

BYLAWS

SANTA BARBARA COUNTY ASSOCIATION OF GOVERNMENTS

(Last Amended - May 17, 2018)

STATEMENT OF PRINCIPLES AND POLICIES

- A. The Santa Barbara County Association of Governments (referred to as “SBCAG” or “Association”) was created pursuant to Government Code section 6500 et seq to establish a single and separate entity whereby its member parties, which are public agencies, have in common the legal power to address area transit planning, needs, issues, and services for Santa Barbara County to study, discuss, and develop solutions to area-wide problems of direct concern to the performance of their constitutional and statutory functions and to establish an area planning organization and expend public funds for these purposes. Further, SBCAG is to perform all acts necessary to participate in state and federal programs and receive state and federal funds to exercise its transportation and airport land use powers, including contracting and cooperating with other agencies.
- B. SBCAG is based upon the principle of equality of membership and nothing contained in these Bylaws shall authorize the Association to intervene in matters which are strictly within the local jurisdiction of any member without such member's consent.
- C. SBCAG is not intended to be in any form a substitute for local government. Its prime purpose is to exist as a Regional Transit Authority, with its Member Agencies working together and coordinating their efforts with respect to regional issues and other intergovernmental matters in an efficient manner. The Member Agencies are: the County of Santa Barbara, City of Buellton, City of Carpinteria, City of Goleta, City of Guadalupe, City of Lompoc, City of Santa Barbara, City of Santa Maria and the City of Solvang.

Article I **FUNCTIONS**

The Functions of SBCAG include, but are not limited to:

- A. Exchange planning information among members.
- B. Identify and study problems affecting members and make recommendations on an advisory basis.
- C. Carry out the responsibilities of an airport land use commission pursuant to Section 21670.1 of the Public Resources Code.
- D. Allocate Transportation Development Act funds created by Article 11 (commencing with Section 29530) of Chapter 2 of Division 3 of Title 3 of the Government Code consistently

with the purposes of said Article and Chapter 4 (commencing with Section 99200) of Part 11 of Division 10 of the Public Utilities Code.

- E. Function as a metropolitan planning organization conducting a transportation planning process in conformance with all applicable United States Department of Transportation requirements.
- F. Prepare and update as necessary a regional transportation plan as described in Government Code Sections 65080 and a Regional Transportation Improvement Program pursuant to Government Code Sections 65080.5 and 65082.
- G. Serve as the Areawide Clearinghouse for the local transportation planning area per Executive Order 12372.
- H. Serve as the Local Transportation Authority for Santa Barbara County pursuant to California Public Utilities Code Section 180000 et seq.

Article II **DEFINITIONS**

For the purposes of these Bylaws, the following definitions apply:

- A. Alternate. The mayor or a member of the legislative body who has been designated by the mayor, in accordance with the procedures of the legislative body of each member city.
- B. Ex-officio member. An officially recognized member of SBCAG who does not have the right to vote.
- C. Official Representative. One of the voting members of SBCAG as provided in paragraph 1 of the Joint Powers Agreement for Santa Barbara County Association of Governments.
- D. Member Agencies. The County of Santa Barbara, City of Buellton, City of Carpinteria, City of Goleta, City of Guadalupe, City of Lompoc, City of Santa Barbara, City of Santa Maria and the City of Solvang and any future city within Santa Barbara County which may execute the Joint Powers Agreement.
- E. SBCAG. The Santa Barbara County Association of Governments.

Article III **MEMBERSHIP AND REPRESENTATION**

- A. Membership
 - 1) The official representatives of the County of Santa Barbara, and of all cities incorporated in the County of Santa Barbara, and any official representative from a future city which executes the Joint Powers Agreement, shall constitute the membership of SBCAG governing board (“Board”). In addition, the members of

the State Legislature representing Santa Barbara County, or their officially designated representatives, shall be ex-officio members. The Caltrans District Director of Transportation shall also serve as an ex-officio nonvoting member of the SBCAG governing board in its capacity as the metropolitan planning organization and the regional transportation planning agency.

