

BYLAWS

PREAMBLE

School and College Legal Services of California, hereinafter referred to as “SCLS” was established to provide Legal and Labor Relations Services for the public educational agencies which elect to be members of SCLS.

SECTION A

BYLAW DEFINITIONS

Unless the context requires otherwise, the terms used herein shall have the following meanings:

1. **“Agreement”** means SCLS of California Joint Powers Agreement.
2. **“Auditor”** means an independent certified public accountant designated by the Board.
3. **“Authority”** means the joint power authority created by this Agreement pursuant to California Government Code Sections 6500 et. seq.
4. **“Board”** means the board of Directors of the Authority who are the governing body.
5. **“Director”** means the designated representative and in his/her absence designated alternate who will serve on the Board of Directors as provided in the Agreement.
6. **“Employee”** shall have the same meaning as provided by Division 3, Part 1, Chapter 1, Article 2 (Section 3350, et. seq.) of the California Labor Code as may be amended.
7. **“Fiscal year”** means the period of time commencing on July 1 of each year and ending on June 30 of the following year.

8. **“Governing Member”** means any public agency or Joint Powers Authority which is a signatory to the Agreement.
9. **“Public Educational Agency”** means a school district, community college district, County Board of Education or County Superintendent of Schools, charter school, regional occupational center or program or Joint Powers Authority composed of public educational agencies.
10. **“Participating Member”** means a Public Educational Agency, other than a Governing Member that has entered into a contract for services with SCLS.

SECTION B

RULES OF CONSTRUCTION

1. The present includes the past or future tenses; the future includes the present tense.
2. The singular includes the plural; the plural includes the singular.
3. “Shall” is mandatory and “may” is permissive.
4. The masculine gender includes the feminine and neuter.

SECTION C

FUNCTIONS OF THE AUTHORITY

1. The **Authority** shall have the powers common to the Public Agencies, which are members of this **Authority** provided that the same is in furtherance of the functions and objectives of the Joint Powers Agreement set forth by the parties, and is hereby authorized to do all acts necessary for the exercise of said common powers, including, but not limited to, any or all of the following:

- a. Authorize the allowance, compromise, arbitration, rejection, or settlement of claims.
- b. To make and enter into contracts.
- c. To incur debts, liabilities or obligations.
- d. To invest and manage funds.
- e. To employ agents and employees.
- f. To acquire, hold or dispose of real or personal property, contributions and donations of property, funds, services and other forms of assistance from persons, firms, corporations and governmental entities.
- g. To acquire, construct, manage, maintain or operate any building, works or improvements.
- h. To sue and be sued in its own name.
- i. To develop and administer employee benefit plans and programs as described herein.
- j. To exercise all powers necessary and proper to carry out the terms and provisions of this Agreement, or otherwise authorized by law.
- k. To pursue any member's right against a third party when in the discretion of the Board of Directors such action is appropriate. Any and all proceeds resulting from the assertion of such rights shall accrue to the member agency for whom the right was pursued in an amount equal to the recovery less the cost of such recovery.
- l. To receive gifts, contributions and donations of property, funds, services or other forms of assistance from members, firms, persons, corporations,

associations, and any other governmental entity in accordance with existing laws.

- m. To invest surplus funds as permitted by law and
- n. To join another Joint Powers Authority to provide services to this Authority.

SECTION D

MEMBERSHIP

1. Each party which becomes a Governing Member of the Authority shall be entitled to the rights and privileges of and shall be subject to the obligations of membership as provided in the Joint Powers Agreement.
2. Any public educational agency located within the State of California may become a Participating Member of the Authority.
3. Should any Member reorganize in accordance with state statutes, the successor-in-interest or successors-in-interest to the obligations of any such reorganized Member may be substituted as a Member upon the vote of two-thirds (2/3) of the members of the Board of Directors and shall be conferred rights as a Member. Upon failure of a reorganized member's successor, or successor in interest, to gain membership as provided herein, then said reorganized Members' rights and interests under this Agreement and Bylaws shall be determined in accordance with provisions for termination as set forth herein.

