

APPENDIX A
of the Joint Powers Agreement

BY-LAWS

TULARE COUNTY ASSOCIATION OF GOVERNMENTS

Revised May 20, 1974
Revised June 20, 1983
Revised February 10, 1992

ARTICLE I NAME

This organization is established by the Joint Exercise of Powers Agreement Establishing the Tulare County Association of Governments dated the 4th day of May, 1971 executed by the County of Tulare and the Cities of Dinuba, Exeter, Farmersville, Lindsay, Porterville, Tulare, Visalia and Woodlake, as amended from time to time, and which is hereinafter referred to as the "Joint Powers Agreement". This organization is named by the Joint Powers Agreement the "Tulare County Association of Governments" and may hereinafter be referred to by its full name or by the term "Association".

ARTICLE II PURPOSE

Section 1. The fundamental purposes of the Tulare County Association of Governments are: to provide a forum for the coordination of governmental activities involving both long range and functional planning, transportation and air quality maintenance programs for the incorporated cities and the unincorporated area of the County; and to develop definitive programs which will assure compatible action between all levels of government within the County or between adjacent counties and other levels of government, in the process of plan development. Implementation of plans and programs is primarily a function of member agencies.

Section 2. In addition to the overall purposes as stated in Section 1, the Tulare County Association of Governments shall perform or direct the following specific functions:

- a. Review, evaluate and coordinate applications for planning, transportation, and air quality maintenance programs, or development proposals of areawide significance utilizing either Federal, State or local public sources of funding.
- b. Assist political subdivisions located in Tulare County in obtaining various forms of governmental assistance by providing advice, counsel and professional direction.
- c. Designate an appropriate system of areawide comprehensive planning, transportation and air quality maintenance program goals and objectives.

- d. Prepare or direct the preparation of necessary plans and studies consistent with the comprehensive planning, transportation and air quality maintenance program goals and objectives.
- e. Promote public interest in and an understanding of the comprehensive planning, transportation and air quality maintenance program processes within Tulare County.
- f. Serve as a center for disseminating general planning, transportation and air quality maintenance program information of areawide significance to the various local jurisdictions.
- g. Investigate and prepare recommendations regarding the resolution of conflicts or other circumstances arising from the multiplicity of jurisdictions concerned with comprehensive development.
- h. Prepare a budget and work program each year demonstrating ability to implement above goals.
- i. Serve as the mechanism for the distribution of State and Federal funds which are allocated to local and areawide entities on an areawide basis as provided for in State and Federal law or regulation.

ARTICLE III ADMINISTRATION

Section 1. The Association shall be administered by a governing board composed for the following members:

<u>ORGANIZATION</u>	<u>MEMBERSHIP</u>	<u>APPOINTED BY</u>
Tulare County	5 members, Tulare County Board of Supervisors	Self
Cities (Dinuba, Exeter, Farmersville, Lindsay, Porterville, Tulare, Visalia, Woodlake)	1 Council member from each City	Respective City Councils
Unincorporated Service Areas	3 Citizens appointed at large	Majority vote of above members of governing board

Section 2. Non-voting advisory committees may be appointed by a two-thirds majority vote of the entire voting membership.

Section 3. Representation of each political subdivision may be by a regular delegate or an authorized alternate. The authorized alternate shall be a member of the designated representative organization and shall be appointed by the authority designated in Section 1

above and in accordance with Section 12 of the Joint Powers Agreement.

Section 4. The members of the Board of Supervisors shall be members of the governing board of the Association during their tenure in the office of Supervisor. Councilmembers appointed by participating cities as members of the governing board of the Association shall serve on the governing board during their tenure in the office of Councilmember or until replaced by the cities. The three (3) citizens who are appointed at large, pursuant to Section 1 above, shall serve for terms of three (3) years with only one appointment expiring in December of each year. In the event a vacancy occurs among the appointees at large, the new appointee shall serve only during the remaining portion of the predecessor's term.

Section 5. The term of office of Association Chair and Vice-Chair, and such other officers as the governing board deem necessary, shall expire at the end of each even-numbered year, beginning in June 1974. Election of new officers shall take place at the first meeting of the Board of Governors in June of that year. New officers shall assume their duties as of July 1st of each even-numbered year.

