

**BYLAWS OF THE
CALIFORNIA COUNTY ASSESSORS' INFORMATION TECHNOLOGY
AUTHORITY**

Article I: **FORMATION**

The California County Assessors' Information Technology Authority [Authority] is a Joint Exercise of Powers Authority that was established on November 15, 2022 pursuant to the Joint Exercise of Powers Agreement, California Government Code Section 6500 et seq, and Revenue and Taxation Code Section 95.60.

Article II: **PURPOSE**

1. The Authority is formed to act as the joint powers authority identified in Revenue and Taxation Code section 95.60, and any successor provision.
2. To facilitate collaboration between California County Assessors on shared Information Technology services.
3. To apply for, receive, manage, and expend funds to develop and maintain property assessment-related information technology-appropriate projects and programs.
4. Acquire, purchase, use, operate, repair, maintain, dispose of, administer, and manage information technology developments and projects for use by the Member Agencies and other eligible entities.
5. To the fullest extent possible, these Bylaws shall be construed to be consistent with the Government Code, Revenue and Taxation Code, and Joint Exercise of Powers Agreement, and nothing herein shall be interpreted or construed to be inconsistent with such Codes or Agreement.

Article III: **MEMBERS**

1. Members include any California county or city and county that executed the Joint Exercise of Powers Agreement before adoption of these Bylaws.
2. Any California county or city and county that executes the Joint Exercise of Powers Agreement after adoption of these Bylaws may petition the Authority Board for membership by providing a signed copy of the Joint Powers Agreement, ~~and a copy of the Resolution or Minute Order approving said Agreement, and acknowledgment by the Assessor that they have read and understood the most recent publications by the California Office of Attorney General on the Bagley-Keene Open Meeting Act and the Brown Act.~~
3. For the purposes of voting, each member agency will be represented by the Assessor and will have one vote per member agency.

Article IV: **PRINCIPAL OFFICE**

The initial principal office for the transaction of the business of the Authority is located at c/o Coordinating Assessor Phong La, 1221 Oak St, Ste 145, Oakland, CA 94612.

The Board may change the Principal Office by Resolution at any meeting of the Board. The principal office must be within the Authority's jurisdictional boundaries.

Article V: **BOARD OF DIRECTORS**

1. Composition: The Board shall consist of nine (9) Directors, who must be Assessors, as follows:
 - a. CAA President
 - b. CAA Treasurer
 - c. Coordinating Assessor
 - d. Two representatives of small counties
 - e. Two representatives of medium counties
 - f. Two representatives of large counties
2. Term: Directors who serve by virtue of holding CAA Office and the Coordinating Assessor shall serve so long as he/she holds the identified position. Board members who represent small, medium, or large counties will serve two-year terms so long as they continue to hold elected Office.
 - a. No person may simultaneously hold more than a single Director seat, ~~and assuming a second Director seat automatically vacates the first Director seat.~~
3. Resignation: In recognition of the importance of the work of the Board, regular attendance at Board meetings is expected from all Directors. Any Director who fails to attend two consecutive Board meetings, without prior notice to the presiding Officer, shall be deemed to have resigned from the Board.
 - a. Any Director who becomes ineligible to serve based on inability to meet the eligibility requirements of the position or incapacity to attend meetings and participate fully in the Board's deliberations shall resign from the Board by submitting a letter to the Chair. Resignations become effective on the date the Director becomes ineligible to serve or the date the letter is received by the Chair, whichever is ~~later~~ earlier. Acceptance of the resignation is not necessary to make it effective.
4. Duties and Responsibilities of Board Members:
 - a. Exercise prudence and diligence in the selection of contractors ~~providing support services.~~
 - b. Exercise prudence and diligence in all matters regarding the collection of and expenditure of ~~participant fees funds.~~
 - c. Always act for the ~~exclusive~~ benefit of all member agencies.

- d. No Director shall be entitled to vote on decisions personal to his/her own participation in the Authority or in which the Director receives a special private gain.
- e. Any issues involving a potential conflict of interest of a Director regarding any issue may be referred to the Authority's legal counsel for advice ~~and determination~~.
- f. Develop and adopt necessary policies to ensure appropriate administration of the Authority.
- g. Monitor the performance and viability of its staff and technology providers.
- h. Effectively ~~and proactively~~ communicate with member agencies to advise them of the Authority rules, policies, and procedures as well as benefits and features of technology products developed and managed by the Authority.
- i. Establish ~~permanent or~~ standing *and ad hoc* Committees as appropriate to facilitate the operation of the Authority.

