaw change.

### **Description of the Specific Recommended Changes to the Association Bylaws**

The proposal only affects language in Article IV-Directors. The remaining Association Bylaws are unchanged. You can view the complete, current Association Bylaws on the website at [www.calafco.org/docs/CALAFCO%20Bylaws-2006.pdf](http://www.calafco.org/docs/CALAFCO%20Bylaws-2006.pdf). A description of the proposed changes to each section of Article IV is below, followed by the specific language. New language is underlined and deleted language is ~~struck through~~.

- 4.1.1 Increases the number of Board members from 15 to 16 with the addition of one public member. Makes several clarifying changes to the language that are unrelated to the elections process.
- 4.1.3 Creates four regions in the state for the purpose of Director elections: Northern, Central, Coastal and Southern. Specifies that each region elects four Directors; one each city, county, special district, and public.
- 4.2.1 Specifies that the Recruitment Committee consists of Directors from each region and identifies the role of the Committee.
- 4.2.2 Provides for at-large election by the entire membership for regional Director seats if less than 50% of the region's members vote or if no one is elected to a region's seat.
- 4.2.3 Provides for nominations from the floor at the Association's Annual Meeting for any open Director seats not filled by the regions.
- 4.2.5 Specifies that if an at-large seat is filled by a Director from outside the region, that Director may not run for reelection to that seat. The seat reverts back to the region for election.
- 4.2.7 Specifies that the Board by policy may determine how to fill vacancies of unexpired terms. This has been the practice of the Board for many years.



**BYLAW AMENDMENT PROPOSAL  
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4.2.9 Allows the Board to adopt any other policies or procedures necessary to carry out the elections.

**PROPOSED CHANGES TO THE BYLAWS**  
**California Association of Local Agency Formation Commissions**

**ARTICLE IV**  
**DIRECTORS**

4.1 Number.

4.1.1 The authorized number of Directors of the Corporation shall be ~~eighteen nineteen~~ (19), of which fifteen (15) sixteen (16) shall be voting members and elected from among the Commission Members as follows:

- (1) Four (4) Directors shall be city members or alternates of LAFCOs, of which and two (2) Directors shall be elected at each annual meeting;
- (2) Four (4) Directors shall be county members or alternates of LAFCOs, of which and two (2) Directors shall be elected at each annual meeting;
- (3) ~~Four (4) Three (3)~~ Directors shall be public members or alternates of LAFCOs, of which and two (2) Directors shall be elected at each annual meetings held in odd-numbered years and one (1) Director shall be elected at annual meetings held in even-numbered years;
- (4) Four (4) Directors shall be special district members or alternates of LAFCOs, of which and two (2) Directors shall be elected at each annual meeting;

4.1.2 Three (3) nonvoting Directors shall be appointed as follows:

- (1)(5) One Director, appointed by the voting members of the Board, shall be an Executive Officer or a person functioning as executive officer of a Member LAFCO;
- (2)(6) One Director, appointed by the voting members of the Board, shall be the Executive Director of the Corporation; and
- (3)(7) One Director, appointed by the voting members of the Board, shall be a legal counsel or deputy legal counsel of a Member LAFCO.

Collectively, the Directors shall be known as the Board of Directors ("Board").

4.1.3 The State shall be divided into four (4) regions as follows for the purpose of electing Board Members: Northern, Central, Coastal and Southern. The counties in each of the four (4) regions shall be determined by the Board of Directors.

Each region shall elect four (4) Directors comprised of one city member, one county member, one public member and one special district member.

4.2 Nomination; Election; and Term.

4.2.1 Prior to the annual meeting, the Board shall appoint a recruitment committee consisting of one member from each Region ~~Commissioner representing cities, one Commissioner representing counties, one Commissioner representing the general public, and one Commissioner representing special districts~~, in accordance with election procedures adopted by the Board. The committee shall solicit submit nominations and conduct regional elections for ~~all~~ positions on the Board, the terms of which will expire with the annual that meeting. ~~Nominations may also be made from the floor at the annual meeting. The Board shall make such rules as are necessary to carry out the provisions of this section.~~

4.2.2 In the event that: (a) less than fifty (50) percent of the regions' Member LAFCOs vote, or (b) no nominations are received for an open director position in the region, then the open director position becomes at-large for one term and shall be elected at the annual meeting.

4.2.3 Nominations shall be made from the floor at the annual meeting for any at-large position described in Section 4.2.2. The nominations shall be from the same category as the open director position.

