

**BY-LAWS  
OF THE  
CONTRA COSTA TAXPAYERS ASSOCIATION**

(Adopted 5/19/80)

Amended

5/21/84

11/26/84

1/25/99

3/24/17

**ARTICLE I -- NAME**

Section 1. The name of the association shall be Contra Costa Taxpayers Association.

Section 2. The principal office of the association shall be in the City of Martinez, County of Contra Costa, State of California. The association may have such other offices as may from time to time be designated by the Board of Directors.

**ARTICLE II -- DEFINITION**

Section 1. The term "Taxpayer" includes all individuals, firms, corporations, and unincorporated associations who are residents of and/or subject to taxes in Contra Costa County, and all associations and organizations whose members are residents of and/or subject to taxes in Contra Costa County.

**ARTICLE III – OBJECTIVES**

Section 1. The objectives of the association shall be:

(a) To assure that public monies are collected and spent in a prudent, economical and efficient basis as it affects Contra Costa County taxpayers.

To provide good government at an affordable cost.

(b) To encourage public interest in the conduct of public business affecting Contra Costa County taxpayers.

Section 2. In furtherance of these purposes and objectives, but not in limitation thereof, the association shall:

(a) Conduct research work on the various departments and functions of government.

(b) Collect and disseminate statistics and other information on a general economic, social and governmental character, to analyze subjects relating thereto, and to secure and present the views of the members to other organizations, the government and the public.

(c) Cooperate, assist, and work with other organizations and agencies to accomplish the objectives of the association.

(d) Engage in any lawful activities which will enhance the efficient and economic progress of the

public business as it affects Contra Costa County taxpayers and to inform the public of its scope and character.

Section 3. Annual goals shall be developed by the association's Executive Committee with the assistance of the Executive Vice President and the approval of the Board of Directors.

#### ARTICLE IV – MEMBERSHIP

Section 1. Active -- Any person, firm, corporation, or unincorporated association who is a resident of and/or subject to taxes in Contra Costa County, or any organization or association whose members are subject to taxes in Contra Costa County, is eligible to become an active member of this association.

Section 2. Associate -- Any employee of an active member or any member of an active member organization or association shall be eligible for associate member status upon application of the active member. The associate member shall be entitled to the services and benefits of an active member, except that the associate member shall have no vote in the affairs of the association. Associate member status ceases automatically upon termination of membership of the sponsoring active member.

Section 3. Election of Members -- Any person, firm, corporation, association, organization, or unincorporated association eligible to membership under these by-laws may be elected to membership upon application. For such election, a majority of the votes of the Executive Committee is required.

Section 4. Voting -- Each active member other than an individual shall appoint a person to be its representative in the association who shall represent, vote, and act for the member in all the affairs of the association. A member shall have only one (1) voting right.

Section 5. Duration of Membership and Resignation -- Membership in this association may terminate by death, voluntary withdrawal as herein provided, or otherwise in pursuance of these by-laws. All rights, privileges, and interest of a member in or to the association shall cease on the termination of membership. Any member may, by giving written notice of such intention, withdraw from membership. Withdrawals shall be effective upon fulfillment of all obligations to the association.

Section 6. Suspension and Expulsion -- For cause any membership may be suspended or terminated. Sufficient cause for such suspension or termination of membership shall be violation of the by-laws or any lawful rule or practice duly adopted by the association, or any conduct prejudicial to the interests of the association. Suspension or expulsion shall be by two-thirds (2/3) vote of the entire membership of the Board of Directors provided, that a statement of the charges shall have been mailed by registered post to the last address of the member at least fifteen (15) days before final action is taken thereon. This statement shall be accompanied by a notice of the time and place of the meeting of the Board of Directors at which the charges shall be considered and the member shall have the opportunity to appear in person or by his representative and present any defense to such charges before action is taken thereon.

Section 7. Division of Members -- The Active members of the association shall be divided into three divisions: (1) Residential; (2) Industrial; (3) General (commercial, professional, agricultural, organizational, and others not specifically classified).

#### ARTICLE V -- DUES

Section 1. The annual dues of each member shall be determined by the Executive Committee.