Article VI: **OFFICERS AND EMPLOYEES**

1. Board Officers: Officers of the Board include:
 - a. Chair
 - b. Vice-Chair
 - c. Secretary
 - d. Treasurer
 - e. Auditor-Controller
 - f. Coordinating Assessor
 - g. The Board shall elect a Chair, Vice-Chair, and Coordinating Assessor at its last meeting prior to the first meeting of the Calendar Year; or in the event one of the individuals holding one of these titles separates from the Authority, at the earliest possible meeting following that individual's separation. The Board shall appoint the Secretary.
2. Officer Duties & Responsibilities:
 - a. The Chair will:
 - i. Preside at all Board and Authority meetings, ensuring that such meetings are conducted in an efficient manner and in accordance with applicable public meetings laws, and relevant Board policies.
 - ~~ii. Recommend the formation or dissolution of Advisory Committees and shall designate the Advisory Committee chair.~~
 - iii. Ninety days prior to the expiration of Director terms, who are serving by virtue of selection by one of the groups indicated in Article V(1) (d), (e), and (f), the Chair shall notify the appropriate appointing authority that their selected representative's term is about to expire and request the name of the representative who will serve on the Board for the next term.

- iv. In the absence of an Executive Director, execute contracts, deeds, and other documents as authorized by the Board.
- b. The Vice Chair will:
- i. Assume the duties of the Chair when the Chair is absent or when the Chair designates the Vice-Chair to act.
 - ii. Assume the duties of the Chair for the balance of the Chair's term or until the Board elects a new Chair in the event of the death, resignation, or removal from office of the Chair.
- c. Secretary:
- i. The Secretary, who is not a member of the Board and has no voting rights, shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office, a permanent record of minutes of actions taken at all meetings of the Board of Directors. Such record shall include the names of those present at the meetings, the proceedings of the meeting, and any actions taken.
 - ii. The Secretary shall keep, or cause to be kept, a list of all member agencies and all designated Directors.
 - iii. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors required by the Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Board of Directors, the Agreement creating the Authority, or by the Bylaws.
- d. Treasurer:
- i. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct financial records of the Authority including accounts of its assets, liabilities, receipts, and disbursements, and shall have such other duties as are provided for in the Agreement creating the Authority.
 - 1. The Treasurer shall ensure the performance of the Authority's annual audit.
 - 2. The Treasurer shall disburse, or cause to be disbursed, funds of the Authority as may be approved by the Board and shall regularly render to the Board an account of those disbursements and the of the financial condition of the Authority.
 - ii. Perform the responsibilities of the Auditor-Controller.
 - iii. Work with the Board Chair, Coordinating Assessor, and Authority staff to develop an Authority Budget.

- iv. Work with the Coordinating Assessor and Authority staff to determine shared costs of member agencies and invoice and collect payment.
 - v. Attend their county's Treasury Oversight Committee to monitor, and report if needed, on the security and investment return of the Authority's pooled investment.
 - vi. Cooperate with Authority Staff and the Board Chair to coordinate communications with the California Department of Finance.
- e. Coordinating Assessor:
- i. In the absence of Authority Staff, the Coordinating Assessor shall have overall responsibility for the general supervision and control of Authority activities other than those assigned to Officers.
 - ii. Once Authority Staff are employed, the Coordinating Assessor will act as a resource for Authority Staff in matters related to property assessment-related information technology-appropriate projects and programs and related state grant funds.
3. Other Officers and Employees
- a. The Board may appoint an Executive Director and Authority Counsel, both of whom shall serve at the pleasure of the Board of Directors for such term as the Board may provide by agreement.
 - b. All officers and employees shall have such authority, and perform such duties, as are provided in the Agreement creating the Authority or as the Board may determine from time to time. The Board shall provide for the payment of compensation to employees for their services to the Authority.

Article VII: **ADMINISTRATION OF MEETINGS**

1. Meeting Schedules

- a. Regular Meetings: The Board will meet quarterly or as otherwise scheduled. The Board will adopt a resolution at its last meeting prior to the first meeting of the Calendar Year that sets forth the time and location for regular meetings in the next calendar year.
- b. Special Meetings: The Board may hold special meetings at the call of the Chair, or upon the call of a majority of the Board, and upon such notice as is required by law.

2. Rules of Procedure for Meetings

- a. All meetings of the Board of Directors, members, and any Committees of the Authority, shall be conducted in accordance with Rosenberg's Rules of Order, except where Rosenberg's Rules are in conflict with California law, the Agreement creating the Authority, or the Bylaws, whereupon the latter three shall govern over said Rules of Order.