- 2) Changes in the names of official representatives and alternates shall be communicated to the Executive Director by the appointing city, or the County of Santa Barbara.
- 3) In the event a member is removed or resigns from office, he/she shall cease to be a member of SBCAG on the same date as the effective date of his/her vacating that office. In the event a city member resigns from SBCAG, it shall be incumbent upon the mayor of that city to appoint a replacement subject to the consent of the legislative body of that city. In the event a County member leaves his/her County post, his/her successor shall automatically assume membership on SBCAG upon taking over his/her County post.

Article IV **PROCEDURES**

- A. A quorum of the Board members must be present to conduct business. A quorum shall consist of a simple majority of the total number of official representatives, at least one of who shall be a representative of the County. Only official representatives, or their alternates at a meeting, shall be counted as part of the quorum.
- B. Any official representative or alternate serving in place of an official representative may, when recognized by the Chair, make a motion, which motion, if seconded, may be addressed and/or voted upon, provided a quorum is present. SBCAG shall consider the remarks and recommendations of any technical staff or committees which SBCAG may have appointed. SBCAG may accept public testimony on any issue before it.
- C. Any action by the Board shall require a majority of all voting Board Members. Votes may not be cast by proxy, but a properly designated Alternate may vote in person. The Clerk of the Board shall record all actions.
- D. Members can participate in the Board meetings at select locations that are properly noticed on the published agenda and consistent with the Brown Act.
- E. Regular meetings shall be the third Thursday of each month at 10 a.m. The Chair may alter the date of a regular meeting with ten (10) days' written notice to the SBCAG membership and to any person who has filed a written request for such notice. All meetings of SBCAG shall be conducted in accordance with the requirements of the Ralph M. Brown Act, as amended. (Gov't. Code Section 54950 et seq [hereafter referred to as the "Brown Act"].)
- F. The Executive Director shall prepare the agenda for each meeting in consultation with the Board Chair. A final agenda for the regular meeting of the Board shall be prepared and noticed in accordance with the Brown Act.

- G. The Clerk of the Board of the Association shall prepare a certificate of posting for each agenda posted. Such certificates shall be kept on file in the records of the Association for a period of three (3) years.
- H. Notice of regular meetings shall be in accordance with the Brown Act. Any regular meeting of the Board may be cancelled by the Chair upon posting and giving at least 48 hours' notice to all members of the Board.
- I. Pursuant to Ordinance 3, section 16, a special meeting of the Board may be called at any time by the Board Chair, or, in absence of the Chair, by the Vice-Chair, or by four (4) members of the Board, upon written notice to the Executive Director, each member of the Board, and to any person who has filed an annual written request for such notice. Notice shall be in accordance with the Brown Act.
- J. The Chair shall have the right to appoint temporary adhoc subcommittees composed of less than a quorum of the Board as may be appropriate. Subcommittees may receive and report upon public testimony, and make recommendations for action by SBCAG.
- K. Pursuant to Ordinance 5, section 23, the North County Subregional Planning Committee shall make recommendations to the SBCAG Board on items that are related to the North County area. The membership shall be in accordance with Ordinance 5, section 23, including the County and City SBCAG members that represent the North County member agencies and ex-officio members.
- L. Pursuant to Ordinance 5, section 23, the South County Subregional Planning Committee membership shall make recommendations to the SBCAG Board on items that related to the South County area. The membership shall be in accordance with Ordinance 5, section 23, including the County and City SBCAG members that represent the South County member agencies and ex-officio members.
- M. The North County and South Coast Subregional Planning Committees shall meet on an as needed monthly basis.
- N. Pursuant to Ordinance 3, section 12, the Chair shall annually appoint an Executive Committee comprised of the Chair, Vice-chair, immediate past Chair, and Chairs of North and South County sub-regional committees, unless otherwise decided by the Board. The Executive Committee shall meet a minimum of twice per year, altering between North and South County, immediately prior to a regularly scheduled Board meeting or may meet by special meeting when called by the Chair and in accordance with the Brown Act. The Executive Committee may schedule additional meetings as necessary.
- O. The Board may take action consistent with any Brown Act provisions not otherwise addressed herein.
- P. The Board may adopt its own rules and procedures for its meetings, which are not in conflict with these Bylaws.
- Q. The Clerk of the Board shall call roll and record and prepare minutes of all meetings.

