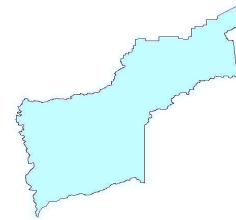


YUBA LOCAL AGENCY FORMATION COMMISSION

Paige Hensley, Executive Officer
David Ruderman, LAFCO Counsel
417 4th Street Phone: (530) 749-5467
Marysville, CA 95901 Website: www.yubalafco.org



YUBA LOCAL AGENCY FORMATION COMMISSION

AGENDA

REGULAR MEETING

Wednesday, September 3rd, 2025, at 6:00 P.M.
Board of Supervisors Chambers
915 8th Street – Marysville, California 95901

1. Call To Order:

A. Roll Call:

Commissioners

Kuldip Atwal, Public Member
Renick House, County Member
Brad Hudson, City Member - **Chair**
Angela Teter, City Member
Andy Vasquez, County Member – **Vice Chair**

Alternates:

Chris Branscum, City Member Alternate
Jon Messick, County Member Alternate
Dennis Pinney, Public Member Alternate

2. Pledge of Allegiance:

3. Consent Agenda:

A. Approval of meeting minutes from the August 6th, 2025 meeting.

4. Public Comment

Members of the public are invited to address the Commission on any matter of interest to the public that is not on the agenda for a period of time not exceeding 3 minutes. Pursuant to the Brown Act, the Commission cannot take any action on items not listed on the posted agenda but may add to a future agenda matters brought up under public comments for appropriate action at a future meeting.

5. South County Water and Sewer Infrastructure Project Presentation:

Terri Daly from the Yuba Water Agency will conduct a presentation explaining the South County Water and Sewer Infrastructure project.

6. Action Items:

- A. Ratify response letter to the 2025 Yuba County Grand Jury Report concerning “Forgotten In Death: The Decaying State of Yuba County’s Public Cemeteries”
- B. Discuss and adopt the Yuba LAFCO Work Program for FY 2025/2026
- C. Authorize Executive Officer to prepare and send out a Request for Proposal for a consultant to conduct the South County Fire District Sphere of Influence Updates. Which includes District 10 Hallwood CSD, City of Marysville Fire, Linda Fire Protection District, OPUD Fire, Plumas Brophy Fire District (WFA) and City of Wheatland Fire (WFA).

7. Executive Officer, Commissioners and Counsel Reports:

- A. Update on pending projects:
 - LAFC-25-0002 BVID Annexation
 - LAFC-25-0003/Linda Fire Protection District/Marysville Fire Annexation.

B. CALAFCO News

- CALAFCO has undertaken a comprehensive organizational review and strategic planning effort, resulting in a detailed action plan to guide its work through the end of 2025. At its July 25, 2025 meeting, the Board approved several key reforms, including updates to CALAFCO’s Policies and Procedures that establish Board responsibilities, performance evaluations, a code of ethics, and attendance requirements. The Membership Advisory Committee was eliminated, and amendments to the Bylaws were proposed to clarify the voting role of regional officers. The Board also appointed a new Interim Executive Director. These actions reflect CALAFCO’s commitment to strengthening governance, increasing transparency, and rebuilding member trust.
- The CALAFCO Elections for Board seats until September 19, 2025. The election will take place during the annual CALAFCO Conference in October. For the Northern Region, there are two board member vacancies: County Member and District Member. As of now, a candidate for the County Member has come forward (incumbent Nancy Ogren of Siskiyou County) seeking nomination and election. No District Member has been identified.

8. Adjourn to the next special meeting on September 24th, 2025, at 6:00 pm

Commissioners – Please contact your alternate if you are unable to attend this meeting.

Alternates are: City - Chris Branscum
County - Jon Messick
Public - Dennis Pinney

The Commission may take action upon any item listed on the agenda. Unless otherwise noted, items may be taken up at any time during the meeting.



Any member appointed on behalf of local government shall represent the interests of the public as a whole and not solely the interest of the appointing authority Government Code Section 56325.1

Public Comment

Members of the public may address the Commission on items not appearing on the agenda, as well as any item that does appear on the agenda, subject to the following restrictions:

- Items not appearing on the agenda must be within the Commission's subject matter jurisdiction.
- No action shall be taken on items not appearing on the agenda unless otherwise authorized by Government Code Section 54954.2 (known as the Brown Act, or California Open Meeting Law).
- The total amount of time allotted for receiving public comment may be limited to 15 minutes.
- Any individual's testimony may be limited to 3 minutes. Time to address the Commission will be allocated on the basis of the number of requests received. If you would like an item placed on a future agenda, you may do so by contacting the Commission at (530) 749-5467.

Procedure for Public Hearing:

The public may address the Commission on each agenda item during the Commission's consideration of the item. When doing so, and when commenting on non-agenda items, we ask that the public kindly be recognized by the Chair before speaking, and to please keep their remarks brief. If several persons wish to address the Commission on the same item, or if any person's comments are excessive, the Chair may limit any person's input to 3 minutes. Written statements may be submitted in lieu of or addition to supplement oral statements made during a public hearing.

Accessibility

The telephonic/video meeting location is accessible to people with disabilities. Every reasonable effort will be made to accommodate participation of the disabled in all of the Commission's public meetings. If particular accommodations for the disabled are needed or a reasonable modification of the teleconference procedures are necessary (i.e., disability-related aids or other services), please contact the Office at (530) 749-5467 at least 24 hours in advance of the meeting. An interpreter for the hearing-impaired may be made available upon request to the Clerk 72 hours before a meeting.

Disclosure & Disqualification Requirements

Any person or group of persons acting in concert who directly or indirectly contribute \$1,000 or more in support of or in opposition to a change of organization or reorganization that has been submitted to Yuba LAFCO must comply with the disclosure requirements of the Political Reform Act of 1974 applicable to local initiative measures to be submitted to the electorate. These requirements contain provisions for making disclosures of contributions and expenditures at specified intervals; they may be reviewed at Government Code §§56700.1 and 81000 et seq. Additional information about the requirements pertaining to local initiative measures to be presented to the electorate can be obtained by calling the Fair Political Practices Commission at (916) 322-5660.

A LAFCO Commissioner must disqualify herself or himself from voting on an application involving an “entitlement for use” (such as an annexation or sphere amendment) if, within the last twelve months, the Commissioner has received \$250 or more in campaign contributions from the applicant, any financially interested person who actively supports or opposes the application, or an agency (such as an attorney, engineer, or planning consultant) representing the applicant or an interested party. The law (Government Code Section 84308) also requires any applicant or other participant in a LAFCO proceeding to disclose the contribution amount and name of the recipient Commissioner on the official record of the proceeding.

Late-Distributed Materials. Any material submitted to the Commission after this agenda is posted will be made available for public inspection as soon as possible in the LAFCO office, as indicated below.

Contact LAFCO Staff: LAFCO staff may be contacted at 530-749-5467 or by mail at Yuba LAFCO c/o Paige Hensley, Executive Officer, 417 4th Street, Marysville, CA 95901 or by email at phensley@yuba.gov

YUBA LOCAL AGENCY FORMATION COMMISSION

Paige Hensley, Executive Officer

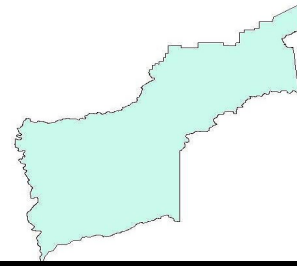
David Ruderman, LAFCo Counsel

417 4th Street

Marysville, CA 95901

Phone: (530)749-5467

Website: www.yubalafco.org



ACTION MINUTES
YUBA LOCAL AGENCY FORMATION COMMISSION
SPECIAL MEETING
AUGUST 6th, 2025

1. CALL TO ORDER:

At 6:00 p.m. the Yuba County Local Agency Formation Commission (LAFCO) was called to order by the Chair Hudson, with Commissioners Atwal, Teter, Vasquez and County Alternate Messick present. Commissioner House, City Alternate Branscum, and Public Alternate Pinney, were absent. Also present were Executive Officer-Paige Hensley and Legal Counsel-Mackenzie Anderson.

2. PLEDGE OF ALLEGIANCE:

Commissioner Hudson led the commission in the Pledge of Allegiance.

