

**AMENDED
BYLAWS
OF THE
ORANGE COUNTY COUNCIL OF GOVERNMENTS**

**Adopted by the Orange County Council of Governments
October 22, 2015**

BYLAWS
ORANGE COUNTY COUNCIL OF GOVERNMENTS
(A JOINT POWERS AUTHORITY)

PREAMBLE

The Orange County Council of Governments (“OCCOG”) is a separate public agency voluntarily established by its Members pursuant to the Joint Exercise of Powers Act, chapter 5 of Division 7 of Title 1 (commencing with Section 6500) of the California Government Code, which authorizes two (2) or more public agencies by a Joint Powers Agreement to exercise any power common to them. Said Agreement, attached as Exhibit “A” herein, was duly approved and enacted. Said Agreement remains fully effective.

In conjunction with, and subject to the limitations of, the terms of the Agreement, these Bylaws authorize, govern, and regulate the powers, conduct, rules, procedures, and operations of OCCOG.

ARTICLE I. DEFINITIONS

For purposes of these Bylaws and throughout the Agreement, the following words, terms, phrases and their derivations shall have the meaning given herein. Hereinafter, the word “shall” is always mandatory and not merely directory.

“**Affected Agency**” shall mean any public agency that is statutorily responsible for providing a specified and particular service.

“**Agreement**” shall mean the Joint Powers Agreement for the Orange County Council of Governments.

“**Alternate Board Member**” or “Alternate” shall mean an individual who is designated to substitute in the capacity as a Member of the OCCOG Board for a specified Board Member who may become absent. The Alternate shall not become a governing director of OCCOG or serve as Board Member until such time as the Alternate assumes the seat of the absent Board Member.

“**Appointee to the OCCOG Board**” shall mean either a Board Member or an Alternate.

“**AQMD**” shall mean the South Coast Air Quality Management District.

“**Board**” or “Board of Directors” shall mean the collective governing body of the OCCOG, which represents all Members and exercises the powers and functions of the JPA Agreement.

“**Board Member**” or “Member of the OCCOG Board” shall mean a designated individual or an Alternate who serves on the OCCOG Board of Directors.

“**City Member**” shall mean a Member Agency to the OCCOG that is incorporated as a city within the geographical boundaries of Orange County.

“**Elected Official**” shall mean an individual elected to the governing body of a Member Agency by the general public.

“**Executive Director**” shall mean the Chief Administrative Officer of the OCCOG.

“**Executive Management Committee**” shall mean the advisory body to the OCCOG Board as established pursuant to these bylaws.

“**Fiscal Year**” shall mean the annual period from July 1 to and including the following June 30.

“**Founding Member**” shall mean a Member whose governing body determined to join the OCCOG prior to the first Board meeting on August 15, 1996.

“**General Assembly**” shall mean the collective OCCOG body consisting of one voting representative designated by each Member Agency.

“**ISDOC**” shall mean the Independent Special Districts of Orange County.

“**League of California Cities**” shall refer to the association of public entities, which comprise the Orange County Division of the League of California Cities.

“**Member Agency**” or “Member” shall mean a party to the Joint Powers Agreement for the OCCOG, whose dues-paying membership is in good standing.

“**Member of the General Assembly**” shall mean a representative to the OCCOG General Assembly designated by a Member Agency.

“**Non-voting Ex Officio Member**” shall mean a Member of the OCCOG Board of Directors who does not have a vote in OCCOG governing decisions and whose presence shall not be counted in determining whether a quorum exists.

“**OCCOG**” shall mean the Orange County Council of Governments.

“**OCSD**” shall mean the Orange County Sanitation District.

“**Policies and Procedures Manual**” shall mean the OCCOG Policies and Procedures Manual to the OCCOG Bylaws, as adopted and amended by the OCCOG Board.

“**Quorum**” shall mean fifty percent (50%) plus (1) of the OCCOG Board, excluding vacant board seats (no appointments) and Non-voting Ex Officio members.

“**SCAG**” shall mean the Southern California Association of Governments.

“**SCAG District**” shall mean a geographic community of citie(s) designated by SCAG. OCCOG board representation on SCAG District city representative seats shall correspond to the Orange County SCAG districts.

“**Subregional Organization**” shall mean a subregional planning agency as formally established under a joint powers agreement pursuant to California Government Code 6500 et. seq. for general planning purposes.

ARTICLE II. PURPOSE AND RESPONSIBILITIES

2.1 Purpose of OCCOG

The OCCOG is an agency voluntarily established by its Members pursuant to a Joint Powers Agreement (Agreement). The public interest requires a joint powers agency, known as the OCCOG, to represent the collective interests of Orange County Member Agencies in performing the general purpose as stated below.