4.2.4 Only Commissioners of Member LAFCOs in good standing and whose membership dues and assessments are fully paid may be nominated to be a Director by the method of nomination authorized by the Board or by any other method authorized by law.



BYLAW AMENDMENT PROPOSAL  
TO MEMBERSHIP FOR APPROVAL

Reshaping the  
Board Election Process

May, 2010

*On behalf of the Board, I urge each LAFCo to vote "yes" for the bylaws revisions in the ballot that you have received, and to support the other actions needed to keep CALAFCO together and improve the Association.*

**Dr. Roger Anderson**  
Chair

CALAFCO Board of Directors, and  
Commissioner, Santa Cruz LAFCo



**BYLAW AMENDMENT PROPOSAL  
TO MEMBERSHIP FOR APPROVAL**

Reshaping the  
Board Election Process

May, 2010

4.2.53 Directors shall be elected at a regular or special meeting or by written ballot as authorized by Section 3.8 of these Bylaws. Directors shall be eligible for reelection without limitation on the number of terms they may serve, unless elected to an at-large position that is not within their region.

4.2.64 Directors are elected for a term of two (2) years.

4.2.75 A vacancy occurring in the office of Director may be filled by the Board for the balance of the unexpired term and until a successor has been elected and qualified by the Board in accordance with Board-adopted election procedures.

4.2.86 Each elected Director shall hold office until the expiration of the term for which elected and until a successor has been elected and qualified.

4.2.9 The Board shall make such rules as are necessary to carry out the provisions of Section 4.2.

## Mail Ballot Process and Next Steps

In order to implement the new elections process, the membership must approve changes to the CALAFCO Bylaws prior to the annual conference in October 2010.

This mail ballot is being conducted pursuant to Section 3.8 (Written Ballot of the Members) of the Association Bylaws. To pass the proposal must be approved by a majority of the written ballots voting on the proposal. A quorum will be established once at least 50% of the Members have voted.

Each Member LAFCo has been sent this information packet and a ballot. Ballots must be received in the CALAFCO office by **Friday, 9 July at 5:00 p.m.** An addressed envelope is included or the ballot may be faxed to 916/442-6535.

CALAFCO Bylaws (§3.7.1) provide that each Member LAFCo is entitled to one vote. That vote may be cast by either the commission, a designated member of the commission, or the executive officer as designated by the commission.

Key dates in the Bylaw vote and elections process include:

- |             |  |
|-------------|--|
| 14 May      | Distribution of information packets to Member LAFCos                                     |
| 17 May      | Initiation of a 54-day mail ballot voting period   |
| 9 July      | Deadline for Member ballots and announcement of results                                  |
| 9 July      | Board of Directors nominations open  |
| 3 September | Deadline for submission of Board nominations   |
| 7 October   | Regional Election Caucuses to elect Directors, and CALAFCO Annual Meeting – Palm Springs |

## Questions and More Information

Please contact CALAFCO Executive Director William (Bill) Chiat, Executive Officer SR Jones (Nevada LAFCo) or any Director with questions or for additional information.

## SECTION 1

### **Definition of Organizational Structure and Primary Responsibilities** **and Evaluation Criteria for CALAFCO Executive Director and Staff Officers**

#### **1.1 Governance**

CALAFCO is governed by a 166 voting member Board elected by regions as described in the Association's Bylaws. The Bylaws establish four (4) regions for the purpose of electing Board Members.

The counties in each of the four regions shall consist of the following:

#### **Northern Region**

Butte  
Colusa  
Del Norte  
Glenn  
Humboldt  
Lake  
Lassen  
Mendocino  
Modoc  
Nevada  
Plumas  
Shasta  
Sierra  
Siskiyou  
Sutter  
Tehama  
Trinity  
Yuba

#### **Southern Region**

Orange  
Los Angeles  
Imperial  
Riverside  
San Bernardino  
San Diego

#### **Coastal Region**

Alameda  
Contra Costa  
Marin  
Monterey  
Napa  
San Benito  
San Francisco  
San Luis Obispo  
San Mateo  
Santa Barbara  
Santa Clara  
Santa Cruz  
Solano  
Sonoma  
Ventura

#### **Central Region**

Alpine  
Amador  
Calaveras  
El Dorado  
Fresno  
Inyo  
Kern  
Kings  
Madera  
Mariposa  
Merced  
Mono  
Placer  
Sacramento  
San Joaquin  
Stanislaus

Tulare  
Tuolumne  
Yolo



BYLAW AMENDMENT PROPOSAL  
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May, 2010

**CHANGES TO CALAFCO POLICIES & PROCEDURES PENDING MEMBER APPROVAL OF BYLAWS AMENDMENT**

Regional membership may be changed by amending these Policies & Procedures by the Board of Directors.

