

BYLAWS
ORANGE COUNTY COUNCIL OF GOVERNMENTS
(A JOINT POWERS AUTHORITY)

PREAMBLE

The Orange County Council of Governments (“OCCOG”) is a separate public agency voluntarily established by its Members pursuant to the Joint Exercise of Powers Act, chapter 5 of Division 7 of Title 1 (commencing with Section 6500) of the California Government Code, which authorizes two (2) or more public agencies by a Joint Powers Agreement to exercise any power common to them. Said Agreement, attached as Exhibit “A” herein, was duly approved and enacted. Said Agreement remains fully effective.

In conjunction with, and subject to the limitations of, the terms of the Agreement, these Bylaws authorize, govern, and regulate the powers, conduct, rules, procedures, and operations of OCCOG.

ARTICLE I. DEFINITIONS

For purposes of these Bylaws and throughout the Agreement, the following words, terms, phrases and their derivations shall have the meaning given herein. Hereinafter, the word “shall” is always mandatory and not merely directory.

“Affected Agency” shall mean any public agency that is statutorily responsible for providing a specified and particular service.

“Agreement” shall mean the Joint Powers Agreement for the Orange County Council of Governments.

“Alternate Board Member” or “Alternate” shall mean an individual who is designated to substitute in the capacity as a Member of the OCCOG Board for a specified Board Member who may become absent. The Alternate shall not become a governing director

of OCCOG or serve as Board Member until such time as the Alternate assumes the seat of the absent Board Member.

“Appointee to the OCCOG Board” shall mean either a Board Member or an Alternate.

“AQMD” shall mean the South Coast Air Quality Management District.

“Board” or “Board of Directors” shall mean the collective governing body of the OCCOG, which represents all Members and exercises the powers and functions of the JPA Agreement.

“Board Member” or “Member of the OCCOG Board” shall mean a designated individual or an Alternate who serves on the OCCOG Board of Directors.

“City Member” shall mean a Member Agency to the OCCOG that is incorporated as a city within the geographical boundaries of Orange County.

“Elected Official” shall mean an individual elected to the governing body of a Member Agency by the general public.

“Executive Director” shall mean the Executive Director to the Orange County Council of Governments, as established pursuant to these bylaws.

“Executive Management Committee” shall mean the advisory body to the OCCOG board as established pursuant to these bylaws.

“Fiscal Year” shall mean the annual period from July 1 to and including the following June 30.

“Founding Member” shall mean a Member whose governing body determined to join the OCCOG prior to the first Board meeting on August 15, 1996.

“General Assembly” shall mean the collective OCCOG body consisting of one representative designated by each Member Agency.

“ISDOC” shall mean the Independent Special Districts of Orange County.

“League of California Cities” or “Division” shall refer to the association of public entities, which comprise the Orange County Division of the League of California Cities.

“Member Agency” or “Member” shall mean a party to the Joint Powers Agreement for the Orange County Council of Governments.

“Member of the General Assembly” shall mean a representative to the OCCOG General Assembly designated by a Member Agency.

“Non-voting Ex Officio Member” shall mean a Member of the OCCOG Board of Directors who does not have a vote in OCCOG governing decisions and whose presence shall not be counted in determining whether a quorum exists. Non-voting Ex Officio Members may place items on the agenda for consideration by the Board and participate in Board discussions.

“OCCOG” shall mean the Orange County Council of Governments.

“OCSD” shall mean the County Sanitation Districts of Orange County.

“Policies and Procedures Manual” shall mean the Orange County Council of Governments Policies and Procedures Manual to the OCCOG ByLaws, adopted and amended by the OCCOG Board of Directors.

“Quorum” shall mean fifty percent (50%) plus (1) of the OCCOG board of directors, excluding vacant board seats (no appointments) and non-voting Ex Officio members.

“SCAG” shall mean the Southern California Association of Governments.

“SCAG District” shall mean a geographic community of cities designated by SCAG. OCCOG Board representation on SCAG District City representative seats shall correspond to the Orange County SCAG districts.

“Subregional organization” shall mean a subregional planning agency as formally established under a joint powers agreement pursuant to California Government Code 6500 et.seq. for general planning purposes.

