

## SAN DIEGO ASSOCIATION OF GOVERNMENTS BYLAWS

### ARTICLE I NAME AND PURPOSE

#### Section 1

The name of this organization shall be the San Diego Association of Governments (hereinafter referred to as SANDAG).

#### Section 2

The purposes of this organization are as set forth in the San Diego Regional Transportation Consolidation Act (the "Act"<sup>1</sup>), as established by state and federal law, and as approved by the Board of Directors. The primary purpose for which this organization is created is to engage in regional cooperative comprehensive planning, programming and where authorized, implementation thereof, and to assist the Member Agencies.

### ARTICLE II DEFINITIONS

The following terms shall have the meanings ascribed to them within this section unless the content of their use dictates otherwise:

- a. "Board Member" shall mean a voting member of the Board of Directors.
- b. "Region" shall mean that territory physically lying within the boundaries of San Diego County.
- c. "Population" of any Member Agency shall mean that population as defined in SB 1703.
- d. "Fiscal Year" shall mean that year beginning July 1 and ending June 30.
- d. "Member Agencies" shall mean the cities within San Diego County and the County of San Diego collectively.
- e. "Subregion" shall mean one of the following six geographic areas: San Diego County; the City of San Diego; "North County Coastal," which includes the cities of Del Mar, Solana Beach, Encinitas, Carlsbad, and Oceanside; "North County Inland," which includes the cities of Vista, San Marcos, Escondido, and Poway; "South County," which includes the cities of Chula Vista, National City, Imperial Beach, and Coronado; and "East County," which includes the cities of El Cajon, Santee, La Mesa, and Lemon Grove.

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<sup>1</sup> Public Utilities Code §132350 *et seq.*

ARTICLE III  
MEMBERSHIP AND ORGANIZATION

Section 1

Membership in this organization shall be as provided in state law, Board Policies, and these Bylaws.

Section 2

- a. All powers of SANDAG shall be exercised by the Board of Directors. The Board of Directors may choose to delegate several of its responsibilities from time to time in accordance with Board policy.
- b. Only the duly selected official representative(s), or in his or her absence, his or her duly selected alternate or alternates, shall be entitled to represent his or her Member Agency in the deliberations of the Board of Directors.
- c. When changes occur, names of the official representatives and alternates shall be communicated in writing to the SANDAG Clerk of the Board by each participating Member Agency.

Section 3

There shall be at least six standing committees which shall be known as Policy Advisory Committees with the membership set forth in the Act or Board Policy.

- a. The procedure for subregional appointments to the Policy Advisory Committees shall be established by Board policy. In the case of the subregional appointments, the policy shall ensure a noticed, formal process wherein all Board Members (including alternates) from each subregion are provided an opportunity to participate in the selection process. Each subregion shall ensure that SANDAG staff is notified of the date, time, and location for that subregion's meeting. After the meeting for each subregion is set by the primary Board Members, SANDAG staff shall provide Board alternates from each subregion advance notice of the meeting. A majority of the primary members present at the subregion meeting shall make a selection by January 31. An alternate member may vote in the absence of the primary member. In appointing persons to the Transportation Committee, to the extent possible, the subregions and other agencies should avoid duplication of representation from any city other than the City of San Diego.
- b. Procedures for Policy Advisory Committee attendance and voting shall be established by Board policy. The policy shall ensure the formal delineation of the voting membership at each meeting.
- c. The Board Chair, First Vice Chair and Second Vice Chair may serve as ex-officio, non-voting members of the Policy Advisory Committees.
- d. The Board Chair shall select the Chair and Vice Chair of all Policy Advisory Committees except the Executive Committee and Audit Committee, annually in or around February.
- e. The Board Chair shall serve as the chair of the Executive Committee. The Board First Vice Chair shall serve as the First Vice Chair of the Executive Committee. The Board Second Vice

Chair shall serve as the Second Vice Chair of the Executive Committee.

- f. The Chair and Vice Chair of the Audit Committee shall be selected as set forth in Board Policy No. 039.

#### Section 4

The Board of Directors or a Policy Advisory Committee with delegated authority shall have the authority to appoint all additional committees or working groups and may provide for the appointment of alternates to these committees if permitted by a Board Policy.

