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for our public agency partners*

BYLAWS

CALIFORNIA JOINT POWERS INSURANCE AUTHORITY

AMENDED JULY 17, 2019

INTEGRITY

EXCELLENCE

INNOVATION

Attachment 3

TEAMWORK

BYLAWS

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BYLAWS

FOR THE REGULATION, EXCEPT AS OTHERWISE PROVIDED BY
STATUTE, OR THE AGREEMENT CREATING THE AUTHORITY, OF THE
CALIFORNIA JOINT POWERS INSURANCE AUTHORITY

ARTICLE I – OFFICES

Section 1. Principal Executive Office.

The principal executive office for the transaction of the business of the Authority is hereby fixed and located at 8081 Moody Street, La Palma, California 90623. The Executive Committee of the Authority shall have the authority to change the location of the principal executive office from time to time. Any such change shall be noted on the Bylaws by the Secretary, opposite this section, or this section may be amended to state the new location.

Section 2. Other Offices.

Other business offices may at any time be established by the Executive Committee at any place or places where the Authority is qualified to do business.

ARTICLE II - BOARD OF DIRECTORS

Section 1. Composition and Selection.

The Board of Directors shall be composed of one Director from each Member of the Authority, who shall be a member of and selected by the legislative body of that Member, as provided for in the Agreement creating the Authority. Each legislative body shall also appoint at least one alternate, who shall be an officer or employee of that Member. The alternate may attend meetings and vote in the absence of the Director. One person may be duly appointed by more than one Member as the Director representing those Members. "Absence," as the term is used in this section, includes "vacancy" as defined in Section 2 of this Article II. "Director" as the term is used in these Bylaws includes an "alternate" serving in the absence of the Director.

If a Member's membership in the Authority is terminated for whatever reason and by whatever method, that Member shall no longer have a representative on the Board of Directors, Executive Committee, or any other Committee of the Authority.

Section 2. Vacancies.

A vacancy or vacancies on the Board of Directors shall be deemed to exist in case of death, resignation, expiration of term, removal by the Member that made the appointment, or when the Director ceases to be a member of the legislative body of the appointing Member. Vacancies in the positions of Director or alternate or alternates shall be filled in the manner provided for regular appointment of such persons in the Agreement creating the Authority and the Bylaws.

Section 3. Annual Meeting.

(a) Time Held and Business to be Transacted.

The annual meeting of the Board of Directors shall be held in July of each year or at such other time as may be designated by the Executive Committee. At such meeting the President and Vice President of the Authority and other members of the Executive Committee shall be elected as provided in Article III, reports of the affairs of the Authority shall be considered, and any other business may be transacted that is within the powers of the Board of Directors.

(b) Notice.

Written notice of each annual meeting shall be given to each Member of the Authority by mail, email, or other means of written communication, in the manner provided by the Ralph M. Brown Act, California Government Code Section 54950, *et seq.* Such notice shall specify:

- (1) the place, the date, and the hour of such meeting;
- (2) those matters that are intended to be presented for action or review by the Board of Directors;
- (3) if officers and members of the Executive Committee are to be elected, the names of nominees intended at the time of the notice to be presented for election;

- (4) the general nature of any proposal to be presented for action with respect to approval of (i) a new Member, (ii) a contract or other transaction of the Authority with an interested Member, (iii) amendment of the Agreement creating the Authority, (iv) the cancellation of a Member's participation in a joint protection program, (v) voluntary termination of the Agreement creating the Authority, or (vi) a distribution of program assets upon program dissolution; and
- (5) such other matters, if any, as may be expressly required by statute or by the Agreement creating the Authority.

Section 4. Special Meetings.

