

# MAYORS' & COUNCILMEMBERS' ASSOCIATION OF SONOMA COUNTY

Cloverdale, Cotati, Healdsburg, Petaluma, Rohnert Park, Santa Rosa, Sebastopol, Sonoma, Windsor

## GENERAL MEMBERSHIP MEETING

Thursday, October 13, 2022

**6:15 PM**

In response to the coronavirus cases in the County and continuing concerns of the Governor of California and the County Public Health Officer about potential community spread of the virus resulting from prolonged indoor gatherings, the Mayors' and Councilmembers' Association of Sonoma County has suspended conducting in-person meetings to minimize the spread of the COVID-19 virus pursuant to the provisions of the Brown Act as amended by AB 361 (2021).

The Mayors' and Councilmembers' Association of Sonoma County will be conducting the meeting via Zoom.

Members of the public can participate in the meeting by visiting [zoom.us](https://us02web.zoom.us/j/87678967865?pwd=enBZQVFRanR4RDZMN1VyUWo1VHNTdz09) or using the following link: <https://us02web.zoom.us/j/87678967865?pwd=enBZQVFRanR4RDZMN1VyUWo1VHNTdz09> or by dialing +1 669 900 6833 or +1 346 248 7799 or +1 253 215 8782 or +1 929 436 2866 or +1 301 715 8592 or +1 312 626 6799 and entering the **Meeting ID: 876 7896 7865** and **Passcode: 669601**

## AGENDA

1. **Call to Order**  
Chair Mark Landman (City of Cotati)

2. **Roll Call**

Cloverdale		Petaluma		Sebastopol	
Cotati		Rohnert Park		Sonoma	
Healdsburg		Santa Rosa		Windsor	

3. **Announcement(s)**
  - It is recommended that the SCMCA adopt a motion authorizing the continuation of virtual meetings during a declared state of emergency pursuant to government code 54953 (AB 361).
  - It is recommended that members review the attached list of committee positions that will be available in 2023, due to members not seeking re-election

4. **Introductions**

5. **Approval of Minutes:**
  - Regular Meeting of August 11, 2022

6. **Public Comment:**

If members of the public would like to provide public comment, we encourage you to submit them via email to the Host City, City of Cotati, by 3:00 p.m. on the day of the meeting: [kepatterson@cotaticity.org](mailto:kepatterson@cotaticity.org). Members of the public can also provide public comment by raising their hand or dialing \*9 during the public comment period on the zoom platform.

7. **Program**

- a) Approval of the Bylaws for the Sonoma County Mayors and Councilmembers Association (City Manager Damien O’Bid, Cotati & City Manager Jeff Kay, Healdsburg)

8. **Reports**

- a) Board of Directors Meeting and Appointments (Chair Landman)
- b) City Manager’s Committee – Damien O’Bid (City of Cotati)
- c) Committee Reports (see attached list)
- d) City Mayor’s Report (Verbal, if any important announcements for the General Membership)

9. **Adjournment**

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Copies of all staff reports and documents subject to disclosure that relate to any item of business referred to on the agenda are available for public review the Friday prior to the regularly scheduled meeting on the City’s website at [http://www.cotacity.org/city\\_hall/city\\_council/mayors\\_councilmembers\\_association](http://www.cotacity.org/city_hall/city_council/mayors_councilmembers_association) or by email upon request at [kepatterson@cotacity.org](mailto:kepatterson@cotacity.org) . Any documents subject to disclosure that are provided to all, or a majority of all, of the members of the Association regarding any item on this agenda, after the agenda has been distributed, will be made available for review. Contact number: (707) 665-3622. In accordance with the Americans with Disabilities Act, if you need special assistance to participate in this meeting, please contact the Cotati City Clerk’s office at (707) 665-3622. Notification 72-hours prior to the meeting will enable the Association to make reasonable arrangements to ensure accessibility to this meeting.

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# MAYORS' & COUNCILMEMBERS' ASSOCIATION OF SONOMA COUNTY

Cloverdale, Cotati, Healdsburg, Petaluma, Rohnert Park, Santa Rosa, Sebastopol, Sonoma, Windsor

## GENERAL MEMBERSHIP MEETING MINUTES

Thursday August 11, 2022

**6:15 PM**

### **THIS MEETING WAS NOT PHYSICALLY OPEN TO THE PUBLIC**

In response to the coronavirus cases in the County and continuing concerns of the Governor of California and the County Public Health Officer about potential community spread of the virus resulting from prolonged indoor gatherings, the Mayors' and Councilmembers' Association of Sonoma County has suspended conducting in-person meetings to minimize the spread of the COVID-19 virus pursuant to the provisions of the Brown Act as amended by AB 361 (2021).

The Mayors' and Councilmembers' Association of Sonoma County conducted the meeting via Zoom.

