



SOUTHERN CALIFORNIA
ASSOCIATION OF GOVERNMENTS
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www.scag.ca.gov

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REMOTE PARTICIPATION ONLY

BYLAWS AND RESOLUTIONS COMMITTEE

Friday, March 25, 2022
1:00 p.m. – 2:00 p.m.

To Participate on Your Computer:
<https://scag.zoom.us/j/81413151913>

To Participate by Phone:
Call-in Number: 1-669-900-6833
Meeting ID: 814 1315 1913

***Please see next page for detailed
instructions on how to participate in the meeting.***

PUBLIC ADVISORY

Given recent public health directives limiting public gatherings due to the threat of COVID-19 and in compliance with the Governor's recent Executive Order N-29-20, the meeting will be held telephonically and electronically.

If members of the public wish to review the attachments or have any questions on any of the agenda items, please contact Maggie Aguilar at (213) 630-1420 or via email at aguilarm@scag.ca.gov. Agendas & Minutes are also available at: www.scag.ca.gov/committees.

SCAG, in accordance with the Americans with Disabilities Act (ADA), will accommodate persons who require a modification of accommodation in order to participate in this meeting. SCAG is also committed to helping people with limited proficiency in the English language access the agency's essential public information and services. You can request such assistance by calling (213) 630-1402. We request at least 72 hours (three days) notice to provide reasonable accommodations and will make every effort to arrange for assistance as soon as possible.



Instructions for Public Comments

You may submit public comments in two (2) ways:

1. **In Writing:** Submit written comments via email to: ePublicComment@scag.ca.gov by **5pm on Thursday, March 24, 2022**. You are **not** required to submit public comments in writing or in advance of the meeting; this option is offered as a convenience should you desire not to provide comments in real time as described below.

All written comments received after 5pm on Thursday, March 24, 2022 will be announced and included as part of the official record of the meeting.

2. **In Real Time:** If participating in real time via Zoom or phone, during the Public Comment Period (Matters Not on the Agenda) or at the time the item on the agenda for which you wish to speak is called, use the “raise hand” function on your computer or *9 by phone and wait for SCAG staff to announce your name/phone number. SCAG staff will unmute your line when it is your turn to speak. Limit oral comments to 3 minutes, or as otherwise directed by the presiding officer. For purpose of providing public comment for items listed on the Consent Calendar, please indicate that you wish to speak when the Consent Calendar is called; items listed on the Consent Calendar will be acted on with one motion and there will be no separate discussion of these items unless a member of the legislative body so requests, in which event, the item will be considered separately.

If unable to connect by Zoom or phone and you wish to make a comment, you may submit written comments via email to: ePublicComment@scag.ca.gov.

In accordance with SCAG’s Regional Council Policy, Article VI, Section H and California Government Code Section 54957.9, if a SCAG meeting is “willfully interrupted” and the “orderly conduct of the meeting” becomes unfeasible, the presiding officer or the Chair of the legislative body may order the removal of the individuals who are disrupting the meeting.

OUR MISSION

To foster innovative regional solutions that improve the lives of Southern Californians through inclusive collaboration, visionary planning, regional advocacy, information sharing, and promoting best practices.

OUR VISION

Southern California’s Catalyst for a Brighter Future

OUR CORE VALUES

Be Open | Lead by Example | Make an Impact | Be Courageous



Instructions for Participating in the Meeting

SCAG is providing multiple options to view or participate in the meeting:

To Participate and Provide Verbal Comments on Your Computer

1. Click the following link: <https://scag.zoom.us/j/81413151913>.
2. If Zoom is not already installed on your computer, click “Download & Run Zoom” on the launch page and press “Run” when prompted by your browser. If Zoom has previously been installed on your computer, please allow a few moments for the application to launch automatically.
3. Select “Join Audio via Computer.”
4. The virtual conference room will open. If you receive a message reading, “Please wait for the host to start this meeting,” simply remain in the room until the meeting begins.
5. During the Public Comment Period, use the “raise hand” function located in the participants’ window and wait for SCAG staff to announce your name. SCAG staff will unmute your line when it is your turn to speak. Limit oral comments to 3 minutes, or as otherwise directed by the presiding officer.