The general purpose of the OCCOG is to:

- A. Serve as the Subregional Organization that represents Orange County on mandated and non-mandated SCAG regional planning activities. Through such designation as a Subregional Organization, OCCOG shall participate and provide an Orange County voice of its Members on input and recommendations relating to SCAG planning activities, including but not limited to, the federally and state mandated Regional Transportation Plan, the state mandated Regional Housing Needs Assessment process, the state-mandated Sustainable Communities Strategy, and other SCAG programs.

- B. Develop and adopt an Orange County Projections that serves as Orange County's official growth forecast for local, areawide and regional planning activities.
- C. Provide a vehicle for the Members to engage cooperatively and voluntarily on additional regional and cooperative planning efforts with federal, state and regional agencies, including such planning issues as air quality, water quality, and other issues as determined by the Board and OCCOG's member agencies, and to provide an Orange County voice on recommendations and solutions on such additional planning issues to federal, state and regional agencies.
- D. Conduct studies and projects designed to improve and coordinate the common governmental responsibilities and services on an area-wide and regional basis through the establishment of a council of governments.

It is the express intent of its Members that the OCCOG shall not possess the authority to compel any Member to conduct any activity or implement any plan or strategy that the Member does not wish to undertake (except for the payment of dues). The goal and intent of the OCCOG is one of voluntary cooperation among its member agencies for the collective benefit of member agencies in Orange County.

2.2 Responsibilities

- A. To conduct the purpose of OCCOG serving as the SCAG subregional organization that represents Orange County, the OCCOG shall have the following responsibilities:
 - 1. To serve as the subregional organization that represents Orange County to SCAG, and which functions as a collaborative partner with SCAG subregions and SCAG staff, policy committees and its Governing Board, to:
 - a. Provide Orange County's technical and policy level review, input and recommendations on SCAG activities, plans, programs and processes that are mandated by State and Federal law, such as the state-mandated Regional Housing Needs Assessment (RHNA), the

federal and state-mandated Regional Transportation Plan, and the state-mandated Sustainable Communities Strategy.

- b. Provide Orange County's technical and policy level review, input and recommendations on SCAG activities, plans, programs and processes that are not mandated by State and Federal law, such as SCAG's Regional Comprehensive Plan.
 - c. Conduct demographic activities, including the review of growth forecasts as developed by SCAG.
2. To represent the interests of the Member Agencies on SCAG plans, programs, policies and proposed legislative platforms.
 3. To build consensus among Member Agencies on the development, planning, and implementation of SCAG policies and programs.
- B. To conduct the purpose of OCCOG developing and adopting Orange County's official growth forecast for use in local, areawide and regional planning, the OCCOG shall have the following responsibilities:
1. To serve as a sponsor agency of the Center for Demographic Research, CSUF (CDR) with other CDR sponsors in CDR's technical development of a growth forecast for Orange County.
 2. To conduct a technical and policy level review and approval of Orange County's growth forecast, for transmittal to SCAG as Orange County's official growth forecast for regional planning, including the state and federally-mandated Regional Transportation Plan and Sustainable Communities Strategy.
 3. To conduct a technical and policy level review and approval of Orange County's growth forecast, for use by Orange County jurisdictions, Orange County transportation agencies, and Orange County special districts, as the official growth forecast for Orange County planning efforts.
 4. To approve and support Orange County's official growth forecast against any alternate forecasts developed for Orange County at the State or

regional levels, including any forecasts developed through the Regional Housing Needs Assessment, State Compass Blueprint planning, or SCAG's Compass Blueprint or Sustainable Communities Strategy planning programs.

- C. To conduct the purpose of OCCOG serving as a vehicle for cooperative planning for OCCOG Member Agencies, the OCCOG shall have the following responsibilities:
 - 1. To serve as a forum for the review, consideration, study, development, and recommendation on planning issues at the areawide, regional, state and federal arenas that are of mutual interest and concern to the Member Agencies.
 - 2. To serve as a forum for the exchange of ideas and information among its Member Agencies, and to consider questions of mutual interest and concern to Member Agencies and to develop technical, policy and action recommendations.
 - 3. To monitor, review and analyze regional, state and federal air quality plans, programs, legislation and proposed rules and regulations as they affect Member Agencies.
 - 4. To serve as an advocate in representing the Member Agencies at the federal, state and regional levels on issues of importance to OCCOG.
 - 5. To facilitate intergovernmental coordination with the public and private sectors in Orange County on issues of common interest and concern to Orange County governmental and special district agencies.
- D. To employ agents, officers and employees.
- E. To make and enter into contracts, including contracts for the services of engineers, consultants, planners, financial consultants, attorneys and single-purpose public/private groups, and separate and apart there from to employ such other persons, as it deems necessary.