ARTICLE II. PURPOSE AND FUNCTIONS

2.1 Purposes.

As stated in the Agreement, the OCCOG was formed for the following broad purposes:

- A. To facilitate area-wide planning and coordination in order to provide advice to public entities on a range of issues that affect multiple interests in Orange County; and,
- B. To create a unified subregional organization which will improve Orange County's abilities to be represented in the Southern California region, the State of California and the nation on issues and matters that affect collective Orange County interests; and,
- C. To accomplish the preparation of subregional plan components mandated by state and federal law; and,
- D. To conduct studies and projects designed to improve and coordinate the common governmental responsibilities and services on an area-wide and regional basis through the establishment of a council of governments; and,
- E. To explore areas of intergovernmental cooperation and coordination of government programs and provide recommendations and solutions to problems of common general concern.

2.2 Tasks and Functions.

Toward the accomplishment of the above-mentioned purposes, the OCCOG shall have the authority to conduct the following tasks and functions as stated throughout the Agreement.

- A. Serve as a forum for consideration, study and recommendation on area-wide and regional problems; and,

- B. Assemble information helpful in the consideration of problems peculiar to Orange County; and,
- C. Explore practical avenues for intergovernmental cooperation, coordination, and action in the interest of its members; and,
- D. Seek economies of scale whenever practical in the administration of governmental services; and,
- E. Conduct demographic activities, including but not limited to the approval of Orange County projections at the regional statistical level, in conjunction with the Center for Demographic Research at California State University, Fullerton (or successor); and,
- F. Conduct air quality activities including monitoring regional, state and federal air quality plans, programs, proposed rules and regulations as they affect Member Agencies, and serve as liaison for Members with SCAG, South Coast AQMD and others on air quality issues; and,
- G. Provide Orange County input and advice regarding SCAG activities including: the development and implementation of SCAG's Regional Comprehensive Plan & Guide; the development of long-range transportation plans prepared by transportation commissions; and, the preparation of other long-range plans/strategies as agreed by the OCCOG Board of Directors; and,
- H. Facilitate intergovernmental coordination with public and private sectors on issues common to Orange County governmental agencies; and,
- I. Provide legislative review, outreach, and interface on activities affecting member agencies; and,
- J. Participate in the Regional Housing Needs Assessment activities for Orange County.

2.3 Additional Tasks and Responsibilities.

Pursuant to Section 5.3 of the Agreement, the OCCOG shall also have the authority to examine issues as requested by Member and Non-Member Agencies and present recommendations to the OCCOG Board of Directors. However, the OCCOG Executive Director and Board of Directors may not implement tasks beyond those enumerated in Section 2.2 above without the approval of two-thirds (2/3) of the total voting membership of the Board and the concurrence of affected agencies. For the purposes of these Bylaws and the Agreement, “concurrence of affected agencies” shall mean all of those agencies statutorily responsible for providing the service. Legal counsel shall advise the Board on any procedural steps required for the expansion of tasks prior to Board approval of the new tasks.

2.4 General Powers.

The OCCOG shall possess the authority to exercise any and all those legislative, administrative, and financial powers which are common to all Members at the time the power is exercised and are necessary to accomplish the purposes of the OCCOG as stated above and throughout the Agreement, subject to the limitations specified in Section 2.5 of these Bylaws below.

2.5 Limitation of Powers.

The exercise of power by the OCCOG shall be limited by the following:

- A. The OCCOG shall have no authority or jurisdiction to impose any land use requirements on the owner, developer, or occupant of any property, nor shall OCCOG mandate that any public entity must adopt any such requirement. The OCCOG shall have no authority or jurisdiction with respect to the establishment of land use planning, spheres of influence for cities, or land use approvals. Further no action by the OCCOG will change, reduce, or interfere with the local authority and decision-making of cities or the County. However, the OCCOG may study regional and subregional land use issues and may provide information and recommendations to public and private entities regarding such.

- B. The OCCOG shall have no authority or jurisdiction to impose any tax or assessment, nor shall OCCOG impose any fee that is not reasonably related to recover the cost of a service provided by OCCOG.
- C. The manner in which the OCCOG may exercise its powers shall be subject to any statutory limitations applicable to the City of Lake Forest, including but not limited to administrative procedures, personnel policies, and the letting of contracts and agreements.

ARTICLE III. MEMBERSHIP

3.1 Members of the OCCOG.

Members of the OCCOG shall be all public agency parties to the Agreement, including any addendum, supplement or amendment thereto, as individually executed on behalf of the respective governing bodies of the public agency parties, and which have not duly withdrawn from the membership as provided herein. Founding Members shall consist of those public agencies, which determined to join the OCCOG prior to the date of the first Board meeting on August 15, 1996, as established in OCCOG Board Resolution 97-1, Exhibit II, attached hereto and incorporated herein by this reference as Exhibit A.