To Listen and Provide Verbal Comments by Phone

1. Call **(669) 900-6833** to access the conference room. Given high call volumes recently experienced by Zoom, please continue dialing until you connect successfully.
2. Enter the **Meeting ID: 814 1315 1913**, followed by #.
3. Indicate that you are a participant by pressing # to continue.
4. You will hear audio of the meeting in progress. Remain on the line if the meeting has not yet started.
5. During the Public Comment Period, press *9 to add yourself to the queue and wait for SCAG staff to announce your name/phone number. SCAG staff will unmute your line when it is your turn to speak. Limit oral comments to 3 minutes, or as otherwise directed by the presiding officer.

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Bylaws and Resolutions Committee *Members – March 2022*

- 1. Sup. Carmen Ramirez, Chair**
Ventura County Representative
- 2. Hon. Margaret Finlay**
Los Angeles County Representative
- 3. Sup. Curt Hagman**
San Bernardino County Representative
- 4. Hon. Jan C. Harnik**
Riverside County Representative
- 5. Hon. Peggy Huang**
Orange County Representative
- 6. Hon. Larry McCallon**
San Bernardino County Representative
- 7. Sup. Luis Plancarte**
Imperial County Representative
- 8. Hon. David Pollock**
Ventura County Representative
- 9. Hon. Karen Spiegel**
Riverside County Representative
- 10. Hon. Cheryl Viegas-Walker**
Imperial County Representative
- 11. Hon. Donald P. Wagner**
Orange County Representative
- 12. Hon. Frank A. Yokoyama**
Los Angeles County Representative



BYLAWS AND RESOLUTIONS COMMITTEE

Southern California Association of Governments
Remote Participation Only
Friday, March 25, 2022
1:00 PM

The Bylaws and Resolutions Committee may consider and act upon any of the items on the agenda regardless of whether they are listed as Information or Action items.

CALL TO ORDER AND PLEDGE OF ALLEGIANCE

(The Honorable Carmen Ramirez, Chair)

PUBLIC COMMENT PERIOD (Matters Not on the Agenda)

This is the time for persons to comment on any matter pertinent to SCAG's jurisdiction that is *not* listed on the agenda. Although the committee may briefly respond to statements or questions, under state law, matters presented under this item cannot be discussed or acted upon at this time. Public comment for items listed on the agenda will be taken separately as further described below.

General information for all public comments: Members of the public are encouraged, but not required, to submit written comments by sending an email to: ePublicComment@scag.ca.gov by 5pm on Thursday, March 24, 2022. Such comments will be transmitted to members of the legislative body and posted on SCAG's website prior to the meeting. Any writings or documents provided to a majority of the Bylaws and Resolutions Committee regarding any item on this agenda (other than writings legally exempt from public disclosure) are available at the Office of the Clerk, located at 900 Wilshire Blvd., Suite 1700, Los Angeles, CA 90017 during normal business hours and/or by contacting the office by phone, (213) 630-1420, or email to aguilarm@scag.ca.gov. Written comments received after 5pm on Thursday, March 24, 2022, will be announced and included as part of the official record of the meeting. Members of the public wishing to verbally address the Bylaws and Resolutions Committee in real time during the meeting will be allowed up to a total of 3 minutes to speak on items on the agenda, with the presiding officer retaining discretion to adjust time limits as necessary to ensure efficient and orderly conduct of the meeting. The presiding officer has the discretion to equally reduce the time limit of all speakers based upon the number of comments received. If you desire to speak on an item listed on the agenda, please wait for the chair to call the item and then indicate your interest in offering public comment by either using the "raise hand" function on your computer or pressing *9 on your telephone. For purpose of providing public comment for items listed on the Consent Calendar, please indicate that you wish to speak when the Consent Calendar is called; items listed on the Consent Calendar will be acted upon with one motion and there will be no separate discussion of these items unless a member of the legislative body so requests, in which event, the item will be considered separately.

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REVIEW AND PRIORITIZE AGENDA ITEMS

ACTION/DISCUSSION ITEM

1. Consideration of Officer Eligibility Amendments to the SCAG Bylaws
(Michael R.W. Houston, Chief Counsel and Director of Legal Services)

RECOMMENDED ACTION:

That the Bylaws and Resolutions Committee review proposed Bylaw amendments expanding eligibility to hold SCAG officer positions and make a recommendation for consideration by the Regional Council.