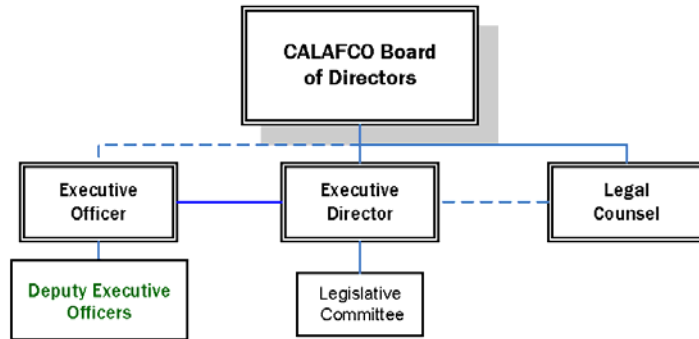
**1.2 Appointment of Officials**

The Association will be staffed by a combination of contract staff and volunteer staff officers from member agencies. The Executive Director will serve as the administrative director and manager of the Association. The Executive Officer and Deputy Executive Officers will serve as fiscal agent for the Association and manage various services and programs of the Association under the direction of the Board and the Executive Director. Legal Counsel will provide legal advice to the Board and, as needed, the Executive Director and volunteer staff officers in the operations of the Association, interpretation of LAFCo law, and in support of member LAFCo Counsel.

The Board of Directors shall appoint the Executive Director. The Board shall also appoint the Legal Counsel and Executive Officer upon recommendation of the Executive Director. The Executive Officer shall appoint the Deputy Executive Officers in consultation with the Executive Director. In as much as possible, the Executive Officer and Deputy Executive Officers shall include one member from each region.

**1.3 Assignment of Responsibilities**

The Board of Directors (Board) determines that the California Association of Local Agency Formation Commission's (CALAFCO) stated purposes will best be achieved by assigning duties to the Executive Director, Executive Officer, ~~two~~ up to three Deputy Executive Officers, Legal Counsel, and Legislative Committee Chair. The administrative structure of the Association shall be as follows:



**BYLAW AMENDMENT PROPOSAL  
TO MEMBERSHIP FOR APPROVAL**

**Reshaping the  
Board Election Process**

**May, 2010**

*These policies and procedures were adopted by the CALAFCO Board of Directors on 12 January 2007 and amended on 9 November 2007<sup>1</sup>, 8 February 2008<sup>2</sup>, 13 February 2009<sup>3</sup> and 12 February 2010 (pending Member approval of Bylaw change). They supersede all previous versions of the policies.*

## SECTION 5 Board of Directors Operations

### 5.1 Bylaws

Meetings of the Board of Directors are governed by Article IV of the Association Bylaws with the additional clarifications contained in these policies.

Election of officers will occur at the next board meeting following the annual meeting and will include the seating of the president (chair) and vice president (vice chair) and new board members.

### 5.2 Meeting Agenda and Materials

The executive director is responsible for the distribution of the Board meeting agenda and available agenda item materials in advance of the meeting. The agenda and available board letters and support materials shall be mailed to Board members and posted on the CALAFCO website at least one week prior to the meeting.

### 5.3 Meeting Participation

Meetings of the Board of Directors are open to all member LAFCo staff and commissioners, and associate members.

The Chair will designate appropriate times during the discussion for members to provide input on issues before the Board. Seating at the Board table is limited to the Board members and CALAFCO staff.

### 5.4 Electronic Voting

The Board of Directors established an e-vote policy to accommodate decisions on urgent or critical issues that the Board must address, and that cannot be delayed until the next regularly scheduled Board meeting.