Following the first Board meeting, any additional public agency located within the geographical boundaries of Orange County may petition to become a Member of the OCCOG by submitting to the Board of Directors a resolution adopted by the petitioner's governing body requesting consideration for membership along with any additional information required by the OCCOG Board. The Board shall review the petition for qualification as membership and shall vote to approve or disapprove the petition. Petitioners shall become Members at such time as a majority of the total voting membership of the Board approves the petition, and the petitioner signs an addendum to the Agreement assenting to the terms and conditions of the Agreement and these Bylaws. Exhibit 2 to the Agreement, which lists the names and addresses of members, shall be updated when new Member Agencies join or when Member agencies leave, as a Supplement to the Agreement.

3.2 Withdrawal.

Any Member of the OCCOG may withdraw from membership at any time with or without cause. Withdrawal does not become effective until ninety (90) days after a resolution approved by the Member's governing body authorizing withdrawal is submitted to the OCCOG Board of Directors.

ARTICLE IV. GENERAL ASSEMBLY

4.1 Meetings.

The General Assembly of the OCCOG shall consist of one representative designated by each Member of the OCCOG. The date, time, and place of the General Assembly meeting shall be established by Resolution of the Board. Special meetings of the General Assembly may be called by a quorum of the Board in attendance at any Board meeting or by written petition signed by ten percent (10%) of the General Assembly. The Chair of the Board shall serve as Chair of the General Assembly. All meetings of the General Assembly shall be called and conducted, and an agenda posted, in accordance with the Ralph M. Brown Act, Government Code Section 54950 et seq., ("Brown Act") as it now exists or may hereafter be amended.

4.2 Consideration of Issues.

The Staff of the OCCOG shall present a report to the General Assembly for their comment and direction including the following:

- A. A summary of projects and accomplishments undertaken by the OCCOG during the previous fiscal year; and,
- B. An annual financial statement of the previous fiscal year;
- C. A proposed work program for the following fiscal year; and,
- D. A budget of income and expenditures for the subsequent fiscal year that shall be adopted by the General Assembly, including a listing and amount

of sources of funding and all matching requirements and obligations to satisfy the funding, for all projects undertaken or coordinated by the OCCOG; and,

- E. Any other issue agendized for consideration by the General Assembly as requested by any Board Member, EMC Member, Member of the General Assembly, or OCCOG Executive Director.

4.3 Powers

Actions by the General Assembly shall be in the form of recommendations forwarded to the Board and shall require a vote of approval by a majority of those Members of the General Assembly in attendance. A quorum of the General Assembly shall consist of a simple majority of the total membership to the General Assembly.

ARTICLE V. BOARD OF DIRECTORS

5.1 Representation.

- A. The Members shall exercise the powers and functions of OCCOG through its representatives on the Board of Directors. Concurrent with membership on the OCCOG Board, each voting Member of the Board shall be an Elected Official of a Member Agency. Voting Members of the OCCOG Board shall serve the OCCOG Members as a whole, and shall represent no special group or interest.
- B. Board members shall include representation from the public agencies, special districts and agencies as listed herein, and shall not represent more than one of the agencies included among the Board of Directors.
 - (1) Orange County Division, League of California Cities (OCC, LCC) Representative: 1 seat
 - (2) County-At-Large Representative: 1 seat
 - (3) Orange County Transportation Authority (OCTA) Representative: 1 seat

- (4) Transportation Corridor Agencies (TCA) Representative: 1 seat
 - (5) County Sanitation Districts of Orange County (OCSD)
Representative: 1 seat
 - (6) Independent Service Districts of Orange County (ISDOC)
Representative: 1 seat
 - (7) South Coast Air Quality Management District (SC AQMD) – Cities
Representative: 1 seat
 - (8) South Coast Air Quality Management District (SC AQMD) –
County Representative: 1 seat
 - (9) Southern California Association of Governments (SCAG) District
Representatives: 1 seat for each SCAG District, for a total of 12
SCAG District seats, as described below and as may be
amended:
 - (a) District 12, representing the cities of Dana Point, Laguna
Beach, Laguna Niguel, San Clemente and San Juan
Capistrano.
 - (b) District 13, representing the cities of Aliso Viejo, Laguna
Hills, Laguna Woods, Lake Forest, Mission Viejo, and
Rancho Santa Margarita.
 - (c) District 14, representing the cities of Irvine and Newport
Beach.
 - (d) District 15, representing the cities of Costa Mesa and
Fountain Valley.
 - (e) District 16, representing the City of Santa Ana.
 - (f) District 17, representing the cities of Orange, Tustin and
Villa Park.