ANNOUNCEMENTS

ADJOURNMENT



AGENDA ITEM 1
REPORT

Southern California Association of Governments
Remote Participation Only
March 25, 2022

To: Bylaws and Resolutions Committee ("k#")
From: Michael Houston, Director of Legal Services/Chief Counsel
(213) 630-1467, houston@scag.ca.gov
Subject: Consideration of Officer Eligibility Amendments to the SCAG Bylaws

**EXECUTIVE DIRECTOR'S
APPROVAL**

RECOMMENDED ACTION:

That the Bylaws and Resolutions Committee review proposed Bylaw amendments expanding eligibility to hold SCAG officer positions and make a recommendation for consideration by the Regional Council.

STRATEGIC PLAN:

This item supports the following Strategic Plan Goal 1: Produce innovative solutions that improve the quality of life for Southern Californians.

EXECUTIVE SUMMARY:

At the March 15, 2022 Bylaws and Resolutions Committee meeting, the committee discussed a proposed Bylaws amendment by Regional Council member Trevor O'Neil that would allow the Transportation Corridor Agencies (TCA) representative to be eligible to serve as a SCAG officer. As part of this discussion, the committee directed staff to return with a proposed amendment that further expands officer eligibility to also include the Tribal Government Regional Planning Board representative, the Air District representative, and the Public Transportation Representative.

Staff has prepared amendments reflective of this request, which are attached to this staff report for committee discussion and potential action.

BACKGROUND:

As discussed at the March 15, 2022 Bylaws and Resolutions Committee meeting, Regional Council member O'Neil submitted a proposed Bylaw amendment that would allow the TCA representative to serve as a SCAG officer. Presently, the Bylaws expressly prohibit the TCA representative from being eligible to serve as an officer, even if other eligibility criteria in the Bylaws are met. Furthermore, the Public Transportation Representative, the representative from the Tribal Government Regional Planning Board and the Air District representative, each of which serve as voting members of the Regional Council, are also ineligible to service as an officer.

During committee discussion, several committee members noted that the active involvement by Regional Council members (even those presently ineligible to serve as officers), whose service demonstrated commitment to and knowledge of SCAG's broad regional and programs, may be well-suited to serve as an officer. It was further noted that the prohibition on the TCA representative, Public Transportation Representative, the representative from the Tribal Government Regional Planning Board and the Air District representative serving as a SCAG officer should be reconsidered in light of the fact that the Nominating Committee would review qualifications of candidates, who would also still have to satisfy the other eligibility requirements to hold the position of SCAG officer.

Staff was directed to prepare amendments to the Bylaws, for committee review and discussion, that expand the eligibility for SCAG officer to these representatives. This amendment requires several parts of Article VI to be amended.

It bears noting, as reflected during the last committee meeting, that other eligibility criteria in the Bylaws would remain intact and are not affected by this proposed amendment. For example, at the time of application, a candidate would still have to have served for 24 months as either a Regional Council and/or Policy Committee member and would have to be a local elected official (or in the case of the representative from the Tribal Government Regional Planning Board, would have to be a locally elected Tribal Council member from a federally recognized Indian Nation).

In considering this proposed amendment, the committee may want to consider factors such as: (1) the TCA and Air Districts have flat-fee dues and the Public Transportation Representative has no dues assessment, comparative to population-based dues for cities, counties and CTCs, (2) formal membership in the joint powers authority presently is limited to cities, counties and count transportation commissions, (3) whether expanding officer eligibility would increase interest of other agencies in seeking similar treatment and (4) the Public Transportation Representative is intended to rotate among the six CTCs, with the representative being appointed by a CTC to serve a 2-year term.

SCAG staff has no formal position on this proposal and recommends that the Bylaws and Resolutions Committee discuss this amendment and provide staff with direction. These proposed amendments are illustrated in unhighlighted tracked changes in the marked-up version of the Bylaws excerpted as Attachment 1 to this report. See Article VI at pages 20-23.