- F. To serve as a mechanism for obtaining regional, state and federal grants to assist in financing the expenditures of the OCCOG.
- G. To apply for, receive, and administer a grant or grants under any local, regional, state or federal program.
- H. To receive gifts, contributions and donations of property, funds, services and other forms of financial assistance from persons, firms, corporations and any governmental entity.
- I. To delegate some of its powers to the Executive Director as provided herein.

OCCOG staff shall also have the authority to examine issues as requested by Member and Non-Member Agencies and present recommendations to the Board. Non-Member agency affiliations shall include, but not be limited to:

- Planning Directors Association of Orange County
- Orange County Public Works City Engineers Association
- Orange County City Managers Association

However, the Executive Director and Board may not implement any authority beyond those enumerated in Section 2.2 above, without the approval of two-thirds (2/3) of the total voting membership of the Board and the concurrence of affected agencies. For the purposes of these Bylaws, “concurrence of affected agencies” shall mean all of those agencies statutorily responsible for providing the service. Legal Counsel shall advise the Board on any procedural steps required for the expansion of OCCOG’s authority prior to Board approval of such new authority.

2.3 General Powers

The OCCOG shall possess the authority to exercise any and all those legislative, administrative, and financial powers which are common to all Members at the time the power is exercised and are necessary to accomplish the purposes of the OCCOG as stated above and throughout the Agreement, subject to the limitations specified in Section 2.4 of these Bylaws below.

2.4 Limitation of Powers

The exercise of power by the OCCOG shall be limited by the following:

- A. The OCCOG shall have no authority or jurisdiction to impose any land use requirements on the owner, developer, or occupant of any property, nor shall OCCOG mandate that any public entity must adopt any such requirement. The OCCOG shall have no authority or jurisdiction with respect to the establishment of land use planning, spheres of influence for cities, or land use approvals. Further no action by the OCCOG will change, reduce, or interfere with the local authority and decision-making of cities or the County.
- B. The OCCOG shall have no authority or jurisdiction to impose any tax or assessment, nor shall OCCOG impose any fee that is not reasonably related to recover the cost of a service provided by OCCOG.

ARTICLE III. MEMBERSHIP

3.1 Members of the OCCOG

Members of the OCCOG shall be all dues-paying public agency parties to the Agreement including any addendum, supplement or amendment thereto, as individually executed on behalf of the respective governing bodies of the public agency parties, and which have not duly withdrawn from the membership as provided herein and which remain Members in good standing. Founding Members shall consist of those public agencies, which determined to join the OCCOG prior to the date of the first Board meeting on August 15, 1996, as established in OCCOG Board Resolution 97-1, Exhibit II, attached hereto and incorporated herein by this reference as Appendix A.

Any additional public agency located within the geographical boundaries of Orange County may petition to become a Member of the OCCOG by submitting to the Board a resolution adopted by the petitioner's governing body requesting consideration for membership along with any additional information required by the Board.

The Board shall review the petition for qualification as membership and shall vote to approve or disapprove the petition. Petitioners shall become Members at such time as a majority of the total voting membership of the Board approves the petition, and the

petitioner signs an addendum to the Agreement assenting to the terms and conditions of the Agreement and these Bylaws, including the payment of dues.

Exhibit 1 to the Agreement, which lists the names of members, shall be updated when new Member Agencies join or when Member Agencies leave, as a Supplement to the Agreement.

3.2 Membership Dues

Each Member of the OCCOG shall pay annual membership dues to recover costs for staffing, legal services, equipment, materials, contract services, office space and other capital and operational costs as stipulated by OCCOG's annual adopted budget. Said dues structure shall be established by resolution of the Board and shall be updated annually.

3.3 Withdrawal

Any Member of the OCCOG may withdraw from membership at any time with or without cause. Dues shall not be prorated or refunded as a result of any Member's withdrawal.

ARTICLE IV. GENERAL ASSEMBLY

4.1 Meetings

The General Assembly shall consist of one voting representative or his/her alternate as designated by each Member. In any given year when a General Assembly is desired, the date, time, and place of the General Assembly meeting shall be established by Resolution of the Board. The Chair of the Board shall serve as Chair of the General Assembly. All meetings of the General Assembly shall be called and conducted, and an agenda posted, in accordance with the Ralph M. Brown Act, Government Code Section 54950 et seq., as it now exists or may hereafter be amended ("Brown Act").