### AGENDA

**1. Call to Order**

*Chair Landman called the meeting to order at 6:16pm*

**2. Roll Call**

*Present:*

*City of Cloverdale*

*City of Cotati*

*City of Healdsburg*

*City of Petaluma*

*City of Rohnert Park*

*City of Santa Rosa*

*City of Sebastopol*

*City of Sonoma*

*Town of Windsor*

**3. Announcement(s)**

- It is recommended that the SCMCA adopt a motion authorizing the continuation of virtual meetings during a declared state of emergency pursuant to government code 54953 (AB 361). *City of Healdsburg moved to approve the virtual meeting format (AB 361). Town of Windsor seconded the motion. The motion passed by a unanimous vote.*

**4. Introductions**

**5. Approval of Minutes:**

- Regular Meeting of June 9, 2022  
*No objections*

**6. Public Comment:**

*No public comment.*

**7. Program**

- a) Presentation on the Parks Measure M Citizen Oversight Committee (Bert Whitaker & Melanie Parker, Sonoma County Parks)

*Presentation by Bert Whitaker and Melanie Parker of Sonoma County Parks. Comments from the Cities of Healdsburg & Petaluma. No public comment.*

- b) Review of the Draft Bylaws for the Sonoma County Mayors and Councilmembers Association (City Manager Damien O’Bid, Cotati and City Manager Jeff Kay, Healdsburg)

*Presentation by City Manager Damien O’Bid, Cotati and City Manager Jeff Kay, Healdsburg. Comments from the Cities of Cotati and Healdsburg. No public comment.*

**8. Reports**

- a. Board of Directors Meeting and Appointments (Chair Landman)

*Chair Landman reports that the Board of Directors unanimously selected the City of Sebastopol to serve as the fiscal agent for the hiring of a Clerk for the Association.*

- b. City Manager’s Committee – Damien O’Bid (City of Cotati)

*Report by City Manager Damien O’Bid, Cotati*

- c. Committee Reports (see attached list)

*None*

- d. City Mayor’s Report (Events/Items of Interest)

*None*

**9. Announcement(s)**

*Mayors of Cotati, Healdsburg, Rohnert Park, and Santa Rosa report out on various events in their Cities.*

**10. Adjournment**

*Chair Landman adjourned the meeting at 7:06pm*

**Upcoming 2022 Meetings:**

October 13, 2022      City of Sebastopol

## MAYORS' & COUNCILMEMBERS' ASSOCIATION OF SONOMA COUNTY

Cloverdale, Cotati, Healdsburg, Petaluma, Rohnert Park, Santa Rosa, Sebastopol, Sonoma,  
Windsor

### **Announcement of Available Committee Positions**

The following committees will have available seats beginning in 2023, due to current members not seeking re-election:

- Sonoma County Agricultural Preservation and Open Space District Citizens Advisory Committee (1 seat)
- North Bay Division, LOCC, Executive Board (1 seat)
- Local Agency Formation Commission (LAFCO) (2 seats + 1 alternate)
- Sonoma County Oversight Board Committee (alternate)
- Remote Access Network (RAN) Board (1 seat, must be a Mayor)
- Bay Area Air Quality Management District Board (1 seat)

Letters of interest for the preceding seats may be submitted by October 28, 2022, to Kevin Patterson, Deputy City Clerk, City of Cotati.

In addition, Sonoma County Parks is still seeking applicants for the Parks Measure M Citizens Oversight Committee. Interested parties may apply here: <https://forms.gle/XiDZ4XqZAoWVHX5e8>

## **Title**

Approve the amended Bylaws for the Sonoma County Mayors and Councilmembers Association

## **Recommendation**

It is recommended that the Mayors and Councilmembers approve the amended Mayors and Councilmembers bylaws.

## **Background**

Historically, the focus of the Sonoma County Mayors and Councilmembers Association (MCA) has been the exchange of ideas among fellow elected officials - both by informational presentations and by providing an opportunity to network with peers. The MCA Board of Directors (Board) also makes appointments to select regional bodies, as well as serving as the City Selection Committee for Sonoma County, as required under Government Code §50270. The MCA Board and General Membership meetings are held every two months (except December), per the current by-laws. The MCA also has a Legislative Committee, which our Cal Cities representative (Nancy Hall Bennett) hosts on behalf of the MCA.

By 2019, it had become clear that the speed, volume, and types of issues confronting Sonoma County cities required better coordination to address issues of common interest. Additionally, the rotational system to manage the various MCA functions is time consuming, inefficient and lacks continuity. Therefore, on September 16, 2019, the Board met and developed an outline of the recommended changes to the MCA. In addition, the Board Chair appointed, and the Board approved, an ad hoc subcommittee of the following elected officials tasked with updating the by-laws to implement the recommended changes:

- Tom Schwedhelm (City of Santa Rosa)
- Teresa Barrett (Petaluma)
- Melanie Bagby (Cloverdale)
- Neysa Hinton (Sebastopol)

However, after an initial meeting to develop a purpose statement, work paused as the region grappled with multiple emergencies, including wildfires and COVID-19. On November 18, 2021, the MCA Board re-appointed the ad hoc subcommittee to continue their work, with staff assistance from Jeff Kay (Healdsburg) and Damien O'Bid (Cotati). In early 2022, the ad hoc subcommittee began work on the updated by-laws to implement the intent of the MCA Board.

At the June 9, 2022 MCA General Membership meeting, a proposed part-time Association Clerk was approved, including the estimated budget for future assessment of member cities. In order to hire the contract Association Clerk, including related expenses and billing of member cities, it was proposed that a city would be selected to act as the Fiscal Agent. After a call for interested cities, the City of Sebastopol was selected to be the Fiscal Agent city at the August 11 Board of Directors meeting. After being appointed the Fiscal Agent city, the City of Sebastopol has finalized the Association Clerk job description and has put out the call for interested parties to

apply for the contract position.

During the General membership meeting on August 11, 2022, the draft by-laws were presented for comments or questions. No questions or comments were received that required edit to the draft by-laws.