3. Election of Officers:

In accordance with LAFCO's Bylaws, Conduct Election of Chair and Vice-chair for LAFCO for Fiscal Year 2025-2026

A. Election of Chair for FY 2025-2026

Action: Upon motion by Commissioner Vasquez and seconded by Commissioner Teter, the Commission elected Brad Hudson as the Chair for fiscal year 2025-2026, with the following 5 to 0 vote: **AYES:** Atwal, Hudson, Messick, Teter, and Vasquez; **NOES:** None; **ABSTAIN:** None; **ABSENT:** Commissioner House

B. Election of Vice-Chair for FY 2025-2026

Action: Upon motion by Commissioner Vasquez and seconded by Commissioner Teter, the Commission elected Andy Vasquez as the Vice Chair for fiscal year 2025-2026 with the following 5 to 0 vote: **AYES:** Atwal, Hudson, Messick, Teter, and Vasquez; **NOES:** None; **ABSTAIN:** None; **ABSENT:** Commissioner House

4. APPROVAL OF MINUTES:

A. Approval of special meeting minutes from May 7th 2025 meeting.

Action: Upon motion by Commissioner Vasquez and seconded by Commissioner Teter, the Commission voted to approve the minutes from the May 7th, 2025 meeting with the following 5 to 0 vote: **AYES:** Atwal, Hudson, Messick, Teter, and Vasquez; **NOES:** None; **ABSTAIN:** None; **ABSENT:** Commissioner House

5. PUBLIC COMMENT:

Members of the public are invited to address the Commission on any matter of interest to the public that is not on the agenda for a period of time not exceeding 3 minutes. Pursuant to the Brown Act, the Commission cannot take any action on items not listed on the posted agenda but may add to a future agenda matter brought up under public comments for appropriate action at a future meeting.

There was not public comment.

PUBLIC HEARINGS:

6. Public Hearings:

A. Review and Consider Adopting Final South Yuba County Fire Municipal Service Review (MSR) and Find the Adoption Exempt from the California Environmental Quality Act: Public Hearing Continued from July 2, 2025

Staff Report:

Paige Hensley, Executive Officer presented a PowerPoint as a summary to the staff report.

The public hearing was opened:

The Following people spoke:

Mary Jane Griego, representing OPUD
Chief Heggstrom, Linda Fire Protection District

There being no further comment the public hearing was closed.

Commissioner Hudson suggested a couple of changes to the staff report.

- On page 25, under section 3.3.5 sentence needs to be clarified to read, “*The Linda Fire Protection District is currently working with the City of Marysville to apply for a change of organization*”...
- Page 26, under 3.3.6 – added language to read “*If a Fire Authority is formed or an annexation is done with the City of Marysville Fire and Linda Fire Protection District, the agencies would need to determine a fair representation from each agency to sit on the new board.*”

Makenzie Anderson, LAFCO Counsel, explained to the Commission it was appropriate for an MSR to mention options for districts, however advised the Commission to avoid discussion of specifics for a possible future annexation at tonight’s meeting, since this was a public hearing for an MSR, not for an annexation.

Action: Upon motion by Commissioner Messick and seconded by Commissioner Vasquez, the Commission voted to adopt Resolution 2025-04 approving the final South County Fire MSR with the following 5 to 0 vote: **AYES:** Atwal, Hudson, Messick, Teter, and Vasquez; **NOES:** None; **ABSTAIN:** None; **ABSENT:** Commissioner House

7. **Other Business:**

- A. Discuss results of the 2025 Grand Jury Report and direct staff to prepare a response letter for the LAFCo Chair to sign.

The Commission directed the Executive Officer to prepare and submit a letter of response to the 2025 Grand Jury report regarding the County Cemetery Districts

- B. Discuss and provide direction and strategy for Yuba LAFCO Work Program for FY 2025/2026.

The Commission discussed prioritizing the South County Fire District Sphere of Influence updates and the Chair suggested hiring a consultant to conduct the study. It was determined LAFCO should coordinate a meeting with the Cemetery Districts to discuss possible resources that may help the districts, followed by conducting a Municipal Service Review and Sphere of Influence update for each of the cemetery districts. Commissioner Vasquez asked the Executive Officer to invite Terri Daly, with the Yuba County Water Agency, to attend a future LAFCO meeting to explain the new water and sewer infrastructure project for the South County.

The Executive Officer will prepare a Work Plan to be brought back to the next meeting for adoption.

- C. Consider nomination(s) for Calafco Achievement Award for the CALAFCO Annual Conference, Oct. 22 thru Oct. 24, 2025, in San Diego, CA

There were no nominations.

- D. Consider nomination(s) to Calafco Board of Directors – County Member vacancy for Northern region.

There were no nominations, but Commissioner Messick suggested checking with Commissioner House since he was not in attendance at tonight's meeting.

- E. Nominate Voting Delegate and Alternate to represent Yuba LAFCO at the upcoming CALAFCO Conference.

The Commission appointed Commissioner Hudson as Voting Delegate, and Commissioner Vasquez as Alternate Voting Delegate for the upcoming CALAFCO Conference in October.

8. **Executive Officer and Commissioners Reports:**

- A. Bishops Pumpkin Farm/City of Wheatland Out of Area Service Agreement Update.

Executive Officer, Paige Hensley, stated she had approved an Out of Agency Service request for the City of Wheatland to provide water and sewer service to 2 parcels that are adjacent to Bishops Pumkin Farm, with a condition that they file for an annexation within 2 years.

- B. Update on pending projects:

- LAFCO-25-0002 BVID Annexation – Paige Hensley, Executive Office stated LAFCO has received an application from BVID for annexation of 104 parcels and it is currently being processed.
- LAFCO-25-0003/Linda Fire Protection District/Marysville Fire Annexation – Stated an application for annexation of the Marysville Fire Department into the Linda Fire Protection District had been submitted and it was currently being processed.

- C. CALAFCO News;

No CALAFCO new was given

9. Adjourn to the next regular meeting on Wednesday, September 3rd, 2025

There being no further business, the meeting was adjourned at 7:30 p.m. to the next regular meeting on September 3, 2025, at 6:00 p.m. in the Board of Supervisors Chamber, at 915 8th Street, Marysville, CA 95901.

Approved,

Brad Hudson, Chair

ATTEST: PAIGE HENSLEY
EXECUTIVE OFFICER

By: Paige Hensley, Executive Officer

DRAFT

Agenda Item No. 5

Receive update on the South County Infrastructure Project , a collaborative project including the City of Wheatland, Olivehurst Public Utility District, County of Yuba and Yuba Water Agency.

In 2020, the Yuba Water Agency Board of Directors directed staff to coordinate the design, engineering and construction of a wastewater and water infrastructure system for the south county in order to protect the surface and groundwater in that area. At the request of the City of Wheatland, Yuba Water staff began to review the most recent engineering studies on the situation and develop a solution.

Wheatland's existing wastewater treatment plan (WWTP), built in the 1960s, is aging and the latest engineering estimate is that its life span is less than three years. The infiltration basins (the disposal component of the plant) are located on the river side of the of the Bear River Levee and are subject to flood damage, as realized in the winter of 2005-2006. The plan provides only secondary-level treatment and, due to changes in wastewater treatment requirements since the plant was constructed, the Regional Water Quality Control Board will require treatment upgrades for any new permit or expansion. A new WWTP was estimated in 2019 to cost at least \$250 million, an untenable burden on the 1,200 ratepayers in Wheatland.

Based on engineering data developed in the 2019 study conducted by Wheatland, conveying the City's sewage to the Olivehurst Public Utility District (OPUD) is the best option for solving its wastewater treatment issues. The OPUD WWTP currently uses about 50% of its capacity. In addition, this alternative can be accomplished in the shortest amount of time with the least impact on existing rate payers. Regionalization, advocated by the State Water Resources Control Board, provides other benefits including bringing more efficiency to OPUD by more fully utilizing its WWTP capacity ultimately keeping rates lower; bringing infrastructure to areas of the County designated for commercial/industrial activity; and, bringing a solution for redundancy to Beale Air Force Base for its 1940s vintage WWTP, which is in much need of rehabilitation.

