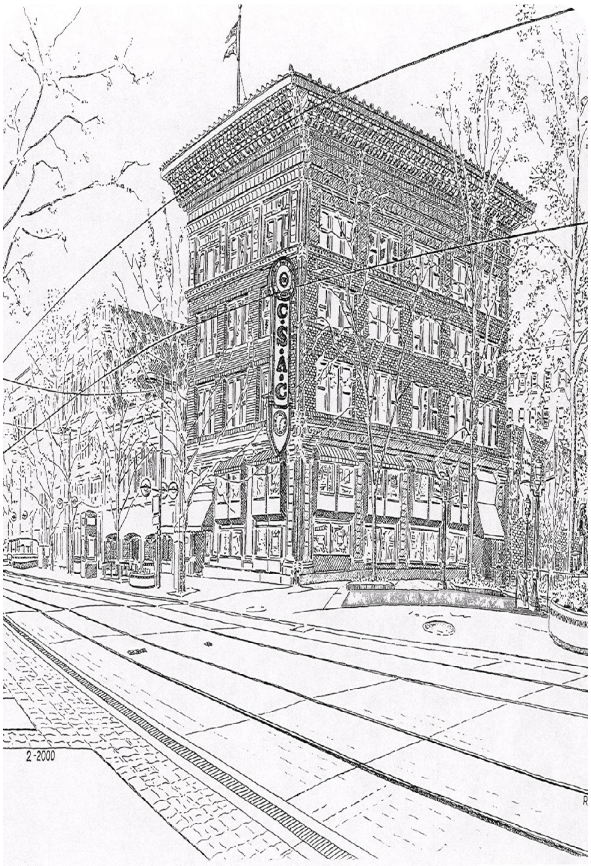
CSAC CONSTITUTION

Adopted by CSAC Board of Directors on May 28, 2009
Amended on May 19, 2016



California State
Association of Counties

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ARTICLE 1 NAME

The name of the Corporation is "County Supervisors Association of California" ("Association"). The Association may also do business as California State Association of Counties.

ARTICLE 2 OFFICES

The Association's principal office for the transaction of business is located in Sacramento County, California. The Board of Directors may change the principal office from one location to another.

The Board of Directors may establish one or more subordinate offices at any place or places in California and in the Washington, D.C. area.

ARTICLE 3 PURPOSES AND OBJECTIVES

The counties of California have created this Association, as a nonprofit mutual benefit corporation under the California Nonprofit Mutual Benefit Corporation Law, so that its members may advance the vital public interest in effective, efficient and responsive local government.

To achieve this objective the Association shall:

1. Perform research and develop policy on issues of concern to county government.
2. Advocate on behalf of county government before the Executive, Legislative and judicial branches of the State and federal governments.
3. Gather and report to counties information on legislative, executive and administrative actions at the state and federal levels.
4. Assist counties in implementing new laws and regulations.
5. Provide educational, training and information exchange programs on subjects of county interest.
6. Provide or coordinate joint insurance and other joint service programs for counties.
7. Arrange and conduct meetings for the transaction of Association business, and to promote county communication and coordination in areas of common concern.
8. Perform related and additional functions as directed by the governing bodies of the Association.

In view of the nonpartisan nature of California county government and the legal limitation on political expenditure of public funds, neither the Association nor any of its officers, directors or staff shall, in the name of the Association or using an Association title, endorse or recommend against any candidate for elective office, and under no circumstances shall Association funds be loaned or contributed for use by any such candidate.

ARTICLE 4 MEMBERSHIP

A. QUALIFICATION AND REQUIREMENTS. All county supervisors in California, and any elected mayor of a California county shall be eligible for membership in the Association. A county board of supervisors ("county board") may initiate membership for each of its supervisors and any elected mayor, and may renew such membership each year by timely payment of annual dues, as adopted by the Association's Board of Directors in the Association budget. Subject to the provisions of Section B below, all members of the county board and any elected mayor of a dues-paying county are members of the Association with the right to vote on the election of officers as provided in Article 6 and changes to the Constitution as provided in Article 16. The term "general membership," as used in this Constitution, means all members of the Association.