Special meetings of the Board of Directors, for the purpose of taking any action permitted by statute and the Agreement creating the Authority, may be called at any time by the President, or by the Vice President in the absence or disability of the President, or by the Executive Committee of the Authority or by not less than ten (10) Members. Upon request in writing that a special meeting of the Board of Directors be called for any proper purpose, directed to the President, Vice President, or Secretary of the Authority, by any person or persons entitled to call a special meeting of the Board of Directors, the officer receiving such request forthwith shall cause notice to be given to the Members that a meeting will be held at a time requested by the person or persons calling the meeting, not less than fifteen (15) nor more than sixty (60) days after receipt of the request. Notice of any special meeting shall be given in compliance with the Ralph M. Brown Act, California Government Code Section 54950, *et seq.* Such notice shall specify the place, date and hour of such meeting, and, if applicable, the names of nominees for officers or members of the Executive Committee intended at the time of the notice to be presented for election and the nature of the business to be transacted. No business other than that specified in the notice of the special meeting may be transacted at that meeting.

Section 5. Place of Meetings.

All annual or other meetings of the Board of Directors shall be held at a place within the State of California designated by the Executive Committee by resolution.

Section 6. Quorum.

At any meeting, the presence in person or by approved teleconference by the Director or alternate of a majority of the Members shall constitute a quorum for the transaction of business.

Section 7. Adjourned Meetings.

(a) Adjournment.

Any meeting of the Board of Directors may be adjourned from time to time by the vote of a majority of the Directors present.

(b) Notice.

When any meeting of the Board of Directors is adjourned for forty-five (45) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as specifically provided herein, or by the Ralph M. Brown Act, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by announcement of the time and place thereof at the meeting at which such adjournment is taken.

Section 8. Voting.

Unless a record date for voting purposes is fixed by the Executive Committee, Members that are Members on the day of the meeting of the Board of Directors shall be entitled to vote at such meeting. Such vote may be by voice vote or ballot; provided, however, that all elections for officers or members of the Executive Committee must be by ballot upon demand made by a Director at any election and before the voting begins. If a quorum is present, the affirmative vote of the majority of the Members represented at the meeting shall be the act of the Board, unless the vote of a greater number is required by the Agreement creating the Authority or by statute. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, provided that any action taken is approved by a number of Directors at least equal to a majority (or greater number if required) of the number required for a quorum for such meeting. Every Member shall have one vote to be exercised by its Director. If one person has been duly appointed by more than one Member as the Director representing those Members, said person shall have the right to cast votes equal to the number of Members for which he or she has been appointed as Director.

Ballots shall have imprinted on them, the name of the Member on whose behalf a ballot is cast. Ballots shall be open to inspection and public disclosure. A Director has the right to change his or her vote up to the time the vote is finally announced and thereafter only with permission of the Board of Directors prior to adjournment. No Director may change his or her vote, nor may anyone challenge the vote of any Director after the results have been announced, except by the consent of the Board of Directors, and then only prior to adjournment of the meeting at which the vote was cast. Written proxies or powers of attorney casting the vote for any Director, directing any Director to vote in a particular fashion, or acting in the place and stead of any Director, are not acceptable. The vote of each Director or his or her alternate shall not be challenged on the basis that said Director or alternate voted contrary to the express will of the legislative body of the Member for which he or she acts.

Section 9. Inspectors of Election.

(a) Appointment.

In advance of any meeting of the Board of Directors, the Executive Committee may appoint any persons, other than nominees for office, as inspectors of election to act at such meeting or any adjournment thereof. If inspectors of election are not so appointed, the President, or Vice President in his or her absence, may, and on the request of any Director or alternate, shall make such appointment at the meeting. The number of inspectors shall be either one (1) or three (3), at least one of whom shall be a member of the Board of Directors. In case any person appointed as inspector fails to appear or fails or refuses to act, the vacancy may, and on the request of any Director, shall be filled by appointment by the Executive Committee in advance of the meeting, or at the meeting by the President, or the Vice President in his or her absence.

(b) Duties.