SECTION E

BOARD OF DIRECTORS

1. A Board of Directors has been established by the Joint Powers Agreement as the

governing body of the Authority. It shall develop policies for, and provide general direction to the General Counsel.

2. Pursuant to the Agreement, the Board of Directors shall include a representative from each Governing Member. Each Governing Member shall designate one (1) employee or board member to be a member of the Board of Directors in accordance with this Bylaw. Each Governing Member shall also designate an alternate member of the Board of Directors who may serve in the absence of that board member.

From time-to-time and to maintain geographical and size balance, the Governing Members may designate up to four additional members to the Board of Directors to represent elementary, secondary, and community colleges from the Participating Members. Selection of the Participating Member to serve as a member of the Board of Directors shall be made by a majority vote of the current members of the Board of Directors. Once selected to serve on the Board of Directors, the Participating Member shall designate one (1) employee or board member to be a member of the Board of Directors and shall also designate an alternate member of the Board of Directors who may serve in the absence of that board member.

In order to be selected to be a Director, the candidate must meet be one of the following:

- a. **County Boards of Education** – Member of the county board of education.
- b. **County Superintendents of Schools** – County Superintendent or Designee who shall be an Assistant, Associate or Deputy Superintendent.
- c. **District and Other Agencies** – Individual holding position of Superintendent or equivalent, or designee equivalent to Assistant, Associate or Deputy Superintendent.

3. On all matters other than amendment of this Agreement, or decisions affecting membership status resulting from reorganization, each Governing Member's vote may be cast only by a designated Director who is in physical attendance or by the designated alternate who is in physical attendance or as allowed by the Brown Act for board members who are not physically present. Except as otherwise provided in the Bylaws, a vote of the majority of those designated Directors or alternates constituting the Board of Directors present at a meeting shall be sufficient to constitute action, provided that a quorum is present. A meeting at which a quorum (as defined in Section E.5 below) is initially present may continue to transact the business of the Board of Directors and those present shall continue to be the governing body of the Authority notwithstanding the withdrawal of one or more Directors, provided any action taken is approved by at least a majority of the required quorum for a meeting.
4. The voting rights of Directors shall be determined as follows: Each Director shall have one (1) vote.
5. A "Quorum" for the transaction of business by the Board of Directors as set forth herein shall be a majority of the authorized number of Directors.
6. If a quorum of the Board of Directors is not present at a regular or special meeting of the Board of Directors, the Officers are specifically empowered to act as the governing body of the Authority for the matters which were to be considered by the Board of Directors at that meeting. Within twenty (20) working days after acting on such matters, the Officers shall cause written notice to be given to each Member of the Board of Directors of the Officer's actions in regard to such

matters and follow the procedures set forth in Section I Paragraph 2.

7. It is each Governing Member's responsibility to have its designated representative:
 - a. Attend Board meetings and, when elected to, attend Committee meetings.
 - b. Disseminate information within the Governing Member district as appropriate.
 - c. Review agendas and minutes.
 - d. Provide copies of the Authority's annual financial report to the Chief Administrative Officer of the designated Governing Member.
8. The Board of Directors may conduct regular, adjourned regular, special and adjourned special meetings, provided, however, that it must hold at least one (1) regular meeting annually (the "Annual Meeting"). The date, time and place for the Annual Meeting shall be fixed by Resolution of the Board and filed with each Governing Member of the Authority. The Board of Directors may hold additional meetings as called by the Chair or upon request of a majority of members of the Board of Directors.
9. All meetings of the Board of Directors shall be called, held and conducted in accordance with the terms and provisions of the Ralph M. Brown Act California Government Code Sections 54950, et seq., as said chapter may be modified by subsequent legislation, by applicable sections of the California Education Code, and rules of the Board of Directors not inconsistent therewith. Except as otherwise provided or permitted by law, all meetings of the Board of Directors shall be open and public. Seventy-two (72) hours prior to a regular meeting and

twenty-four (24) hours prior to special meetings of the Board of Directors and Standing Committee, notice of the meeting and a copy of the proposed agenda shall be publicly posted at the offices of the County Superintendent of Schools for each county with Governing Members in the Authority.