- (g) District 18, representing the cities of Cypress, Garden Grove and La Palma.
 - (h) District 19, representing the city of Anaheim.
 - (i) District 20, representing the cities of Los Alamitos, Seal Beach, Stanton, and Westminster.
 - (j) District 21, representing the cities of Buena Park and Fullerton.
 - (k) District 22, representing the cities of Brea, La Habra, Placentia and Yorba Linda.
 - (l) District 64, representing the city of Huntington Beach
 - (10) SCAG - County Representative: 1 seat
 - (11) Cities At-Large Representative: 1 seat
 - (12) Private Sector Representative: 1 seat – Non-voting Ex Officio
 - (13) University Representative: 1 seat – Non-voting Ex Officio
- C. Each Board Member may also appoint one Alternate to serve on the OCCOG Board in the absence of the appointed Board Member, provided that the Alternate Member is an Elected Official from a Member Agency. The Alternate shall be designated within ten (10) days of the appointment of the Board Member. Designated Alternates shall receive all notices and written material as do Board members.
- D. Terms of Board Members and Alternate Board Members shall be governed by the selection/election process for each category of representative as described herein.
- E. The OCCOG Board may review the composition of cities in each SCAG district every five years, in accordance with SCAG bylaws, to determine if adjustments to SCAG district boundaries are warranted based on city population data and newly-incorporated cities, and may make

recommendation to SCAG on any proposed adjustments to SCAG district boundaries.

5.2 Selection of Board Members.

Each representative seat of the Orange County Council of Governments is selected as identified herein, with the selection process conducted in accordance with the OCCOG Policies and Procedures Manual.

OCCOG Board Member Representatives that are selected for a two-term are as follows:

- A. SCAG District City Representatives: In accordance with SCAG election procedures for SCAG District Representatives, the OCCOG Member Cities located within each SCAG District in Orange County shall elect a city council member to the SCAG Regional Council.

The elected District Representative to the SCAG Regional Council shall also be appointed as the OCCOG Board Member for said SCAG District, for the term of the SCAG District Representative. If no cities in the District are members of SCAG, cities in the District may elect an elected official from one of the cities in the District as the OCCOG Board Member.

The OCCOG Executive Director shall conduct the SCAG District Representative elections in accordance with SCAG bylaws and SCAG district election procedures, provided that each SCAG District appointee shall be an Elected Official from one of the Member Cities within the SCAG District.

- B. Private Sector Representative: The OCCOG Board shall appoint one person from the private sector to serve as a non-voting Ex Officio Member of the Board, in accordance with selection procedures established by the OCCOG Board.
- C. University Representative: The OCCOG Board shall appoint one person representing Orange County Universities, to serve as a non-voting Ex Officio Member of the Board, in accordance with selection procedures

established by the OCCOG Board. Appointees from the University of California at Irvine (UCI), California State University at Fullerton (CSUF) and Chapman University shall serve a 2-year rotating term.

OCCOG Board Member Representatives that are appointed and serve at the pleasure of the appointing body, are as follows:

- D. Orange County Division, League of California Cities Representative: The Orange County Division, League of California Cities shall appoint one OCCOG Board Member, provided that the appointee is an Elected Official of a Member Agency.
- E. County At Large Representative: The Orange County Board of Supervisors may appoint one Supervisor as a Member of the OCCOG Board.
- F. OCTA Representative: The Board of Directors for the Orange County Transportation Authority (“OCTA Board”) may appoint one of its Directors as a Member of the OCCOG Board.
- G. TCA Representative: The governing boards of the Orange County Transportation Corridor Agencies (“TCA”) may appoint one Board Member to the OCCOG Board, provided that the appointee is an Elected Official of a Member Agency
- H. OCSD Representative: The joint governing board of the County Sanitation Districts of Orange County Nos. 1, 2, 3, 5, 6, 7, 11, 13 and 14, may appoint one Board Member to the OCCOG Board, provided that the appointee is an Elected Official of a Member Agency.
- I. ISDOC Representative: The Board of Directors for ISDOC may appoint one Board Member to the OCCOG Board, provided that the appointee is an Elected Official of a Member Agency.
- J. SC AQMD – Cities Representative: The Orange County Cities representative to the South Coast Air Quality Management District (AQMD)’s Governing Board shall be automatically appointed as a

Member of the OCCOG Board, provided that the appointee is an Elected Official of a Member Agency.