The duties of such inspectors shall include: Determining the current number of Members, the Members represented at the meeting, and the existence of a quorum; receiving votes, ballots or consents; hearing and determining all challenges and questions in any way arising in connection with the right to vote; counting and tabulating all votes

or consents; determining when the polls shall close; determining the result; and such acts as may be proper to conduct the election or vote with fairness to all Members.

(c) **Procedure.**

The inspectors of election shall perform their duties impartially, in good faith, to the best of their ability and as expeditiously as is practical. The decision, act or certificate of a majority of the inspectors shall be effective in all respects as the decision, act or certificate of all. Any report or certificate made by the inspectors of election is *prima facie* evidence of the facts stated therein.

ARTICLE III - EXECUTIVE COMMITTEE

Section 1. Number of Members.

The authorized number of members of the Executive Committee shall be nine (9), until and unless changed by amendment of this Section, duly adopted by the vote or written consent of a majority of the Board of Directors, and subject to the limitations in the Agreement creating the Authority.

Section 2. Composition, Selection and Term of Office.

The Executive Committee shall consist of the President, Vice President and seven other members elected by the Board of Directors from the members of the Board.

The terms of office of the Executive Committee members shall be for a term of two years or until he or she resigns or is removed or otherwise disqualified to serve. Members of the Executive Committee shall hold office until their successors are elected.

The President, or in his or her absence, the Vice President, shall serve as Chairperson of the Executive Committee.

Section 3. Vacancies.

(a) **Creation of Vacancies.**

A vacancy or vacancies in the Executive Committee shall be deemed to exist in case of the death, resignation, expiration of term, termination of membership on the Board of Directors, removal of any Executive Committee member by the Board of Directors, declaration of unsound mind by order of court, conviction of a felony, increase in the authorized number of members by amendment of the Agreement creating the Authority, or if the Board of Directors fail, at any annual or special meeting of the Board at which any members of the Executive Committee are elected, to elect the full authorized number of Executive Committee members to be voted for at that meeting. A vacancy in the Executive Committee may further be created by removal of any member by the Executive Committee when such member has been absent from two or more regular meetings of the Executive Committee without advance excuse approved by the Executive Committee during any one year (from July 1 to June 30), and the Executive Committee determines, after reviewing the circumstances of said absences, that such member should be removed.

(b) Vacancies Filled by Executive Committee.

Vacancies in the Executive Committee, except for a vacancy created by the removal of an Executive Committee member, may be filled by appointment by a majority of the remaining members of the Executive Committee, though less than a quorum, or by a sole remaining member of the Executive Committee, and each member so appointed shall hold office until the expiration of the term of the vacated seat.

(c) Vacancies Filled by Board of Directors.

The Board of Directors may elect a member of the Executive Committee at any time to fill any vacancy or vacancies or seat filled on an interim basis by the Executive Committee. A vacancy in the Executive Committee created by the removal of a member by the Board of Directors may be filled only by the vote of a majority of the Directors present at a duly held meeting of the Board of Directors.

Section 4. Resignation.

Any Executive Committee member may resign effective upon written notice to the President, the Vice President, the Secretary or the Board of Directors of the Authority, unless the notice

specifies a later time for the effectiveness of such resignation. A vacancy created by such resignation shall be filled pursuant to Article III, Section 3.

Section 5. Removal of Executive Committee or its Individual Members by Board of Directors.

The entire Executive Committee or any of its individual members may be removed from office by a two-thirds vote of the Directors present at a duly held meeting of the Board of Directors.

Section 6. Regular Meetings.

(a) Regular Meetings.

The Executive Committee shall hold a regular monthly meeting. In the event a meeting date falls on a holiday or conflicts with another activity of the Authority or its Members, the President and Chief Executive Officer may confer, and the President will reschedule the monthly meeting to a more convenient date, giving notice to all Members.

(b) Call and Notice.

No further call or notice of regular meetings need be given, except as is required to comply with the Ralph M. Brown Act, California Government Code Section 54950 *et seq.*

Section 7. Special Meetings.