1. Making a Motion – Any Board Member may request the chair or vice-chair to make a motion by corresponding electronically with all other Board Members. The substantive motion would also include a motion to call a “Special E-Meeting” of the Board. Should the chair or vice chair deny the motion, the Board Member may appeal to the CALAFCO Officers within 24 hours to reconsider the denial. The Officers may then decide to proceed with the vote or deny the request. This denial is final.
2. Calling the Meeting – The Chair, in consultation with the Vice Chair and the Executive Director will determine if the request meets the standard of urgent or critical. If it is determined to meet the criteria, the Chair will call the meeting to order and direct the Executive Director to begin the process.
3. Initiation and Opportunity for Discussion – The Executive Director will e-mail the proposed motion to all Members. This will initiate a two (2) working day (excluding weekends and holidays) discussion period. Members may discuss the motion through “reply-all” e-mail at any time during this discussion period. No individual conversations (electronically or otherwise are permitted on the motion).
4. Formal Motion – Following the discussion period, the Member who made the initial motion may change or modify it as they see fit. The Executive Director will resubmit the motion for a second and vote of the Board.



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5. Seconding the Motion -- A positive vote from any other Member is considered a second to the motion.
6. Voting Period -- Members vote by using the "reply-all" button so that every Board Member sees all votes. The voting process must be completed within two (2) working days, although a shorter time frame could be requested in the body of the motion. In no case can the motion stay alive longer than two (2) working days [this excludes weekends and holidays].
7. Quorum -- A quorum must be established by at least eight Board Members casting a vote.
8. Affirmative vote -- Assuming a quorum is established, an affirmative vote by a majority of those voting is sufficient to pass the motion.
9. Amendments -- Once the discussion period has passed and the formal motion has been made, the motion may not be amended.
10. Minutes -- Will be prepared by the Deputy Executive Officer for each electronic vote and presented to the Board at the next actual Board meeting.

### 5.5 Board Nomination and Election Procedures

The procedures for nominations and election of the CALAFCO Board of Directors [Board] are designed to assure full, fair and open consideration of all candidates, provide confidential balloting for contested positions and avoid excessive demands on the time of those participating in the CALAFCO Annual Conference.

The Board nomination and election procedures shall be:

1. APPOINTMENT OF A NOMINATIONS RECRUITMENT COMMITTEE (~~identified as "Recruitment Committee in the By Laws"~~):
  - a. ~~At its first meeting Following the Annual Membership Meeting~~ the Board ~~no later than four months prior to the Annual Conference~~ shall appoint a Nominations Recruitment Committee of four members of the Board. The Nominations Recruitment Committee shall consist of one member from each region ~~city member, one county member, one public member and one special district member~~ whose term of office on the Board ~~is~~ are not ending.
  - b. The Board shall appoint one of the members of the Nominations Recruitment Committee to serve as Chairman. The CALAFCO Executive Officer ~~of the Nominations Committee Chairman's LAFCo~~ shall appoint a CALAFCO staff member to serve as staff for the Nominations Recruitment Committee in cooperation with the CALAFCO Executive Director.
  - c. Each region shall designate a regional representative to serve as staff liaison to the Recruitment Committee.
  - d. A Goals goal of the Committee ~~is~~ are to encourage and solicit candidates by region who represent member LAFCos across the spectrum of geography, size, and urban-suburban-rural population, and to provide oversight of the elections process.
2. ANNOUNCEMENT TO ALL MEMBER LAFCos:
  - a. No later than three months prior to the Annual Membership Meeting Conference, the Nominations Recruitment Committee Chairman shall send an announcement to each LAFCo for distribution to each commissioner member and alternate. The announcement shall include the following:

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- i. A statement clearly indicating which offices are subject to the election.
  - ii. A regional map including LAFCoS listed by region.
  - iii. The dates by which all nominations must be received by the Nominations Recruitment Committee. The deadline shall be no later than 30 days prior to the opening of the Annual Conference. Nominations received after the closing date shall be returned to the proposing LAFCo marked "Received too late for Nominations Committee action."
  - iv. The names of the Nominations Recruitment Committee members with the Committee Chairman's LAFCo address and phone number, and the names and contact information for each of the regional representatives.
  - v. The address to send the nominations forms.
  - vi. A form for each LAFCo a Commission to use to nominate a candidate and a candidate resume form of no more than one page each to be completed for each nominee.
- b. No later than four months before the annual membership meeting, the Nominations Recruitment Committee Chairman shall send an announcement to the Executive Director for distribution to each member LAFCo and for publication in the newsletter and on the website newsletter editor for publication. The announcement shall include the following:
- i. A statement clearly indicating which offices are subject to the election.
  - ii. The specific date by which all nominations must be received by the Nominations Recruitment Committee. ~~The deadline shall be no later than 30 days prior to the opening of the Annual Conference.~~ Nominations received after the closing dates shall be returned to the proposing LAFCo marked "Received too late for Nominations Recruitment Committee action."
  - iii. The names of the Nominations Recruitment Committee members with the Committee Chairman's LAFCo address and phone number, and the names and contact information for each of the regional representatives.
  - iv. Requirement that nominated individual must be a commissioner or alternate commissioner from a member in good standing within the region.
- ~~e. The Nominations Committee Chairman shall send an announcement to the CALAFCO "webmaster" for publication on the CALAFCO web site. The announcement shall include the following:~~
- ~~i. A statement clearly indicating which offices are subject to the election.~~
  - ~~ii. The date by which all nominations must be received by the Recruitment Committee. The deadline shall be no later than 30 days prior to the opening of the Annual Conference. Nominations received after the closing date shall be returned to the proposing LAFCo marked "Received too late for Nominations Committee action."~~
  - ~~iii. The names of the Nominations Committee members with the Committee Chairman's LAFCo address and phone number.~~