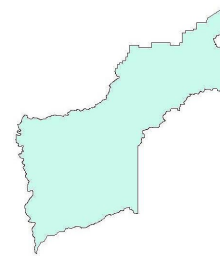
After more than five years of planning, design and engineering, the partnership – including Wheatland, OPUD, Yuba County and Yuba Water – is nearing a significant milestone: releasing the first construction contracts for bid for the project.

Staff will provide an update on the status of the project, including a high-level financial overview and current schedule.

YUBA LOCAL AGENCY FORMATION COMMISSION

Paige Hensley, Executive Officer
David Ruderman, LAFCO Counsel
417 4th Street
Marysville, CA 95901

Phone: (530) 749-5467
Website: www.yubalafco.org



August 20, 2025

The Honorable Stephen Berrier
Supervising Judge of the Grand Jury
Yuba County Superior Court
215 Fifth Street, Suite 200
Maryville, CA 95901

Re: Yuba LAFCO response to the 2024-2025 Yuba County Grand Jury Report

Dear Judge Berrier,

This letter is provided to you in response to the findings and recommendations of the 2024-2025 Yuba County Grand Jury Report concerning “Forgotten In Death: The Decaying State of Yuba County’s Public Cemeteries”

As requested, please accept the Executive Director of Yuba LAFCo’s responses to the Grand Jury’s Findings and Recommendations listed below.

Recommendation 2. *The BOS should implement a policy on regular communications between the various jurisdictions, including state, County, LAFCo Board, and independent CCDs to allow for free-flowing information and to prevent catastrophic events without impinging upon the autonomy of the CCD boards.*

Yuba LAFCo EO Response: This recommendation will not be implemented by Yuba LAFCO, as Yuba LAFCO cannot implement policy on behalf of the BOS. However, Yuba LAFCo welcomes any opportunity for exchange of information between various jurisdictions that could assist the CCD boards in successfully providing their services.

Recommendation 7: *For those that have not done so, CCDs may avail themselves of membership in the California Association of Public Cemeteries or California Special Districts Association. Where resources are limited, they may consult with these groups, as well as the Golden State Risk Management Authority for best practices and strategies. The BOS and other elected and appointed officers, other CCD board members, as well as LAFCo, may provide expertise and assistance in the course of their work and/or by offering certain services at a reasonable cost.*

Yuba LAFCo EO Response: This recommendation has been implemented. Yuba LAFCO has made available information regarding the local and statewide association resources. Yuba LAFCO will also notify the CCD’s of any future training opportunities for the CCD Trustees as LAFCO becomes aware of such opportunities, and a link to said opportunities will be posted to the LAFCO website. The Yuba LAFCO office is readily available to answer any questions the CCD’s may have regarding available resources.

Recommendation 9: *The BOS needs to adopt a new SOI resolution and coordinate with LAFCo to conduct a SOI study.*

Yuba LAFCo EO Response: This recommendation has not yet been implemented; however, it will be implemented in the future. Yuba LAFCO is currently working to prioritize a series of new Municipal Service Reviews (MSRs) and Spheres of Influence (SOI) updates that will include the Community Cemetery Districts (CCDs) as part of its work program for the 2025-2026 fiscal year.

Recommendation 10: *Yuba County LAFCo, in consultation with the BOS, each of the CCD boards, and other County officers, should engage in a public town hall conversation about options for improving 18CCD governance, maintenance, and resources. They may consider creating a County Service Area (CSA) to deliver a higher level of service for public cemeteries.*

Yuba LAFCo EO Response: This recommendation has not yet implemented; however, it will be implemented in the future. Yuba LAFCO is currently taking steps to facilitate a townhall meeting with the CCD trustees, along with county representatives and local and statewide association representatives in attendance. It is Yuba LAFCO's goal to hold this meeting within the next 4 months.

Recommendation 11: *Yuba County LAFCo should promptly engage in another SOI study and consider adjusting the boundaries of all the districts to account for territory not covered under the current boundaries. Yuba County LAFCo may provide a series of proposals for consolidation, annexation or dissolution of the boundaries, providing for fewer districts or centralizing resources, including a singular CCD controlled by a County-wide board that would operate all CCDs in the County.*

This recommendation has not yet been implemented; however, it will be implemented in the future. Yuba LAFCO is currently working to prioritize a series of new Municipal Service Reviews (MSRs) and Spheres of Influence (SOI) updates that will include the Community Cemetery Districts (CCDs) as part of its work program for the 2025-2026 fiscal year. A Municipal Service Reviews (MSR) for the CCDs must be completed prior to or in conjunction with a Sphere of Influence (SOI) update, before a SOI can be amended.

Recommendation 12: *The Yuba County LAFCo should perform an MSR for the whole County, including a comprehensive review of the CCDs.*

This recommendation has not yet been implemented; however, it will be implemented in the future. Yuba LAFCO is currently working to prioritize a series of new Municipal Service Reviews (MSRs) and Spheres of Influence (SOI) updates that will include the Community Cemetery Districts (CCDs) as part of its work program for the 2025-2026 fiscal year.

In conclusion, Yuba LAFCO recognizes the effort put forth by the Grand Jury in this recent report and we appreciate its recommendations with regards to the Community Cemetery Districts located within Yuba County. Yuba LAFCo wishes to thank the Grand Jury for their dedication and service to Yuba County.

Sincerely,

Paige Hensley, Executive Officer
Yuba Local Agency Formation Commission (LAFCO)
phensley@yuba.gov

YUBA LAFCO WORKPLAN FY 2025-2026

Statutory Required Projects:			
Item No.	Agency		Actions/Status
High Priority			
Service Reviews and Spheres of Influence Updates:			
1	District 10 Hallwood CSD		MSR Completed/RFP for SOI
2	City of Marysville Fire		MSR Completed/RFP for SOI
3	Linda Fire Protection District		MSR Completed/RFP for SOI
4	OPUD Fire		MSR Completed/RFP for SOI
5	Plumas Brophy Fire District		MSR Completed/RFP for SOI
6	City of Wheatland Fire		MSR Completed/RFP for SOI
7	Brownsville Cemetery District		
8	Browns Valley Cemetery District		
9	Camptonville CSD for Cemetery Service		
10	Keystone Cemetery District		
11	Marysville Cemetery District		
12	Peoria Cemetery District		
13	Smartsville Cemetery District		
14	Strawberry Valley Cemetery District		
15	Upham Cemetery District		
16	Wheatland Cemetery District		
17	Linda County Water District		
Change of Organizations:			
18	BVID	Annexation of 104 parcels	Pending
19	LCWD	Annexation of Island within Linda County Water District SOI	Pre-Application submittal meetings
Reorganizations:			
20	LFPD/City of Marysville Fire	Annexation of Msvl Fire into Linda Fire Protection District	Pending
Administrative Projects			
Item No.	Task/Project	Actions	Status
High Priority			
21	Outreach	Facilitate meeting with Yuba County Cemetery Districts to discuss ongoing organizational difficulties and to share ideas and available resources	Currently Planning

YUBA LAFCO WORKPLAN FY 2025-2026

22	Outreach	Meet with OPUD Board discuss seating Special Districts on the Commission and reach	Scheduled for Sept 18
23	GIS Mapping	Continue to update our LAFCO boundary maps	Underway
Moderate Priority			
24	Outreach	Continue outreach to local and regional agencies	
25	Strategic Planning	Form a Strategic Planning Committee to create a long term (5 year) Yuba LAFCO Strategic Plan, setting a course for the future of Yuba LAFCO, Yuba County, its cities, and its special districts.	
26	Website	Continue to build and improve LAFCO website, e.g., create local agency directories on the website, improve searchability, etc...	
27	CALAFCO	Continue participating in CALAFCO committees, conferences, workshops, and educational opportunities.	Attended Brown Act Seminar on August 7th
28	Administrative Files	Continue organizing and digitizing administrative files.	
29	Administrative Practices	Maintain and update Yuba LAFCO policies and product templates as needed, that are uniformly applied to all agencies/ districts/ jurisdictions.	



Memo

To: Member LAFCOs
From: CALAFCO Board of Directors and Transition Team
Date: August 15, 2025
Subject: **CALAFCO Board Recommending Bylaws Amendments at October 23, 2025 Annual Business Meeting**

Dear Member LAFCOs,

This October, you will be asked to vote on several proposed amendments to CALAFCO's Bylaws. These changes are part of the larger Association transformation effort underway and are in direct response to feedback from Member LAFCOs.