10. The General Counsel shall transmit to the Governing Members' designated Directors true and correct copies of the Minutes of such meetings within thirty (30) days.
11. The Board of Directors, by Resolution, shall designate a specific location at which it will receive notices, correspondence, and other communications and shall designate one of its members or the General Counsel as an officer for the purpose of receiving service on behalf of the Board of Directors and the Authority.
12. The Board of Directors shall comply with the provisions of Sections 6503.5 and 53051 of the California Government Code requiring the filing of a statement with the Secretary of State and with the County Clerk.
13. The Board of Directors may establish rules governing its own conduct and procedure, and have such express and implied authority as is not inconsistent with or contrary to the laws of the State of California, these Bylaws or the Joint Powers Agreement.
14. No one serving on the Board of Directors shall receive any salary or compensation from the Authority for serving as director. However, the Board of Directors may authorize reimbursement for expenses incurred by the Directors in connection with duties as an officer or Board member.

SECTION F

FUNCTIONS OF THE BOARD OF DIRECTORS

1. The Board of Directors shall provide general direction to the General Counsel regarding the administration and operation of the programs and affairs of the Authority.
2. The Board of Directors shall have the authority to carry out all functions of the Authority, including, but not limited to, making and entering into contracts; employing agents and employees; acquiring, holding and disposing of property in the name of the Authority; incurring debts, liabilities or obligations necessary for the operation of the Authority; receiving, accepting and expending or disbursing funds of contract or otherwise, for purposes consistent with the provisions hereof; directing the investment of funds pursuant to California Government Code Section 6509 and 6509.5 and Education Code Sections 39602 and 81602; and maintaining at all times a complete and accurate system of accounting of all Authority funds.
3. The Board of Directors shall have the power and authority to receive, accept and utilize the services of personnel offered by any of the parties to this Agreement, or their representatives or agents; to receive, accept, utilize property, real or personal, from any of the parties to this Agreement, or their agents or representatives; and to receive, accept, and expend funds by contract or otherwise for purposes consistent with the provisions of this Agreement, which funds may be provided by any of the parties to this Agreement or their agents or representatives.

4. The Board of Directors shall cause each Governing Member to be provided with an annual report of the financial condition of the Authority.
5. The Board of Directors shall annually, adopt a budget showing each of the programs' purposes for which the Authority will need money and the estimated amount of money that will be needed for each such purpose for the ensuing fiscal year. A copy of the budget shall be provided to each Governing Member.
6. The Board of Directors shall cause the General Counsel to develop personnel policies for employees of the Authority.
7. The Board of Directors may appoint and dissolve working committees from its active membership or contract for the services of others in keeping with this Agreement.
8. The Board of Directors shall have the power to appoint such other officers and employees as it may deem necessary and may contract with such consultants or other professional persons or firms as may be necessary to carry out the purposes of this Agreement.
9. The Board of Directors shall ensure that a complete and accurate system of accounting of the Authority funds shall be maintained at all times consistent with established auditing standards and accounting procedures and in accordance with the requirements of Government Code Section 6505.
10. The Board of Directors shall elect a President, Vice-President and Secretary. These officers shall serve a one-year (1) term. The Board shall determine the date when the terms commence and end. One or more of these officers may be the same as those who held office the prior term.

11. The Board of Directors expressly delegates all of the powers set forth herein to the General Counsel subject to its general power of oversight and review more fully discussed in Section I Paragraph 2.

SECTION G

OFFICERS

1. Any person elected or appointed as an officer may be removed at any time, with or without cause, and all vacancies however arising may be filled at any time by the affirmative vote of a majority of the Board of Directors. Only members of the Board of Directors may be appointed as Officers.
2. The Officers of the Authority shall be custodians of the property of the Authority. The Authority shall furnish a blanket faithful performance bond covering all officers and employees in an amount determined by the Board of Directors, but in no case less than that mandated by law.
3. The President shall have general supervision and direction of the business of the Authority, shall preside at all meetings of the Authority, shall see that all Orders and Resolutions of the Board of Directors are carried into effect and shall be an ex officio member of all committees. The President may at his/her option appoint ad hoc committees and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors or the General Counsel.
5. In the absence or disability of the President, the Vice-President shall be vested with all the powers and authorized to perform all the duties of the President. The Vice-President shall in addition have such powers and perform such duties as may

be prescribed from time to time by the Board of Directors or the President.