(a) Call.

Special meetings of the Executive Committee for any purpose or purposes may be called at any time by the President, the Vice President, the Secretary, any two members of the Executive Committee, or the Chief Executive Officer.

(b) Notice.

Notice of the time and place of special meetings shall be given in writing to the members of the Executive Committee, delivered personally, by mail, email, or other approved method of delivery to each member at least 24 hours before the time of such meeting.

Such notice shall specify the business to be transacted at the meeting and no business other than that specified in the notice shall be transacted at that meeting. Said notice shall be given in compliance with the Ralph M. Brown Act, California Government Code Section 54950 *et seq.*

Section 8. Actions at Meetings.

The President, or in his or her absence, the Vice President shall serve as the Chairperson of the Executive Committee. The presence of a majority of the authorized number of Executive Committee members at a meeting constitutes a quorum for the transaction of business, except as hereinafter provided. Members of the Executive Committee may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another; such participation in a meeting constitutes presence in person at such meeting. Every act or decision done or made by a majority of the Executive Committee members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Executive Committee, unless a greater number is required by law, by the Agreement creating the Authority, or by these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members, provided that any action taken is approved by a number of members at least equal to a majority (or greater number if required) of the number required for a quorum for such meeting.

Section 9. Adjourned Meetings.

(a) Adjournment.

A quorum of the members of the Executive Committee may adjourn any Executive Committee meeting to a stated day, hour and place; provided, however, that in the absence of a quorum, a majority of the Executive Committee members present at any meeting may adjourn from time to time to a time not later than the time fixed for the next regular meeting of the Executive Committee.

(b) Notice of Adjournment.

If a meeting is adjourned for more than 24 hours, at least 24-hours written notice of such adjournment to another time or place shall be given prior to the time of the adjourned meeting to the Executive Committee members who were not present at the time of adjournment. Otherwise, notice of the time and place of holding an adjourned meeting need not be given if the time and place are fixed at the time of adjournment, except that the provisions of the Ralph M. Brown Act, California Government Code Sections 54950 *et seq.*, shall be complied with.

ARTICLE IV – CLAIMS COMMITTEE

Section 1. Composition.

The Claims Committee shall be composed of each member of the Executive Committee, the Managers Committee Chair, and the Finance Officers Committee Chair.

Section 2. Meetings.

The President shall appoint an Executive Committee member to serve as the Chair of the Claims Committee. The Chair, or in his or her absence the President, shall preside over the meetings. The presence of a majority of the authorized number of Claims Committee members at a meeting constitutes a quorum for the transaction of business, except as hereinafter provided. Members of the Claims Committee may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting can hear one another; such participation in a meeting constitutes presence in person at such meeting. Every act or decision done or made by a majority of the Claims Committee members present at a meeting duly held at which a quorum is present shall be regarded as the act of the Claims Committee, unless a greater number is required by law, by the Agreement creating the Authority, or by these Bylaws. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members, provided that any action taken is approved by a number of members at least equal to a majority of the number required for a quorum for such meeting.

ARTICLE V - ADVISORY COMMITTEES

Section 1. Managers Committee.

Pursuant to the Agreement creating the Authority, the Managers Committee shall be composed of one representative from each Member, who shall be the City Manager, City Administrator or the Chief Executive Officer of that Member. An alternate may be designated in writing to serve in place of and may vote for that representative in his or her absence. At any meeting, the presence in person or by approved teleconference of at least seven Managers or alternates shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Committee members present at any meeting may adjourn from time to time to a time not later than the time fixed for the next regular meeting of the Committee.

Section 2. Finance Officers Committee.

Pursuant to the Agreement creating the Authority, the Finance Officers Committee shall be composed of one representative from each Member, who shall be the Finance Director or Chief Finance Officer of that Member. An alternate may be designated in writing to serve in place of and may vote for that representative in his or her absence. At any meeting, the presence in person or by approved teleconference of at least seven Finance Officers or alternates shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Committee members present at any meeting may adjourn from time to time to a time not later than the time fixed for the next regular meeting of the Committee.