Key Timeframes for Nominations Process	
Days*	
90	Nomination announcement
30	Nomination deadline
14	Committee report released
*Days prior to annual membership meeting	



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d. A copy of these procedures shall be posted on the web site.

### 3. THE NOMINATIONS RECRUITMENT COMMITTEE:

- a. The Recruitment Committee and the regional representatives have the responsibility to monitor nominations and help assure that there are adequate nominations from each region for each seat up for election. No later than two weeks prior to the Annual Conference, the Nominations Recruitment Committee Chair shall distribute to the members ~~of the Nominations Committee~~ the Committee Report organized by regions, including copies of all nominations and resumes, which are received prior to the end of the nomination period.
- b. At the close of the nominations the Recruitment Committee shall prepare regional ballots. Each region will receive a ballot specific to that region. Each region shall conduct a caucus at the Annual Conference for the purpose of electing their designated seats. Caucus elections must be held prior to the annual membership meeting at the conference. The Executive Director or assigned staff along with a member of the Recruitment committee shall tally ballots at each caucus and provide the Recruitment Committee the names of the elected Board members and any open seats. In the event of a tie, the staff and Recruitment Committee member shall immediately conduct a run-off ballot of the tied candidates.
- c. Make available sufficient copies of the Nominations Committee Report for each ~~Conference participant~~ Voting Member by the beginning of the Annual Conference Business Session.
- d. Make available ~~along with the Nominations Committee Report,~~ blank copies of the nomination forms and resume forms to accommodate nominations from the floor at either the caucuses or the annual meeting (if an at-large election is required).
- e. Advise the Annual Conference Planning Committee to provide "CANDIDATE" ribbons to all candidates attending the Annual Conference.
- f. Post the candidate statements/resumes organized by region on a bulletin board near the registration desk.
- g. Regional elections shall be conducted as described in Section 4 below. The representative from the Recruitment Committee shall serve as the Presiding Officer for the purpose of the caucus election.
- h. Following the regional elections, in the event that there are open seats insufficient nominations for any all offices subject to the election, the Nominations Recruitment Committee Chairman shall call a meeting of the Nominations Committee (which may be held by phone) to: notify the Chair of the Board of Directors that an at-large election will be required at the annual membership meeting and to provide a list of the number and category of seats requiring an at-large election.
  - ~~i. Determine the number and category of nominations needed to fill all offices;~~
  - ~~ii. Divide responsibilities among its members to seek candidates to fill those vacancies, giving consideration to geographical diversity as well as category diversity between urban, suburban and rural LAFCos.~~
- ~~i. Once sufficient nominations are received to fill all offices subject to the election, the Recruitment Committee shall meet again, no later than 36 hours prior to the Business Session of the Annual Conference. The meeting may be held by telephone.~~