One amendment adds the four Regional Officers as voting members of the Board. This action is a vital next step in CALAFCO's ongoing transition and creates broader Board representation to enhance capacity and decision-making. (Refer to Bylaws Section 4.1.)

The proposed amendment to Bylaws Section 4.2.1 changes the term of office for newly elected Board Members to begin on December 1 in the year in which they were elected. This change allows new Board Members time for appropriate onboarding and orientation before taking office, supporting their successful governance capability.

To support the Bylaws change approved by the membership in 2024 (in Section 4.4 which addresses potential termination due to attendance), Section 4.3(C) has been added to explicitly state that a vacancy may occur as a result of the attendance matters outlined in Section 4.4.

In Section 4.5.6, it is proposed to remove the ability for a Board Member to give proxy to the Executive Director to establish a quorum for Board Meetings.

All other proposed amendments are minor and non-substantive.

Supported by the Board in February and again unanimously in July 2025, this proposal reflects a shared desire to better align Board representation with the operational knowledge and institutional insight of LAFCO Executive Officers and support new Board Members by better preparing them to take office. It is part of a broader package of reforms that began in 2024 and continue in response to concerns raised by Member LAFCOs.

These amendments do not increase costs or dues. Rather, they strengthen CALAFCO by:

- Broadening representation on the Board
- Enhancing the quality of deliberation and decision-making
- Setting the stage for full Executive Officer participation on the Board
- Strengthens Board governance and best practices

Failure to approve these changes will undermine the possibility of future inclusion of Executive Officers as voting Board members and will hamper CALAFCO's ability to properly prepare new Board Members for their role. We believe that the outcome would be detrimental to the long-term health, viability and relevance of the Association.

We urge you to review the enclosed FAQ, presentation, and proposed Bylaws changes and share this information with your Commission. For questions, please contact Transition Team member Pamela Miller at pmiller@millermcg.com, Interim Executive Director José Henríquez at jhenriquez@calafco.org, your Regional Officer or your Board Member representatives.

We truly appreciate your continued support.

Sincerely,

CALAFCO Board of Directors & Transition Team

—

Attachment: Bylaws reflecting proposed amendments in tracked changes as approved by the Board on February 7, and July 25, 2025



Proposed Bylaws Changes

To be considered at the October 2025 Annual Business Meeting

Q: What is CALAFCO proposing?

A: The Board is recommending the Membership approve the following Bylaws amendments:

- Adding the four Regional Officers as voting members of the CALAFCO Board of Directors (Section 4.1). This is an interim step toward ultimately giving Executive Officers the ability to serve as voting Board members, pending future Membership approval;
- Changing the effective date of Board Members' term of office to begin December 1 in the year of their election, beginning with the 2026 election (Section 4.2.1); and
- Other minor, non-substantive clean-up amendments.

Q: Why are these changes being proposed?

A: The proposed changes are a critical milestone in CALAFCO's organizational transition. They are in response to feedback from Member LAFCOs and are part of a larger effort that includes new leadership, updated policies and procedures, and ongoing transformation efforts. Adding Regional Officers to the Board will strengthen representation and enhance decision-making by incorporating deeper institutional and operational knowledge. Changing the effective date of assuming office allows newly elected Board Members time for proper onboarding and orientation before taking office.

Q: What are the benefits of the changes?

- **Broader Representation:** Balances policymaker insight with expert operational knowledge from LAFCO practitioners.
- **Increased Board Capacity:** Enhances institutional knowledge and brings in day-to-day LAFCO experience.
- **Responsiveness:** Aligns CALAFCO's governance with the evolving needs of its membership.
- **Stronger Decisions:** Leads to better-informed, more relevant Board deliberations and outcomes.

Q: What happens if these changes are not approved?

A: Failure to pass the amendments will likely halt further progress toward seating Executive Officers as voting Board members—an outcome that would significantly limit CALAFCO's ability to evolve and reflect its full membership; and will hamper CALAFCO's ability to properly prepare new Board Members for their role.

Q: When is the vote and who votes?

A: The vote takes place at the CALAFCO Annual Business Meeting on October 23, 2025, at 9:00 a.m., during the Annual Conference in San Diego. Each member LAFCO in good standing may designate a voting delegate to vote in person (pursuant to Bylaws Sections 3.5 through 3.7).

California Association of
Local Agency Formation Commissions



SUPPORTING SUSTAINABLE
COMMUNITY GROWTH

Strengthening the CALAFCO Board

2025 Bylaws Amendment Proposal

AUGUST, 2025



Why This Matters



Direct response to concerns raised by Member LAFCOs



Part of broader reform efforts (staffing, policies, governance)



Builds a stronger, more responsive and cohesive CALAFCO



What's Changing

Adds the four Regional Officers as **voting members** of the Board

First step toward **Executive Officers** being eligible to be elected to the Board



Why Support It?



**More inclusive
decision-making**



**Balances
policymaker and
practitioner
perspectives**



**Enhances
institutional
knowledge**



**Creates a more
responsive
Association**

What's At Stake



Risk of stalling CALAFCO's progress and responsiveness to the membership



Let's move forward – together



An aerial photograph of a rural landscape. In the foreground, there are rows of brown, tilled soil. A dirt road runs through the middle ground, separating a green field from a brown field. In the background, there are rolling hills under a blue sky with light clouds. The image is partially obscured by a dark blue diagonal shape on the right side.

Final Thoughts & Discussion

BYLAWS
OF THE
CALIFORNIA ASSOCIATION OF LOCAL AGENCY FORMATION COMMISSIONS

ARTICLE I

OFFICES

1.1 Principal Office. The principal office of California Association of Local Agency Formation Commissions (“Corporation”) is located at California Local Agency Formation Commissions, 1451 River Park Drive, Suite 185, Sacramento, California 95815¹.

1.2 Change of Address. The Board of Directors (“Board”) (as that term is defined in Section 4.1.1 of these Bylaws) hereby is granted full power and authority to change the location of the principal office of Corporation. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment of these Bylaws.

ARTICLE II

MEMBERS

2.1 Classification and Qualifications of Members. The Corporation shall have three (3) classes of members as follows: Member Local Agency Formation Commissions (“Member LAFCOs”)~~s~~; Officers of Member LAFCOs; and Associate Members. Member LAFCOs shall be any local agency formation commission (“LAFCO”), which have paid the required annual membership dues and assessments and have indicated by appropriate action their desire to join the Corporation. Officers of Member LAFCOs shall be any regular or alternate Commissioner, executive officer, deputy executive officer, legal counsel, or deputy legal counsel of any Member LAFCO in good standing as a Member LAFCO. Associate Members of the Corporation shall be any member of the public, a government agency, a business, or an educational institution, either who or which has paid the required annual membership dues and assessments and has indicated by appropriate action ~~its~~their desire to join the Corporation. Notwithstanding any other provision in these Bylaws to the contrary, the terms generally meaning “approval of members or the membership” or “ratification by the members or membership” or “adopted by the members or membership” shall mean such approval or ratification or adoption by ~~members~~Members LAFCOs eligible to vote.

2.2 Membership Dues. The Board shall identify the privileges, and set the amount of membership dues, in accordance herewith, for membership categories during the budget adoption process. The membership dues payable to the Corporation for the admission calendar year by newly admitted members shall be payable in full at the time of admittance. The amount of membership dues and the time or times of payment may, in accordance herewith, be determined and fixed by the Board, and a member, upon learning of any change in such amount or the time or

¹ Office location changed on August 1, 2023.

times of payment, may avoid liability therefor by promptly resigning from membership.
(Amended 6 September 2006)

2.2.1 Notwithstanding the foregoing, Member LAFCO annual membership dues shall be levied based upon a formula that includes the following components:

(1) Dues are population based. The fiscal year 2020-2021 dues uses a 0.013802199 per capita rate and 2020 population estimates based on data from the California Department of Finance.

(2) A base charge as set by the Board ~~of Directors~~, which shall be the same for each Member LAFCO. The base charge for fiscal year 2020-2021 is \$1,000 per LAFCO.