4.2 Consideration of Issues

The Executive Director shall present a report to the General Assembly for the General Assembly's comment and input, including the following:

- A. A summary of projects and accomplishments undertaken by the OCCOG during the previous fiscal year;

- B. The financial statement of the previous fiscal year;
- C. A proposed work program for the following fiscal year;
- D. A statement of projected income and expenditures for the following fiscal year, including a listing and amount of sources of funding and all matching requirements and obligations to satisfy the funding, for all projects proposed to be undertaken or coordinated by the OCCOG; and,
- E. Any other issue agendized for consideration by the General Assembly as requested by any Board Member, EMC Member, Member of the General Assembly, or Executive Director, and as approved by the Board.

4.3 Powers

The General Assembly is empowered to provide comment and policy suggestions to the Board on any agendized item, including recommendations for amendments to these Bylaws as provided in Article XI herein, and any determination of OCCOG policy matters as raised by any Member Agency and approved by the Board.

Actions by the General Assembly shall be in the form of recommendations forwarded to the Board and shall require a vote of approval by a majority of those Members of the General Assembly in attendance. A quorum of the General Assembly shall consist of a simple majority of the total membership to the General Assembly.

ARTICLE V. BOARD OF DIRECTORS

5.1 Representation

- A. The Members shall exercise the powers and functions of OCCOG through its representatives on the Board. Concurrent with membership on the Board, each voting Member of the Board shall be an Elected Official of a Member Agency. Voting Members of the Board shall serve the OCCOG Members as a whole, and shall represent no special group or interest. Board Members shall be from a dues-paying OCCOG member agency in good standing, with the exception of agencies represented on Non-voting, Ex Officio seats of the Board.

B. Board members shall include representation from the public agencies, special districts and agencies as listed herein, and shall not represent more than one of the agencies included among the Board:

- (1) County-At-Large Representative: 1 seat
- (2) Orange County Transportation Authority (OCTA) Representative: 1 seat
- (3) Transportation Corridor Agencies (TCA) Representative: 1 seat
- (4) Orange County Sanitation District (OCSD) Representative: 1 seat
- (5) Independent Service Districts of Orange County (ISDOC) Representative: 1 seat
- (6) South Coast Air Quality Management District (AQMD) – Orange County Representative: 1 seat
- (7) Southern California Association of Governments (SCAG) District Representatives: 1 seat for each SCAG District, for a total of 12 SCAG District seats, as described below and as may be amended:
 - (a) District 12, representing the cities of Aliso Viejo, Dana Point, Laguna Beach, Laguna Niguel, San Clemente and San Juan Capistrano.
 - (b) District 13, representing the cities of Laguna Hills, Laguna Woods, Lake Forest, Mission Viejo, and Rancho Santa Margarita.
 - (c) District 14, representing the City of Irvine.
 - (d) District 15, representing the cities of Newport Beach, Costa Mesa and Fountain Valley.
 - (e) District 16, representing the City of Santa Ana.
 - (f) District 17, representing the cities of Orange, Tustin and Villa Park.
 - (g) District 18, representing the cities of Cypress, Garden Grove and La Palma.

- (h) District 19, representing the City of Anaheim.
- (i) District 20, representing the cities of Los Alamitos, Seal Beach, Stanton, and Westminster.
- (j) District 21, representing the cities of Buena Park and Fullerton.
- (k) District 22, representing the cities of Brea, La Habra, Placentia and Yorba Linda.
- (l) District 64, representing the City of Huntington Beach
- (8) SCAG - County Representative: 1 seat
- (9) Cities At-Large Representative: 1 seat
- (10) League of California Cities, Orange County Division: 1 seat – Non-voting Ex Officio
- (11) Private Sector Representative: 1 seat – Non-voting Ex Officio
- (12) University Representative: 1 seat – Non-voting Ex Officio
- (13) Business Community: 1 seat – Non-voting Ex Officio
- (14) Health Care/Hospital Industry: 1 seat – Non-voting Ex Officio
- (15) Housing (Non-Profit) Community: 1 seat – Non-voting Ex Officio
- (16) Orange County Local Agency Formation Commission (LAFCO): 1 seat – Non-voting Ex Officio
- (17) Association of California Cities of Orange County (ACCOC): 1 seat - Non-voting Ex Officio

C. Each Board Member may also appoint one or two Alternates to serve on the Board in the absence of the appointed Board Member, provided that the Alternate Member is an Elected Official from a dues-paying Member Agency in good standing. The Alternate should be designated concurrently, or as soon as feasible, following the appointment of the Board Member. Designated Alternates shall receive all notices and written material as do Board members.