Section 3. Risk Managers Committee.

Pursuant to the Agreement creating the Authority, the Risk Managers Committee shall be composed of one representative from each Member, who shall be the Risk Manager or risk officer of that Member. An alternate may be designated in writing to serve in place of and may vote for that representative in his or her absence. At any meeting, the presence in person or by approved teleconference of at least seven Risk Managers or alternates shall constitute a quorum for the transaction of business. In the absence of a quorum, a majority of the Committee members present at any meeting may adjourn from time to time to a time not later than the time fixed for the next regular meeting of the Committee.

Section 4. Underwriting Committee.

Pursuant to the Agreement creating the Authority, the Underwriting Committee shall be composed of the Managers Committee Chair and Vice Chair, the Finance Officers Committee Chair and Vice Chair, and the Chief Executive Officer of the Authority. Three representatives shall constitute a quorum. In the absence of a quorum, a majority of the Committee members present at any meeting may adjourn.

Section 5. Other Committees

Other committees may be created by the Executive Committee for the purpose of providing specialized advice to the Executive Committee on the subject matter brought before it. The committee's purpose, composition, quorum requirements, and meeting schedule may be defined by the Executive Committee or delegated by the Executive Committee to the advisory committee itself.

Section 6. Meetings.

Such Committees shall meet from time to time and shall elect their respective Chairpersons, Vice Chairpersons and other officers as deemed necessary by them. All meetings shall be noticed in compliance with the Ralph M. Brown Act, California Government Code Section 54950, *et seq.*

ARTICLE VI - OFFICERS AND EMPLOYEES

Section 1. Officers.

The officers of the Authority shall be a President, a Vice President, a Secretary, and a Treasurer. The Executive Committee may, in addition, provide for other officers as it deems necessary for the performance of the business of the Authority.

Section 2. Election and Term of Office.

The President and Vice President of the Authority shall be elected by the Board of Directors at its annual meeting, and each shall hold office for a term of two years or until he or she resigns or is removed or otherwise disqualified to serve, and until his or her successor is elected.

Section 3. Other Officers and Employees.

The Executive Committee shall appoint, or may empower the President to appoint, subject to ratification by the Executive Committee, all officers other than the President and Vice President. Except as may otherwise be provided in the Agreement creating the Authority or the Bylaws, such officers shall hold office until replaced by action of the Executive Committee. The Executive Committee shall also appoint a Chief Executive Officer and Authority Attorney who shall serve at the pleasure of the Executive Committee or for such term as the Executive Committee may provide by agreement. All officers and employees shall have such authority and perform such duties as are provided in the Agreement creating the Authority, or the Bylaws or as the Executive Committee may from time to time determine. The Executive Committee may provide for the payment of compensation to officers or employees for their services to the Authority.

Section 4. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, expiration of term, or any other cause shall be filled in the manner prescribed in the Agreement creating the Authority and the Bylaws for regular appointments to such office.

Section 5. Removal and Resignation.

(a) Removal.

The President, Vice President or any Executive Committee member may be removed, without cause, by the Board of Directors, at any regular or special meeting thereof. An officer chosen by the Executive Committee may be removed, without cause, by the Executive Committee or by any officer upon whom such power of removal may be conferred by the Executive Committee, (subject, in each case, to the rights, if any, of an officer under any contract of employment).

(b) Resignation.

Any officer may resign at any time by giving written notice to the Executive Committee or to the President, or to the Secretary of the Authority, without prejudice, however, to the rights, if any, of the Authority under any contract to which such officer is a party.

Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. President.

The President shall preside at all meetings of the Board of Directors and the Executive Committee. He or she shall be a member of all of the Executive Committee standing committees and shall have the powers and duties as may be prescribed by the Board of Directors, the Agreement creating the Authority, or the Bylaws.