(3) A population threshold as set by the Board ~~of Directors~~.

(4) Population estimates per County updated annually based on data provided by the California Department of Finance.

(5) The per capita rate shall be set by the Board ~~of Directors~~.

(6) No Member LAFCO will pay less than its current dues based on the baseline dues of fiscal year 2018-2019.

2.2.2 Based on the above-described formula, the fiscal year 2020-2021 dues for each Member LAFCO are as follows:

County	Population Estimate 2020	Population For Dues Calculation	Base Dues	Per Capita Dues	Base + Per Capita Dues	Total Per Capita Rate
ALAMEDA	1,703,660	700,000	1,000	9,662	10,662	0.0063
ALPINE	1,107	1,107	1,000	15	1,015	0.9171
AMADOR	37,560	37,560	1,000	518	1,518	0.0404
BUTTE	230,701	230,701	1,000	3,184	4,184	0.0181
CALAVERAS	44,953	44,953	1,000	620	1,620	0.0360
COLUSA	23,144	23,144	1,000	319	1,319	0.0570
CONTRA COSTA	1,178,639	700,000	1,000	9,662	10,662	0.0090
DEL NORTE	26,997	26,997	1,000	373	1,373	0.0508
ELDORADO	189,576	189,576	1,000	2,617	3,617	0.0191
FRESNO	1,033,095	700,000	1,000	9,662	10,662	0.0103
GLENN	29,691	29,691	1,000	410	1,410	0.0475
HUMBOLDT	137,711	137,711	1,000	1,901	2,901	0.0211
IMPERIAL	195,814	195,814	1,000	2,703	3,703	0.0189
INYO	18,724	18,724	1,000	258	1,258	0.0672
KERN	930,885	700,000	1,000	9,662	10,662	0.0115
KINGS	154,549	154,549	1,000	2,133	3,133	0.0203

LAKE	65,302	65,302	1,000	901	1,901	0.0291
LASSEN	30,626	30,626	1,000	423	1,423	0.0465
LOS ANGELES	10,435,036	700,000	1,000	9,662	10,662	0.0010
MADERA	162,990	162,990	1,000	2,250	3,250	0.0199
MARIN	265,152	265,152	1,000	3,660	4,660	0.0176
MARIPOSA	18,031	18,031	1,000	249	1,249	0.0693
MENDOCINO	90,175	90,175	1,000	1,245	2,245	0.0249
MERCED	286,746	286,746	1,000	3,958	4,958	0.0173
MODOC	9,422	9,422	1,000	130	1,130	0.1199
MONO	13,986	13,986	1,000	193	1,193	0.0853
MONTEREY	454,599	454,599	1,000	6,274	7,274	0.0160
NAPA	143,800	143,800	1,000	1,985	2,985	0.0208
NEVADA	99,548	99,548	1,000	1,374	2,374	0.0238
ORANGE	3,260,012	700,000	1,000	9,662	10,662	0.0033
PLACER	397,368	397,368	1,000	5,485	6,485	0.0163
PLUMAS	19,374	19,374	1,000	267	1,267	0.0654
RIVERSIDE	2,500,975	700,000	1,000	9,662	10,662	0.0043
SACRAMENTO	1,572,886	700,000	1,000	9,662	10,662	0.0068
SAN BENITO	60,067	60,067	1,000	829	1,829	0.0305
SAN BERNARDINO	2,230,602	700,000	1,000	9,662	10,662	0.0048
SAN DIEGO	3,398,672	700,000	1,000	9,662	10,662	0.0031
SAN FRANCISCO	905,637	700,000	1,000	9,662	10,662	0.0118
SAN JOAQUIN	782,662	700,000	1,000	9,662	10,662	0.0136
SAN LUIS OPISPO	284,126	284,126	1,000	3,922	4,922	0.0173
SAN MATEO	792,271	700,000	1,000	9,662	10,662	0.0135
SANTA BARBARA	460,444	460,444	1,000	6,355	7,355	0.0160
SANTA CLARA	2,011,436	700,000	1,000	9,662	10,662	0.0053
SANTA CRUZ	282,627	282,627	1,000	3,901	4,901	0.0173
SHASTA	180,198	180,198	1,000	2,487	3,487	0.0194
SIERRA	3,129	3,129	1,000	43	1,043	0.3334
SISKIYOU	44,186	44,186	1,000	610	1,610	0.0364
SOLANO	453,784	453,784	1,000	6,263	7,263	0.0160
SONOMA	515,486	515,486	1,000	7,115	8,115	0.0157
STANISLAUS	572,000	572,000	1,000	7,895	8,895	0.0156
SUTTER	101,418	101,418	1,000	1,400	2,400	0.0237
TEHAMA	65,119	65,119	1,000	899	1,899	0.0292
TRINITY	13,389	13,389	1,000	185	1,185	0.0885
TULARE	487,733	487,733	1,000	6,732	7,732	0.0159
TUOLUMNE	53,976	53,976	1,000	745	1,745	0.0323
VENTURA	869,486	700,000	1,000	9,662	10,662	0.0123
YOLO	229,023	229,023	1,000	3,161	4,161	0.0182
YUBA	79,087	79,087	1,000	1,092	2,092	0.0264

2.2.3 Dues may be increased by the Board on an annual basis to reflect changes in the Consumer Price Index (CPI) for California based on data provided by the California Department of Finance.

2.2.4 ~~Membership~~Member LAFCO dues may be reduced by the ~~board~~Board if financial hardship is demonstrated to the satisfaction of the Board.

2.2.5 Officers of ~~member~~Member LAFCOs shall not pay membership dues.

2.2.6 Notwithstanding the foregoing, ~~associate~~Associate member~~Member~~ annual membership dues shall be established by action of the Board ~~of Directors~~.

2.3 Assessments. Assessments may be imposed on members by resolution of the Board, except that any such assessments established by the Board first must be ratified by the voting membership before becoming effective. A member, upon learning of an assessment, may avoid liability therefor by promptly resigning from membership.

2.4 Number of Members. There shall not be any limit on the number of members the Corporation may have.

2.5 Membership Book. The Corporation shall keep in any form capable of being converted in written form a membership book containing the name, address, and class of each member. The book also shall contain the fact of termination and the date on which such membership ceased. Such book shall be kept at the principal office of the Corporation and shall be subject to the rights of inspection required by law and as set forth in Section 2.6 of these Bylaws.

2.6 Inspection Rights of Members.

2.6.1 The accounting books and records and minutes of proceedings of the members, the Board, and committees of the Board shall be open to inspection upon written demand on the Corporation of any member at any reasonable time, for a purpose reasonably related to such person's interests as a member.

2.6.2 Inspection pursuant to this Section 2.6 of these Bylaws by a member may be made in person or by agent or attorney, and the right of inspection includes the right to copy and make extracts at such member's sole expense and cost.

2.6.3 If any record subject to inspection pursuant to this Section 2.6 of these Bylaws is not maintained in written form, the Corporation shall at its expense make such record available in written form.

2.6.4 Notwithstanding the foregoing, the right of a member to inspect and copy or obtain a copy of the list of names and addresses of members is as prescribed by Sections 6330 through 6338, inclusive, of the California Corporations Code ("CCC").

2.7 Certificates of Membership. The Corporation shall not issue membership certificates; however, the Corporation reserves the right to issue identity cards or similar devices

to members which serve to identify members qualifying to use the facilities or services of the Corporation.

2.8 Nonliability of Members. A member of the Corporation shall not, solely because of such membership, be personally liable for the debts, obligations, or liabilities of the Corporation.

2.9 Transferability of Membership. Neither the membership in the Corporation nor any rights in the membership may be transferred or assigned for value or otherwise.

2.10 Termination of Membership.

2.10.1 The membership and all rights of membership automatically shall terminate on the occurrence, where applicable, of any of the following:

- (A) Death.
- (B) The voluntary resignation of a member, effective as of the date notice of such resignation is either personally hand-delivered to the President or Secretary of the Corporation or deposited in United States first-class mail, postage prepaid.
- (C) The nonpayment of required dues, assessments or fees.