- a. Additional Policy Advisory Committees may be appointed by the Board of Directors as may be required to carry out general and continuing functions and may be abolished only upon specific action by the Board of Directors.
- b. Ad hoc specialized subcommittees or working groups may be appointed by the Board of Directors as the need arises to accomplish specific tasks. The Policy Advisory Committees may appoint working groups to advise them. Upon completion of its assignment, each ad hoc subcommittee or working group shall disband.

#### Section 5

In addition to any compensation mandated by state law for Board meetings, the rates below shall apply. Persons must be present for at least 1/2 of the time set for the meeting or the duration of the meeting, whichever is less, in order to be eligible for compensation.

- a. For attendance by Board Members, or alternates in their absence, at Board meetings or Board subcommittee meetings, \$150 per meeting.
- b. For attendance by all voting members and their alternates of a Policy Advisory Committee, \$100 per meeting.
- c. For attendance by Board Members and alternates, or advisory Board members when serving as a chair of a Working Group, \$100 per meeting.
- d. The limit on the total number of paid Board, Policy Advisory Committee, and Working Group meetings is six meetings per individual per month. In no event shall a member of a Policy Advisory Committee or Working Group receive more than one stipend for attendance at a concurrent meeting.

The Chair of the Board shall receive additional monthly compensation of \$700 per month, which shall include compensation for attendance at one in-person staff briefing per scheduled meeting of the Board. Any additional meetings or events attended in-person by the Chair of the Board shall be compensated in accordance with the requirements of Article III, section 5(h).

- e. Both the First Vice Chair and Second Vice Chair of the Board shall receive additional monthly compensation of \$350 per month, which shall include compensation for attendance at one in-person staff briefing per scheduled meeting of the Board. Any additional meetings or events attended in-person by the Vice Chair of the Board shall be compensated in accordance with the requirements of Article III, section 5(h).

- f. For attendance by Board Members at meetings or events other than those described above when serving as an official representative of SANDAG or from which SANDAG will, at the discretion of the Chair of the Board, derive a specific benefit through the in-person attendance of a representative, \$100 per each day of the meeting or event in which business is conducted if within the County of San Diego, or \$150 per each day of the meeting or event in which business is conducted if outside of the County of San Diego. Ethics training and similar classes of an educational nature shall not constitute an event for which compensation will be paid unless the Board Member is attending the training as an official representative of SANDAG.

#### ARTICLE IV MEETINGS

##### Section 1

- a. A quorum for a meeting of the Board of Directors shall be as provided for in Section 5 of this Article.
- b. A quorum shall be required for the conduct of any business of a committee. No business shall be conducted by a committee without a quorum. A simple majority of the appointed members of a committee shall constitute a quorum. All decisions by a committee shall be by simple majority of the quorum.

##### Section 2

Parliamentary procedure at all meetings shall be governed by Roberts Rules of Order except as otherwise modified by state law, Board Policy, or these Bylaws. SANDAG shall forward notice of the meetings of the Board of Directors and each Policy Advisory Committee, stating the time, location, and the agenda of business to the respective members and alternates of the Board of Directors or the Policy Advisory Committees, at the earliest time possible, but in no event less than 72 hours prior to meetings, except that such written notice of regular Board of Directors' meetings may be forwarded by first class mail or other appropriate means not less than seven days prior to such meeting.

##### Section 3

All meetings of a SANDAG legislative body, including without limitation regular, adjourned regular, and special meetings of the Board of Directors, shall be called, noticed, held and conducted in accordance with the provisions of the Ralph M. Brown Act (commencing with Section 54950 of the California Government Code). Closed session items should be heard by the Board of Directors unless timeliness requires consideration by the Executive Committee or, for transportation matters the Transportation Committee. The Audit Committee may hold closed sessions on matters within its purview. In any event, the Transportation Committee is authorized to convene closed sessions and make final decisions with regard to real property transactions related to transportation projects, however, this delegation does not include the authority to make a Resolution of Necessity or to commence litigation. The Transportation Committee will report real property transaction purchase amounts at the next regular meeting of the Board occurring after final execution of the purchase documents.