B. TERMINATION. A membership shall terminate upon:

1. Resignation of the member.
2. Departure of the member from the office of county supervisor or county mayor.
3. A determination by the Executive Committee that the member's county board of supervisors has failed or refused to make timely payment of the Association's annual dues.

Termination of a membership under 1. or 2. above shall not reduce or otherwise affect the annual dues obligation of the terminated member's county.

ARTICLE 5 CAUCUSES

A. CAUCUS MEMBERSHIP. Each county shall select a caucus based on its view of whether the county is urban, suburban or rural, consistent with the following minimum population requirements:

1. Urban Caucus. The Urban Caucus members come from counties with a population of at least 700,000.
2. Suburban Caucus. The Suburban Caucus members come from counties with a population of at least 100,000.
3. Rural Caucus. The Rural Caucus shall consist of members from the remaining counties in California.

Population shall be determined by the most recent Decennial Census or the Mid-Census Population Estimate of the U.S. Census Bureau. At the Annual Meeting following the release of the Decennial Census, each county shall select a caucus for membership. In addition, each county may also elect to change its caucus membership one time during the ten years between the release of each Decennial Census. Such change shall be made effective upon written notice to the Executive Director of the Association. Each county may only be a member of one caucus.

B. POWERS/MEETINGS. The members of each caucus shall hold an annual organizational meeting and shall elect a caucus chairperson. A caucus may assess its members by county and use such funds to hire staff, fund projects, and provide services to its members.

A caucus may develop and adopt its own policy positions. Before a caucus policy is adopted as a policy of the Association, the policy must be approved by the Board of Directors of the Association. Individual county resolutions may be referred by the caucuses to the appropriate Association policy committees for recommendation to the Executive Committee and the Board of Directors.

ARTICLE 6 OFFICERS AND OTHER OFFICIALS

A. DESIGNATION AND SELECTION OF OFFICERS. The officers of the Association are as follows:

1. The President, First Vice President and Second Vice President, each of whom shall be a member of the Association and shall be elected by the general membership at the Annual Meeting for a one-year term pursuant to Section D below.

2. The Immediate Past President, if still serving as a county supervisor and a member of the Association. The office of Immediate Past President shall be filled only by the President in office during the preceding year, or, if more than one President held office during the preceding year, by the one last in office.

B. DESIGNATION AND SELECTION OF OTHER OFFICIALS. Other officials of the Association are as follows:

1. The Treasurer, who shall be selected from the Board of Directors, and elected by the Executive Committee at its first meeting following the Annual Meeting, to serve until the Treasurer is elected for the following year. A Treasurer who is not a member of the Executive Committee when elected as Treasurer shall be designated an ex officio (non-voting) member of the Executive Committee.

2. The Secretary, who shall be the Executive Director of the Association, appointed by the Executive Committee.

C. DUTIES.

1. The President shall:

   a. Preside at the general assemblies of the Association, at any other meetings of the general membership and at all meetings of the Board of Directors and Executive Committee.

   b. Appoint the members of such advisory committees, task forces and other advisory groups as may be established by the Executive Committee.

   c. Perform such other duties as may be authorized by the Board of Directors.

2. The First Vice President and second Vice President shall assist the President in the performance of the above duties. The First Vice President shall act on behalf of the President when the latter is absent, and the Second Vice President shall act on behalf of the President when both the President and First Vice President are absent.

3. The Treasurer shall cause to be maintained adequate and correct books and records of accounts for the Association; shall cause all funds of the Association to be deposited and disbursed as directed by the Board of Directors and Executive Committee; shall report to the Board and Executive Committee, as requested, upon the financial condition of the Association; and shall otherwise oversee the financial affairs of the Association, consistent with the provisions of Article 13.

4. The Secretary shall provide for the preparation and keeping of minutes and other records of the Association, as required by this Constitution and by the Nonprofit Corporation Law.

D. ELECTION OF PRESIDENT AND VICE PRESIDENTS.

1. Eligibility. Eligibility for the office of President, First Vice President and Second Vice President shall be limited each year to members of the Association in one of the three caucuses. Eligibility for each of the three offices shall rotate among the three caucuses, so that each caucus shall be represented in an office every third year. Nominees of the Urban Caucus for the office of Second Vice President shall rotate between the northern and southern counties.