Section 2. Delinquency and Cancellations -- Members who fail to pay their dues or assessments within ninety (90) days from the time the same shall become due shall be notified by the Secretary-Treasurer, and, if payment is not made within the next succeeding thirty (30) days, shall be dropped from the rolls and thereupon forfeit all rights and privileges of membership, unless such suspension is waived by affirmative action of the Executive Committee.

Section 3. Refunds -- No dues shall be refunded to any member whose membership terminates for any reason.

## ARTICLE VI -- MEETINGS

Section 1. Annual Meeting -- There shall be an annual meeting of the association during the month of April, unless otherwise ordered by the Board of Directors, for installation of the members of the Board of Directors, for receiving annual reports, and the transaction of other business. Notice of such meeting shall be emailed, faxed, texted or mailed to the last recorded address of each active member at least fifteen (15) days before the time appointed for the meeting.

Section 2. Special Meetings -- Special meetings of the members shall be on the call of the President or any five (5) members of the Board of Directors or any twenty-five (25) active members. Such call shall be emailed, faxed, texted or mailed at least (3) days prior to any meeting of the members in the manner prescribed by statute and specify the day, hour, and place of meeting and the general nature of the business to be transacted.

Section 3. Quorum -- Twenty-five (25) active members present at any meeting shall constitute a quorum.

Section 4. The order of business at meeting shall be as follows:

- a. Call to order
- b. Approval of minutes of previous meeting
- c. Receiving communications
- d. Reports of officers
- e. Reports of committees
  1. Standing
  2. Special
- f. Unfinished business
- g. New business
- h. Adjournment

Section 5. The order of business may be altered or suspended at any meeting by a majority vote of the active members present. The usual parliamentary rules as laid down in "Robert's Rules of Order" shall govern all deliberations, when not in conflict with these by-laws.

## ARTICLE VII -- BOARD OF DIRECTORS

Section 1. The Board of Directors shall have supervision, control, and direction of the affairs of the association, shall determine its policies or changes therein within the limits of the by-laws, shall actively prosecute its objects and shall have discretion in the disbursements of its funds. It may adopt such

rules and regulations for the conduct of its business as shall be deemed advisable, and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. The Board of Directors shall consist of not more than sixty (60) nor less than fifteen (15) active members of the Association, or the duly appointed representative of a member, who shall be elected by written ballot as herein provided. One-third (1/3) of the directors shall be elected each year to serve for a term of three (3) years commencing April 1<sup>st</sup> or until their successors have been elected and assume office. Any director shall be eligible for re-election.

Section 3. The directors of the association shall be elected by written ballot as follows: On or before February 15<sup>th</sup> of each year the nominating committee shall submit a list of candidates to serve as directors of this association in place of those directors whose terms will expire on the ensuing April 1<sup>st</sup>, and said list shall be posted at the principal office of the corporation for a period of (5) business days. At the expiration of such five-day period and not later than March 1<sup>st</sup> of such year, the Secretary-Treasurer of the association shall cause to be emailed, faxed, texted or mailed to each member of the association a notice and the ballot and any additional nominations that may have been received during said five-day period. Such additional nominations must be submitted upon written recommendation of not less than (10) active members of the association. All ballots must be returned to the offices of the association not later than 5:00 p.m., March 31<sup>st</sup> or 15 days after the Notice is given, whichever is later. Candidates for directors receiving the greatest number of the votes cast shall be elected to serve as members of the Board of Directors.

Section 4. The President, two (2) Vice Presidents, and Secretary-Treasurer shall be members' ex-officio of the Board, with right to vote.

Section 5. Regular Meeting -- Except that the Board shall have a regular meeting at the time and place of the annual meeting the Board shall meet upon call of the President at such time and places as the President may designate, and shall be called to meet upon demand of a majority of its members. Notice of all meetings of the Board of Directors shall be sent by mail to each member of the Board at least ten (10) days in advance of such meetings. All meetings of the Board of Directors are open to the attendance of members of the association.