- R. In the event there is a conflict between these Bylaws and the Brown Act, the Brown Act shall control.
- S. In exercising the powers of an airport land use commission the failure of SBCAG to affirmatively find the proposed action of a local agency before it inconsistent with the adopted Airport Land Use Plan within sixty (60) days from its date of referral shall be deemed a finding of consistency.

Article V
POWERS OF THE BOARD

The powers of the Board include, but are not limited to:

- A. Adopt an annual operating budget.
- B. Approve or deny projects recommended to the Board for appropriate action.
- C. Appoint standing or special committees consisting of public officials, public employees or citizens, as considered necessary by the Board.
- D. Make and enter into contracts.
- E. Acquire, improve, hold, lease or dispose of real and personal property of all types.
- F. Accept donations, advances or contributions and act as regional lead of the jurisdiction, or regional applicant or grant administrator for grants, including block grants, in the name of member or regional participants.
- G. Hire agents, employees, or both.
- H. Sue and be sued in its own name, except as otherwise provided by law.
- I. Incur and discharge debts, liabilities and obligations.
- J. Issue bonds or notes and incur other forms of indebtedness and make associated covenants, for designated purposes, subject to the provisions and limitations of the California Constitution and the Government Code.
- K. Adopt, as authorized by California law, ordinances and resolutions necessary to carry out its purposes.
- L. By majority vote add new Member Agencies from within the County of Santa Barbara and upon amendment of the Joint Powers Agreement through the approval of existing SBCAG Member Agencies' Board of Supervisors or City Council.
- M. Any additional powers granted under the Joint Powers Agreement or to Joint Powers Authorities under Government Code sections 6500 et seq.
- N. All powers necessary to the exercise of these enumerated powers.

Article VI
OFFICERS' ELECTIONS & VACANCIES

- A. Officers of SBCAG shall be the Chair and Vice-Chair. The Chair and Vice-Chair shall be elected by a majority vote of all voting Board Members at the last meeting held prior to the end of each calendar year. Each shall serve for one calendar year commencing in January. Any officer may be re-elected for an additional one year term but may not serve more than two consecutive terms. If the person elected as the Chair is a city representative then the Vice-Chair shall be elected from among the County representatives and vice versa. The selection of the Chair and Vice-Chair shall alternate between the city and county representatives. The Vice-Chair shall serve as Chair, pro tempore, in the absence of the Chair. A vacancy shall immediately occur in the office of the Chair, or Vice-Chair, upon the resignation or death of the person holding such office, or upon his/her ceasing to be an official representative of a member city or the County of Santa Barbara. Upon a vacancy occurring in the office of the Chair or Vice-Chair, the Chair or Vice-Chair, as the case may be, shall be appointed from among the members to serve for the balance of the unexpired term. (Ordinance 3 § 8(a) and (b).)
- B. The Chair shall be the presiding officer of SBCAG and all business shall be brought before the Chair.
- C. There shall be an Executive Director who shall act as the Chief Executive Officer of SBCAG and shall serve as Secretary and as Clerk of the Board. (Ordinance 3 § 8(d).)
- D. The Fiscal Officer shall be the Santa Barbara County Auditor-Controller. (Ordinance 3 § 8(f).)
- E. The Treasurer shall be the Santa Barbara County Treasurer. (JPA § 6.)
- F. The General Counsel shall be the County Counsel of the County of Santa Barbara, or, upon the approval by resolution of SBCAG a person admitted to practice law before the Supreme Court of California or a firm comprised of same, who shall have been actively engaged in the practice of law for not less than five (5) years next preceding appointment. (Ordinance 3 § 8(e).)