2.10.2 Termination of membership shall not relieve the resigning member from any obligation for charges incurred, services or benefits actually rendered, dues, assessments, or fees, arising from contract or otherwise prior to such effective date of resignation, and shall not diminish any right of the Corporation to enforce any such obligation or obtain damages for its breach.

ARTICLE III

MEETINGS OF MEMBERS

3.1 Place. Meetings of members shall be held at the principal office of the Corporation or at such location within the State of California as may be designated from time to time by the Board.

3.2 Regular Meetings. Regular meetings shall be as determined by the Board. The business to be conducted at such meetings shall include, but not be limited to:

- (1) the election to the Board ~~of Directors~~ as provided in Article IV of these Bylaws;
- (2) the written resolution of any Member LAFCO in good standing, provided such resolution was submitted to the Board at least sixty (60) days prior to such meeting; and

- (3) the written resolution of any Member LAFCO in good standing not submitted in accordance with the immediately preceding clause (2), provided not less than fifty percent (50%) of Member LAFCOs eligible to vote are present and not less than two-thirds (~~2/3~~) of such present members agree to waive the 60 day prior notice requirement in the immediately preceding clause (2).

3.3 Special Meetings. Special meetings may be called by the Chairperson or by a majority of the voting ~~members~~Members LAFCOs of the Corporation for any lawful purpose.

3.4 Notice of Meetings. Notice of member meetings shall be given in writing as follows:

3.4.1 Written notice of regular and special meetings shall be given not less than thirty (30) days nor more than ninety (90) days prior to the meeting to each Member LAFCO and Associate Member of the Corporation. Such notice shall state the place, date and hour of the meeting, and in the case of the annual meeting, those matters which the Board, at the time of the mailing of the notice, intends to present for action by the members.

3.4.2 Notice of any meeting, written ballot, or report shall be given either personally, by first-class United States mail, postage prepaid, or other means of written communication, addressed to the member at the address of such member appearing on the books of the Corporation or given by the member to the Corporation for the purpose of notice; or if no such address appears or is given, at the place where the principal office of the Corporation is located. The notice, written ballot, or report shall be deemed to have been given at the time when delivered personally, deposited in the mail, or otherwise sent, as the case may be. An affidavit of mailing of any notice, written ballot, or report in accordance with the provisions of this Section 3.4.2 of these Bylaws, executed by the Secretary, shall be evidence of the giving of the notice, written ballot, or report.

3.4.3 Except as otherwise prescribed by the Board in particular instances and except as otherwise provided by applicable law, the Secretary shall prepare and give, or cause to be prepared and given, the notice of meetings and the written ballots.

3.5 Approvals. No action may be taken at a regular or special meeting unless a majority of the voting ~~members~~Member LAFCOs are present. The Corporation may act on all matters upon the majority vote of the voting ~~members~~Member LAFCOs present at the meeting. All such approvals shall be made a part of the minutes of the meeting.

3.6 Quorum.

3.6.1 A quorum at any meeting shall consist of not less than fifty (50%) of the ~~members~~Member LAFCOs entitled to vote.

3.6.2 Except where a greater vote is required by the Articles of Incorporation, these Bylaws, or applicable law, if a quorum is present, the affirmative vote of a majority of the ~~members~~Members LAFCOs present shall be the act of the members.

3.6.3 In the absence of a quorum, any meeting of members may be adjourned from time to time by the vote of a majority of the ~~members~~Member LAFCOs present, but no other business may be transacted.

3.6.4 When a meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place thereof is announced at the meeting at which the adjournment is taken. The meeting shall not be adjourned for more than forty-five (45) days. At the adjourned meeting, the Corporation may transact any business which might have been transacted at the original meeting.

3.7 Voting of Membership.

3.7.1 Each Member LAFCO, in good standing, is entitled to one (1) vote on each matter submitted to a vote of the members. A Member LAFCO's vote may be cast by the Officer of a Member LAFCO designated in writing to the Executive Director or the Board by such Member LAFCO prior to or at the meeting. Members in the class of either Officer of a Member LAFCO or Associate Member are not entitled to vote on any matter submitted to a vote of the members.

3.7.2 Cumulative voting shall not be authorized for any purposes.

3.7.3 Proxies are not permitted.

3.8 Written Ballot of Members.

3.8.1 Whenever the ~~members~~Member LAFCOs are to vote on any proposal for action which could be taken at any regular or special meeting of members, the members may, in the discretion of the Board (unless a specific method of voting is prescribed by these Bylaws), vote by written ballot without a meeting pursuant to this Section 3.8 of these Bylaws.

3.8.2 A written ballot shall be mailed to every ~~member~~Member LAFCO entitled to vote on the matter pursuant to Section 3.4.2 of these Bylaws.

3.8.3 The written ballot shall set forth the time by which the ballot must be received in order to be counted and the minimum number of written ballots which must be returned to meet the quorum requirement.

3.8.4 If the vote is for other than Directors, then the written ballot shall set forth:

- (A) The proposal to be voted on, and for this purpose related proposals may be grouped as a single proposal for the written ballot.
- (B) Offer the member a choice between approval and disapproval on each such proposal.

- (C) Specify that the proposal must be approved by a majority of the written ballots voting on the proposal, provided that sufficient written ballots are returned to meet the quorum requirement.

3.8.5 Approval by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

3.8.6 A written ballot may not be revoked.

3.9 Unanimous Written Consent of Members. In addition to the written ballot procedure of Section 3.8 of these Bylaws, any action required or permitted to be taken by the members may be taken without a meeting if all members individually or collectively shall consent in writing to the action. The written consent or consents shall be filed with the minutes of the proceedings of the members. The action by written consent shall have the same force and effect as the unanimous vote of the ~~members~~Member LAFCOs.

3.10 Conduct of Meetings.

3.10.1 The President of the Corporation or, in ~~his or her~~their absence, the Vice President of the Corporation, or in ~~his or her~~their absence, any other person chosen by a majority of the voting members present in person shall be Chairperson of and shall preside over the meetings.

3.10.2 The Secretary of the Corporation shall act as the Secretary of all meetings; provided that in his or her absence, the Chairperson shall appoint another person to act as secretary of the meetings.

3.10.3 The Chairperson shall decide questions of order at Member meetings subject to appeal by a majority of the quorum.

3.11 Inspectors of Election.

3.11.1 In advance of any meeting, the Board may appoint inspectors of election to act at the meeting and any adjournment thereof. If inspectors of election are not so appointed, or if any person appointed fails to appear or refuses to act, the Chairperson of any meeting may, and on the request of any ~~member~~Member LAFCO present shall, appoint inspectors of election (or persons to replace those who fail or refuse) at the meeting. The number of inspectors shall be either one or three. If appointed at a meeting on the request of one or more ~~members~~Member LAFCOs, the majority of ~~members~~Member LAFCOs present shall determine whether one or three inspectors are to be appointed.

3.11.2 The inspectors of election shall determine the number of memberships outstanding-, the number present at the meeting, the existence of a quorum, receive votes, ballots or consents, hear and determine all challenges and questions in any way arising in

connection with the right to vote, count and tabulate all votes or consents, determine when the polls shall close, determine the result and do such acts as may be proper to conduct the election or vote with fairness to all ~~members~~[Member LAFCOs](#).

3.11.3 The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. If there are three inspectors of election, the decision, act or certificate of a majority is effective in all respects as the decision, act or certificate of all. Any report or certificate made by the inspectors of election is prima facie evidence of the facts stated therein.

ARTICLE IV

DIRECTORS

4.1 Number.

4.1.1 The authorized number of Directors of the Corporation shall be ~~nineteentwenty-two~~ (1922), of which ~~sixteentwenty~~ (1620) shall be voting members and elected from among the ~~Commission Members~~ Member LAFCOs (or in the case of the Regional Officers (as that term is defined below in Section 4.1.1 (5) of these Bylaws), until such time as these Bylaws are amended to permit Executive Officers to be directly elected to the Board, elected from Executive Officers from within their regions) as follows:

- (1) Four (4) Directors shall be city members or alternates of LAFCOs, of which two (2) Directors shall be elected at each annual meeting;
- (2) Four (4) Directors shall be county members or alternates of LAFCOs, of which two (2) Directors shall be elected at each annual meeting;
- (3) Four (4) Directors shall be public members or alternates of LAFCOs, of which two (2) Directors shall be elected at each annual meeting;
- (4) Four (4) Directors shall be special district members or alternates of LAFCOs, of which two (2) Directors shall be elected at each annual meeting;
- (5) Four (4) Directors shall be regional officers, elected by the Executive Officers from within their regions (“Regional Officers”).