For comparison purposes, the revisions proposed by Regional Council member O'Neil are illustrated in teal highlighting so that the committee can see how the proposals inter-relate. As required by the Bylaws, if the committee opts not to move forward with proposal discussed in this staff report (which includes TCA representative eligibility), then Regional Council member O'Neil's proposal



(relating only to the TCA representative) should be acted on by the committee so that a recommendation on this proposal can be sent to the Regional Council.

ATTACHMENT(S):

1. SCAG Bylaws (v.050621 for 2022 Bylaws Cmt) v.2 (EXCERPT Art. VI BRC rec and RCM TO proposal)

BYLAWS

THE SOUTHERN CALIFORNIA ASSOCIATION OF GOVERNMENTS

[Excerpt of Article VI Only]

ARTICLE VI – OFFICERS, DUTIES, ELECTIONS AND VACANCIES

- A. **Officer Positions:** Officers of the Association shall consist of a President, a First Vice- President, Second Vice-President, Immediate Past President and a Secretary-Treasurer. The Association's President, First Vice-President, and Second Vice-President shall be elected annually by the Regional Council, prior to the annual regular meeting of the General Assembly, from among its membership as set forth below. The Executive Director of the Association shall serve as the Secretary-Treasurer of the Association, but shall have no vote in the Association.
- B. **Nominating Committee and Candidate Replacements:** Officers of the Association, except the Secretary-Treasurer, shall be elected from a recommended list of candidates, one for each office, which shall be prepared by a Nominating Committee and submitted to the Regional Council for review and action. The Nominating Committee shall be appointed by the President and shall be composed of seven (7) representatives of Regional Council members who collectively represent the six (6) counties within the SCAG Region, with at least one (1) member being a county representative. All individuals serving on the Nominating Committee shall be voting members. Individuals serving on the Nominating Committee shall serve from the date of their appointment until the adjournment of the next regular meeting of the General Assembly. The Immediate Past President shall serve as the chair of the Nominating Committee. The Nominating Committee shall consider only those candidates that meet the minimum eligibility requirements set forth below in Article VI C of these Bylaws and any other requirements that may be established by the Regional Council. A quorum of the Nominating Committee shall be a majority of its membership. Proxy voting is not allowed and members must be present to vote. The affirmative votes of a majority of those Nominating Committee members voting with a quorum in attendance shall be required for any action by the Nominating Committee.

In the event that prior to the annual meeting of the General Assembly, a candidate for President or First Vice-President who has been approved by the Nominating Committee or elected by the Regional Council but not yet ratified by the General Assembly no longer satisfies the minimum eligibility requirements of Article V C., the candidate for First Vice- President shall be deemed the candidate for President and the candidate for Second Vice- President shall be deemed the candidate for First Vice-President, provided that the applicable candidates are agreeable to the change.

In the event that prior to the annual General Assembly meeting, a candidate for Second Vice-President who has been approved by the Nominating Committee or elected by Regional Council, but not yet ratified by the General Assembly no longer satisfies the minimum eligibility requirements of Article V C. or if other candidate vacancies exist for any reason after the

approval(s) by the Nominating Committee or the election(s) by the Regional Council, the Regional Council shall fill the vacant candidate position(s) with individual or individuals who meet the minimum eligibility requirements of Article V C. The Nominating Committee may also meet to review the list of candidates and make a recommendation to the Regional Council regarding the new candidate for Second Vice-President or for any other vacant candidate positions if there is sufficient time before the annual meeting of the General Assembly in which to schedule both a meeting of the Nominating Committee and the Regional Council.

C. **Minimum Eligibility Requirements:** The following minimum eligibility requirements must be met in order for an individual to be considered by the Nominating Committee as a candidate for an officer position in the Association.