### **Analysis/Discussion**

The draft by-laws were extensively re-written to implement the direction of the Board of Directors, and are included as Attachment A. In summary, the primary changes of substance to the by-laws are as follows:

1. Added a purpose statement.
2. Board of Directors meetings move to monthly meetings at a different time and place from General Membership meetings. The Board of Directors also shift to focus on business of common interest and takes over the role of developing the programs for General Membership meetings, currently performed by the Program City.
3. General Membership meetings remain every two months, with a focus on informational presentations and networking with peers.
4. Allows for the hiring of a contract Association Clerk to administer the Association and create continuity across years as the Chair city rotates.
5. Clarified Standing and Ad Hoc Committees.
6. Move Legislative Committee votes from unanimous consensus of those present to a supermajority of members (6 of 9).
7. Allows modifications of the by-laws by a supermajority vote (6 of 9) of the Board of Directors, except the provisions on Association Dues, which requires a unanimous vote of the Board of Directors to modify.
8. Clarified the voting throughout, including that the Mayors (Board of Directors) are the voting members.
9. Various non-substantive edits for clarification.

The exhibits concerning the Policy Guideline, Legislative Committee, and City Selection Committee had less extensive edits.

Following the August 11, 2022 review of the edits to the by-laws, the draft received legal review, which were discussed with the Ad Hoc Subcommittee. Most of the changes were clarifying in nature, and are shown in the attached by-laws in redline/strikeout. The one significant change was the change in the legislative committee to a Brown Act body in the by-laws, since this standing committee is a committee of a Brown Act body.

In accordance with the current by-laws, it is required to present the draft by-laws to the General Membership and then hold over to the next General Membership meeting on the vote to amend the by-laws. The vote to amend the by-laws requires a simple majority. Given the prior review in August, the MCA can approve the amended by-laws at the October 2022 General Membership meeting.

### **Financial Considerations**

The MCA General Membership has already approved the Association Clerk and the related expenses required to administer the MCA. The approval of the amended by-laws are not expected to incur any further expenses unless approved unanimously by the member cities in the MCA.

### **Environmental Issues**

This action is exempt from the California Environmental Quality Act (CEQA) because it is not a project which has a potential for resulting in either a direct physical change in the environment, or a reasonably foreseeable indirect physical change in the environment, pursuant to CEQA Guideline section 15378.

# ATTACHMENT A

BY-LAWS  
MAYORS' & COUNCILMEMBERS' ASSOCIATION OF SONOMA COUNTY  
Revised October 13, 2022

For the purpose of providing for the orderly conduct of the affairs of the existing Mayors & Councilmembers' Association of Sonoma County, there are hereby adopted the following Procedural Bylaws.

## ARTICLE I - Name

The name of the organization shall be the "Mayors' & Councilmembers' Association of Sonoma County", referred to herein as the "Association".

## ARTICLE II - Purpose

The Association shall have as its principal purpose to foster a spirit of cooperation among the cities of Sonoma County and enhance public health, safety and welfare and good working relationships between the governments of all the cities and the County of Sonoma.

In addition, the Association shall have the following purposes:

1. Provide a forum for elected officials to discuss and disseminate information of county wide or regional interest.
2. Make recommendations for the guidance of the cities in Sonoma County for the purpose of establishing a common approach to topics of mutual interest, such as training and addressing or responding to emerging issues.
3. Make recommendations on issues of importance to local or regional agencies, the County of Sonoma, and the State and Federal government.
4. Make appointments, or recommendations as required by law, to various commissions, boards, agencies, or other entities.
5. Serve as the Association through which the cities of Sonoma County, acting in concert, select their representatives to various statutory bodies or advisory groups.

The Association is an informal organization and shall not have the authority to enter into contracts or to create obligations binding on either itself or its membership other than those obligations expressly provided by Federal, State or Local laws and then only when formally approved in accordance with law.

The Association shall not participate in or endorse any political activity involving any individual candidate for public office. The selection of officers within **Article V** herein shall not be considered a political activity subject to this section.

## ARTICLE III – Membership

# ATTACHMENT A

## Section 1. Membership

The Association shall be comprised of the following members:

1. Regular Members:
  - a. All Mayors, Vice Mayors and Councilmembers of the incorporated cities in the County of Sonoma.
2. Board of Directors:
  - a. All Mayors of the incorporated cities in the County of Sonoma.
3. Associate Members:
  - a. City/Town Managers of each of the incorporated cities in the County of Sonoma
  - b. Supervisors in the County of Sonoma.

## Section 2. Termination

Any City/Town may terminate its participation at any time by giving written notice reflecting formal action by the majority of the City's/Town's council (Termination of Participation). In the event of a Termination of Participation, any Association dues already paid will not be refunded in whole or in part. The Termination of Participation will be provided to the Board of Directors at the beginning of their next scheduled meeting, at which time the termination will be effective.

## **ARTICLE IV – Voting**

1. Only Regular Members of the Association, with their respective City/Town current in assessment, shall have voting powers.
2. Voting powers for all Association meetings shall consist of one vote, one City/Town -- this vote cast by the Board of Directors Member or their designee, or the Regular Member in the case of committees. In the absence of a voting member, the Chairperson must receive written notification authorizing a regular member as the designated alternate to vote on behalf of the City/Town.
3. Voting may be by voice vote, unless a roll call vote is requested by any regular member, or otherwise required by law. The Association Secretary will conduct the vote and verbally announce the result.
4. A quorum is a majority (5 of 9 cities) of all Board Members or their designee, or a majority of Regular Members in the case of committees. Majority votes (5 of 9 cities) shall carry in all Associations bodies, unless specifically designated otherwise or required by law.