Section 6. Members at large having three consecutive unexcused absences, shall be the basis for replacement by members of the governing board. Members from the Board of Supervisors and elected councilmembers having three consecutive unexcused absences, shall be the basis for notification of the County Executive, City Manager or City Administrator.

Section 7. A conflict of Interest Code shall be adopted and revised or amended from time to time as necessary by the Association by resolution or minute order and submitted to the local Code Reviewing Body for approval in compliance with Government Code section 87300 et seq.

ARTICLE IV ORGANIZATION

Section 1. The Tulare County Association of Governments shall organize under, and be governed by, appropriate State enabling legislation such as the Joint Powers Act, Section 6500 et seq. of the Government Code.

Section 2. The Association shall contain a policy-making unit whose responsibility, within the grant of authority to the Association under Section 3 of the Joint Powers Agreement, it is to establish the Association's overall policy framework, approve the annual budget, approve an annual report and work program, and establish necessary subcommittees. The policy-making unit shall consist of the Governing Board members.

Section 3. The Association shall employ a competent professional staff and provide staff with an adequate, yearly operating budget.

Section 4. The Executive Secretaries shall designate acting secretaries, confirmed by the Chair, prior to the meeting, in case of the Executive Secretaries anticipated absence.

ARTICLE V OFFICERS

Section 1. The officers of the Tulare County Association of Governments shall be Chair, Vice-Chair, Executive Secretaries, Treasurer and Auditor and such other officers as the governing board may deem necessary.

Section 2. The Chair and Vice-Chair shall be elected from among members of the governing board and shall be nominated and elected in accordance with rules of the governing board of the Association. They shall perform such duties and serve for such terms as specified in the rules adopted by the governing board of the Association, as indicated in Articles III and VI.

Section 3. The Executive Secretaries shall be appointed by the voting membership of the Association, and shall serve at the pleasure of the Board of Governors. They shall not have voting privileges.

Section 4. In the temporary absence of the Chair and Vice-Chair, Governing Board members present shall elect a Chair Pro Tem from among the membership of the Governing Board.

Section 5. If, for any reason, an office becomes vacant, the voting members of the governing Board shall nominate and elect a successor to complete the vacant term of office. Such successor shall be a member of the policy-making unit and meet all other qualifications for the vacant office. However, should the vacant office be that of the Chair, a successor shall be elected as provided herein. Any such successor to the office of chair who is elected as provided herein and any Vice Chair who completes the term of Chair, shall not be disqualified from serving as Chair for the next regular term.

ARTICLE VI POWER AND DUTIES OF OFFICERS

Section 1. The Chair shall:

- a. Preside at regular and special meetings.
- b. Appoint committee members as required.

Section 2. The Vice-Chair shall serve in the absence of the Chair.

Section 3. The Executive Secretaries shall:

- a. Be provided office space within the Tulare County Planning and Development Department, Tulare County Public Works Department and Tulare County Health Department and shall receive professional and technical direction from the Tulare County Planning and Development Director, Tulare County public Works Director and Tulare County Health Director.

- b. Prepare the agenda for each meeting and shall distribute it to the members at least seven days before the meeting date.
- c. Prepare and print minutes of each meeting and shall distribute copies to the members at least seven days prior to the following meeting date.
- d. Have charge of, handle, and have access to the property of the Association. They shall file with the Association an official bond in the amount of Three Thousand Dollars (\$3,000).
- e. Carry on correspondence at the direction of the Association. Routine correspondence may be carried on by the Executive Secretaries as directed by the Chair without prior reference to the Association. All matters involving the policy of the Association shall be referred to the Association for action.
- f. Be responsible for maintaining all records of the Association.
- g. Be responsible for preparing all necessary applications, reports and programs.
- h. Coordinate the Association's professional planning, transportation and air quality maintenance program activities with those of all levels of government within the County as well as those of other official areawide planning agencies as deemed necessary.