- (1) At the time of the application, the potential candidate must be a Regional Council member who is a representative of a voting-eligible Member of the Association, ~~for the TCA representative, the Tribal Government Regional Planning Board representative, the Air District representative or the Public Transportation Representative~~ and who has served on a Policy Committee and/or the Regional Council (in any combination, except as provided in this subsection) for at least 24-12 continuous months from when first appointed to the Policy Committee and/or Regional Council or from when elected to serve on the Regional Council through a District election; ~~provided, however, that at least 12 months of the potential candidate's service must be as a Regional Council member.~~ A potential candidate's concurrent service as a member of both a Policy Committee and the Regional Council shall count only once towards satisfying the 24-12-month eligibility requirement.
- (2) The potential candidate must be actively involved with SCAG.
- (3) The potential candidate must be a local elected official from a SCAG member county, city, ~~TCA, Air District~~ or CTC, ~~the Public Transportation Representative, or a locally elected Tribal Council member from a federally recognized Indian Nation.~~
- (4) Term limits will not prevent the potential candidate from serving a full term in the respective officer position.
- (5) A completed nomination application must be submitted to the Association by the appropriate deadline by either the potential candidate or a colleague on the Regional Council.

D. **Election by Regional Council and Ratification by General Assembly:** The names of the candidates for each officer position recommended by the Nominating Committee shall be submitted to the Regional Council for consideration and action at least one (1) month prior to the annual meeting of the General Assembly. The Nominating Committee shall recommend one candidate to the Regional Council for each officer position (except Secretary-Treasurer). If the Nominating Committee cannot agree on one candidate to recommend to the Regional Council for an officer position, all candidates for that officer position who satisfied the minimum

eligibility requirements identified in Article V C. shall be presented to the Regional Council. The Regional Council may also consider and elect for any officer position individuals who are nominated directly at a Regional Council meeting as part of the election process. New Officers shall take office after the ratification of the General Assembly and upon the adjournment of the General Assembly meeting.

- E. **Officer Position Vacancies:** A vacancy shall immediately occur in the office of the President, First Vice- President, Second Vice-President or Immediate Past President upon the resignation or death of the person holding such office, or upon the person holding such office ceasing to be a local elected official or if required by federal or state statutes or regulations, or if the appointment as a representative of a Member of the Association, ~~or the TCA, the Air Districts, Tribal Government Regional Planning Board or as the Public Transportation Representative~~ of the person holding the office is rescinded by the legislative body(ies) responsible for the appointment or in response to a no confidence vote by a District undertaken in accordance with the District Representative Election Procedures in the Regional Council Policy Manual. Such a no confidence vote shall only be undertaken in response to a resolution passed by all cities in the District that are voting eligible members of the Association. Upon the occurrence of a vacancy in the office of President, First Vice-President, or Second Vice- President, the vacancy shall be filled for the balance of an unexpired term in order of succession by elevating the next remaining Officer to such position, and the President may call for a Special Election to fill the unexpired term of the office of Second Vice-President. Such second Vice-President shall be selected from a list of candidates which shall be prepared by a Nominating Committee structured in accordance with the provisions of Article VI, Section B. In the event of such a Special Election the name of a nominee shall be submitted by the Nominating Committee to the Regional Council for action. If elected, the new Second Vice-President shall take office upon adjournment of that meeting of the Regional Council that included the Special Election. Upon the occurrence of a vacancy in the position of the Immediate Past President, the next most immediate and available Past President of SCAG still serving as representative to the Regional Council shall fill the position and serve for the balance of the unexpired term.
- F. **Representatives to Regional Council ~~not~~ Eligible for Officer Positions:** ~~Notwithstanding any provision in these Bylaws to the contrary, a representative to the Regional Council from the Tribal Government Regional Planning Board or from the Air Districts or from the TCA and the Public Transportation Representative shall not be eligible to be elected by the Regional Council as Officers of the Association.~~ All representatives to the Regional Council from Members of the Association including the CTCs ~~and the TCA~~ representatives of the Tribal Government Regional Planning Board, TCA and the Air Districts serving on the Regional Council as well as the Public Transportation Representative are eligible to be elected by the Regional Council as Officers of the Association.
- G. **Presiding Officer:** The President of the Association shall be the presiding officer of the Regional Council and of the General Assembly. The First Vice-President shall act as the presiding officer in his/her absence. The Second Vice-President, followed by the Immediate Past President, shall act as the presiding officer in the absence of both of the above officers.
- H. **Duties of Secretary-Treasurer:** The Secretary-Treasurer shall maintain a record of all Association proceedings, maintain custody of all Association funds, and otherwise perform the usual duties of such office.