## **ARTICLE V - Officers**

Section 1. Officers of the Association shall consist of a Chairperson, Vice Chairperson, and Secretary. The Chairperson and Vice Chairperson shall be the Mayors of their respective cities/towns, seated annually through an alphabetic rotation, as described in Section 4.3 of this Article, except as specified in Subsection 5.3. The Secretary may be an Associate Member of the Association appointed by the Board of Directors, or may be an Association Clerk, hired in accordance with this article.

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## Section 2. Duties of officers shall be as follows:

1. **Chairperson:** To preside at all Board of Director, City Selection and General Membership meetings, maintain order, decide questions of parliamentary procedures, appoint an acting secretary in absence of such officer, coordinate meetings and agendas with the Secretary, and such other duties as are usually incident to such office and as elsewhere herein provided.
2. **Vice-Chairperson:** To perform the duties of Chairperson in the absence of the Chairperson.
3. **Secretary:** To keep a good and sufficient record of the proceedings of the Association (not including the City Selection Committee), prepare the business agenda of the Board and General Membership Meetings, record and keep official minutes of the Board and General Membership, maintain Association files and digital media, coordinate correspondence and all other business of the Association, distribute information to the Association, liaise with the Host City, coordinate with the Chairperson for the administration of the Association and its meetings, and other duties as outlined in the job description.

As an alternative to an appointed Secretary, the Association may, with a supermajority vote (6 of 9 cities) of the Board of Directors, ~~hire~~ select an individual or firm to serve as the Association Clerk in the role of Secretary and assist with the administration of the Association and authorize the allocation of costs for the Secretary to the Cities/Towns. The Association Clerk will be under contract with the member City/Town serving as Fiscal Agent and will report to the Board of Directors. The Chair of the Board of Directors, supported by the Fiscal Agency, is responsible for the performance evaluation of a contract Association Clerk.

## Section 3. Distribution of Materials

1. Association Handbook. A list of appointments of the Association and contact information for all Cities/Town, will be published annually by the first regular Association General Membership meeting (typically held in February) by the Secretary and included in the materials provided to the Association, showing the term(s) of each appointee, and shall be updated as committee assignments change.
2. General Information. The Secretary shall only distribute official information from the Mayor of member Cities, any Association committee (Legislative, Program, etc.), information from Association appointees related to their appointment, materials from agendized presenters at Association meetings, other governmental organizations, unless otherwise directed by a majority vote (5 of 9) of the Board of Directors.

## Section 4. Selection of Officers:

1. Chair City and Vice Chair City shall be determined by a strict alphabetical rotational basis as follows, except as mutually agreed upon by the applicable cities as needed:
  - a. Cloverdale
  - b. Cotati
  - c. Healdsburg
  - d. Petaluma
  - e. Rohnert Park
  - f. Santa Rosa
  - g. Sebastopol
  - h. Sonoma
  - i. Windsor

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2. In the event a new city/town is added, that city/town will be inserted alphabetically in the above list.
3. The Chairperson and Vice Chairperson of the Association will be seated at the January Board of Directors meeting. If the Chair or Vice Chair is unable to serve the remainder of their term, the respective City/Town shall provide a new Chair or Vice Chair. If the position remains unfilled after 30 days, the Board of Directors shall select a new Chair or Vice Chair from among the Board.

### Section 5. Compensation.

All officers shall serve without compensation, unless approved by the Association, except as set forth in Section 2.3 of this Article

### Section 6. Removal of Officers.

The Chairperson or Vice ~~chairperson~~ Chairperson may be removed from office by the supermajority (6 of 9) vote of Board of Directors. In such event, the Board shall appoint, for the remainder of the term of the person removed, the Chairperson or Vice Chairperson Regular Member from the City/Town that would be next in rotation to serve as the Chairperson or Vice-Chairperson, and that Chairperson or Vice-Chairperson shall remain in the rotation for the subsequent seating of the Chairperson or Vice-Chairperson pursuant to Section 4.

## ARTICLE VI – Committees & Appointments

### Section 1. Vacancies For Regional Appointments.

1. The announcement of Association and City Selection Committee vacancies shall be sent by the Secretary in accordance with Exhibit A to all City Councils and their City Clerks or designee. Interested members shall submit letters of interest to the Secretary by the requested due date for timely consideration by the cities in advance of the Board meeting.
2. If possible, time would be made at the Association's General Membership meeting for candidates to make statements to a larger group of all Regular Members.
3. Appointments are made by a majority vote (5 of 9) of the Board of Directors or City Selection Committee, as applicable. Appointments shall be made at a regularly scheduled meeting. If no candidates have expressed interest, the Board of Directors or City Selection Committee can accept nominations of Regular Members from the floor.
4. All appointees shall be Regular Members of the Association at the time of appointment, unless otherwise provided by legislative authority.

### Section 2. Ad Hoc Committees.

1. Ad Hoc committees may be authorized by the Board of Directors from time to time for specific purposes and periods of time. Such committees will consist of at least three (3) Regular Members of the Association, but less than a quorum, —selected by the Chair of the Board of Directors and approved by Board of Directors. The Chairs and Vice Chairs of the ad hoc committees shall be selected by the committees themselves at their first meeting. When so appointed, such committees shall perform the functions as are

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specifically assigned to them and report their findings or actions to the Board of Directors and to the Association when requested.