#### Section 4

The Board and committees shall meet according to the following schedule:

- a. The Board of Directors and Policy Advisory Committees shall hold their regular meetings on Fridays unless otherwise determined from time to time by the Board of Directors or

Policy Advisory Committee. Regular meetings of the Board of Directors shall be held on the second and fourth Friday mornings of the month at the SANDAG offices or at other locations within San Diego County, unless otherwise provided by the Board. Special meetings of the Board of Directors or Policy Advisory Committees may be called from time to time by their respective Chair.

- b. Other committees shall meet whenever called by their respective Chair.

#### Section 5 (Sections 132351.2 and 132352.1 of the Public Utilities Code)

- a. There are 19 Member Agencies on the Board and a majority of the Member Agencies constitutes a quorum for the transaction of business. In order to take final action on any item, except the final vote(s) electing the Chair and First Vice Chair of the Board, which shall require use of the weighted vote procedure as described below in subsection b, a majority vote of the Board Members present on the basis of one vote per agency (tally vote) is required. After the tally vote of the Board Members is taken, a weighted vote may be called by the Board Members of any two Member Agencies unless otherwise required by law. Approval under the weighted vote procedure requires the vote of not less than four Board Members representing separate Member Agencies and not less than 51 percent of the total weighted vote to supersede the original action of the Board.
- b. The election of the Chair and First Vice Chair of the Board shall require use of the weighted vote procedure set forth in Public Utilities Code Section 132351.2(e) without a prior tally vote requirement. In the event approval using the procedure in Public Utilities Code Section 132351.2(e) cannot be obtained to allow final action on the election, one or more preliminary votes may be taken using the tally vote method in order to narrow the options sufficiently to obtain approval on the final action as required by Public Utilities Code Section 132351.2(e).
- c. The City and County of San Diego shall each determine how to allocate their tally vote between their two members by resolution and shall provide their resolutions to the SANDAG Clerk of the Board. The City and County of San Diego shall allocate their weighted votes equally.
- d. For the weighted vote, there shall be a total of 100 votes, except additional votes shall be allowed pursuant to subdivision (h). Each Member Agency shall have that number of votes determined by the following apportionment formula, provided that each agency shall have at least one vote, no agency shall have more than 50 votes, and there shall be no fractional votes in the allocation of votes to each Member Agency:
  - (1) If any agency has 50 percent or more of the total population of the San Diego County region, allocate 50 votes to that agency and follow paragraph (2), if not, follow paragraph (3).

- (2) Total the population of the remaining agencies determined in paragraph (1) and compute the percentage of this total that each agency has.
  - (A) Multiply each percentage derived above by 50 to determine fractional shares.
  - (B) Boost fractions that are less than one, to one and add the whole numbers.
  - (C) If the answer to subparagraph (B) is 50, drop all fractions and the whole numbers are the votes for each Member Agency.
  - (D) If the answer to subparagraph (B) is less than 50, the remaining vote(s) is allocated one each to the Member Agency having the highest fraction excepting those whose vote was increased to one pursuant to subparagraph (B) above.
  - (E) If the answer to subparagraph (B) is more than 50, the excess vote is taken one each from the Member Agency with the lowest fraction. In no case shall a Member Agency's vote be reduced to less than one.
- (3) Total the population determined in paragraph (1) and compute the percentage of this total that each Member Agency has.
  - (A) Boost fractions that are less than one to one and add the whole numbers.
  - (B) If the answer to subparagraph (A) is 100, drop all fractions and the whole numbers are the votes for each Member Agency.
  - (C) If the answer to subparagraph (A) is less than 100, the remaining vote(s) is allocated one each to the Member Agency having the highest fraction excepting those whose vote was increased to one pursuant to subparagraph (A) above.
  - (D) If the answer to subparagraph (A) is more than 100, the excess vote(s) is taken one each from the agency with the lowest fraction. In no case shall a Member Agency's vote be reduced to less than one.
- e. When a weighted vote is taken on any item that requires more than a majority vote of the Board, it shall also require the supermajority percentage of the weighted vote.
- f. The weighted vote formula shall be recomputed in the above manner every July 1.
- g. For purposes of subsection d, the population of the County of San Diego is the population in the unincorporated area of the county. In those years when the primary representative of the San Diego County Board of Supervisors to the SANDAG Board of Directors is from a district that is substantially an incorporated area, a supervisor who represents a district that is substantially an unincorporated area shall be appointed to the Board as the secondary representative. Alternatively, in those years when the primary representative of the San Diego County Board of Supervisors is from a district that is substantially an unincorporated area, a supervisor who represents a district that is substantially an incorporated area shall be appointed to the Board as the secondary representative.
- h. Any newly incorporated city shall receive one vote under the weighted vote procedure specified above until the next recomputation of the weighted vote formula, at which time the new agency shall receive votes in accordance with the recomputed formula. Until this

