

**BY-LAWS
WESTSIDE CITIES COUNCIL OF GOVERNMENTS**

PREAMBLE

The Westside Cities Council of Governments (the "WSCCOG") is an agency voluntarily established by its Members pursuant to a Joint Powers Agreement ("Agreement") for the purpose of enabling its Members to engage in regional and cooperative planning and coordination of government services and responsibilities so as to assist the Members in the conduct of their affairs. In addition, the WSCCOG will provide a regional organization for the review of federal, state, and regional projects and studies which involve the use of federal, state and regional funds, in various forms.

The WSCCOG shall not possess the authority to compel any of its members to conduct any activities or implement any plans or strategies that they do not wish to undertake (except for the payment of dues, if any). The goal and intent of the WSCCOG is one of voluntary cooperation among cities for the collective benefit of cities in the Westside area.

Article I - Definitions

The terms "Agreement," "Alternate Governing Board Representative," "WSCCOG," "Governing Board," "Governing Board Representative," and "Member" as used in these By-Laws are defined in the Agreement and said definitions are incorporated herein by reference.

Article II - Membership and Representation

A. Membership. Members shall withdraw from or be admitted to the WSCCOG in accordance with Section 19 of the Agreement.

B. Representation.

1. The Governing Board Representative and Alternate Governing Board Representative for a Member shall be designated by that Member's legislative body. Governing Board Representatives and Alternate Governing Board Representatives shall be appointed for one year.

2. Names of Governing Board Representatives and Alternate Governing Board Representatives shall be communicated to the Governing Board by the appointing Member in writing.

3. Governing Board Representatives and Alternate Governing Board Representatives shall serve until a successor is appointed, unless such person becomes ineligible as set forth in Section 5 of the Agreement.

4. The legislative body of each Member may establish a procedure to provide for its representation at a Board meeting by an elected member of its legislative body in the event that neither the Governing Board Representative nor the Alternate Governing Board Representative are available to attend.

Article III - Governing Board

A. Powers and Duties. All of the powers of the WSCCOG provided in Section 4 of the Agreement, except as may be expressly delegated to others pursuant to the provisions of the Agreement, these By-Laws or by the direction of the Governing Board, shall be exercised by and through the Governing Board and shall include:

1. Making policy decisions and determining policy matters for the WSCCOG.

2. Conducting the affairs of the WSCCOG.

3. Annually reviewing the proposed WSCCOG budget and assessment schedule and adopting an annual budget and an assessment schedule.

4. Appointing Standing Committees and, if necessary, temporary committees to study specific problems, programs, or other matters which it has approved for study.
5. Acting upon policy recommendations including policy recommendations from committees.

B. Meetings.

1. Regular meetings of the Governing Board shall be held not less than four times a year. Special meetings of the Governing Board may be called by the Chair. All meetings of the WSCCOG shall be called and conducted, and an agenda posted, in accordance with the Ralph M. Brown Act, Government Code section 54950 et seq., as it now exists or may hereafter be amended. Members shall direct their Clerks to comply with all notice and agenda posting requirements deemed necessary by the Governing Board.
2. The time and date of regular meetings of the Governing Board shall be specified annually and may be modified by a majority vote of the Governing Board as required. The location of each meeting shall be determined at the preceding meeting by the Governing Board.
3. WSCCOG committees shall meet on the call of their chairperson or as otherwise provided herein and in compliance with applicable law.

C. Voting. Voting on the Governing Board shall be conducted as prescribed in the Agreement. Further, voting may be either by voice or roll call vote. A roll call vote shall be conducted upon the demand of any one representative, at the discretion of the presiding officer or as required by law.

Article IV - Officers and Employees

A. Chair and Vice Chair. The Chair of the Governing Board, shall conduct all meetings of the Governing Board and perform such other duties and functions as required of such person by provisions of applicable law, this Agreement, the Bylaws or by the direction of the Governing Board. The Vice Chair shall serve as Chair in the absence of the Chair and shall perform such duties as may be required by provisions of applicable law, this Agreement, the Bylaws, or by the direction of the Governing Board or the Chair. At the first regular meeting of the Governing Board, a Governing Board Representative shall be elected to the position of Chair by the Governing Board, and a different-Governing Board Representative shall be elected to the position of Vice Chair of the Governing Board. The terms of office of the Chair and Vice Chair elected at the first regular meeting of the Governing Board shall continue through the first July 1 of their terms and expire on the second July 1, and elections to determine their successors shall not be held until the first regular meeting of the May preceding the second July 1. Thereafter, a Governing Board Representative shall be elected annually to the position of Chair, and a different Governing Board Representative shall be elected to the position of Vice Chair of the Governing Board at the first regular meeting of the Governing Board held in May of each calendar year. The terms of office of the Chair and Vice Chair shall commence the July 1 of that calendar year and expire on the following July 1. If there is a vacancy, for any reason, in the position of Chair or Vice Chair, the Governing Board shall forthwith conduct an election and fill the vacancy for the unexpired term of such prior incumbent.