ARTICLE VII BUDGET

Section 1. The annual operating costs of the Association shall be allocated among the members of the Association on the basis of population ratios of the Cities and County. The population ratios shall be determined by use of the State of California Department of Finance population figures certified each year in to the following formula:

$$\frac{\text{Population of member or party}}{\text{Total Population of all members or Parties}} = X\%$$

Such percentage figures shall determine the share of the costs and expenses of the Association to be borne by each member city and the county in the next fiscal year following the 1st day of January after the State Department of Finance population figures are certified. The determination of these percentage figures shall be automatic by the Association staff and included in the proposed budget submitted for adoption by the governing board of the Association for the appropriate year.

- Section 2. The annual budget of the Association shall be prepared on a fiscal year basis and the fiscal year of the Association shall be the period from July 1st of each year to and including the following June 30th.
- Section 3. On or before the 1st day of April of each year, a copy of the proposed budget which has been adopted by the governing board for the next ensuing fiscal year shall be filed with the County and with each of the Cities which is participating in the program. The County and each of the participating Cities shall file a written notification of approval of the budget with the governing board of the Association on or before the 1st day of June. Said budget shall be deemed to have been approved when participating parties which have at least seventy-five percent (75%) of the total population in the County, based on the population figures set forth in Section 1 above, have given said notice of approval of the budget. The Cities and the County that have given the aforementioned approval of the budget shall thereafter pay their *pro rata* share of such budget into the County Treasurer to the credit of the Association in accordance with the percentages set forth in Section 1 above. Each City and the County shall pay one-half (1/2) of such *pro rata* share into the County Treasury on or before the 15th day of July and the other one-half (1/2) of such *pro rata* share on or before the 15th day of January.
- Section 4. In the event that any party in the Association refuses to approve an annual budget, in accordance with the provisions of Section 3 above, such party shall no longer be a party in the Association nor a participant in the program, in accordance with Section 8 hereinbelow. Therefore, the remaining parties in the Association which have approved the annual budget agree to pay over and above their regular payment prescribed above, an additional payment to cover the additional amount required because of the withdrawal of the party, such additional payment to be based on the populations of the remaining parties as set forth in Section 1 above and to be paid at the same time as the regular payments.
- Section 5. Within thirty (30) days after the close of each fiscal year during which this Association remains in effect, the County Auditor shall prepare for distribution to the County and each of the Cities which have been parties to this Association during the year, an itemized report of all receipts and expenditures which have occurred in this Association during the preceding fiscal year.
- Section 6. In accordance with Section 6505 of the Government Code, an annual audit of the accounts and records of the Association shall be made. The Association shall pay the costs of such audit whether conducted by the County Auditor or some other accountant.

Section 7. These By-Laws shall take effect as soon as they have been executed by a sufficient number of the nine (9) political subdivisions which have been designated as potential parties to these By-Laws in the heading and signature lines of these By-Laws to constitute at least seventy-five percent of the population of the entire County, based on the population figures in Section 1 above. Any City that does not execute these By-Laws shall not be a party to this Association and shall have no rights and duties whatsoever under these By-Laws. Any City which does not become a party to these By-Laws prior to the organizational meeting of the governing board of the Association may become a party thereafter, and have all of the rights and duties of a party, upon executing a copy of these By-Laws and filing it with the governing board of the Association.

Section 8. If any party to these By-Laws does not approve an annual budget of the Association in accordance with Section 3 above, then that party shall cease to be a party to these By-Laws as of the 30th day of June following such failure to approve the budget and, after said 30th day of June, such party shall have no rights or duties under these By-Laws and the member or members of the governing board of the Association appointed by that party shall automatically cease to be members on said date. In addition, any party to these By-Laws may, on or before June 1st of any year give written notice to the Association that it is withdrawing from the Association and terminating its rights and duties under the By-Laws, at the end of the fiscal year, and such notice shall have the same effect on the 30th day of June thereafter, as mentioned hereinabove. When any party has ceased to be a party to these By-Laws, it shall not be entitled to again become a party of these By-Laws except upon such terms and conditions as may be imposed by unanimous actions of said remaining parties. Each of the parties to these By-Laws hereby agrees that if it should in the future withdraw from the Association and give up its rights and duties under these By-Laws, as provided hereinabove, and the Association is not dissolved as a result of such withdrawal, then such withdrawing party waives any refund of contributions previously made by such party to the Association and relinquishes to the Association all right, title and interest it may have in any property of the Association.

