



Policy and Procedure

Title: Review and Amendment of CASQA Bylaws

Purpose

The California Stormwater Quality Association's (CASQA) Bylaws specify the review of the Bylaws to determine whether any amendments are necessary or appropriate (Bylaws section 10.05). This procedure establishes CASQA's process for conducting the review of the Bylaws, and for the consideration and approval of changes to the Bylaws.

Procedure

1. Bylaw review process

The CASQA Directors shall appoint a committee of the Board to review the Bylaws – the Bylaw Review Committee. The Chair of this committee shall be a CASQA Director.

The Bylaw Review Committee shall solicit comments from the CASQA Directors and Executive Program Committee on any necessary or appropriate changes.

The Bylaw Review Committee shall review the current applicable sections of the California Corporations Code relevant to the amendment of bylaws for changes that might affect the approval process.

The Bylaw Review Committee shall submit the initial results of their review along with any recommendations regarding amendments to the Bylaws to the CASQA Directors no later than July in years in which the review is conducted.

After incorporating comments from the CASQA Directors, the committee shall forward the final draft recommendations to the CASQA Chairperson.

Should changes to the Bylaws be recommended, the CASQA Chairperson shall forward the recommended bylaw changes to the CASQA legal counsel for review.

2. Change approval process

The existing CASQA Bylaws and Section 7150 of the California Corporations Code govern changes to the CASQA Bylaws (see attached references).

- The CASQA Bylaws authorize the adoption of new bylaws, or amendment or repeal of existing bylaws in any manner authorized by Section 7150 of the California Corporations Code.
- Section 7150 of the California Corporations Code allows bylaw amendments to be approved by an organization's Directors with the exception of specified changes that would affect membership rights, privileges, classes, or the configuration of the Board of Directors.

Effective Date: November 2004

Supersedes: None

To promote the efficient management of CASQA, unless specified in the approved Bylaws or Section 7150 of the California Corporations Code, changes to the Bylaws require approval of a majority of the CASQA Directors.

A. Changes requiring Directors Approval

The final recommendation of the Bylaw Review Committee shall be presented to the CASQA Directors no later than September in years in which the review is conducted. CASQA legal counsel shall review proposed bylaw changes prior to their being presented to the CASQA Directors for action.

CASQA Directors shall take action on the proposed changes to the Bylaws at the regular November Board of Directors meeting in years in which the review is conducted.

Changes approved by the majority of the CASQA Directors shall take effect the following January (unless otherwise specified by the CASQA Directors).

Upon approval the modified Bylaws shall be made available to the CASQA members.

B. Changes requiring Members Approval

The final recommendation of the Bylaw Review Committee shall be presented to the CASQA Directors no later than September in years in which the review is conducted. CASQA legal counsel shall review proposed bylaw changes prior to their being presented to the CASQA Directors for action.

At the regular September Board of Directors meeting in years in which the review is conducted, the CASQA Directors shall take action approving the submission of the recommended bylaw changes for consideration and vote by the CASQA voting members.

Recommended bylaw changes requiring member approval shall be noticed in accord with the Bylaws then in effect. Member approval shall be sought by written ballot. To the extent possible bylaw changes requiring member approval should be conducted coincident with the annual Directors election.

Changes approved by the CASQA voting members shall take effect the following January (unless otherwise specified by the voting members).

Upon approval the modified Bylaws shall be made available to the CASQA members.

References

Reference Information from CASQA Bylaws and California Corporations Code relevant to bylaws changes in effect at the time of drafting the procedure.

References from the CASQA Bylaws

The following references, excerpted from the CASQA Bylaws, address the review of the Bylaws, and authority to change the Bylaws.

1. Section 10.05 requires the review of the Bylaws based upon a procedure established by the Board of Directors.
2. Section 10.02 authorizes the adoption of new bylaws, or amendment or repeal of existing bylaws in any manner authorized by Section 7150 of the California Corporations Code.
3. Section 10.02 prohibits amendments that extend the term of a Director beyond which that Director was elected.
4. Section 4.05 allows the Board to fill a vacancy resulting from a removal of a Director.

References from California Corporations Code

Section 7150 of the California Corporations Code, and other sections referenced within Section 7150, address bylaw requirements, and identify limitations to bylaw changes. These sections of the law require that certain types of changes be approved by an organization's members, while other changes may be implemented as identified in the bylaws themselves, or be approved by an organization's Directors.

1. Changes requiring member approval per Section 7150 (a), include those that would:
 - a. Materially and adversely affect the rights, privileges, preferences, restrictions or conditions of that class as to voting, dissolution, redemption, or transfer in a manner different than such action affects another class;
 - b. Materially and adversely affect such class as to voting, dissolution, redemption, or transfer by changing the rights, privileges, preferences, restrictions or conditions of another class;
 - c. Increase or decrease the number of memberships authorized for such class;
 - d. Increase the number of memberships authorized for another class;
 - e. Effect an exchange, reclassification or cancellation of all or part of the memberships of such class; or
 - f. Authorize a new class of memberships.
2. Additionally, the California Corporations Codes specifically calls for member approval of the following types of changes:
 - a. Changing a fixed number of Directors or the maximum or minimum number of directors; (7151 b)
 - b. Changing from a fixed to variable Board; (7151 b)
 - c. Increasing the term of Directors; (7220 a)
 - d. Filling a Board vacancy created by the removal of a Director unless specifically allowed in the member approved bylaws (7224 a)
 - e. Changing the quorum; (7512 a)

- f. Repealing, restricting, creating, or expanding proxy rights; (7613 f1) and
- g. Authorizing, repealing or amending cumulative voting (7615 a).

(Items f and g of the above list are not currently applicable to CASQA, as the CASQA Bylaws do not allow proxies or cumulative voting.)