- D. Terms of Board Members and Alternate Board Members shall be governed by the selection/election process for each category of representative as described herein.
- E. The Board may review the composition of cities in each SCAG district every five years, in accordance with SCAG bylaws, to determine if adjustments to SCAG district boundaries are warranted based on city population data and newly-incorporated cities, and may make recommendation to SCAG on any proposed adjustments to SCAG district boundaries.

5.2 Selection of Board Members

Each representative seat of the OCCOG is selected as identified herein, with the selection process conducted in accordance with the OCCOG Policies and Procedures Manual. Letters of interest to serve as a Non-Voting Ex Officio member should be provided to the OCCOG for consideration by the Board at the next regularly-scheduled board meeting when the matter may be included in the Board's meeting agenda.

Board Member Representatives that are selected for a two-year term are as follows:

- A. SCAG District City Representatives: In accordance with SCAG election procedures for SCAG District Representatives, the OCCOG Member Cities located within each SCAG District in Orange County shall elect a city council member to the SCAG Regional Council.

The elected District Representative to the SCAG Regional Council shall also be appointed as the OCCOG Board Member for said SCAG District, for the term of the SCAG District Representative. If no cities in the District are members of SCAG, OCCOG Member cities in the District may elect an elected official from one of the cities in the District as the OCCOG Board Member.

The Executive Director shall conduct the SCAG District Representative elections in accordance with SCAG bylaws and SCAG district election procedures, provided that each SCAG District appointee shall be an Elected Official from one of the Member Cities within the SCAG District.

- B. Private Sector Representative: The Board shall appoint one person from the private sector to serve as a Non-voting Ex Officio Member of the Board, in accordance with selection procedures established by the Board.
- C. University Representative: The Board shall appoint one person representing Orange County-based Universities to serve as a Non-voting Ex Officio Member of the Board, in accordance with selection procedures established by the Board. Appointees shall be from any 4-year, accredited University, based in Orange County and shall serve a 2-year term. Any representative of a 4-year, accredited Orange County-based University may apply to serve as the University Representative on the Board.

Board Member Representatives that are appointed and serve at the pleasure of the appointing body are as follows:

- D. County At Large Representative: The Orange County Board of Supervisors may appoint one Supervisor as a Member of the OCCOG Board, provided that the County of Orange is a dues paying Member Agency in good standing.
- E. OCTA Representative: The Board of Directors for the Orange County Transportation Authority (“OCTA Board”) may appoint one of its Directors as a Member of the OCCOG Board, provided that the OCTA is a dues-paying Member Agency in good standing and the appointee is an Elected Official of a dues-paying Member Agency in good standing.
- F. TCA Representative: The governing boards of the Orange County-Transportation Corridor Agencies (“TCA”) may appoint one of its Board Members to the OCCOG Board; provided that the TCA is a dues-paying Member Agency in good standing and that the appointee is an Elected Official of a dues-paying Member Agency in good standing.
- G. OCSD Representative: The joint governing board of the Orange County Sanitation District, may appoint one of its Board Members to the OCCOG Board, provided that the OCSD is a dues-paying Member Agency in good standing and

that the appointee is an Elected Official of a dues-paying Member Agency in good standing.

- H. ISDOC Representative: The Board of Directors for ISDOC may appoint one of its Board Members to the OCCOG Board, provided that the ISDOC is a dues-paying Member Agency in good standing and that the appointee is an Elected Official.
- I. AQMD – Orange County Representative: The South Coast AQMD Governing Board includes an Orange County-Cities Representative and an Orange County Board of Supervisors Representative. Said representatives shall select which representative shall serve as the OCCOG Board Member and the OCCOG Board Member Alternate, provided that the AQMD is a dues-paying Member Agency in good standing, and provided that the elected officials serving as the AQMD-Orange County Cities Representative and the AQMD-County Representative are from dues-paying Member Agencies in good standing.
- J. SCAG - County Representative: The Representative to the SCAG Regional Council for the County of Orange shall automatically be a Member of the Board, provided that the appointee is a Supervisor for the County of Orange and provided that the County of Orange is a dues-paying Member Agency in good standing.
- K. Cities At-Large Representative: One at-large Member of the Board shall be appointed through the City Selection Committee as established pursuant to Section 50270 of the Government Code, provided that the appointee is an Elected Official of a dues-paying City Member Agency in good standing.
- L. Orange County Division, League of California Cities Representative: The Orange County Division, League of California Cities may appoint one elected official to serve as a Non-voting Ex Officio member of the Board.

