

# LAFCO

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**Santa Barbara Local Agency Formation Commission**

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April 1, 2010 (Agenda)

Local Agency Formation Commission

105 East Anapamu Street

Santa Barbara CA 93101

## **CALAFCO Restructuring Proposal - Bylaw Amendment**

Dear Members of the Commission

### RECOMMENDATION

It is recommended the Commission support the proposed bylaw amendment and direct the staff to report the results of the election.

### DISCUSSION

#### Background

The California Association of LAFCOs (CALAFCO) is governed by a fifteen-member Board of Directors. It consists of four city members, four county members, four special district members and three public members. All of these members are elected at-large from throughout the State.

For over a year several Southern California LAFCOs have been involved in an effort to increase geographic diversity on the CALAFCO Board of Directors. The focus of those efforts, which involved the creation of a CALAFCO ad hoc committee, was directed at forming regions in the State from which Commissioners would be elected to the Board of Directors.

A compromise plan was briefly proposed that incorporated the concept of CALAFCO regions, but did not change the composition or method of selecting the members of the Board. That plan was poorly received at the Annual CALAFCO Business Meeting last October.

At the CALAFCO business meeting in October neither of two Southern California candidates were elected to the Board. At present, of the fifteen seats on the Board, only one is filled by a commissioner from Southern California.

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**Commissioners:** Bob Short, Chair ♦ Lupe Alvarez ♦ Joe Centeno ♦ Jeff Moorhouse ♦ Bob Orach ♦ Cathy Schlottmann  
Janet Wolf ♦ Joe Armendariz ♦ Doreen Farr ♦ John Fox ♦ Roger Welt      **Executive Officer:** Bob Braitman

In December 2009 and January 2010 five Southern California LAFCOs - Imperial, Los Angeles, Orange, Riverside and San Bernardino – notified CALAFCO their participation in Association activities will be limited for the rest of this fiscal year and these Commissions would not pay CALAFCO dues beginning in FY 2010-11.

Proposed Bylaw Amendment:

Following the announced withdrawal of the Southern California LAFCOs, the CALAFCO Board has endorsed and submitted a plan to restructure the Board and election process. The proposed bylaw amendment and associated policies and procedures changes are consistent with the reform efforts of the Southern California LAFCOs.

The CALAFCO Board of Directors has developed the enclosed information package explaining the proposal. It encompasses the following major components:

- For the purpose of electing directors, four regions would be created (Northern, Central, Coastal and Southern).
- The size of the Board of Directors would be increased from 15 to 16 members.
- Four directors would be elected from and by each region. There would be one in each category (city, county, public and special district).
- All 16 seats would be open at the Annual Conference in October 2010 in Palm Springs. The initial terms for half of these seats would be for one year and the other half would be for two years. This will create two-year staggered terms for future elections.
- In the event that fewer than half the LAFCOs in a region vote or no nominations are received for an open seat from that region, the seat would be filled for one term by an at-large election at the annual meeting.

Attached is a letter from Roger Anderson, Chair of the CALAFCO Board of Directors and a copy of the actual ballot. Votes must be submitted by July 9, 2010. There is one vote per LAFCO and simple majority of votes received will determine the outcome of the restructuring proposal.

If the proposed bylaw change is approved, the nomination period for directors will be open from July 9 through September 3, 2010. The elections will be conducted at the Annual Conference in Riverside County in early October.

Conclusion

In addition to the improved, balanced representation that regional elections will bring, there are undisputed benefits to maintaining a cohesive, statewide organization. As noted in the material provided by CALAFCO, the loss of CALAFCO members will diminish political influence, reduce the collective expertise of staff and Commissioners to educate and address LAFCO issues through the Association and reduce the financial resources needed to remain effective.

We recommend the Commission support the proposed bylaws amendment. We believe this proposal, which is unanimously recommended by the CALAFCO Board of Directors including Commissioner Schlottmann, is a positive step forward for the organization.

Please contact the LAFCO office if you have any questions

Sincerely,



BOB BRAITMAN  
Executive Officer

cc: Bill Chiat, CALAFCO Executive Director

14 May 2010

**2010  
Board of Directors**

**Chair**  
ROGER ANDERSON  
Santa Cruz LAFCo

**Vice Chair**  
SUSAN VICKLUND WILSON  
Santa Clara LAFCo

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WILLIAM S. CHIAT  
Executive Director

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CLARK ALSOP  
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LOU ANN TEXEIRA  
Deputy Executive Officer

KATE MCKENNA  
Deputy Executive Officer

Chair and Members of the Commission  
Member Local Agency Formation Commissions

**RE: CALAFCO Bylaws Amendment Mail Ballot**

Dear LAFCo Commissioners:

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

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

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

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

A truly statewide association of LAFCos allows us to:

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

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

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

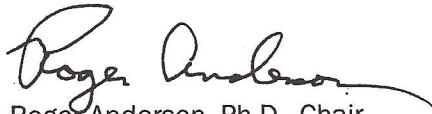
The Board's commitment is further exemplified by our unanimous vote to put all of our seats up for election this year.

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

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

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

Sincerely,

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

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

## MEMBER BALLOT

### Amendment to the Corporation Bylaws

14 May 2010

The Board of Directors of the California Association of Local Agency Formation Commissions is placing a proposal to amend the Corporation Bylaws by the Members through a mailed ballot.

The Board recommends approval of the amendments to the process to elect the Board of Directors as shown below. If approved by the membership, the new process will take effect at the next annual business meeting on 7 October 2010 in Palm Springs.

#### ARTICLE IV DIRECTORS

4.1 Number.

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

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

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

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

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

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

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

4.2 Nomination; Election; and Term.

4.2.1 Prior to the annual meeting, the Board shall appoint a recruitment committee consisting of one member from each Region ~~Commissioner representing cities, one Commissioner representing counties, one Commissioner representing the general public, and one Commissioner representing special districts~~, in accordance with election procedures adopted by the Board. The committee shall solicit ~~submit~~ nominations and conduct regional elections for all positions on the Board, the terms of which will expire with the annual ~~that~~ meeting. ~~Nominations may~~

~~also be made from the floor at the annual meeting. The Board shall make such rules as are necessary to carry out the provisions of this section.~~

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

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

4.2.4.2 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.

4.2.5.3 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.

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

4.2.7.5 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.

4.2.8.6 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.

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

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

Ballots must be received at the CALAFCO office by **Friday, 9 July at 5:00 p.m.** Ballots may be mailed or faxed.

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## BALLOT

LAFCo:

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*Anonymous ballots will not be counted*

VOTE:

- YES. Support the recommended amendments to the Corporation Bylaws.
- NO. Oppose the recommended amendments to the Corporation Bylaws.

SIGNATURE:

\_\_\_\_\_

Please return completed ballot to: Executive Director, CALAFCO, 1215 K Street, Suite 1650, Sacramento, CA 95814 or fax to Executive Director at 916.442.6535 by 9 July 2010.