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- ~~j. At the conclusion of its meeting, the Recruitment Committee shall prepare a report to the membership, which includes:
    - ~~i. The time and date of the Nominations Committee meeting.~~
    - ~~ii. The number of nominations received in each category.~~
    - ~~iii. The names and resumes of all individuals nominated in each category.~~~~
  - ~~k. At a time approved by the Board, the Nominations Committee shall hold a "Candidates Forum". Each candidate shall be given time to make a brief statement for their candidacy.~~
4. AT THE TIME FOR ELECTIONS DURING THE REGIONAL CAUCUSES OR ANNUAL MEMBERSHIP BUSINESS MEETING:
- a. The Nominations Recruitment Committee Chairman, ~~or~~ another member of the Nominations Recruitment Committee or the Chair's designee (hereafter called the Presiding Officer) shall:
    - i. Review the election procedure with the membership.
    - ii. Present Nominations the Recruitment Committee Report (previously distributed).
    - iii. Call for ~~additional~~ nominations from the floor by category for those seats subject to this election:
      1. For city member.
      2. For county member.
      3. For public member.
      4. For special district member.
  - b. To make a nomination from the floor, a LAFCo, which is in good standing, shall identify itself and then name the category of vacancy and individual being nominated. The nominator may make a presentation not to exceed two minutes in support of the nomination.
  - c. When there are no further nominations for a category, the Presiding Officer shall close the nominations for that category.
  - d. The Presiding Officer shall conduct a "Candidates Forum". Each candidate shall be given time to make a brief statement for their candidacy.
  - e. ~~When nominations in all categories have been closed,~~ The Presiding Officer shall then conduct the election:
    - i. For categories where there are the same number of candidates as vacancies, the Presiding Officer shall:
      1. Name the nominees and offices for which they are nominated.
      2. Call for a voice vote on all nominees and thereafter declare those unopposed candidates duly elected.



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- ii. For categories where there are more candidates than vacancies each contested category, the Presiding Officer shall:
  1. Poll the LAFCo in good standing by written ballot.
  2. Each LAFCo in good standing may cast its vote for as many nominees as there are vacancies to be filled. The vote shall be recorded on a tally sheet.
  3. With assistance from CALAFCO staff, tally the votes and announce the results.
- iii. Election to the Board shall occur as follows:
  1. For one vacancy, the nominee receiving the highest number of votes is elected.
  2. For two vacancies, the two nominees receiving the two highest numbers of votes are elected.
  3. In case of tie votes:
    - a. For one vacancy, drop all nominees except the two who tied with the highest number of votes and repeat the election process.
    - b. If there are two vacancies and there is a two-way tie for second place, the person with the most votes is declared elected.
    - c. Remove from consideration all nominees with fewer votes than those tied for second and repeat the election process between the two tied to fill the remaining vacancy.
    - d. If three or more are tied, drop the nominees with fewer votes and conduct the runoff election among those tied.

### 5. ADDITIONAL PROCEDURES

- a. For categories where there are more candidates than vacancies in all contested elections, names will be listed in the order nominated.
- b. The Recruitment Committee Chair shall announce and introduce all Board Members elected at the Regional Caucuses at the annual business meeting.
- c. In the event that Board seats remain unfilled after a Regional Caucus, an election will be held immediately at the annual business meeting to fill the position at-large. Nominations will be taken from the floor and the election process will follow the procedures described in Section 4 above. Any commissioner or alternate from a member LAFCo may be nominated for at-large seats.
- d. Seats elected at-large become subject to regional election at the expiration of the term. Only representatives from the region may be nominated for the seat.
- e. As required by the Bylaws, the members of the Board shall meet as soon as possible after election of new board members for the purpose of electing officers, determining meeting places and times for the coming year, and conducting any other necessary business.



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f. Examples of process for determining who is elected:

<b>Number of Vacancies</b>	<b>Candidate</b>	<b>Votes</b>	<b>Result</b>
One vacancy	A	18	Runoff Election between A & B.
	B	18	
	C	14	
	D	10	
Two vacancies	A	18	A is elected. Runoff election between B & C.
	B	15	
	C	15	
	D	9	
Two vacancies	A	18	A & B are both elected.
	B	18	
	C	10	
	D	10	
Two vacancies	A	18	A is elected. Runoff election among B, C, and D for 2nd vacancy.
	B	10	
	C	10	
	D	10	
Two vacancies	A	15	Runoff election among A, B, & C for two vacancies. D is dropped from consideration
	B	15	
	C	15	
	D	10	

**6. LOSS OF ELECTION IN HOME LAFCo**

Board Members and candidates who lose elections in their home office shall notify the Executive Director PRIOR to the Annual Conferencee within 15 days of the certification of the election.

**7. FILLING BOARD VACANCIES**

Vacancies on the Board of Directors may be filled by appointment by the Board for the balance of the unexpired term. Appointees must be from the same category as the vacancy, and should be from the same region.



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# REGIONS FOR BOARD OF DIRECTORS ELECTIONS



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