2. Ad Hoc committee members must be Regular Members of the Association and may serve for a maximum term of two (2) years, where state or other codes do not otherwise specify. Committees may be staffed by the Association Secretary, Associate Members or other City staffing, as may be deemed necessary by the Ad Hoc committee.
3. Progress reports to the Board of Directors may be made orally and noted in minutes.

### Section 3. Standing Committees.

1. **Legislative Committee.** A legislative committee shall be established to define and communicate the interests of the member cities to county, state and federal representatives and shall operate as follow:
  - a. Each member city has the right to appoint a Regular Member to the committee, chosen by their respective City Councils.
  - b. The committee chairperson and vice chairperson shall be elected by a majority (5 of 9) of the committee members.
  - c. The committee Chairperson shall be the liaison to the Board of Directors and shall provide regular updates at the Board of Directors meetings.
  - d. The committee Chairperson shall strive to bring to the attention of the Association legislation that will impact cities, and will provide copies of all letters issued by the committee for distribution to the Association by the Secretary.
  - e. A quorum shall consist of a majority (5 of 9) of the committee members.
2. **Program Committee.** The Board of Directors shall be the program committee, to develop timely and informative programs for the Association General Membership meetings. The Program Committee shall operate as follows:
  - a. At the final meeting of the year (or the first meeting once the incoming Board Members are known), the current and incoming Board of Directors shall meet to discuss program priorities for the next year and provide guidance to the incoming Chairperson and Secretary.
  - b. The Board of Directors may provide additional direction to the Chairperson and Secretary throughout the year, as needed.
  - c. The Secretary, in coordination with the Chairperson, shall develop the program, arrange for any presenters and arrange with the host city any audio/visual requirements for Association General Membership meetings.

## ARTICLE VII - Meetings

### Section 1. Association General Membership Meetings.

There shall be at least five (5) meetings of the Association General Membership each year. General Membership meetings shall be held on the second Thursday of the months of February, April, June, August and October at a time and location designated by the Chairperson, following the

## ATTACHMENT A

City/Town rotation specified in Section 4, Article V, unless modified by a majority vote (5 of 9) of the Board of Directors at a prior meeting. All General Membership meetings shall adjourn no later than 10:00 PM.

All General Membership meetings shall be noticed and held in accordance with the Ralph M. Brown Act.

### Section 2. Board of Directors' Meetings.

Board of Directors' Meetings shall be held on the second Thursday of the month for the purpose of reviewing policy items, making appointments as may be required or authorized, and developing the agenda for the General Membership meeting of the Association. The time and place of the Board of Directors' meeting shall be determined by the Chairperson but shall be held throughout the county and to the greatest extent practicable rotate amongst the member jurisdictions and may include a combination of in-person, virtual or hybrid meetings as deemed appropriate by the Board of Directors. The Board shall strive to set the meeting calendar with an in-person meeting at the start of each year.

All Board of Director and Standing Committee meetings shall be noticed and held in accordance with the Ralph M. Brown Act.

### Section 3. Special Meetings

Upon the mutual consent of the Chairperson and Vice Chairperson, or when requested in writing to the Association Secretary by a majority (5 of 9) of the Board of Directors, the Chairperson shall call for a special meeting of the General Membership or the Board of Directors at the soonest available time that a quorum is available. All special meetings shall be noticed and held in accordance with the Brown Act.

### Section 4. Virtual/Hybrid Meetings ("Teleconference")

For Board of Directors or any Ad Hoc or Standing Committee, or for General Membership meetings under Emergency circumstances, a virtual or hybrid ("teleconference") meeting may be called if permissible under the ~~All meetings shall be noticed and held in accordance with the~~ Ralph M. Brown Act.

### Section 5. Meeting Cancellation.

Any meeting may be canceled upon the mutual consent of the Chairperson and Vice Chairperson, or upon written request to the Association Secretary from a majority (5 of 9) of Board Members, or the mutual consent of the Chairperson and Vice Chairperson of the applicable committee.

## ARTICLE VIII - Conduct of Business

### Section 1. Rules of Order

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Robert's Rules of Order shall be used as a guide in the conduct of all meetings of the Association.

## Section 2. Attendance and Delegation

In the event a Mayor is unable to attend a meeting of the Board of Directors, the Mayor shall designate another Regular Member of the Association from their City/Town, to serve as the representative, by letter delivered to the Secretary at the time of such meeting or prior thereto. In lieu of a letter being provided prior to each meeting, cities may instead provide a letter to the Chairperson at the beginning of each term designating the approved alternates for their city. By such a letter, a Mayor may designate another Regular Member of the Association from their City/Town to serve as the representative on all occasions when the Mayor is absent, or only for a particular meeting or meetings. The representative shall enjoy the same voting privilege during the Board of Directors' meeting as would the Mayor the designee represents. In the absence of such a letter, no one shall be entitled to act as the representative of a Mayor. The Association Secretary shall make the incoming Board of Directors aware of this provision prior to the annual transition meeting.