B. **Secretary.** The Governing Board shall designate a Secretary. The Secretary shall keep a record of all proceedings and perform the usual duties of such office.

C. **Treasurer.** The Treasurer of one of the Members shall serve as Treasurer of the WSCCOG for a term of three (3) years. Upon expiration or earlier termination of the term, the Treasurer of the Member entity whose representative then serves as the Chair of the Governing Board shall serve as the Treasurer for the WSCCOG. Should that person have just served as Treasurer or otherwise not be available, then the Treasurer of the Member entity whose representative then serves as Vice Chair shall serve as the Treasurer. The Treasurer shall have custody of all funds and have the powers of, and shall perform those functions required by Government Code sections 6505,

6505.5 and 6505.6, as may be subsequently amended, and shall have such other duties as may be prescribed by other applicable laws and regulations, the Agreement, these By-Laws or by the direction of the Governing Board. The Treasurer shall ensure strict accountability of all funds and reporting of all receipts and disbursements of the WSCCOG. The Treasurer shall annually cause an independent audit to be made in accordance with Government Code section 6505.

D. Additional Officers and Employees. The Governing Board shall have the power to authorize such additional officers and employees as may be appropriate. Such officers and employees may also be, but are not required to be, officers and employees of the individual Members. None of the officers, agents, or employees appointed by the Governing Board shall be deemed, by reason of their employment by the Governing Board, to be employed by any of the Members or, by reason of their employment by the Governing Board, to be subject to any of the requirements of such Members.

E. Bonding Requirement. The officers or persons who have charge of, handle, or have access to any property of the WSCCOG shall be persons designated as such by the Governing Board. Each such designated officer or person shall be required to file an official bond with the Governing Board, at the expense of the Governing Board, in an amount which shall be established by the Governing Board. Should the existing bond or bonds of any such officers be extended to cover the obligations provided herein, said bond shall be the official bond required herein. The premiums of any such bonds attributable to the coverage required herein shall be appropriate expenses of the WSCCOG.

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

Article V – City Managers/Staff Recommendations

The Governing Board shall receive and consider recommendations collectively made from time to time by executive management staff, including the Westside Cities City Managers, a City of Los Angeles staff representative and a Los Angeles County staff representative.

Article VI - Budgets, Dues and Disbursements

A. Annual Budget. The Governing Board shall adopt a Budget annually prior to July 1 of each calendar year.

B. Budget Amendments. The Governing Board may at any time amend the budget to incorporate additional income and disbursements that might become available to the WSCCOG for its purposes during a fiscal year.

C. Fiscal Year. The WSCCOG shall be operated on a fiscal year basis beginning on July 1 of each year and continuing until the following June 30.

D. Accounts. All funds shall be placed in appropriate accounts and the receipt, transfer, or disbursement of such funds shall be accounted for in accordance with generally accepted accounting principles applicable to governmental entities and pursuant to Government Code section 6505 and any other applicable laws. There shall be strict accountability of all funds. All revenues and expenditures shall be reported to the Governing Board.

E. Expenditures Within Approved Annual Budget. All expenditures shall be made within the approved annual budget. No expenditures in excess of those budgeted shall be made without the approval of a majority of a quorum of the Governing Board.

F. Audit. The records and accounts of the WSCCOG shall be audited annually by an independent certified public accountant, or public accountant, in compliance with Government Code sections 6505, and copies of such audit report shall be filed with the State Controller, the Los Angeles County Auditor and each party to the WSCCOG no later than fifteen (15) days after receipt of said audit by the Governing Board.

G. Dues. The Members of the WSCCOG shall be responsible for payment to the WSCCOG, annually, of dues, if any, in the amounts periodically budgeted by the Governing Board, as and for the operating costs of the WSCCOG. Sixty (60) days notice shall be provided to Members of the date of the meeting at which dues are to be determined for the following year.

H. Reimbursement of Funds. Grant funds received by the WSCCOG from any federal, state, or regional agency to pay for budgeted expenditures for which the WSCCOG has received all or a portion of said funds from the parties hereto shall be used as determined by the Governing Board.

Article VII – Amendments

Amendments to these By-Laws may be proposed by a Governing Board Representative. The Amendment shall be submitted to the Governing Board at a meeting at least one month prior to the meeting at which the Amendment is voted upon. A vote of the majority of the total voting membership of the Governing Board is required to adopt an Amendment.

Revised/Approved July 20, 2006
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