2. Nomination. The directors in each Caucus shall meet at the Annual Meeting of the Association and nominate one or more members in the Caucus for the office to be filled from that Caucus for the year. Such nominations shall be presented to the President of the Association, who shall place them before the general membership at the Annual meeting for election. At that time, any member of the Association may place an additional name in nomination for any office, provided that such nominee is a member of the Association and from the Caucus to be represented in that office for the year.

3. Election. The election of officers shall be by secret ballot of the general membership, provided that unopposed nominees may be elected by hand or voice vote. Proxy voting shall not be permitted. Prior to such election, there shall be reasonable opportunity for candidates to communicate with the members concerning their qualifications and reasons for candidacy, and to solicit votes.

A quorum for purposes of electing officers shall be one-third of the membership, except as provided in Article 8, Section H3 (filling officer vacancies). An officer nominee shall require for election the affirmative votes of a majority of the members present and voting for the office. If no nominee receives a majority vote, the two nominees who received the greatest number of votes shall participate in a runoff election.

The members present at an election meeting at which a quorum is initially present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if any action taken is approved by at least a majority of the members required to constitute a quorum.

ARTICLE 7 EXECUTIVE COMMITTEE

A. POWERS. The Executive Committee of the Board of Directors shall have and exercise all of the authority of the Board, except that the Committee shall not:

1. Fill any vacancy on the Board, on the Executive Committee or on any other committee which has the authority of the Board.

2. Amend or repeal the Association Constitution, or adopt new bylaws or a new Constitution.

3. Amend or repeal any resolution of the Board that by its express terms is not so amendable or repealable.

4. Establish any other committees of the Board, or appoint the members of those committees.

5. Approve any self-dealing transaction as described in the Nonprofit Corporation Law.

6. Take any other action prohibited to an executive committee of a board by the Nonprofit California Law.

7. Take any action which this Constitution expressly requires be taken by the Board, unless authorized to take such action by the Board.

B. COMPOSITION. The Executive Committee shall be composed of the following members of the Board of Directors, all of whom shall serve for a one-year term, commencing with the Annual Meeting of the Association:

1. The President, First Vice President and Second Vice President of the Association.

2. The Immediate Past President of the Association, if still a county supervisor and member of the Association.

3. The following additional directors, elected by the Board pursuant to Section C. Below:

   a. Six directors from the Urban Caucus, including one from Los Angeles County.

   b. Three directors from the Suburban Caucus.

   c. Two directors from the Rural Caucus.

4. Each caucus may elect one alternate to the Executive Committee.

The following persons shall serve as advisors to the Executive Committee, but shall not vote or be members of the Committee:

- One county administrative officer selected by the County Administrative Officers Association of California.
- One county civil legal officer selected by the County Counsels' Association of California.

C. ELECTION. Prior to the annual meeting of the Board of Directors at the Annual Meeting of the Association, the directors in each Caucus shall meet and nominate one or more candidates for each of the Executive Committee positions (exclusive of officer positions) to be filled from that Caucus. Such nominations shall be transmitted to the President of the Association, who shall place them before the Board for election at the Annual Meeting.

The election shall be by secret ballot. A nominee shall require for election the affirmative votes of a majority of the Board members present. If one or more of a Caucus' positions on the Executive Committee is left unfilled after the election because no nominee for the position(s) received a majority vote, then the nominees from that Caucus who were not elected, in a number not exceeding two for each unfilled position, shall participate in a runoff election. If there are more than two nominees not elected, then the two nominees with the most votes received shall be eligible to participate in a runoff election.

D. MEETINGS. The Executive Committee shall meet whenever convened by the President, or upon the request of five members of the Committee.

E. QUORUM AND VOTING REQUIREMENTS. Eight members of the Executive Committee shall constitute a quorum for the transaction of business. All actions by the Committee shall require the affirmative votes of a majority of the members present at a meeting duly held at which a quorum is present. If a quorum is initially present at a meeting of the Committee, the Committee may continue to transact business notwithstanding the subsequent lack of a quorum, provided that such action is approved by at least five members of the Executive Committee.