Article VII
SBCAG STAFF

- A. SBCAG Board shall appoint an Executive Director who shall serve at its pleasure.
 - 1) The Executive Director shall be responsible, subject to SBCAG Board direction, for the administration of the affairs of SBCAG.
 - 2) The Executive Director shall be responsible for the preparation and implementation of the Association's annual work program, budget, financial management, and record keeping as adopted or approved by the Board.

- 3) The Executive Director shall not enter into any contracts for goods or services without prior approval from the Board unless such goods or services are included in the annual work program and budget as adopted by the Board and comply with the SBCAG Purchasing Policies and Procedures.
 - 4) The Executive Director may select and fill authorized staff positions using the policies and procedures established by the Board.
 - 5) The Executive Director shall be responsible for the evaluation of each Association employee in accordance with Board policies and procedures.
 - 6) The Executive Director shall keep charge of all correspondence and shall be responsible for the records of SBCAG meetings.
 - 7) The Executive Director shall perform any other duties as SBCAG deems necessary.
- B. There shall be a Deputy Executive Director who shall serve in the absence of the Executive Director.
- C. The General Counsel shall be responsible for all legal matters pertaining to SBCAG.
- D. Outside counsel may be retained for special projects or litigation if authorized by the Board.

Article VIII
FISCAL

- A. The fiscal year shall commence on July 1 and end on June 30.
- B. The Board shall have the power to receive bequests, donations, or grants on behalf of SBCAG and to do all acts necessary to carry out the purposes of such in accordance with the conditions of the bequests, donations, or grants. In case no conditions were attached the Board shall
- C. After holding public hearings, and receiving input from the Executive Committee, the Board shall annually adopt budget and work program for the succeeding Fiscal Year, on or before June 21st of each year.
- D. The Board may establish special fees for Member Agencies that request special studies or projects, sufficient to provide the funds required for the completion of said studies or projects.
- E. A fiscal year-end report shall be prepared by Association staff and submitted to the Board. The report shall include a line item accounting for all funds received and expended, a breakdown of actual staff time expended per project or work program, and any other items as requested by the Board.

Article IX
INDEMNIFICATION FOR TORT LIABILITY

- A. In contemplation of the provisions of Section 895.2 of the Government Code of the State of California imposing certain tort liability jointly upon public entities solely by reason of such entities being parties to an agreement as defined in Section 895 of said code, the parties hereto as between themselves, pursuant to the authorization contained in Sections 895.4 and 895.6 of said code, will each assume the full liability imposed upon it, or any of its officers, agents or employees by law for injury caused by a negligent or wrongful act or omission occurring in the performance of this agreement to the same extent that such liability would be imposed in the absence of Section 895.2 of said code. To achieve the above stated purpose, each party indemnifies and holds harmless the other party for any loss, cost or expense that may be imposed upon such other party solely by virtue of said Section 895.2. The rules set forth in Civic Code Section 2778 are hereby made a part of these Bylaws.

Article X
AMENDMENTS

- A. Amendments to these Bylaws may be proposed by an official representative, Officer, or SBCAG staff. Amendment proposals shall be submitted to each member of SBCAG and its Executive Director at least five (5) days before its next regular meeting.
- B. Prior to amending the Bylaws the Executive Committee shall review the proposed amendments and make a recommendation to the SBCAG Board. (Ordinance 3 § 12.)
- C. A two-third's majority of the total number of voting Board members shall be required to adopt an amendment to these Bylaws.

Article XI
EFFECTIVE DATE

- A. These Bylaws shall go into effect upon the date of their adoption by the SBCAG Board.