- K. SC AQMD – County Representative: The County of Orange representative to the South Coast Air Quality Management District (AQMD) Governing Board shall be automatically appointed as a Member of the OCCOG Board, provided that the appointee is a Supervisor for the County of Orange.
- L. SCAG County Representative: The Representative to the SCAG Regional Council for the County of Orange shall automatically become a Member of the OCCOG Board, provided that the appointee is a Supervisor for the County of Orange.
- M. Cities At-Large Representative: One at-large Member of the Board shall be appointed through the City Selection Committee as established pursuant to Section 50270 of the Government Code, provided that the appointee is an Elected Official of a City Member.

5.3 Board Vacancies and Term of Office.

Unless otherwise provided in Section 5.2 above, the Executive Director shall arrange for a special election in the event the respective Board seat becomes vacant. The appointment of a Board Member to fill a vacancy shall in all other respects follow the procedures and requirements set forth in Sections 5.1 and 5.2 herein, and said Board Member shall serve for the remainder of the term of office.

5.4 Officers.

- A. The Officers of the OCCOG shall consist of the Chair and Vice Chair, which positions shall be elected annually at the first Regular Meeting of each calendar year by a majority of the Board Members in attendance.
- B. The Chair shall preside at all meetings of the Board and shall exercise firm control and direction during the course of any Board meeting. No Member of the OCCOG Board, any presenter, or any member of the

general public shall address the Board until recognized by the Chair. The Chair and the Board shall be guided, but not bound, by Roberts Rules of Order, latest revision, on all questions of procedure and parliamentary law not covered by the Bylaws or other rules and regulations adopted by the Board.

- C. The Vice Chair shall perform all duties of the Chair in the temporary absence of the Chair. No Alternate may serve as Chair or Vice Chair.
- D. The Executive Director shall exercise general supervision over the business papers and property of the OCCOG, and shall execute all resolutions and agreements on behalf of the Board, subject to the restrictions of these Bylaws and the laws of California.

5.5 Meetings.

- A. Meeting Schedule: Regular meetings of the Board shall be set according to a schedule approved by the Board at its first meeting each calendar year. Said schedule shall include the time, date, and location of Regular Meetings. The Board may designate a different time, date, or location for any Regular Meeting by giving notice of the change at the prior Regular Meeting.
- B. Special Meetings: Special meetings of the Board may be called by the Chair at any time or a majority of the Board Members present at any Regular Meeting. The Chair or a majority of the Board Members present shall direct the OCCOG Clerk of the Board to deliver notice of the Special Meeting in compliance with the Brown Act.
- C. Meeting Adjournment: The Board may adjourn a meeting from time to time, with absentees notified thereof. In case there is no quorum present at any meeting, the Board Members present may adjourn until a quorum is obtained that same day, may adjourn to any specified date, may adjourn to a Special Meeting date, or may adjourn to the next Regular

Meeting. If no Members of the Board are present, the OCCOG Executive Director may adjourn the meeting.

- D. Quorum: The Board shall transact no business until a quorum of the Board is present. A quorum of the Board shall be a majority of the total voting Board Members who have been appointed pursuant to Article V herein, and who remain qualified to serve as Board Members. If the number of voting Board Members is an even number, then a quorum shall require one more than half the number of voting Board Members. Non-voting Ex Officio members in attendance at a Board meeting shall not be counted toward reaching a quorum. Board seats for which no appointments have been made, shall not be counted towards reaching a quorum.

- E. All board meetings of the OCCOG shall be called and conducted, and an agenda posted, in accordance with the Brown Act and in accordance with adopted OCCOG procedures. No business shall be transacted at any meeting other than that stated in the notice of said meeting unless otherwise authorized pursuant to the Brown Act.

ARTICLE VI. COMMITTEES

6.1 Procedural Regulations.

All committees created by these Bylaws or by resolution of the OCCOG Board, all meetings held hereunder, and all actions taken by said Committee shall be subject to the requirements of the Brown Act, as it now exists or may hereafter be amended, and any conflict of interest regulations promulgated by the State of California or the OCCOG Board of Directors.