A majority of the members present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Any action required or permitted to be taken by the Committee may be taken without a meeting, if all members of the committee, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Committee. All written consents shall be filed with the minutes of the Committee.

F. PRESIDING OFFICER. The President of the Association shall serve as presiding officer of the Executive Committee.

G. REMOVAL AND VACANCIES. The Board of Directors may remove any or all non-officer members from the Executive Committee at any time.

A vacancy in any non-officer position on the Executive Committee, because of death, resignation, removal, disqualification, or any other cause, shall be filled by election of the Board, from the Caucus in which the vacancy occurred. Nominees for the vacant position shall be limited to directors who are members of that Caucus. A vacancy in any officer position shall be filled as provided in Article 8, Section H.

ARTICLE 8 BOARD OF DIRECTORS

A. POWERS. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and this Constitution relating to actions of the general membership, the activities and affairs of the Association shall be conducted, and all of its corporate powers shall be exercised, by or under the direction of the Board of Directors. The Board may delegate the management of the activities and affairs of the Association to any person or persons, or to any committee, however composed, provided that such

activities and affairs shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.

B. NUMBER, TERM, DESIGNATION AND COMPOSITION. The authorized number of directors shall be not less than one person for each member county nor more than 62, with the exact number in any year to be fixed by the Board of Directors ("Board") in accordance with the following provisions:

1. The President, First Vice President and Second Vice President shall serve as voting members of the Board by virtue of their election to those offices. The Immediate Past President of the Association shall serve as a voting member of the Board if such person continues to serve as a county supervisor and as a member of the Association. Such persons may be referred to as "officer-directors."

2. Each county board that maintains the membership of its supervisors in the Association shall nominate one or more directors to serve on the Board. Each such director shall be a member of the county board and shall be nominated by the county board pursuant to its normal rules and procedures prior to the Annual Meeting of the Association, to serve a one-year term commencing with the Annual Meeting. Nominations shall be submitted to the Executive Committee, which may consider only those persons nominated by a county board. The Executive Committee shall appoint one director for each member county from the nominations received.

If a director designated by a county board prior to the Annual Meeting is elected by the membership at the Annual Meeting to serve as President, First Vice President or Second Vice President or is the Immediate Past President, said person may serve on the Board in both capacities with one vote. At the option of the county board that designated said person as a director, the director may be removed as a designated director and remain on the Board as an officer-director, in which case the county shall designate a replacement director.

The chair of each caucus and policy committee and representatives from affiliate members as defined in the policy manual may serve as ex-officio, non-voting associates of the Board. One representative from each of the following entities may serve as advisors to the Board: County Administrative Officers Association of California (CAOAC), the County Counsels' Association of California, and the CSAC Corporate Associates.

C. MEETINGS. The Board shall meet at each general assembly of the Association, and at such other times and places as may be directed by the President.

D. QUORUM AND VOTING REQUIREMENTS.

1. In General. Forty percent of the members of the Board of Directors shall constitute a quorum of the Board for the transaction of all business. Except as otherwise provided below in this Article and in Article 16, all actions of the Board shall require the affirmative votes of a majority of the directors present at a meeting duly held at which a quorum is present.

If a quorum is initially present at a meeting of the Board, the Board may continue to transact business notwithstanding the subsequent lack of a quorum, provided that such action is approved by at least thirteen members

of the Board of Directors, subject, however, to the requirements of Articles 9, Section B and 16.

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

2. Ballot Propositions. Notwithstanding Paragraph 1 above, adoption of a position on a ballot proposition (oppose or support) shall require the affirmative vote of at least fifty percent plus one of the member counties.

3. Financial Involvement in Issue Campaigns. Notwithstanding Paragraph 1 above, financial participation in a campaign supporting or opposing a ballot measure shall require a 2/3 vote of the Board.