## Section 3. Board of Director Duties

The Board of Directors shall have the powers to:

- a. Review policy items and develop the agenda for the Association.
  - i. In connection with the development of the agenda for the Association, any member of the Board of Directors may, during a Board of Directors meeting, request to place an item on the next General Membership meeting agenda. The Board of Directors will determine by majority vote (5 of 9) of the Board of Directors whether to place the item on the agenda for the next General Membership meeting.
- b. Make appointments of Associations' representatives to organizations or committees such as:
  - i. ABAG Executive Board; and
  - ii. ABAG Regional Planning Committee; and
  - iii. ABAG Hazardous Waste Management Facility Allocation Committee; and
  - iv. County Agricultural Preservation & Open Space District Advisory Committee; and
  - v. County Child Care Planning Council; and
  - vi. Sonoma-Marin Area Rail Transit (SMART) Commission Board of Directors; and
  - vii. North Coast Railroad Authority (NCRA) Board of Directors; and
  - viii. Sonoma County Human Services Commission; and
  - ix. Other organizations, commissions or committees as may be created or authorized.
- c. Act as the Sonoma County City Selection Committee in accordance with Government Code Sections 50270 et seq., to make recommendations or appointments to organizations, commissions or committees such as:
  - i. Local Agency Formation Commission; and
  - ii. Golden Gate Bridge, Highways & Transportation District; and
  - iii. Airport Land Use Commission; and

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- iv. Metropolitan Transportation Commission; and
  - v. Bay Area Air Quality Board; and
  - vi. Remote Access Network (RAN) Board; and
  - vii. Other organizations, commissions or committees as may be created or authorized.
- d. Make recommendations to the Association on matters of interest, and issue position letters on behalf of the Association, provided it is supported through an affirmative supermajority vote (6 of 9) of the Board of Directors. Any letters issued on behalf of the Association shall be distributed to the Association members and Associate Members as soon as possible by the Secretary.
- e. Provide programming topics for the General Membership meetings to the Chairperson and Secretary, acting in their role as the Program Committee.
- f. Conduct the Association's business in an orderly manner.

### ARTICLE IX - Finances

#### Section 1. Association Dues

Except as allowed for under Article V, Section 2 (Association Secretary), dues for other activities of the Association may be assessed by a unanimous vote of the Board of Directors of Cities/Towns that will be assessed the dues at a regularly scheduled Board of Directors meeting. All dues are payable within 45 days or receipt of invoice for the City/Town to be current for the purpose of determining voting membership.

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#### Section 2. Fiscal Agent

By a majority vote (5 of 9) Board of Directors, one member city/town shall be designated to serve as the Fiscal Agent for the Association. The Fiscal Agent will be responsible for entering into contracts as authorized by the Association, to make payments for services pursuant to those contracts, and to invoice member Ceities/Towns for their respective shares of the costs. In certain cases, the Fiscal Agent may be eligible for a reduced share of costs as consideration for providing this service, if such a consideration is also approved by the Board of Directors. The Fiscal Agent may be changed at any time but shall be reviewed by the Board of Directors no less than once every 5 years.

### ARTICLE X - Amendments

These by-laws and attached exhibits may be amended by a supermajority vote (6 of 9) of the Board of Directors, except for amendments to Article IX, Section 1, which shall require a unanimous vote to amend. Amendments rescind and repeal all previously approved by-laws and policies that are in conflict.

Duly adopted this 12<sup>th</sup> day of May, 1966  
Vernon P. Smith, Chairman

Rev. 03/09/95  
03/11/99

# ATTACHMENT A

05/13/99  
03/08/07  
08/09/07  
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# ATTACHMENT A

## Exhibit A

### MAYORS' & COUNCILMEMBERS' ASSOCIATION OF SONOMA COUNTY POLICY GUIDELINE

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#### **Policy Guideline for Chair City, Board and General Membership regarding the Process for the Various Committee Appointments made by the Mayors' and Councilmembers' Association Board of Directors**

It is the responsibility of the Member seeking appointment or reappointment to take applicable actions to support their appointment or reappointment.

The Secretary shall make every effort to notify the Association Membership of terms expiring no later than 90 days in advance of the Board of Directors meeting at which appointments shall be made. The suggested deadline for submitting letters of interest for such appointments is to be no later than 45 days prior to the Board of Directors meeting at which appointments shall be made. As each City Council meets at least once per month, the 45-day window will allow time for the Secretary to transmit the letters to the Association Membership for action at each city's respective City's Council meeting.

The Chairperson of the Board of Directors, in consultation with the Secretary, shall have the discretion of extending the deadline for receipt of letters of interest if in their opinion there are extenuating circumstances relating to a particular committee assignment or appointment process, or relating to a particular City or Member of the Association Membership. Extenuating circumstances could include but not be limited to the following:

- Locally declared disasters in one or more member cities, diverting Council attention and resources.
- Council election results which have not been certified and accepted prior to the 30 day deadline.
- Unanticipated withdrawal(s) of Members seeking committee appointments, creating a situation where no letters of interest have been submitted.
- Transition in the Association Secretary, which may impact the timeliness of notifications being transmitted.
- No letters of interest received before the deadline.

Approved by the Board of Directors on June 9, 2011, revised October 13, 2022.  
To be retained as an Attachment to the By-Laws.

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# ATTACHMENT A

## Exhibit B

### MAYORS' & COUNCILMEMBERS' ASSOCIATION OF SONOMA COUNTY LEGISLATIVE COMMITTEE LEGISLATIVE PLATFORM

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The Mayors and Council Members of Sonoma County represent every city within the county of Sonoma. The Legislative Committee, established by the Mayors and Councilmembers Bylaws, consists of a Mayor or Councilmember from each of the member cities, chosen by their respective Councils. Its duties are to review pending policy issues affecting cities and to advocate for those on behalf of the cities within Sonoma County.