- b. No action or discussion may be undertaken on any item not appearing on the posted agenda except that members of the Board may briefly respond to statements made or questions posed by persons exercising their public comment rights or to ask a question for clarification, refer the matter to staff or to other resources for factual information, or request a report back at a subsequent meeting concerning any other matter.

3. Manner of Meetings

Any meeting may be held by telephone or video conference or similar communication equipment as long as all Directors participating in the meeting can hear one another and the requirements of the Government Code are met. All such Directors shall be deemed to be present in person at such a meeting.

4. Public Comment

- a. Matters Not on Agenda: Members of the public may comment on any item not appearing on the agenda. Under state law, matters presented under Public Comment cannot be discussed or acted upon by the Board at that time. No person shall be permitted to speak unless he or she is recognized by the Chair and given permission by the Chair to speak.
- b. Agendized Items: For items appearing on the agenda, the public is invited to make comments at the time the item comes up for Board consideration. Upon being recognized by the Chair, such person may speak or present evidence relevant to the matter being heard.
- c. Right to Speak: No person shall be denied the right to speak because he or she declines to disclose his or her name, address, or telephone number. As allowed by law, the Board may remove any member of the public for "insolent" conduct, and no member of the public may pull a consent item from consent agenda.
- d. Time Limit: Any person addressing the Board will be limited to a maximum of three (3) minutes so that all interested parties have an opportunity to speak with a total of fifteen (15) minutes allotted for the Public Comment Period. However, the Chair, in ~~his or her~~ their discretion, may extend such time as he or she may find reasonable under the circumstances or may further limit the time if the time anticipated to complete the agenda is unusually long.

5. Quorum and Voting Requirements

- a. In order to take action, five (5) members must be present at a regular or special meeting of the Board.
- b. To provide a clear record of Board actions, roll call for voting at Board meetings shall be taken when the vote is not unanimous or the meeting is a hybrid of in-person, telephonic, and/or virtual formats.

c. Proxies: Due to the fiduciary responsibility of the Board and its members, proxies will not be accepted. Members who cannot attend may send a designee; however that designee has no authority to vote or participate in committee deliberations except as provided for members of the public.

Article VIII: **MISCELLANEOUS**

1. Annual Report

a. The Board of Directors of the Authority shall cause an annual report to be sent to the Members not later than 90 days after the close of each fiscal year. Such report shall contain a statement of net position as of the end of such fiscal year and a statement of revenues, expenses, and changes in net position for such fiscal year, and shall be accompanied by the annual audit report of independent accountants or, if there is none, by the certificate of the Treasurer that the report was prepared without audit from the Authority's books and records.

2. Fidelity Bonds, Insurance, and Indemnification

- a. For the purpose of this Article, "agent" means any person who is or was an officer, board member, employee, or other agent of the Authority.
- b. The Executive Director shall post a fidelity bond, or cause to be secured comparable coverage via a crime/employee dishonesty policy commensurate with their responsibilities. The Executive Director may, at any time, require any Office or employee to have similar coverage. Any Officer or employee authorized to handle funds of the Authority may be required to have similar coverage. Premiums for any such coverage shall be paid by the Authority.
- c. The Authority shall provide for the defense and indemnity of any civil action or proceeding brought against any such agent of the Authority in his or her official or individual capacity or both, on account of an act or omission within the scope of his or her agency as an agent of the Authority, and to the extent of such defense as is provided for in California Government Code Section 995 et seq.
- d. The Board shall cause to be secured and maintained, an appropriate policy or policies of liability insurance to protect the Authority and its Directors, Officers, and employees and any other insurance coverage deemed necessary.
- e. Any amendment, repeal, or modification of this section shall not adversely affect any right or protection of a Director, Officer, employee, or agent of the Authority existing at the time of such amendment, repeal, or modification.

3. Checks and Drafts

a. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Authority, shall be signed or endorsed by the President and Treasurer or by such person or persons and in such manner as, from time to time, shall be determined by the Board of Directors.

4. Execution of Contracts

- a. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Authority, and such authorization may be general or confined to specific instances.
- b. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power or authority to bind the Authority by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount. The Executive Director may be authorized to enter into any contract or execute any instrument in the name of, and on behalf of, the Authority for services and programs approved by the Board of Directors, subject to limitations (including budget limitations) set by the Board of Directors.

Article IX: **AMENDMENTS**

New Bylaws may be adopted or these bylaws may be amended or repealed by the affirmative vote of a majority of the Board of Directors. Amendment of these Bylaws shall be in writing and approved at any regular meeting of the Board with 15 days' notice of the proposed amendment.