6.2 Executive Management Committee (EMC).

- A. The EMC shall consist of the following:

- (1) One executive-level staff representative each from the following groups of agencies, provided that the agency is a Member of OCCOG:
 - (a) the County of Orange;
 - (b) Orange County Transportation Authority;
 - (c) Members of Orange County ISDOC/Water Agencies;
 - (d) Members of the Orange County Transportation Corridor Agencies; and,
 - (e) Members of the County Sanitation Districts of Orange County
 - (2) Five City Managers of Member Cities as appointed by the Orange County City Managers Association.
 - (3) The Executive Director of the OCCOG.
- B. The EMC shall designate a Chair and Vice Chair at the first EMC meeting of the calendar year to preside over the EMC meetings.
- C. The EMC shall serve as an advisory body to the OCCOG Board on subject matters within the jurisdiction of the OCCOG. The EMC shall provide advice and comment to the OCCOG Board and Executive Director regarding the administration and management of the OCCOG with the approval of a majority of the EMC Members present. The EMC shall have no authority to take legislative action, but may make legislative and policy recommendations to the OCCOG Board with the approval of a majority of the EMC members present.
- D. The EMC shall transact no business on any issue that is not included in the agenda for the EMC meeting. Nor shall the EMC take action on any item without a quorum of the EMC present. A majority of the members appointed to the EMC shall constitute a quorum of the EMC.
- E. Regular meetings of the EMC shall be held monthly at the date, time and place as established by the EMC. Special Meetings of the EMC may be

called by the OCCOG Executive Director or by a majority of the EMC members.

6.3 Technical Advisory Committee (TAC).

The OCCOG Technical Advisory Committee (TAC) shall be comprised of designated staff members from OCCOG Member Agencies to provide technical review of issues and items and to provide recommendations on its technical review, to the OCCOG Board. The TAC shall designate a Chair and Vice Chair at the first TAC meeting of the calendar year to preside over the TAC meetings. Regular meetings of the TAC shall be held monthly at the date, time and location established by the TAC. The TAC shall also have the authority to establish special meetings by a majority of TAC members present.

ARTICLE VII. STANDING AND AD HOC COMMITTEES

The Board may establish Standing and Ad Hoc Committees. The Standing and Ad Hoc Committees shall be for the purpose of developing recommendations to the Board. All Standing and Ad Hoc Committees shall have a written statement of purpose, and the Ad Hoc Committees shall in addition have a written statement of charges, before they are formed. The Chair shall recommend, and the Board shall appoint by a majority of the Board Members present, the members to the Standing and Ad Hoc Committees. Members of the Standing and Ad Hoc Committees shall be appointed for up to one year terms. In making recommendations for members of the Standing and Ad Hoc Committees, the Chair shall consider regional representation. A quorum of a Standing or Ad Hoc Committee shall be fifty percent (50%) plus one (1) of its membership. All Standing or Ad Hoc Committees shall be chaired by a Member of the OCCOG Board. The meetings of the Standing and Ad Hoc Committees shall be held in accordance with the Brown Act, unless exempted by said Act.

ARTICLE VIII. STAFFING

8.1 OCCOG Executive Director

The OCCOG Executive Director shall coordinate staff resources toward the

completion of tasks assigned by these Bylaws or other order of the OCCOG Board.

The OCCOG Executive Director shall seek the provision of staff resources from Member Agencies and coordinate among Members to accomplish said tasks.

8.2 General Counsel.

The OCCOG Board shall appoint General Counsel to serve as legal advisor in all matters related to the performance of the OCCOG.

8.3 Contract Assistance.

The OCCOG Board or the OCCOG Executive Director shall have the authority to contract for consultant services at its discretion to implement or to assist OCCOG Staff in the implementation of the tasks assigned by these Bylaws or other order of the OCCOG Board.

8.4 Staff Responsibilities.

Responsibilities of the individuals assigned to OCCOG tasks shall be determined by the OCCOG Executive Director.

8.5 Additional Officers and Agents.

The Board shall have the power to authorize such additional officers and agents as may be appropriate. Such officers and agents may also be, but are not required to be, officers and employees of the individual Members. None of the officers, consultants, or agents engaged by the OCCOG in the implementation of tasks assigned by these Bylaws or other order of the OCCOG Board shall be deemed to be employees of the OCCOG.

8.6 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 the Agreement or these Bylaws.