Section 9. These By-Laws shall terminate, and the Association shall automatically be dissolved at the end of any fiscal year if, at the end of the fiscal year, the remaining parties to the Agreement have a total population of less than seventy-five percent (75%) of the total population of the entire County, as set forth in Section 1 above. However, the governing board of the Association shall remain in existence for the sole purpose of winding up the affairs of the Association and payment of all outstanding debts and obligations of the Association and disposing of the assets of the Association. After payment of all outstanding debts and obligations, the funds and property of the Association shall be distributed as follows:

- a. The funds of the Association on hand which were contributed by the parties to the Association shall be returned to the

participating parties in the same ratio as the funds were contributed pursuant to Section 1, above.

- b. Any property of the Association, other than money, shall be sold and the proceeds of sale distributed in accordance with the provisions of Paragraph a, above.
- c. Any unused funds or property which were contributed to the Association by persons other than the parties to these By-Laws shall be returned to the donors and or, if the donors do not wish to have such returned, they shall be disposed of in the manner provided in Paragraph a and/or b, above.

ARTICLE VIII MEETINGS

Section 1. One regular meeting shall be held each month at a time and place designated by the Chair.

Section 2. Special meetings may be called by the Chair or at the request of a majority of the voting members.

Section 3. All meetings of the Association Board shall be conducted in accordance with the provisions of the Ralph M. Brown Act Government Code section 54950 et seq., and more particularly Government code section 54954.2, as follows:

- (a) At least 72 hours (3 days) before the regular meeting, the governing board's agenda containing a brief general description of each item of business to be transacted or discussed, shall be posted on the public bulletin board adjacent to Room 111 of the Tulare County Courthouse, Visalia, California, complete with the time and location of the meeting.
- (b) Action shall be taken only on those items appearing on the posted agenda except under an emergency situation or special circumstance pursuant to state law regulations.
- (c) The agenda shall provide an opportunity for the general public to directly address the Board on items of interest to the public within the subject matter jurisdiction of the governing board (i.e., TCAG, TPA and Air Quality Planning). Comments shall be limited to five minutes for each individual, ten minutes for an individual representing a group, and thirty minutes overall for the public comment period.
- (d) Posted notice for special meetings shall be a minimum of twenty-four hours prior to the meeting and as soon as possible for emergency meetings pursuant to state law regulations.
- (e) The TCAG Board shall observe all other applicable regulations and requirements under the Brown Act.

Section 4. A quorum shall consist of a majority of voting members.

ARTICLE IX AMENDMENT

Section 1. By-Laws may be amended by an action of the governing board of the Association.

ARTICLE X GENERAL RULES OF PROCEDURE

Section 1. Items to be included in the agenda shall be transmitted to the Executive Secretaries at least twenty (20) calendar days prior to the meeting of the governing board of the Association.

Section 2. Meeting proceedings shall be in accordance with the Ralph M. Brown Act, Government Code section 54950 et seq., and shall be confined to the items on the agenda or such "off-agenda" items as allowed under the Ralph M. Brown Act, Government Code section 54954.2. Public comment shall be taken as provided by and in accordance with the provisions of the Ralph M. Brown Act, Government Code section 54954.3

Section 3. Minutes of meetings shall be provided to the City Manager or City Clerk of each member city, the county Executive Officer, and each member and alternate member of the governing board.

Section 4. No member or officer of the Association shall issue any public statement which purports to be an official attitude or position of the Association, unless such statement is authorized by the Chair or a majority vote of the members.

Section 5. The Office of the Tulare County Treasurer shall be designated as the depository and custodian of all funds accruing to the Association. The Tulare County Auditor or other authorized accountant shall also be responsible for preparing the annual audit of the accounts and records pursuant to State Law. The County Treasurer and County Auditor of the County of Tulare are hereby designated as Treasurer and Auditor, respectively, of the Association and, as such, they shall have the powers, duties and responsibilities specified in Section 6505.5 of the Government Code of the State of California.