

CALIFORNIA MUNICIPAL UTILITIES ASSOCIATION

BYLAWS

Article I.

Name and Objects

This organization shall be known as the CALIFORNIA MUNICIPAL UTILITIES ASSOCIATION.

The objects of the organization are:

First: To represent the interests of publicly owned or operated utilities by advocating for legislative and regulatory policies that support and promote the core values of CMUA.

Second: To collect, promote and disseminate accurate information regarding California's publicly owned or operated utilities and issues that affect them.

Third: To render such other and further services for the common benefit of its members, as deemed appropriate by the Board of Governors, in an expedient and efficient manner.

Article II.

Membership

a. *Members.* Any public or municipal corporation, or any department thereof, may upon approval of the Board of Governors, be entitled to the services of this Association, and any such public or municipal corporation or any department thereof, for the purposes hereinafter mentioned, shall be deemed a member.

b. *Associate Members.* Any private agency, private corporation association, or private organization and any individual may become an associate member of the Association upon written application, approval by the Board of Governors and payment of the required dues. Acceptance to membership as an associate member shall authorize participation in Association activities without being entitled to a vote.

c. *Joint Action Members.* Any group of public agencies may become a joint action member of the Association upon written application, approval by the Board of Governors and payment of the required dues. Acceptance to membership as a joint action member shall authorize participation in Association activities without being entitled to a vote.

Article III.

Board of Governors

The Association shall be under the management and control of nineteen (19) members. Nine (9) members of the Board shall be elected at the 1988 annual meeting. One of these nine, chosen by lot, shall serve a one year term, and one, also chosen by lot, shall serve a two year term. The remaining seven (7) members elected shall serve three year terms. Each member heretofore or hereafter elected shall serve for three (3) years or until his or her successor is elected and qualified.

Immediately following the adjournment of the annual meeting, the Board of Governors shall meet and organize by electing from its membership, a President and Vice President, who shall hold office until their successors are elected and qualified.

Members of the Board of Governors may vote either in person or by written proxy at any meeting of the Board. Eight (8) members in person shall constitute a quorum. The Board may also act upon the signed consent of a majority of the members thereof.

No person shall be eligible to membership upon the Board of Governors unless he is, at the time of his election, an officer or employee of a member of the Association. In the event he ceases to be such employee or officer of the member agency, his office shall become vacant and the vacancy shall be filled by the Board of Governors. The member or members so elected shall serve for the unexpired term of the retiring member or members.

The Board of Governors may create an advisory council composed of individuals who have performed distinguished service in the field of publicly owned utilities.

Article IV.

Officers The President shall preside at all meetings, appoint all committees except when otherwise provided, and perform those other customary duties required of that officer under parliamentary law. In the case of his absence or disability, the duties of the office shall be performed by the Vice President. The Vice President shall preside in the absence of the President. In the absence of both President and Vice President, a member of the Board of Governors shall be elected as temporary presiding officer.

The Board of Governors shall appoint a secretary, a treasurer, and attorney and such employees as said Board shall deem necessary. The offices of secretary and treasurer may be combined in one person.

The Secretary shall keep a record of all meetings, attend to all correspondence, send out all notices, safely keep all the records of the Association and perform such other duties as the Board of Governors may require.

The Treasurer shall pay claims against the Association when supported by proper vouchers. The Treasurer shall give bond for the faithful performance of his duties in such an amount as the Board of Governors may require.

The Secretary and Treasurer shall submit annual reports and such other reports as may be required by the Board of Governors.

The books and accounts of the Secretary and of the Treasurer shall be audited annually by a committee or by an expert accountant as the Board of Governors may determine.

Article IV.

Meetings

a. *Association.* The Association shall hold an annual meeting of the membership at a time and place to be determined by the Board of Governors. Special meetings of the Association may be held at the call of the President, a majority of the Board of Governors, or upon written request of five (5) members. Ten (10) days notice in writing shall be given by the Secretary prior to all meetings of the Association.

b. *Board of Governors.* After the annual organization meeting of the Board of Governors, special meetings of the Board may be held upon ten (10) days written notice given by the President, at a time and place to be designated by him/her. At the written request of five members of the Board of Governors, the President shall call a special

meeting of the Board at a time and place designated by a majority of the members requesting such meeting.

Article VI.

Membership Dues

At each annual meeting of the membership, the Board of Governors shall submit a budget which shall be subject to revision and approval by a majority of the membership present. Dues in an amount sufficient to meet the requirements of the budget shall be fixed by the Board of Governors. Associate member and joint action member dues shall be established by the Board of Governors. Delinquents for more than one year shall be stricken from the rolls.

Article VII.

Delegates and Voting

Each member of the Association shall be entitled to one (1) delegate to annual or special meetings and one (1) additional delegate for each \$100 or fraction thereof paid in annual dues, not exceeding five (5). Each member shall have only one (1) vote, which vote shall be cast as a unit by its delegates.

Article VIII.

Removal from Office

Any officer or member of the Board of Governors may be removed for good cause from office as follows: Written charges shall be filed with the President; after due notice to all concerned, the Board of Governors shall hear the matter, and if a majority of the Board find that the charges are sustained and the officer or member should be removed, the Board may forthwith remove him/her from office. Charges against the President shall be filed with the Vice President. The services of any officer or employee other than a member of the Board of Governors may be terminated at the pleasure of the Board of Governors.

Article IX.

Order of Business

The business of the Association shall be taken up for consideration in the following order:

1. Roll call of officers.
2. Reading and approval of minutes of last meeting.
3. Communications.
4. Report of officers and special committees.
5. Program of special speakers.
6. Unfinished business.
7. New business.
8. Election of officers.
9. Adjournment.

Roberts Rules of Order shall govern in the conduct of all meetings. The order of business may be temporarily suspended by a two-thirds vote.

Article X.
Amendments

Amendments to the Bylaws may be made by a two-thirds vote of the members of the Association present at any annual meeting.

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Article I above was adopted by the Association at the March, 2009 Annual Meeting.