E. PRESIDING OFFICER. The President of the Association shall serve as presiding officer of the Board of Directors.

F. RESIGNATION. Any director may resign, effective immediately or at a later time specified by the director, by giving written notice to the President, the Secretary or the Board of Directors. If the resignation is effective at a future time, a successor may be elected in advance to fill the vacancy at that time.

G. REMOVAL.

1. Any officer-director may be removed from the Board without cause if such removal is approved by the affirmative vote of a majority of the members present and voting at a duly held meeting of the general membership at which a quorum is present. The required quorum for a meeting to consider the removal of an officer-director shall be a majority of the members. Proxy voting shall not be permitted to remove a director. The removal of an officer-director from the Board shall also create a vacancy in the office to which such person was elected.

2. Any director designated by a county board as provided in Article 8, Section B, may be removed by the county board that designated said director, without cause, pursuant to the county board's normal rules and procedures.

H. VACANCIES.

1. A vacancy shall be deemed to exist in the Board of Directors upon the death, resignation, disqualification, or removal of any director or officer-director. The Board of Directors may declare vacant the office of any director, including any officer-director, who has been declared of unsound mind by a final order of court, or convicted of a felony, or been found by a final order or judgment of any court to have breached any duty under applicable provisions of the California Nonprofit Mutual Benefit Corporation Law prescribing standards of conduct for corporate directors.

2. No reduction of the authorized membership of the Board shall have the effect of removing any director before that director's term of office expires.

3. A vacancy created by the death, resignation, disqualification or removal of a director designated by a county board shall be filled by the county board that designated the director whose position has become vacant with another member of that county board. A vacancy created by the death, resignation, disqualification or removal of an officer-director shall be filled by the Board with a member from the same caucus as the officer-director creating the vacancy as required by Article 6, Section D. A vacancy in the director position held by the Immediate Past President shall not be filled.

4. A vacancy created by the removal of an officer-director by the general membership under Section H1 herein shall be filled by the general membership, subject to the same voting and quorum requirements applicable to the removal of an officer-director without cause. The person elected to fill the vacant position of President, First Vice President or Second Vice President, by virtue of which such person serves on the Board, shall be a member of the same caucus as the officer-director creating the vacancy, as required by Article 6, Section D.

5. A vacancy in the office of Treasurer or Secretary, for any cause, shall be filled by the Executive Committee subject to the requirements for original appointments to those offices.

6. Any director elected to fill a vacancy on the Board shall serve until the expiration of the term of the director replaced.

ARTICLE 9 OTHER COMMITTEES

A. STANDING COMMITTEES. The Executive Committee may establish such policy advisory committees, standing or special, and such task forces or other groups as it finds necessary in conducting the activities and affairs of the Association; provided, that no such committee, task force, or group shall have any authority of the Committee or the Board of Directors, or make any decision or take any action on behalf of the Association. The members of any such committee, task force, or group may include county officials and staff persons, as well as county supervisors.

B. COMMITTEES OF THE BOARD. The Board of Directors may, by resolution adopted by a majority of the Directors then in office, establish one or more committees, each consisting of two or more directors, to serve at the pleasure of the Board. Appointments to such committees shall be by a majority vote of the directors then in office. Any such committee, to the extent provided in the resolution of the Board, shall have the authority of the Board, subject, however, to:

1. The authority assigned to the Executive Committee by this Constitution.
2. The same limitations upon its action as are placed upon actions of the Executive Committee in Article 7, Section A.

ARTICLE 10 STAFF

The Executive Committee shall appoint an Executive Director of the Association, to serve at the pleasure of the Committee, who shall administer the activities and affairs of the Association pursuant to the directives of the Committee and Board of Directors, and within the established policies and budget of the Association. The Executive Committee shall fix the compensation of the Executive Director, subject to budgetary review and approval by the Board of Directors under Article 7, and may prescribe any specific powers and duties for that position consistent with this Constitution and applicable law.

The Executive Committee may authorize the Executive Director to employ such professional and support staff as it finds necessary to conduct the activities and affairs of the Association, and shall fix the compensation of such staff, subject to budgetary review and approval by the Board of Directors under Article 7.