4.1.2 ~~Three~~Two (32) nonvoting Directors shall be appointed as follows:

- ~~(1) 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;~~
- (21) One Director, appointed by the voting members of the Board, shall be the Executive Director of the Corporation; and
- (32) 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, in accordance with election procedures adopted by the Board. The committee shall solicit nominations and conduct regional elections for positions on the Board, the terms of which will expire with the annual meeting. [Effective with the 2026 Board elections, newly elected Board members shall begin their term on December 1 in the year of their election and be seated at the first Board meeting thereafter. Directors-elect are encouraged to attend Board and planning session meetings in the interim.](#)

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.

4.2.5 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.

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

4.2.7 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.

4.2.8 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.

4.3 Vacancies on Board. A vacancy or vacancies on the Board shall exist on the occurrence of the following:

- (A) The death or resignation of any Director;
- (B) The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court, convicted of a felony, or found by final order of judgment of any court to have breached a duty under Article 3 of Chapter 2 of the CCC; ~~or~~
- (C) [The removal of a Director pursuant to Section 4.4; or](#)
- (D) [The increase of the authorized number of Directors.](#)

4.4 Resignations and Terminations of Directors. Except as provided below, any Director may resign by giving written notice to the President or the Secretary of the Board. The resignation shall be effective when the notice is given unless it specifies a later time for the resignation to become effective. The Board, in its sole discretion, may declare vacant the position of any Director who misses two (2) consecutive meetings of the Board. Such Director, however, first shall be given prior notice of such pending termination and given the opportunity to offer a reason for such absences.

4.5 Meetings of the Board.

4.5.1 Meetings of the Board shall be held at the principal office of the Corporation unless another place is stated in the notice of the meeting.

4.5.2 A special meeting of the Board may be called by the President, the Secretary, or any two Directors.

4.5.3 Notice of all regular and special meetings of the Board shall be given. A notice need not include the purpose or agenda for the meeting. The notice may be in writing and mailed at least three (3) days before the meeting. The notice may also be delivered personally or by telephone at least 48 hours before the meeting.

4.5.4 Notice of a meeting need not be given to any Director who signs a waiver of notice or a consent to holding the meeting or an approval of the minutes thereof, whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to such Director. All such waivers, consents and approvals shall be made a part of the minutes of the meeting.

4.5.5 Directors may participate in a meeting through use of conference telephone or similar communications equipment, so long as all such Directors participating in such meeting can hear one another. Participation in a meeting by this means constitutes presence in person at such meeting.

4.5.6 A majority of the authorized number of voting Directors shall constitute a quorum of the Board for the transaction of business, except to adjourn. ~~A Director may give a proxy to the Executive Director solely for the purpose of constituting a quorum.~~

4.5.7 A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than 24 hours, notice of any adjournment to another time or place shall be given, prior to the time of the adjourned meeting, to the Directors who were not present at the time of adjournment.

4.6 Required Vote of Directors.

4.6.1 Every act or decision done or made by a majority of the voting Directors present at a meeting duly held at which quorum is present is the act of the Board. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for such meeting.

4.7 Written Consent of Directors. Any action required or permitted to be taken by the Board may be taken without a meeting, if all Directors individually or collectively shall consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors. All members of the Board, as used in this Bylaw does not include any “interested director” as defined in Section 5233 of the CCC.

4.8 Compensation of Directors. Directors shall receive no compensation for their services.

4.9 Inspection Rights of Directors. Every Director shall have the absolute right to any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the Corporation during normal weekday business hours. If a Director wishes to be accompanied by an attorney during such inspection, then the inspection will be scheduled at a time when the Corporation’s attorney will be present.

4.10 Interested Persons. Not more than forty-nine percent (49%) of the persons serving on the Board may be interested persons.

4.10.1 As used in this section, an “interested person” means either:

- (A) Any person currently being compensated by the Corporation for services rendered to it within the previous twelve (12) months, whether as a full- or part-time employee, independent contractor, or otherwise, excluding any reasonable compensation paid to a Director as Director;

or

- (B) Any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law, or father-in-law of any such person.

4.10.2 The provisions of this Section 4.10 of these Bylaws shall not affect the validity or enforceability of any transaction entered into by the Corporation.

4.11 Powers of the Board.

- (1) It may call special meetings of the members whenever it deems it necessary.
- (2) It shall appoint and remove, at pleasure, all officers, agents, and employees of the Corporation and it shall prescribe their duties to the extent that they are not set out in these Bylaws.
- (3) It may appoint an executive officer or member LAFCO staff person to be a deputy Corporation executive officer.
- (4) It shall conduct and manage the affairs and business of the Corporation, and it shall make rules and regulations not inconsistent with these Bylaws for the guidance of the officers and management of the affairs of the Corporation.
- (5) It may contract with others for such staff and clerical assistance as may be necessary to perform its duties.
- (6) It shall establish, levy, and collect, in accordance with these Bylaws, annual dues and assessments and such other charges and fees necessary to carry out the purposes of the Corporation.
- (7) It may delegate any of its duties to committees to the extent not inconsistent with the Articles of Incorporation, these Bylaws, and applicable laws.
- (8) It shall possess any and all other powers not inconsistent with the Articles of Incorporation, these Bylaws, and applicable laws.

4.12 Duties of the Board.

- (1) It shall arrange and conduct an annual meeting of the Corporation and such other meetings and conferences as it determines necessary.
- (2) It shall arrange for the exchange of information among [Member](#) LAFCOs.
- (3) It shall review laws and proposed laws affecting [Member](#) LAFCOs and make such recommendations thereon as it deems appropriate.
- (4) It shall appoint such committees as are necessary to assist the Board in the performance of its duties.

- (5) It may adopt rules of procedure for the conduct of its meetings.
- (6) It shall perform such other duties as are necessary to carry out the purposes of the Corporation or as directed by the membership, all in accordance with the Articles of Incorporation, these Bylaws, and applicable laws.

ARTICLE V

OFFICERS

5.1 Number and Titles. The officers of the Corporation shall be a President or Chairperson, a Vice-President or Vice-Chairperson, ~~a Secretary~~, a Treasurer, a Secretary, an Executive Director, and such other officers with such titles and such duties as shall be determined and deemed advisable by the Board.

5.1.1 The President shall preside over all meetings of the Board and of the membership and shall sign, in such capacity, all deeds, contracts, notes, conveyances, and other papers, documents, and instruments in writing in the name of the Corporation, which have first been approved by the Board, and shall have, subject to the direction of the Board, general supervision of the business affairs of the Corporation and generally shall discharge such other duties as may be required by the Board.

5.1.2 The Vice-President shall, in the absence of the President or the inability or refusal of the President to act, carry on all duties and powers required by law or these Bylaws and ~~hall~~shall have all the powers conferred by law or these Bylaws upon the President.

[5.1.3 – REORDERED/MOVED TO SECTION 5.1.4 WITHOUT REVISION]

~~5.1.3 The Secretary shall keep or cause to be kept the minute book of the Corporation as prescribed by Section 8.1 of these Bylaws. The Secretary shall sign in the name of the Corporation, either alone or with one or more other officers, all documents authorized or required to be signed by the Secretary. If the Corporation has a corporate seal, the Secretary shall keep the seal at the Corporation's principal office and shall affix the seal to documents as appropriate or desired. The Board may by resolution authorize one or more Assistant Secretaries to perform, under the direction of the Secretary, some or all the duties of the Secretary.~~

5.1.43 The Treasurer is the chief financial officer of the corporation, and, where appropriate, may be designated by the alternate title “Chief Financial Officer²².” The Treasurer is responsible for the receipt, maintenance, and disbursement of all funds of the Corporation and for the safekeeping of all securities of the Corporation. The Treasurer shall keep or cause to be kept books and records of account and records of all properties of the Corporation. The Treasurer shall prepare or cause to be prepared annually, or more often if so directed by the Board or President, financial statements of the Corporation. The Board may authorize one or more Assistant Treasurers to perform, under the direction of the Treasurer, some or all the duties of the Treasurer.