6. Should a conflict of interest arise which disqualifies the President from participation in a matter, the Vice-President shall conduct that portion of the meeting that entails the conflict.
7. The Secretary shall attend all meetings of the Board of Directors and shall record or cause to be recorded all proceedings of the Authority in the Minutes. The Secretary shall be responsible for giving notice of all meetings of the Board as required by these Bylaws and perform such other duties as may be prescribed by the Board of Directors, and/or the President.

SECTION H

FINANCE

1. The Authority shall operate on a fiscal year from July 1 of each year through June 30 of the following year.

SECTION I

ACCOUNTS AND RECORDS

1. The Authority is strictly accountable for all monies received and disbursed by it and, to that end, the Authority shall establish and maintain such funds and accounts as may be required by California law, good accounting practice or by any provision of law or any Resolution of the Authority. The following funds shall be established:
 - a. Operating Fund.
 - b. The Authority shall add such Funds as needed.
2. Pursuant to Government Code Section 6505.6 as amended, the Deputy

Superintendent of the Sonoma County Office of Education shall be the chief financial officer (“Treasurer”) of the Authority and shall assume the duties described in Government Code Section 6505.5, as amended, as follows:

- a. Receive and receipt for all monies of the Authority and place them in the treasury to the credit of Authority.
- b. Establish and maintain such funds and accounts as may be required by good accounting practice or by any provision of any Resolution of the Authority.
- c. Execute on behalf of the Authority all Contracts for Deposit of Money as required by Government Code Sections 53630 et seq., as amended.
- d. Be responsible upon his or her bond for the safekeeping and disbursement of all Authority money held in the treasury.
- e. Pay when due, out of the Authority's money so held, all sums payable by the Authority, payment of such sums must be approved by the General Counsel and made only upon checks or warrants drawn by the Treasurer, or his or her authorized representatives, subject to the policies and procedures established by the Board.
- f. Verify and report in writing on a quarterly basis during each fiscal year all assets, liabilities, amounts received, and amounts paid out for all funds held by the Authority.
- g. Provide within one hundred twenty (120) days after the close of each fiscal year, a complete written report of all financial activities for such fiscal year for each Program to each member of the Board of Directors and

to the Chief Administrative Officer of each Governing Member of the Authority.

- h. Cause a certified public accountant to conduct an independent audit annually as required by Government Code Sections 6505 and 6505.6 of the accounts, records and financial affairs of the Authority. In each case, the minimum requirements of the audit to be performed shall be those prescribed by the State Controller for special districts under Sections 26909 and 6505 of the California Government Code, and shall conform to generally accepted auditing standards and accounting principles. When such an audit of accounts and records is made by the certified public accountant, a report thereof shall be filed as a public record with each Governing Member and also with the Auditor-Controller of each county in which a Governing Member is situated. Such report shall be filed within twelve (12) months of the end of the fiscal year under examination. Any costs of the audit, including contracts with or employment of certified public accountants in making the audit(s) provided for herein, shall be borne by the Authority and shall be a charge against any unencumbered funds of the Authority available for that purpose.
- i. To direct the Treasurer of a county in which a Governing Member is situated to invest or reinvest Authority reserve surplus money not needed for the immediate operation of the Authority at the direction of the Executive Committee.
- j. The Treasurer shall have such other powers and perform such other duties

as may be prescribed from time to time by the Board of Directors, the Executive Committee or the President.

3. The Treasury of a County in which a Governing Member is situated shall be the designated depository for the Authority's surplus money.
4. The Treasurer shall establish commercial or other accounts in the name of the Authority which shall be the designated depository for the Authority's money transferred from the Treasury designated in paragraph 3, above, for the day-to-day operations of the Authority.