ARTICLE 11 REGIONAL ASSOCIATIONS

Regional associations of member counties may be formed within this Association upon approval of the Executive Committee. The Board of Directors and the Executive Committee shall give due consideration to resolutions transmitted to them by regional associations.

ARTICLE 12 THE COUNTY PLATFORM

The California County Platform shall be a statement of the basic policies of the Association on subjects of concern to California counties. The Board of Directors shall adopt the Platform, shall review it annually, and shall amend and update it as prescribed in the policy manual.

ARTICLE 13 FINANCES

A. ANNUAL DUES. The Board of Directors may levy annual dues and other fees upon each county board of supervisors maintaining the membership of its supervisors in the Association, and may change the amount of such dues and fees from year to year, as it finds necessary.

B. BUDGET. At least sixty days before the close of the Association's fiscal year, the Executive Director shall prepare an Association budget for the succeeding fiscal year. The budget shall be submitted to the Executive Committee, which shall review and revise it as it deems necessary, and shall then submit it to the Board of Directors. The Board shall finally review, revise and adopt the budget.

C. INDEBTEDNESS. The Board of Directors may borrow money and incur indebtedness on behalf of the Association, and may cause to be executed and delivered for the Association's purposes, in the Association's name, promissory notes, deeds of trust, mortgages, pledges, and other evidences of debts and securities.

D. COMPENSATION OF MEMBERS. Members shall not be entitled to compensation for services to the Association. However, to the extent authorized and budgeted by the Board of Directors, members serving as officers, directors, and Executive Committee members, or as officers or directors of either the National Association of Counties (NACo) or the Western Interstate Region of NACo, may be reimbursed from Association funds for actual and necessary expenses incurred in the performance of their duties.

E. BONDS AND INSURANCE. All officers and employees of the Association who handle Association funds shall be bonded in amounts determined by the Board of Directors. Also, the Association shall secure and maintain liability insurance for the protection of the Association and all officers, directors, Executive Committee members and employees.

F. BOOKS, ACCOUNTS AND FINANCIAL REPORTS. The Association shall keep adequate and correct books and records of accounts. Within 120 days after the close of each fiscal year, the Board of Directors shall secure a financial audit and report by an independent accountant. Upon issuance of such report, the Executive Director shall notify the general membership that each member has a

right to receive the report upon request, and shall promptly send a copy of the report to each requesting member.

ARTICLE14 MEMBERSHIP MEETINGS

A. GENERAL MEMBERSHIP. The Executive Committee shall convene two general assemblies of all members of the Association each year, at locations and times selected by the Committee. The first such meeting shall be conducted in the spring and shall be called the Spring General Assembly. The second meeting shall be conducted in the fall and shall be called the Annual Meeting. The Annual Meeting shall include Association business, a meeting of the newly constituted Board of Directors and a meeting of the general membership to elect officers as required under this Constitution.

B. SPECIAL MEETINGS. The Board of Directors may convene such special meetings of all members as it finds necessary. Also, a special meeting of all members may be called at any time by five percent or more of the general membership, for the purpose of removal of directors and election of their replacements.

C. NOTICE. A written notice of any meeting of all members, stating the general nature of any business to be transacted, shall be mailed to each member not less than ten (10) days nor more than ninety (90) days before the first day of the meeting.

D. QUORUM AND VOTING REQUIREMENTS. Except as provided in Article 8, Section G (removal of an officer-director) and Article 16 (amendment to Constitution), a quorum of the general membership shall consist of one-third of the members of the Association. The members present at any General Assembly where a quorum is initially present may continue to transact business until adjournment, notwithstanding the subsequent lack of a quorum provided that such action is approved by at least two-thirds of the members required to constitute a quorum.

ARTICLE15 RESOLUTIONS PROCEDURE

A. PROPOSAL OF RESOLUTIONS. Any supervisor or board of supervisors maintaining membership in the Association, and any regional association of member counties or Caucus of supervisors may propose a resolution.

A resolution may be proposed to accomplish any of the following purposes:

1. To add to, delete from or amend the basic policies of the Association, as contained in the California County Platform.
2. To establish a position on proposed legislation or administrative actions which are of concern to California counties.
3. To amend the Constitution of the Association.
4. To develop issues of the Association for implementation during a legislative session.