ARTICLE IX. FINANCES

9.1 Treasurer.

Pursuant to Government Code Section 6505 and 6505.5 governing the accountability of all funds and report of all receipt and disbursements for agencies created pursuant to a joint powers agreement, the OCCOG Board shall designate the Treasurer of one of the Member Agencies or a certified public accountant, to serve as the "Treasurer" of the OCCOG at the pleasure of the Board. The Treasurer shall be the depository and have custody of all the money of the OCCOG from whatever source, and shall provide strict accountability of said funds in accordance with Government Code Sections 6505 and 6505.5. The Treasurer shall possess the powers of, and shall perform those functions required by, Government Code Sections 6505, 6505.5, and all other applicable laws and regulations, including any subsequent amendments thereto. Particularly, the Treasurer shall perform, but not be limited to, the following duties:

- (a) Receive and receipt for all money of OCCOG, and place it in a separate bank account in the name of OCCOG under the control of the treasurer so designated to the credit of OCCOG;
- (b) Be responsible upon his official bond for the safekeeping and disbursement of all OCCOG money so held by him;
- (c) Pay, when due, out of money of OCCOG so held by him, all sums payable on outstanding bonds and coupons of OCCOG;
- (d) Pay any other sums due from OCCOG, from OCCOG money or any portion thereof, only upon warrants of the public officer performing the functions of auditor/controller who has been designated by the agreement; and

(e) Verify and report in writing on the first day of July, October, January, and April of each year to the OCCOG Board and to the Member Agencies, the amount of money held for the OCCOG as of the last day of May, August, November and February, respectively, the amount of receipts since the last report, and the amount paid out since the last report.

(f) Invest surplus funds in accordance with an OCCOG Investment Policy, as adopted by the OCCOG Board and as established in the OCCOG Policies and Procedures Manual.

9.2 Auditor/Controller.

The OCCOG Board shall select an Auditor/Controller for the OCCOG pursuant to Government Code Section 6505 et seq. governing the accountability of all funds and report of all receipt and disbursements for agencies created pursuant to a joint powers agreement. The Auditor/Controller of OCCOG shall maintain the financial records according to generally accepted accounting principles. The Auditor/Controller shall draw warrants to pay demands against the OCCOG when such demands have been approved by the Board or by any other person duly authorized to approve said demands.

9.3 Disbursement of OCCOG Funds

The OCCOG Board of Directors shall adopt procedures on the establishment of a separate bank account for the OCCOG, with said procedures identifying the authorized signatories to any disbursement of OCCOG funds from said bank account. The authorized signatories to any disbursement of OCCOG funds shall be reviewed and adopted each year by the OCCOG board, and shall be included in the OCCOG Policies and Procedures Manual. Any disbursement of OCCOG funds shall require a total of two signatures, including one Board member and one OCCOG management staff (Executive Director or Treasurer). The OCCOG Auditor/Controller shall not be an authorized signatory to any disbursement of OCCOG funds.

9.4 Annual Audit.

The Auditor/Controller shall contract with an independent certified public accountant to make an annual audit of the accounts and financial records of the OCCOG. The minimum requirements of the audit shall be those prescribed by the State Controller for special districts under Section 26909 of the Government Code and shall conform to generally accepted accounting standards. A report thereof shall be filed as a public record with the OCCOG Board, each of the Member Agencies, and the Orange County Auditor within twelve (12) months of the end of the fiscal year under examination.

9.5 Bonding Requirement.

The officers or persons who have charge of, handle, or have access to any property of the OCCOG shall be persons designated as such by the Board. Each such designated officer or person shall be required to file an official bond with the Board in an amount which shall be established by the Board. No bond shall be required unless and until the OCCOG receives funds or is reasonably expected to receive funds.

ARTICLE X. AMENDMENTS

10.1 Amendments.

Amendments to these Bylaws may be proposed by formal recommendation of the Board of Directors, to be approved by the majority of the General Assembly.

Alternatively, the OCCOG Board may adopt an amendment to these Bylaws proposed by any Board Member upon approval by three-fourths (3/4) of the total voting membership of the Board making the following findings:

- (a) there is need to take action; and

(b) there is need for action prior to the next annual meeting of the General Assembly.

10.2 Interpretation of Bylaws.

Any ambiguity or conflict regarding the interpretation of these Bylaws may be resolved by a majority vote of the total membership of the Board.

OCCOG Bylaws:

June 19, 1997: Adopted by OCCOG Board of Directors: Resolution 97-1