The Sonoma County Legislative Committee will be reviewing and responding to bills that impact Sonoma County cities. The Sonoma County Legislative Committee will use these principles to help guide the committee in taking positions on policy issues:

Consider supporting policy that:

- Enhances local control of resources and tools that allow cities to address the needs of city residents within a framework of regional cooperation.
- Encourages the use of State incentives for local government action rather than mandates.
- Reforms local government finance structure in a way that establishes a stable revenue base for local government to plan for future growth and provide needed public facilities and services.
- Guarantees local funding sources.

Consider opposing policy that:

- Imposes new unfunded mandates.
- Preempts local authority.
- Weakens local control.

The goal of this process is to present a united front from the Mayor's and Councilmember's Association, to provide the strongest voice possible in support of city interests.

The Legislative Committee is authorized to prepare letters in either support or opposition for signature by the chair of the Legislative Committee on positions on legislation consistent with the above guidelines ~~and consistent with official Cal Cities positions~~, with the exception noted below.

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Affirmative votes require a supermajority vote (6 of 9) of members. Positions that do not receive an affirmative vote may be presented at the next upcoming Board of Directors meeting for discussion and possible action, by means of a short informational packet with the Board of Director's agenda, and accompanied by a verbal presentation.

Approved by the Board of Directors on August 8, 2013, revised October 13, 2022.

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To be retained as an Attachment to the By-Laws.

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## Exhibit C

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### BY-LAWS OF THE CITY SELECTION COMMITTEE OF THE COUNTY OF SONOMA

In accordance with the provisions of Government Code Sections 50270 and following, the following are hereby established as the By-Laws for the City Selection Committee of Sonoma County (Committee).

1. Whenever a city selects a new Mayor, the City Clerk shall advise the Clerk of the Committee of the name of the Mayor. (rev. 3/8/07)
2. A regular yearly meeting of the Committee shall be held on the second Thursday of February in each year at 6:00 p.m, or as scheduled to align with the February Association Board of Directors meeting. In order to coincide with the term of the Mayor of each city, the Chair will be selected at the February meeting. (rev. 3/8/07)
3. Special meetings shall be called at the order of the Chair or upon written request of a majority (5 of 9) of the Committee members, or if a vacancy occurs which must be filled prior to the yearly meeting. To enable the Committee Clerk to give notice through the Association Secretary, such a request shall specify the nature of the matters to be considered at the special meeting.
4. When a Mayor is unable to attend a meeting, the Mayor shall designate another member of the City Council to serve as the representative, by letter delivered to the Committee Clerk through the Association Secretary at the time of such meeting or prior thereto; provided further that if a Mayor is unable to send a letter to the Committee Clerk in time for such meeting, the Mayor may telephone the Association Secretary before the meeting to indicate the name of the representative and thereafter confirm such a telephone call by letter to the Committee Clerk through the Association Secretary. In the absence of such a letter, no one shall be entitled to act as the representative of a Mayor. By such a letter a Mayor may designate another councilperson to serve either (1) as the representative on all occasions when the mayor is absent, or (2) only for a particular meeting or meetings.
5. At its regular meeting, the Committee shall choose a Chair and Vice-Chair who shall serve for a term of one (1) year. For the purpose of selecting the Chair of the Committee, the Committee Clerk shall function as temporary Chair, without vote. Any Mayor or designated representative may nominate any member of the Committee to the office of Chair or Vice-Chair. It shall be necessary to second any nomination. At the conclusion of the nomination process, the members of the Committee shall vote by roll call to determine whether or not any nominee has the vote of a majority of the quorum present. If no person receives a majority, successive votes will be taken until one person receives a majority vote of the quorum present.
6. In the case of appointments or recommendations for appointment to other agencies, the Chair shall receive nominations which shall be seconded, and shall conduct voting on nominations in the manner described above to the end that a person selected for any office or position shall be selected by a majority vote (5 of 9) of the members of the committee. Before counting the votes, the Committee Clerk shall ask if any Committee member wishes to change their vote.
7. No action can be taken, except to adjourn the meetings, in the absence of a quorum. For such purposes, a quorum shall constitute one more than 50 per cent of the total membership of the Committee.
8. For the purpose of giving notices of meetings, and mailing other correspondence, each Mayor shall in writing furnish the Committee Clerk, through the Association Secretary, the address the Mayor wishes to use for purposes of receiving mail. In the absence of a written request to the contrary, all notices shall be sent to a Mayor through the Association email list.

## ATTACHMENT A

9. All voting shall be on the basis of a roll call of the cities and the Committee Clerk shall record each such vote. The minutes and records of the Committee shall be available for public inspection.
10. Any meeting of the Committee may be held by teleconference pursuant to Government Code section 54953, and in accordance with the Ralph M. Brown Act.

Rev. 03/08/07, 4/9/09, 10/13/22

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**MAYORS' AND COUNCILMEMBERS' ASSOCIATION**  
Board of Directors Appointments