recomputation, the total weighted vote may exceed 100.

ARTICLE V  
OFFICERS AND THEIR DUTIES

Section 1

The Board of Directors shall have as officers a Chair, First Vice Chair and Second Vice Chair who are primary members of the Board. Policy Advisory Committees shall have as officers a Chair and Vice Chair, who are primary or alternate members of the Board and primary members of their respective committees. The Executive Director shall be the Secretary of the Board and each Policy Advisory Committee.

- a. The Chair shall preside over Board and committee meetings and have general supervision of Board and committee affairs. The Chair shall sign all official documents when directed to do so by the Board and committees respectively.
- b. The First Vice Chair shall perform the duties of the Chair in his or her absence and perform any duties that the Chair may require. The Second Vice Chair shall perform the duties of the First Vice Chair in his or her absence and perform any duties that the Chair may require.
- c. In the event of the absence of all officers of the Board, the Immediate Past Chair may preside or the Board Chair may appoint a voting member of the Board or committee in advance to act as acting chair of the body for that meeting.

Section 2

The Board may delegate authority to the Board Chair for action consistent with Board approved criteria on categories of items.

Section 3

Election of officers of the Board of Directors shall be held every two years during a regular meeting on or before January 15. A majority of the Board Members may approve variations to the schedule in this Section in the event of a vacancy or other exigency. All officers of the Board shall be from different subregions. Officers for the Board of Directors shall be elected in the following manner:

- a. Nominations for any office may be made by Board Members at the election meeting.

Only candidates who are primary members nominated from the floor on the day of election will be considered for office.

- b. Nominations shall take into account the nominee's availability, experience, skills, geographic diversity, and the benefits associated with having the First Vice Chair succeed the outgoing Chair and the Second Vice Chair succeed the outgoing First Vice Chair.
- c. The Chair and First Vice Chair shall be elected pursuant to the weighted vote process set forth in Article IV, Section 5(b) of these Bylaws.

- d. All officers shall be elected for a term(s) of two years or until their successors are elected. They shall begin their term of office immediately following the election.
- e. In the event that the Board Member who has been elected Chair, First Vice Chair or Second Vice Chair is no longer a primary member of the Board of Directors, the office shall be considered vacant.
- f. Any vacated officer position may be filled at the next regular Board meeting by nominations from the floor, and the election shall be carried out pursuant to the voting procedure otherwise applicable to the vacated officer position.

#### Section 4

- a. The Board of Directors shall appoint an Executive Director who shall hold office until he or she resigns or is removed by the Board of Directors. The Executive Director shall be the chief executive officer of SANDAG and shall be permitted to utilize the title of Executive Director and/or Chief Executive Officer interchangeably with equal force and effect. The Executive Director shall have charge of all projects and property of SANDAG. The Executive Director and if she or he is an employee, the independent performance auditor, shall file with the Director of Finance of SANDAG an official bond in the minimum amount of \$100,000 or such larger amount as the Board of Directors specifies, guaranteeing faithful performance of his or her duties.
- b. The Executive Director will be responsible to the SANDAG Board of Directors as set out in Board Policies and administrative policies and manuals for the administration of SANDAG's business, including: (1) development of program objectives, definition, directions and priorities;  
  