5.3 Board Vacancies and Term of Office

Unless otherwise provided in Section 5.2 above, the Executive Director shall arrange for a special election in the event the respective Board seat becomes vacant. The appointment of a Board Member to fill a vacancy shall in all other respects follow the

procedures and requirements set forth in Sections 5.1 and 5.2 herein, and said Board Member shall serve for the remainder of the term of office.

5.4 Officers

- A. The Officers of the OCCOG shall consist of the Chair and Vice Chair, which positions shall be elected annually at the first regular meeting in April or as soon thereafter when a quorum is reached, and shall be appointed by a majority of the Board Members in attendance.
- B. The Chair shall preside at all meetings of the Board and shall exercise firm control and direction during the course of any Board meeting. No Member of the Board, any presenter, or any member of the general public shall address the Board until recognized by the Chair. The Chair and the Board shall be guided, by Roberts Rules of Order, latest revision, on all questions of procedure and parliamentary law not covered by the Bylaws or other rules and regulations adopted by the Board. Notwithstanding the foregoing adoption of Roberts Rules of Order, although voting Board Members are free to abstain from voting on any issue before the OCCOG Board, any abstention shall not count as a vote in favor or against a motion.
- C. The Vice Chair shall perform all duties of the Chair in the temporary absence of the Chair.
- D. The Executive Director shall exercise general supervision over the business papers and property of the OCCOG, and shall execute all resolutions and agreements on behalf of the Board, subject to the restrictions of these Bylaws and the laws of California.

5.5 Meetings

- A. Meeting Schedule: Regular meetings of the Board shall be set according to a schedule approved by the Board at its first meeting each calendar year. Said schedule shall include the time, date, and location of Regular Meetings. The Board may designate a different time, date, or location for any Regular Meeting by giving notice of the change at the prior Regular Meeting.
- B. Special Meetings: Special meetings of the Board may be called by the Chair at any time or a majority of the Board Members present at any Regular Meeting. The Chair or a majority of the Board Members present shall direct the OCCOG Clerk of the Board to deliver notice of the Special Meeting in compliance with the Brown Act.
- C. Meeting Adjournment: The Board may adjourn a meeting from time to time, with absentees notified thereof. In case there is no quorum present at any meeting, the Board Members present may adjourn until a quorum is obtained that same day, may adjourn to any specified date, may adjourn to a Special Meeting date, or may adjourn to the next Regular Meeting. If no Members of the Board are present, the Executive Director may adjourn the meeting.
- D. Quorum: The Board shall transact no business until a quorum of the Board is present. A quorum of the Board shall be a majority of the total voting Board Members who have been appointed pursuant to Article V herein, and who remain qualified to serve as Board Members. If the number of voting Board Members is an even number, then a quorum shall require one more than half the number of voting Board Members. Non-voting Ex Officio members in attendance at a Board meeting shall not be counted toward reaching a quorum. Board seats for which no appointments have been made, shall not be counted towards reaching a quorum.
- E. Brown Act. All Board meetings shall be called and conducted, and an agenda posted, in accordance with the Brown Act and in accordance with adopted OCCOG procedures. No business shall be transacted at any meeting other than

that stated in the notice of said meeting unless otherwise authorized pursuant to the Brown Act.

- F. Closed Sessions. All closed session meetings shall be held in accordance with the Brown Act. No Non-voting Ex Officio members shall be authorized to attend closed session or receive confidential closed session materials.

ARTICLE VI. COMMITTEES

6.1 Procedural Regulations

All committees created by these Bylaws or by resolution of the Board, all meetings held hereunder, and all actions taken by said Committees shall be subject to the requirements of the Brown Act, and any conflict of interest regulations promulgated by the State of California or the OCCOG Board. Notwithstanding the foregoing, should the OCCOG Chair establish an Executive Management Committee (EMC), such EMC shall be an informally-created advisory committee and not required by these Bylaws, and, as such not subject to the Brown Act.

6.2 Executive Management Committee

A. The OCCOG Chair may, in his/her discretion, establish and convene an EMC during the OCCOG Chair's term with the goal of including the following representatives:

- (1) One executive-level staff representative each from the following groups of agencies, provided that the agency is a Member of OCCOG:
 - (a) the County of Orange;
 - (b) Orange County Transportation Authority;
 - (c) Members of Orange County ISDOC/Water Agencies;
 - (d) Members of the Orange County Transportation Corridor Agencies;
and,
 - (e) Members of the Orange County Sanitation District
- (2) Five City Managers of Member Cities as appointed by the Orange County City Managers Association.
- (3) The Executive Director.