Section 6. Special Meetings -- Special meetings of the Board for any purpose or purposes whatever shall be called at any time by the President, or if the President be absent or be unable or refuse to act, by any Vice President, or by any five (5) directors upon due notice in writing given to each director in the manner prescribed by statute. Such meetings may be held at the principal place of business of the corporation or at any place which shall be designated from time to time by resolution of the Board or by written consent of all members of the Board.

Section 7. Quorum -- One-third (1/3) of the members of the Board shall constitute a quorum for the transaction of business and every act or decision taken by a majority of the Board of Directors present at a regular or special meeting of the directors at which a quorum was present shall be valid. Any less number may adjourn from time to time until a quorum be present.

Section 8. Absence -- If a Director is absent from three (3) consecutive meetings for reasons which the Board has failed to declare to be sufficient, the Director's resignation shall be deemed to have been tendered and accepted.

Section 9. Alternates -- Any director may provide a list of alternates to the Secretary of the corporation and any such alternate may attend a meeting of the Board, in place and stead of the regular Board members

and have full power to act. All directors and alternates must be members or employees of an organization or corporation which is a member.

Section 10. Vacancies -- Any vacancies that may occur on the Board by reason of death, resignation or otherwise, may be filled by appointment or the remaining members of the Board for the unexpired term.

#### ARTICLE VIII -- OFFICERS

Section 1. The elective officers of this association shall be members of and consist of a President, two (2) Vice Presidents, and a Secretary-Treasurer. These officers shall be elected bi-annually for two (2) year terms by the Board of Directors at a regular meeting held no later than June 1<sup>st</sup> of each year. Election shall be by ballot and a majority of the votes cast shall elect.

Section 2. Each elective officer shall take office upon election and shall serve for a term of two years or until said officer shall resign, be removed, be disqualified or until said officer's successor shall be elected.

Section 3. Vacancies in any office may be filled for the balance of the term thereof by a member appointed by the Directors at any regular or special meeting.

Section 4. President -- The President shall be the chief officer of the organization, and shall preside at meetings of the association and of the Board of Directors and of the Executive Committee and shall be a member ex-officio, with right to vote, of all committees except the committee on nominations. The president shall also perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board of Directors.

Section 5. Vice Presidents -- The Vice Presidents may, in order of their designation by the Board of Directors, be delegated by the Board to perform the duties of the President, in the event of the President's temporary disability or absence from meetings. At the discretion of the Board, the Vice Presidents may also be delegated to supervise and report to the Board on such matters as the Board may deem desirable.

Section 6. Secretary-Treasurer -- The Secretary-Treasurer shall be in charge of the association's funds and records; shall collect all member dues and/or assessments; shall have established proper accounting procedures for the keeping of the funds in such banks, trust companies and/or investments as are approved by the Executive Committee. The Secretary-Treasurer shall report on the financial condition of the association at all meetings of the Board of Directors and at other times when called upon by the President. At the end of each fiscal year, the Secretary-Treasurer shall prepare an annual report which shall reflect a review applying agreed upon procedures by a certified public accountant. At the expiration of the term of office, the Secretary-Treasurer shall deliver over to the Secretary-Treasurer's successor books, money, and other property in the Secretary-Treasurer's charge, or, in the absence of a successor, shall deliver such properties to the President. The Secretary-Treasurer of the association, shall be responsible for the proper and legal mailing of notices to members; shall see to the proper recording of proceedings of meetings of the association, Board of Directors and all committees; carry into execution all orders, votes and resolutions, not otherwise committed. The Secretary-Treasurer shall see that accurate records are kept of all members; shall keep the seal of the association. Such duties of the Secretary-Treasurer as may be specified by the Board of Directors or the Executive Committee may be delegated to the Executive Vice President or a designated member of the association's staff.

Section 7. The Executive Director -- The administration and management of the association shall be vested in a salaried staff head, appointed and approved by the Board of Directors, which shall have the title of Executive Director or such other title as the Board shall from time to time deem desirable. Subject to the direction of the President and the Executive Committee, the Executive Director shall be the official spokesman for the association and shall communicate to the association or to the Board of Directors such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the association; shall employ and may terminate the employment of members of the staff necessary to carry on the work of the association; and shall manage and direct all functions and activities of the association and perform such other duties as may be defined by the Board.