(2) management of SANDAG programs and coordination of staff and support services; (3) the development of financial support programs for SANDAG activities; (4) the recommendation and submission of an annual SANDAG program budget to the Board of Directors; (5) execution of the adopted personnel, purchasing, and budgetary systems; and (6) development of a recommended administrative policy that includes a process to conduct staff performance evaluations on a regular basis to determine if the knowledge, skills, and abilities of staff members are sufficient to perform their respective functions, and which is brought to the Board for review on an annual basis.
- c. Any additional staff support services provided by Member Agencies or others shall be coordinated by the Executive Director.
- d. The Executive Director is hereby enabled to develop and maintain an Employee Handbook, as well as all other administrative policies governing the administrative procedures of SANDAG, and to administer SANDAG's personnel system in accordance therewith.
- e. The Executive Director shall perform such other and additional duties as is necessary to carry out the objectives and function of SANDAG and as directed by the Board of Directors. In addition to any applicable employment contract provisions, the Executive Director shall carry out his or her duties consistent with the requirements of the Bylaws, Board Policies, Employee Handbook and other administrative policies of SANDAG, listed in the stated order of precedence.

ARTICLE VI  
FINANCIAL

Section 1

The Board of Directors shall consider a draft budget for approval no later than April 1 of each year, and again during the month of May. Upon initial consideration, the Board of Directors may approve the draft budget as presented, or direct staff to either make specified revisions to the draft budget or provide the Board with additional information regarding projected revenues or proposed expenditures in the draft budget. After approval of a draft budget, the Board of Directors shall adopt a final budget no later than June 30 of each year. A copy of the draft budget when approved and a copy of the final budget when adopted shall be filed with each Member Agency.

Section 2

Responsibility for supplying funds for that portion of the budget for SANDAG, which is to be supplied by the Member Agencies, as adopted by the Board of Directors, shall be divided among the Member Agencies based on their population with each Member Agency including within its budget as funds to be supplied to SANDAG that sum of money determined by taking the ratio its population bears to the total population of the region and multiplying it by that portion of the approved budget to be supplied by the Member Agencies. Payment of this determined sum of money shall be made by each Member Agency by July 15 of each year. If payment by a Member Agency has not been made by September 1 of each year, that Member Agency shall no longer vote as a member of the Board of Directors. A delinquent Member Agency will be allowed to vote when full payment has been made, including interest computed from July 15 at the established legal rate.

Section 3

The Director of Finance of SANDAG, who shall be permitted to use the title of Chief Financial Officer with equal force and effect, shall establish and maintain such funds and accounts as may be required by good accounting practice, state and federal law, and these Bylaws. The books and records of SANDAG in the hands of the Director of Finance shall be open to inspection at all reasonable times by representatives of the Member Agencies. The Director of Finance of SANDAG shall issue a Comprehensive Annual Financial Report by December 31 after the close of each fiscal year and a copy shall be provided to each of the Member Agencies.

Section 4

The Director of Finance of SANDAG shall receive, have the custody of, and disburse SANDAG funds upon the warrant or check-warrant of the Finance Manager pursuant to the accounting procedures developed under Section 3 above, and shall make the disbursements required to carry out any of the provisions or purposes of SANDAG. The Director of Finance of SANDAG may invest SANDAG funds in accordance with state and federal law. All interest collected on SANDAG funds shall be accounted for and posted to the account of such funds.

Section 5

Delegation of authority from the Board of Directors for final financial/contracting approvals, including selection of vendors, acceptance of funding, stipulations of any nature, and any

resulting budget amendment to serve as a limitation applicable to a particular job or program (not to be exceeded on a serial basis), shall be as follows:

- a. Up to \$300,000 to the Executive Director, subject to increase by Board action, or as may be modified in Board Policy No. 017 concerning delegation of authority to the Executive Director.
- b. Up to \$500,000 to the Executive Committee for any item, subject to increase by Board action.
- c. Up to \$500,000 to the Transportation Committee for transportation items, subject to increase by Board action.
- d. Up to \$500,000 to the Public Safety Committee for ARJIS and Criminal Justice Division items, subject to increase by Board action.
- e. The Executive Director, Executive Committee, Public Safety Committee, and Transportation Committee shall report approvals under this section to the Board of Directors at least quarterly.