- (4) Chair, Vice-Chair and immediate past Chair of the Board.
- C. The EMC may provide advice and comment to the Board and Executive Director regarding the administration and management of the OCCOG with the approval of a majority of the EMC Members present. The EMC shall have no authority to take legislative action.
- E. Meetings of the EMC may be called by the Executive Director, OCCOG Chair, or by a majority of the EMC members and shall follow agendas provided to its members within at least 72 hours in advance of the meetings.

6.3 Technical Advisory Committee

The OCCOG Technical Advisory Committee (TAC) shall be comprised of designated staff members from OCCOG Member Agencies to provide technical review of issues and items and to provide recommendations on its technical review, to the Board. The TAC shall designate a Chair and Vice Chair at the first TAC meeting of the calendar year to preside over the TAC meetings. Regular meetings of the TAC shall be held monthly at the date, time and location established by the TAC. The TAC shall also have the authority to establish special meetings by a majority of TAC members present. TAC meetings shall be governed by provisions of the Brown Act.

ARTICLE VII. STANDING AND AD HOC COMMITTEES

The Board may establish Standing and Ad Hoc Committees. The Standing and Ad Hoc Committees shall be for the purpose of developing recommendations to the Board. All Standing and Ad Hoc Committees shall have a written statement of purpose, and the Ad Hoc Committees shall in addition have a written statement of charges, before they are formed. The Chair shall recommend, and the Board shall appoint by a majority of the Board Members present, the members to the Standing and Ad Hoc Committees. Members of the Standing and Ad Hoc Committees shall be appointed for up to one year terms, unless a different term is specified upon the appointment of the members, which terms shall extend automatically until a new appointment is made. In making recommendations for members of the Standing and Ad Hoc Committees, the Chair shall consider regional representation. A quorum of a Standing or Ad Hoc Committee shall be a majority of its membership. All Standing or Ad Hoc Committees

shall be chaired by a Member of the Board. The meetings of Standing Committees shall be held in accordance with the Brown Act, unless exempted by said Act.

ARTICLE VIII. APPOINTMENT OF OCCOG POLICY AND TECHNICAL REPRESENTATIVES TO NON-OCCOG COMMITTEES

8.1 OCCOG Board of Directors

The Board may appoint a board member to represent the OCCOG Board on non-OCCOG policy committees, task forces and working groups.

8.2 OCCOG Executive Director

The Executive Director may appoint staff representatives to represent the OCCOG on staff-level, non-OCCOG technical and policy committees and working groups.

ARTICLE IX. STAFFING

9.1 OCCOG Executive Director

The Board shall have the power to appoint, by employment or on a contractual basis, and remove an administrative officer to serve as the Executive Director of the Board. Said Executive Director shall have full authority and responsibility to implement the purposes and objectives of the OCCOG, subject to the general authority of the Board and specific definition of duties, responsibilities and compensation by contract or employment terms approved by the Board and as provided by the OCCOG bylaws.

The Executive Director shall be the chief administrative officer of the OCCOG and administer the affairs of the OCCOG. He shall receive such compensation as may be fixed by the Board. The power and duties of the Executive Director shall be subject to the authority of and as directed by the Board of Directors, and may include the following:

- A. To appoint, direct and remove all employees of the OCCOG and to retain consultants in a manner compliant with legal or funding agency requirements.
- B. Annually to prepare and present a proposed budget to the Board and to control the approved budget.
- C. To serve as the Secretary to the Board..
- D. To attend the meetings of the Board.

- E. To serve as the OCCOG Subregional Coordinator to SCAG, representing the Orange County SCAG subregion.
- F. To perform such other and additional duties as the Board, these Bylaws or applicable law may require.

The duties of the Executive Director may be delegated by the Executive Director to subordinate employees or performed through contractual services.

9.2 General Counsel

The Board shall appoint General Counsel to serve as legal advisor in all matters related to the performance of the OCCOG.

9.3 Additional Staff, Consultants or Agents

The Board may appoint any additional staff, consultants or agents, as deemed necessary or desirable, by approval of the Board. Such additional officers may be officers or employees of a Member Agency, or the Board may approve entering into a contractual agreement for services for any function necessary for the Board to carry out its purpose, which additional officers or employees shall not be deemed employees of the OCCOG.

9.4 Staff Responsibilities

Responsibilities of the individuals assigned to OCCOG tasks shall be determined by the Executive Director.