5.1.4 The Secretary shall keep or cause to be kept the minute book of the Corporation as prescribed by Section 8.1 of these Bylaws. The Secretary shall sign in the name of the Corporation, either alone or with one or more other officers, all documents authorized or required to be signed by the Secretary. If the Corporation has a corporate seal, the Secretary shall keep the seal at the Corporation's principal office and shall affix the seal to documents as appropriate or desired. The Board may by resolution authorize one or more Assistant Secretaries to perform, under the direction of the Secretary, some or all the duties of the Secretary.

5.1.5 The Executive Director shall work directly with the Board in managing the day to day activities of the Corporation. The Executive Director shall be directly responsible for assisting the Board in the development of a strategic business plan to achieve greater financial performance and increased visibility, and generally be responsible for Board administration matters, education and training, communication, legislative activities, regulatory monitoring advocacy, and inter-agency communication, as may be described more fully by and at the pleasure of the Board.

5.2 Appointment and Removal of Officers.

5.2.1 The officers shall be elected by the Board.

5.2.2 Any officer elected by the Board may be removed from office at any time by the Board, with or without cause or prior notice.

5.2.3 When authorized by the Board, any elected officer may be appointed for a specific term under a contract of employment. Notwithstanding that such officer is appointed for a specified term or under a contract of employment, any such officer may be removed from office at any time pursuant to Section 5.2.2 of these Bylaws and shall have no claim against the Corporation on account of such removal other than for such monetary compensation as the officer may be entitled to under the terms of the contract of employment.

5.2.4 Any officer may resign at any time upon written notice to the Corporation without prejudice to the rights, if any, of the Corporation under any contract to which the officer is a party. Such resignation is effective upon receipt of the written notice by the Corporation unless the notice prescribes a later effective date or unless the notice prescribes a condition to the effectiveness of the resignation.

5.2.5 The same person may hold more than one appointed office, except that neither the Secretary nor the Treasurer may serve concurrently as the President. When serving as Board members, Regional Officers shall not be eligible to serve as Board Officers.

ARTICLE VI

INDEMNIFICATION

6.1 Indemnification of Directors, Officers, and Employees.

6.1.1 The Corporation may indemnify a Director, officer, or employee under the provisions of Section 5238 of the CCC, or pursuant to any contract entered into with any employee who is not an officer or Director.

6.1.2 Expenses incurred in defending any proceeding may be advanced by the Corporation as authorized in Section 5238 of the CCC prior to the final disposition of such proceeding, upon receipt of an undertaking by or on behalf of the Director, officer, or employee to repay such amount unless it shall be determined ultimately that the Director, officer, or employee is entitled to be indemnified.

6.1.3 The Corporation may purchase and maintain insurance on behalf of any Director, officer, or employee of the Corporation against any liability asserted against or incurred by the Director, officer, or employee in such capacity or arising out of the Director's officer's, or employee's status as such, whether or not the Corporation would have the power to indemnify the Director, officer, or employee against such liability under the provisions of Section 5238 of the CCC, except as provided in subdivision (I) of Section 5238 of the CCC.

ARTICLE VII

AMENDMENT

7.1 Amendment of Articles. The amendment of the Articles of Incorporation of the Corporation is provided for by California state law and generally requires the approval of the membership pursuant to these Bylaws and the filing of a certificate of amendment in the Office of the Secretary of State.

7.2 Amendment of Bylaws. The amendment of Bylaws is provided for by California state law and generally requires the approval of the membership pursuant to these Bylaws, and to the extent not inconsistent herewith:

(A) These Bylaws may be amended at a meeting of the Corporation or at any statewide, general meeting convened upon order of the Board. Bylaw amendments may be proposed by a Member LAFCO in good standing or by the Board.

(B) Proposed amendments shall be submitted to the Board in writing at least sixty days prior to the meeting at which they are to be considered. The Board shall mail copies of the proposed amendments to all Member LAFCOs in good standing at least thirty days prior to the meeting at which they are to be considered. A majority vote of the Member LAFCOs in good standing which are present and eligible to vote is required for adoption of the amendments submitted under this procedure.

(C) Written amendments to the Bylaws may be submitted and considered at a meeting of the Corporation without complying with the requirements set out in the preceding paragraph if at least fifty percent (50%) of the Member LAFCOs in good standing are present and

eligible to vote at such meeting and two-thirds (2/3) of the Member LAFCOs in good standing present and eligible to vote approve a waiver of the requirements set out in the immediately preceding subparagraph (B).

ARTICLE VIII

RECORDS

8.1 Minute Book. The Corporation shall keep or cause to be kept a minute book which shall contain:

- (A) The record of all meetings of the Board including date, place, those attending and the proceedings thereof, a copy of the notice of the meeting and when and how given, written waivers of notice of meeting, written consents to holding meeting, written approvals of minutes of meeting, and unanimous written consents to action of the Board without a meeting, and similarly as to meetings of committees of the Board established pursuant to the Bylaws and as to meetings or written consents of the incorporator of the Corporation prior to the appointment of the initial Directors.
- (B) A copy of the Articles of Incorporation and all amendments thereof and a copy of all certificates filed with the Secretary of State.
- (C) A copy of these Bylaws as amended, duly certified by the Secretary.

8.2 Annual Report.

8.2.1 Financial statements shall be prepared as soon as reasonably practicable after the close of the fiscal year. The financial statements shall contain in appropriate detail the following:

- (A) The assets and liabilities, including trust funds, of the Corporation as of the end of the fiscal year.
- (B) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (C) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (D) The expenses or disbursements of the Corporation for both general and restricted purposes, during the fiscal year.

8.2.2 Any report furnished to Directors of the Corporation which includes the financial statements prescribed by Section 8.2.1 of these Bylaws shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized officer of the Corporation that such statements were prepared without audit from the books and records of the Corporation.

8.2.3 A report including the financial statements prescribed by Section 8.2.1 of these Bylaws shall be furnished annually to all Directors of the Corporation.

8.3 Report of Transactions and Indemnifications. The Corporation shall mail to all Directors a statement of any transaction between the Corporation and one of its officers or Directors or of any indemnification paid to any officer or Director if, and to the extent, required by Section 6322 of the CCC. The statement shall be mailed within 120 days after the close of the fiscal year. The statement required by this Section 8.3 of these Bylaws shall describe briefly:

- (A) Any covered transaction during the previous fiscal year involving more than Fifty Thousand Dollars (\$50,000), or which was one of a number of covered transactions in which the same “interested person” had a direct or indirect material financial interest, and which transactions in the aggregate involved more than Fifty Thousand Dollars (\$50,000).
- (B) The names of the “interested persons” involved in such transactions, stating such person’s relationship to the Corporation, the nature of such person’s interest in the transaction and, where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which such person is a partner, only the interest of the partnership need be stated.
- (C) The statement shall describe briefly the amount and circumstances of any indemnifications or advances aggregating more than Ten Thousand Dollars (\$10,000) paid during the fiscal year to any officer or Director of the Corporation pursuant to Section 5233 of the CCC.

For these purposes, an “interested person” is any Director, officer, or member of the Corporation.

ARTICLE IX

MISCELLANEOUS

9.1 Bonding. All employees handling funds shall be properly bonded.

9.2 Self-Dealing. In the exercise of voting right by Directors, no Director shall vote on any issue, motion or resolution which directly or indirectly inures to his or her benefit financially, except that such Director may be counted in order to qualify a quorum and, except as the board may otherwise direct, participate in a discussion on such an issue, motion or resolution if he or she first discloses the nature of his or her interest subject to Section 5230 through, and including Section 5239 of the CCC.

+

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. — That I am the duly elected and acting Secretary of California Association of Local Agency Formation Commissions, a California nonprofit corporation; and

2. — That the foregoing Bylaws, comprising eighteen (18) pages, constitute the Bylaws of said Corporation as duly Incorporated of said Corporation, and as duly approved by the required vote of the members of said Corporation at a meeting duly held on Thursday, 10 September, 1998 and amended on 6 September, 2006.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Corporation this 6th day of October, 2006.

(Del)



Susan Vicklund-Wilson
Secretary