#### Section 6

The amount budgeted for Member Assessments related to Criminal Justice database access shall be as adopted by the Board of Directors and divided among the Member Agencies using a formula based on population. Payment of this determined sum of money shall be made by each Member Agency by July 15 of each year. If payment by a Member Agency has not been made by

September 1 of each year, that Member Agency shall no longer vote as a member of the Board of Directors. A delinquent Member Agency will be allowed to vote when full payment has been made, including interest computed from July 15 at the established legal rate.

### ARTICLE VII RELATIONSHIPS AND RULES OF PROCEDURE

#### Section 1

The functions of the Board of Directors and Policy Advisory Committees shall be established by Board policy. The Board of Directors may delegate functions to the Policy Advisory Committees as it deems appropriate.

#### Section 2

The Board of Directors shall provide guidance to committees and working groups. The Board may advise Member Agencies on the coordination of general plans, or on the resolution of conflicts between the general plans of agencies in the San Diego region.

#### Section 3

Conflicts between governmental agencies should be resolved among the affected agencies. In matters affecting more than one local government, and where requested by the affected agencies, SANDAG shall have the authority to hear and make recommendations if the conflicts

are not resolved to the satisfaction of each affected agency. Regional plans should serve as the guideline for the resolution of conflicts.

#### Section 4

Each action taken by SANDAG that requires implementation should include designation of the agency or agencies directly responsible for such implementation.

#### Section 5

The general and specific references to the construction authority of SANDAG in SB 1703 shall be interpreted as applicable solely to its responsibilities for project development and construction of transit projects which were previously within the purview of the transit development boards and are consolidated under the authority of SANDAG.

### ARTICLE VIII INFORMATION AND EVALUATION

#### Section 1

- a. SANDAG shall disseminate information concerning its work program and activities. The required information system should be organized and categorized so that it will continue to allow full and efficient use of information by the public and private sectors.
- b. Adequate provision for public participation shall be provided as required by law and as directed by the Board of Directors.
- c. The Board shall perform an annual evaluation of SANDAG's goals, purpose, structure, and performance, directed toward continually improving the planning, coordination, and implementation process.

### ARTICLE IX AMENDMENTS

#### Section 1

The Board of Directors shall be responsible for making all amendments to these Bylaws.

- a. Proposed amendments may be originated by the Board of Directors, the Executive Committee, or any member of the Board of Directors.
- b. Prior to being taken to the Board of Directors for approval, proposed amendments should be taken to the Executive Committee preliminarily for review and discussion and then brought to the Executive Committee at a subsequent meeting for a recommendation for approval to the Board.
- c. A copy of any proposed amendments shall be forwarded by the Clerk of the Board to the official representative of each Member Agency, his or her alternate and the Member Agency itself, at the same time as the proposed amendments are mailed as a report attachment to the agenda for the preliminary Executive Committee meeting referred to in subsection b of this section.

- d. Amendments to these Bylaws (except those provisions mandated by state law) shall require the vote of a majority of the Member Agencies using the voting process described in Article IV, Section 5(a) of these Bylaws.

Adopted July 2003 by the SANDAG Board of Directors  
Revised November 2003 by the SANDAG Board of Directors  
Amended November 2004 by the SANDAG Board of Directors  
Amended January 2006 by the SANDAG Board of Directors  
Amended July 2007 by the SANDAG Board of Directors  
Amended December 2008 by the SANDAG Board of Directors  
Amended January 2010 by the SANDAG Board of Directors  
Amended March 2014 by the SANDAG Board of Directors  
Amended November 2014 by the SANDAG Board of Directors  
Amended December 2015 by the SANDAG Board of Directors  
Amended January 2017 by the SANDAG Board of Directors  
Amended February 2018 by the SANDAG Board of Directors  
Amended January 2019 by the SANDAG Board of Directors  
Amended April 2020 by the SANDAG Board of Directors  
Amended February 2021 by the SANDAG Board of Directors  
Amended June 2021 by the SANDAG Board of Directors