9.5 Status of Members' Officers and Employees

As provided in Government Code Section 6513, all of the privileges and immunities from liability and other benefits which apply to the activity of officers, agents, or employees of any of the Members when performing their respective functions within the territorial limits of their respective public agencies shall apply to them while engaged in the performance of any of their functions and duties extraterritorially under the Agreement or these Bylaws.

ARTICLE X. FINANCES

10.1 Treasurer

Pursuant to Government Code Section 6505 and 6505.5 governing the accountability of all funds and report of all receipt and disbursements for agencies created pursuant to a joint powers agreement, the Board shall designate the Treasurer of one of the Member Agencies or a certified public accountant, to serve as the “Treasurer” of the OCCOG at the pleasure of the Board. The Treasurer shall be the depository and have custody of all the money of the OCCOG from whatever source, and shall provide strict accountability of said funds in accordance with Government Code Sections 6505 and 6505.5. The Treasurer shall possess the powers of, and shall perform those functions required by, Government Code Sections 6505, 6505.5, and all other applicable laws and regulations, including any subsequent amendments thereto. Particularly, the Treasurer shall perform, but not be limited to, the following duties:

- A. Receive and receipt for all money of OCCOG, and place it in a separate bank account in the name of OCCOG under the control of the Treasurer so designated to the credit of OCCOG;
- B. Be responsible upon his official bond for the safekeeping and disbursement of all OCCOG money so held by him;
- C. Pay, when due, out of money of OCCOG so held by him, all sums payable on outstanding bonds and coupons of OCCOG;
- D. Pay any other sums due from OCCOG, from OCCOG money or any portion thereof, only upon warrants of the public officer performing the functions of Auditor/Controller who has been designated by the agreement; and
- E. Verify and report in writing on a monthly basis to the Board and to the Member Agencies the amount of money held for the OCCOG, the amount of receipts since the last report, and the amount paid out since the last report.
- F. Invest surplus OCCOG funds in accordance with an OCCOG Investment Policy, as adopted by the OCCOG Board and as established in the either the OCCOG Policies and Procedures Manual or as designated in the approved Budget.

10.2 Auditor/Controller

The Board shall select an Auditor/Controller for the OCCOG pursuant to Government Code Section 6505 et seq. governing the accountability of all funds and report of all receipt and disbursements for agencies created pursuant to a joint powers agreement. The Auditor/Controller is responsible for maintaining the financial records according to generally accepted accounting principles and for drawing warrants to pay demands against the OCCOG when such demands have been approved by the Board or by any other person duly authorized to approve said demands. The Treasurer may perform the duties of Auditor/Controller, provided there is adequate segregation of duties between the maintenance of accounting records and the custody of funds.

10.3 Disbursement of OCCOG Funds

The persons designated in this Section 10.3 below as having signature authority for disbursement of OCCOG funds shall further be authorized, through their joint signatures, to establish a separate bank account for the OCCOG. Such authorized signatories to any disbursement of OCCOG funds may be reviewed and adopted each year by the Board, and included in the OCCOG Policies and Procedures Manual. Any disbursement of OCCOG funds shall require a total of two signatures from any two of the following officials: (1) at least one Board member, namely the Chair or Vice Chair, and (2) either the OCCOG Executive Director or the Treasurer. The OCCOG Auditor/Controller shall not be an authorized signatory to any disbursement of OCCOG funds.

10.4 Annual Audit

The Auditor/Controller shall contract with an independent certified public accountant to make an annual audit of the accounts and financial records of the OCCOG. The minimum requirements of the audit shall be those prescribed by the State Controller for special districts under Section 26909 of the Government Code and shall conform to generally accepted accounting standards. A report thereof shall be filed as a public record with the Board, each of the Member Agencies, and the Orange County Auditor within twelve (12) months of the end of the fiscal year under examination.

10.5 Bonding Requirement

The officers or persons who have charge of, handle, or have access to any property of the OCCOG shall be persons designated as such by the Board. Each such designated officer or person may be required to file an official bond with the Board in an amount which shall be established by the Board. No bond shall be required unless and until the OCCOG receives funds or is reasonably expected to receive funds.

ARTICLE XI. AMENDMENTS

11.1 Amendments

Amendments to these Bylaws may be proposed by formal recommendation of the General Assembly to be approved by a majority of the Board.

Alternatively, the Board may adopt an amendment to these Bylaws proposed by any Board Member upon approval by a majority of a quorum of the Board making the following findings:

- A. there is need to take action;
- B. there is need for action prior to the next meeting of the General Assembly.

11.2 Interpretation of Bylaws

Any ambiguity or conflict regarding the interpretation of these Bylaws may be resolved by a majority vote of the total membership of the Board.