Section 8. The Executive Vice President and any other person entrusted with the handling of funds or property of the association shall, at the discretion of the Board of Directors, furnished at the expense of the association, a fidelity bond approved by the Board, in such a sum as the Board shall prescribe.

#### ARTICLE IX -- COMMITTEES

Section 1. The President, subject to the approval of the Executive Committee, shall appoint such standing, special or sub-committees as may be required by the by-laws or as may be found necessary.

Section 2. Executive Committee -- There shall be elected no less than eleven (11) Executive Committee members and no more than fifteen (15) Executive Committee members annually by the Board of Directors, at a regular meeting held no later than June 1<sup>st</sup> of each year, eleven (11) members thereof, one of whom shall be the immediate past President, if available, who, with the President, two Vice Presidents, the Secretary-Treasurer, and six (6) to ten (10) members of the Board of Directors, shall constitute an Executive Committee. One of these members may be the Chair of the Membership and Development Committee. They may exercise the powers of the Board of Directors when the Board of Directors is not in session, subsequently reporting to the Board of Directors. Five (5) members shall constitute a quorum for the transaction of business. Meetings may be called by the President or by two (2) members of the Executive Committee.

Section 3. Committee on Nominations -- On or before January 15<sup>th</sup> of each year the President, with the approval of the Executive Committee, shall appoint a nomination committee of at least four (4) members of the association. This committee shall perform its duties in accordance with the provisions and directions of Article VII of these by-laws.

Section 4. Membership and Development Committee -- There shall be selected annually by the Executive Committee, at a regular meeting held no later than June 1 of each alternate year, a Membership and Development Committee comprised of between five (5) and eight (8) members, one of whom shall be the President who shall appoint the Chair, which committee shall constitute the Membership and Development Committee who shall develop a strategic plan for the use of the organization to solicit members, sponsors and donors. A majority of the Committee selected shall constitute a quorum for the transaction of business. Notice of Meetings may be called by the President or by the Chair of the Committee.

#### ARTICLE X -- MAIL VOTE

Section 1. Whenever, in the judgment of the Board of Directors, any question shall arise which it considers should be put to a vote of the active membership and when it deems it inexpedient to call a special meeting for such purpose, the Directors may, unless otherwise required by these by-laws, submit such a matter to the membership in writing by email, fax, text or mail for vote and decision, and the question thus presented shall be determined according to a majority of the votes received by mail within fifteen (15) days after such submission to the membership provided that in each case votes of at least twenty-five (25) percent of the members shall be received. Any and all action taken in pursuance of a majority mail vote in each such case shall be binding upon the association in the same manner as would action taken at a duly called meeting.

Section 2. Notwithstanding any other notice provision in these Bylaws, except for the Notice provision of the Annual meeting, Notice of any meeting of the Board of Directors, Executive Committee, and other Committee established by the Board and Meetings of Members shall be given at least three (3) days in advance if given by "email, fax, text or mailed" or first-class mail or delivered personally, by telephone, or by electronic transmission, facsimile, email, or text message, provided further that a Notice of Meeting of the Board, any Committee or Member meeting may be waived by Waiver of Notice and Consent to hold the meeting if the waiver is signed by ALL members of that body. Notice shall not be given by electronic transmission if the inability of the recipient to receive the notice becomes known to the Secretary or other person responsible for giving such notice.

#### ARTICLE XI -- FISCAL YEAR

Section 1. The fiscal year shall commence on January 1<sup>st</sup> and shall end on December 31<sup>st</sup> of each year.

#### ARTICLE XII -- SEAL

Section 1. The association shall have a seal of such design as the Board of Directors may adopt.

#### ARTICLE XIII -- AMENDMENTS

Section 1. These by-laws may be amended, repealed, or altered, in whole or in part, by a two-thirds (2/3) vote of the members present and entitled to exercise a vote at any meeting duly noticed, or by written consent of such membership or by a two-thirds (2/3) vote of the Board of Directors present at any meeting duly noticed, provided that a copy of any amendment proposed for consideration shall be mailed to each member of the Board of Directors at least fifteen (15) days prior to the date of the meeting.

Jack Weir  
Executive Vice President