SECTION J

INVESTMENT OF SURPLUS FUNDS

1. The Board shall have the power in compliance with Section 6509.5 of the California Government Code, as hereinafter amended, and Sections 39602 and 81602 of the California Education Code, as hereinafter amended, to cause the Treasurer to direct the Treasurer of a county in which a Governing Member is situated to invest such reserve surplus funds as are not necessary for the immediate operation of the Authority in such investments as are allowed by law.

SECTION K

INVOLUNTARY TERMINATION

1. A Governing Member may be involuntarily terminated from the Authority or from any program at any time upon recommendation of the General Counsel and a vote of two-thirds (2/3) of the Board of Directors. Involuntary termination from the Authority shall have the effect of eliminating the party as a signatory of the

Joint Powers Agreement and as a Governing Member of the Authority, effective at the end of the Fiscal Year in which the action is taken or upon such other date as the Board of Directors may specify.

2. Grounds for involuntary termination include, but are not limited to, the following:
 - a. Failure or refusal of a Member to abide by these Bylaws or an Amendment which has been adopted by the Board of Directors or by the Governing Members of the Authority as provided in these Bylaws.
 - b. Failure or refusal to pay contributions or assessments to the Authority as provided in Section I.
 - c. A Governing Members' behavior which is inconsistent with the purposes and operations of the Authority.
 - d. Failure to comply with safety programs adopted by the Authority.
 - e. Making a misrepresentation of material fact by a Governing Member to the Authority or omitting a material fact to the Authority for the purposes of obtaining or continuing membership in the Authority.
 - F. Reorganization.

3. A Governing Member which is involuntarily terminated from the Authority shall have no residual rights in any Funds or other assets of the Authority whether or not resulting from participation by the Governing Member, and the Governing Member shall continue to be responsible for the amount of any costs, liabilities, assessments or contingencies required because of the Governing Member's participation in the Authority or a Program as more specifically discussed in Section L of these Bylaws. The only rights the Governing Member shall have to receive any assets of the Authority are those set forth in Section L.

SECTION L

DISPOSITION OF PROPERTY AND FUNDS

1. In the event that a Governing Member withdraws from or is involuntarily terminated by the Authority, the Governing Member shall have no right to receive its pro rata share of the Authority's property and funds until the Authority is dissolved and all obligations are paid.
2. In the event of the dissolution of the Authority, the complete rescission, or other final termination of the Joint Powers Agreement by all Governing Members any property interest or surplus monies remaining in the Authority following a discharge of all obligations shall be disposed of as the Board of Directors shall then determine, with the objective of returning to each Governing Member or other agency which is then or was theretofore a party, a proportionate and equitable return on the contributions made to such properties by such parties.
3. At the General Counsel's discretion, the Joint Powers Authority's obligation to pay a Governing Member's pro rata share may be discharged through the transfer of property or through a payment of funds. Said transfer or payment shall be made within a reasonable time following dissolution of the Authority.
4. The current fair value of the Authority properties shall be determined by the amount of money those properties bring at a public sale.

SECTION M

AMENDMENT

1. Amendment to these Bylaws may be proposed by any designated representative of a Governing Member or by a member of the Board of Directors. A copy of the

proposed amendment, with the General Counsel's recommendations and reasons therefore, shall be forwarded to the Board of Directors, which shall notify each Governing Member of the proposed amendment and the General Counsel's recommendations thereon.

2. All amendments to these Bylaws must be approved by two-thirds (2/3) vote of the members of the Board of Directors before the amendment shall become effective. Such amendments shall be binding upon all Governing Members of the Authority. The effective date of any amendment will be on July 1 following adoption, unless otherwise stated.

SECTION N

SEVERABILITY

Should any portion, term, condition or provision of these Bylaws be decided by a court of competent jurisdiction to be illegal or in conflict with any law of the State of California, or be otherwise rendered unenforceable or ineffectual, the validity of the remaining portions, terms, conditions and provisions shall not be affected thereby.