B. TIME FOR SUBMISSION; REFERRAL OF PROPOSED RESOLUTIONS. Resolutions may be submitted at any time to the Executive Director, who shall refer proposed resolutions to the appropriate policy committee. In accordance with Section C below, the proposed resolutions will then be forwarded to the Executive Committee for consideration and possible recommendation to the Board of Directors for approval. The Executive Director shall refer resolutions proposing an amendment to the Constitution of the Association to the Executive Committee, except that if such resolution is proposed by an individual, it shall be referred to a policy committee.

C. MEETING OF POLICY COMMITTEES TO CONSIDER PROPOSED RESOLUTIONS.

1. The policy committees of the Association shall meet to consider the proposed resolutions referred to them. The policy committees shall take one or more of the following actions with respect to each of the proposed resolutions referred to them:

a. Recommend approval of the proposed resolution as presented.

b. Recommend disapproval of the proposed resolution as presented.

c. Consolidate the proposed resolution with other proposed resolutions on the same or related topics, and recommend either approval or disapproval, as consolidated.

d. Amend the proposed resolution to eliminate any ambiguity or unclearness of language, and recommend either approval or disapproval, as amended.

e. If the resolution is submitted by an individual supervisor or if the resolution originates within the policy committee, the committee may choose to take no action or make no recommendation; however, if a county board of supervisors, regional association of counties or caucus sponsors the resolution, the policy committee must forward a recommendation to the Executive Committee for consideration and possible recommendation to the Board of Directors.

2. An individual supervisor, a county regional association or caucus of county supervisors proposing a resolution shall be informed of the time and place of the policy committee meeting at which the proposed resolution will be considered. Such individual supervisor, county regional association or caucus shall be entitled to send a representative to appear and be heard at the policy committee meeting with respect to the resolution proposed by that county.

3. The procedures specified herein shall be used by the Executive Committee, with respect to any resolution proposed to amend the Constitution of the Association and which has been referred to the Executive Committee as provided in this Article.

D. QUORUM AND VOTING REQUIREMENTS. The affirmative vote of a majority of the Directors present and voting shall be required to approve a resolution.

E. DISPOSITION OF ADOPTED RESOLUTIONS.

1. A resolution proposing to add to, delete from or amend the basic policies of the Association, if adopted as specified herein, shall result in an amendment to the California County Platform. An amended copy of the Platform, incorporating the amendments, shall be provided to each member of the Association at least once each year by January 1.

2. A resolution proposing to establish a position on proposed legislation or on any administrative actions which are of concern to California counties, shall, if adopted as specified herein, guide the conduct of the Association's legislative advocacy efforts, subject to the overall direction of the Board of Directors.

3. A resolution proposing to amend the Constitution of the Association, if adopted as specified herein, shall effect an amendment to the Constitution. An amended copy of the Constitution shall be provided to each member of the Association.

ARTICLE 16 AMENDMENTS

A. This Constitution may be amended by:

1. The Board of Directors, acting at any general assembly of the Association, on the affirmative votes of two-thirds of the membership of the Board, subject to the exceptions stated below. Notice of the proposed amendment, including the text thereof, shall be mailed to all members of the Association at least 30 days before the first day of the general assembly at which the amendment will be considered, or

2. The general membership on the affirmative votes of two-thirds of the general membership, acting in person or by mail on ballots provided to members at least 30 days before the first day of the general assembly at which the amendment will be considered, and received back by CSAC by the first day of the general assembly at which the amendment will be considered.

B. The following types of amendments may only be acted upon by the general membership:

1. An amendment specifying or changing the number of members of the Board of Directors, or the maximum or minimum number of such members, or changing the Board of Directors from a fixed to a variable number of members or vice versa. The Board, however, may fix the exact number of directors within a specified maximum and minimum, as provided in Article 8.

2. An amendment extending the term of a member of the Board of Directors beyond that for which the member was elected, or increasing the terms of all members of the Board.

3. An amendment changing or repealing quorum requirements for actions of the general membership.