Section 7. Vice President.

In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or the Bylaws.

Section 8. Secretary.

The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office or such other place as the Executive Committee may order, a permanent record of minutes of actions taken at all meetings of the Board of Directors and Executive Committee, whether regular or special, (and, if special, how authorized), the notice thereof given, the names of those present at the meetings, and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal executive office of the Authority a list of all designated Directors and alternates of each Member.

The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors and of the Executive Committee 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 Executive Committee, the Agreement creating the Authority, or by the Bylaws.

Section 9. Treasurer.

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.

Section 10. Chief Executive Officer

The Chief Executive Officer shall be authorized and responsible for the overall management and administration of the Authority and its joint protection programs and shall select and appoint all employees. The Chief Executive Officer shall have such other and related duties as may be prescribed by the Executive Committee or the Bylaws.

ARTICLE VII – MISCELLANEOUS**Section 1. Rules and Regulations of Joint Protection Programs.**

As soon as practicable after development of the details of a joint protection program of the Authority, the specific rules and regulations for the implementation of the program shall be adopted by the Executive Committee, which shall cause them to be set forth in written form and a copy thereof distributed to each Member. Such rules and regulations shall be included in any procedure manual prepared by the Authority for the Members.

Section 2. Annual Report.

The Executive Committee of the Authority shall cause an annual report to be sent to the Members not later than 270 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 thereon and such other information as may be required by law.

Section 3. Defense and Indemnification of Agents of the Authority.

- (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 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.*

Section 4. Inspection of Authority Records.

The accounting, books and records, the list of Members' designated Directors and alternates, and minutes of proceedings of the Board of Directors and the Executive Committee and all other committees of the Authority shall be open to the inspection of any Member at any reasonable time. Such inspection by a Member may be made in person or by agent or attorney, and the right of inspection includes the right to copy and make extracts.

Section 5. Checks and Drafts.

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 Executive Committee.

Section 6. Register of Demands.

A register of all demands shall be submitted to the Executive Committee for payment approval and shall have attached thereto the affidavit or declaration of the Chief Executive Officer certifying as to the accuracy of the demands and the availability of funds for payment thereof. The Executive Committee shall not hear, consider, allow or approve any bill or demand against the Authority unless the same is itemized giving names, dates, and particular services tendered, and any other pertinent details as the case may be. Demands for salaries and wages of officers and employees of the Authority may, but need not be, presented to the Executive Committee prior to payment but shall appear on the next register of demands for approval.

After approval of the register of demands by the Executive Committee, the public officer performing the function of Treasurer shall sign the warrant authorizing payment of the demands so approved. Signatures on warrants may be by facsimile.

Section 7. Execution of Contracts.

The Executive Committee 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. Unless so authorized by the Executive Committee, 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 Chief Executive Officer is 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 Executive Committee or Board of Directors, subject to limitations (including budget limitations) set by the Executive Committee or the Board of Directors.

Section 8. Rules of Procedure for Meetings.

All meetings of the Board of Directors, Executive Committee, and any other Committees of the Authority, shall be conducted in accordance with Robert's Rules of Order, except where such 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.

ARTICLE VIII - AMENDMENTS TO BYLAWS

Section 1. Power of Board of Directors.

New Bylaws may be adopted, or these Bylaws may be amended or repealed by the affirmative vote of a majority of the quorum at a meeting of the Board of Directors, except as otherwise provided by the Agreement creating the Authority.

Section 2. Power of Executive Committee.

Subject to the right of the Board of Directors as provided in Section 1 of this Article VIII to adopt or amend Bylaws, Bylaws other than a bylaw or amendment thereof changing the authorized number of members of the Executive Committee may be adopted or amended by the Executive Committee. Any amendment by the Executive Committee shall be on the agenda of the next meeting of the Board of Directors for ratification. An affirmative vote by a majority of the quorum shall constitute ratification of the amendment.