<b>Board</b>	<b>Term</b>	<b>Member</b>	<b>Date Appointed</b>	<b>Term Expiration</b>
<b>ABAG Executive Board</b> (One Member, One Alternate)	2-year fixed term; ends in June	Susan Hollingsworth-Adams, Rohnert Park	2/11/2021	June 2023
		<u>Alternate:</u> Dennis Pocekey, Petaluma	2/11/2021	June 2023
<b>ABAG Hazardous Waste Management Facility Allocation</b>	Unspecified	Susan Harvey, Cotati	2/2/2013	N/A
<b>ABAG MTC Housing Legislative Working Group</b>				
<b>ABAG Regional Planning Committee</b>	2 years from appointment	VACANT	4/11/2019	April 2021
<b>* ABAG Appointment to (San Francisco) Bay Conservation and Development Commission</b> (One Member, One Alternate)	Unspecified	Jill Techel, City of Napa	3/15/2012	Serves at pleasure of the Chair or until office is vacated
		<u>Alternate:</u> Dan Hillmer, Larkspur	5/2/2013	
<b>Child Care Planning Council of Sonoma County</b>	3 years from appointment	Victoria Fleming, Santa Rosa	2/13/2020	February 2023
<b>Legislative Committee</b>	Unspecified	Appointed by member cities – see city rosters.		
<b>**North Bay Division, LOCC, Executive Board</b> (Two Members, One Alternate)	2 years from appointment	Mike Healy, Petaluma	2/13/2020	October 2022
		John Sawyer, Santa Rosa	4/8/2021	April 2023
		VACANT		
<b>***Great Redwood Trail Authority Board of Directors</b>	2 years from appointment	Mendocino Seat		
<b>Sonoma County Agricultural Preservation and Open Space District Citizens Advisory Committee</b> (Three Members)	2 years from appointment	Brian Barnacle, Petaluma	4/8/2021	April 2023
		Oswaldo Jimenez, Healdsburg	2/10/2022	February 2024
		Neysa Hinton, Sebastopol	1/31/2017	April 2023
<b>Sonoma Marin Area Rail Transit Commission (SMART)</b> (Three Members)	4-year fixed term	SCTA – Melanie Bagby, Cloverdale	1/31/2019	February 2023
		SCTA – Chris Rogers, Santa Rosa	1/31/2019	February 2021
		Non-SCTA - Debora Fudge, Windsor	2/9/2017	April 2025

Notes: Sonoma County Human Service Commission was eliminated in 2011 due to budget constraints.

\* Only Petaluma nominees are considered from the Sonoma County cities for consideration to the ABAG appointments to the San Francisco Bay Conservation and Development Commission (27 members total) due to jurisdiction requirements. Two appointments are made by the Board of Supervisors to represent Sonoma Co. ABAG makes four appointments (plus alternates), one of which comes from the counties of Sonoma, Marin, Solano, or Napa.

\*\* All cities in Sonoma County are eligible except Cloverdale which is in the Redwood Division.

\*\*\* Great Redwood Trail Authority Board of Directors seat rotates to Humboldt (2019/20), Mendocino (2021/22), Sonoma (2023/24), and Marin County (skips Marin as they do not participate). Only Healdsburg and Cloverdale are eligible and next Sonoma County appointment is 2023/24).

# SONOMA COUNTY CITY SELECTION COMMITTEE

## City Selection Committee Appointments

Board	Term	Member	Date Appointed	Term Expiration
<b>Airport Land Use Commission</b> (Two Members)	4-year term with May expiration	Todd Lands, Cloverdale	4/14/2022	May 2026
		Sam Salmon, Windsor	2/12/2015	May 2023
<b>Bay Area Air Quality Management District Board</b>	2-year term	Teresa Barrett, Petaluma	2/09/2017	February 2023
<b>California Coastal Commission, N. Coast Representative -</b> (Appointment made by Senate Rules Committee)	4-year term	Katie Rice (Marin County)	6/19/2019	May 2023
<b>City Selection Committee</b>	1-year term	Mark Landman, Chair, Cotati	4/14/2022	February 2023
	1-year term	Oswaldo Jimenez, Vice Chair, Healdsburg	4/14/2022	February 2023
<b>Golden Gate Bridge, Highway &amp; Transportation District</b> (Appointment made by Board of Supervisors)	2-year term	Gerard Giudice, Rohnert Park	7/20/2021	July 2023
<b>Local Agency Formation Commission</b>	4 years from appointment	Pam Stafford, Chair, Rohnert Park	4/14/2022	April 2026
		Mark Landman, Cotati	2/11/2021	May 2023
		<u>Alternate:</u> Patrick Slayter, Sebastopol	2/11/2021	May 2025
<b>Mayors &amp; Councilmembers Bylaws Subcommittee</b>	2 years from appointment	Tom Schwedhelm, Santa Rosa	9/16/2019	November 2023
		Teresa Barrett, Petaluma	9/16/2019	November 2023
		Melanie Bagby, Cloverdale	9/16/2019	November 2023
		Neysa Hinton, Sebastopol	9/16/2019	November 2023
		Jeff Kay, Healdsburg	11/18/2021	November 2023
		Damien O'Bid, Cotati	11/18/2021	November 2023
<b>Measure "O" Oversight Committee</b>	3-year Term	Kevin McDonnell, Petaluma	6/10/2021	June 2024
		Ben Ford, Cotati	6/10/2021	June 2024
<b>Metropolitan Transportation Commission</b> (Per Gov. Code 66503(b), Committee submits 3 names, appointment is made by Board of Supervisors)	4-year term	Victoria Fleming, Santa Rosa	4/8/2021	April 2025
<b>Remote Access Network (RAN) Board</b> (Must be a Mayor)	Unspecified term	Mark Landman, Cotati		
<b>Sonoma County Oversight Board Committee</b> (County-wide)	Unspecified term	Chris Rogers, Santa Rosa	4/12/2018	
		<u>Alternate:</u> Oswaldo Jimenez, Healdsburg	6/10/2021	

Notes: California Coastal Commission appointments are made by the Senate Rules Committee and the alternate serves at the pleasure of the Commissioner.