GO-2.8 Membership Meetings

2.8.1 Meetings
Meetings of the members of the Association will be held at the Association’s conferences at such times as may be determined by the Board to conduct necessary business. The formal nomination and election of the President and Vice President will occur at a membership meeting at fall conference in each odd-numbered year.

2.8.1.1 Special Meetings
The Board, the President, or five percent or more of the members of the Association may call a special meeting of the members of the Association. Except when called by the Board, a request for a special meeting must be in writing and must be delivered in person or mailed by first-class mail addressed to the President at the principal office of the Association, with a copy to the Executive Director/Secretary. The request must state the general nature of the business proposed to be transacted at the meeting.

A special meeting that has been called by written request of five percent of the member agencies of the Association to the Board will be set by the Board on a date that is not less than 35 or more than 90 days after receipt of the request.

2.8.1.2 Notice Requirements for Membership Meetings
Written notice of any membership meeting will be given to each voting member of the Association. The notice will state the date, time, and place of the meeting; the means by which members may participate; and the general nature of the business to be transacted. The notice of any meeting at which Board officers are to be formally nominated and elected will include the names of the recommended slate of candidates for the offices of President and Vice President in addition to the election procedures. The member notification information will also be posted on the Association’s website.

Except as otherwise provided in the Bylaws or California law, a written notice of regular membership meetings will be given not less than 10 or more than 90 days before the date of the meeting to each member who, on the record date for notice of the meeting, is entitled to vote; provided, however, that if notice is given by mail, and the notice is not mailed by first-class, registered, or certified mail, that notice will be given not less than 20 days before the meeting.

2.8.1.3 Notice Requirements for Special Meetings
The Executive Director/Secretary will cause notice to be given to all members of the Association, which notice will state the date, time, and place of the meeting and the general nature of the business to be transacted at the meeting. No business except that specified in the request and notice may be
transacted at said special meeting. If notice of the requested special meeting is not given within 20 days after receipt of the request, the person or persons requesting the meeting may give the notice.

2.8.1.4 Voting
Each member of the Association is entitled to one vote that will be cast by its authorized representative. The Association will issue each member agency present one proxy card for voting purposes based on the designated voting representative identified by the member agency on the proxy designation form. The Association’s staff will distribute the proxy designation form as part of the member notification process. The designated voting representative is required to register and sign as the proxy holder at the time and place identified in the member notification materials in order to receive the proxy card for voting. All questions, except amendments or revisions to the Bylaws, are determined by a majority of the members present and voting. Amendments or revisions to the Bylaws require two-thirds of the members present and voting at any meeting. A member representative may request a roll call vote.

2.8.1.5 Quorum
The presence of the authorized representative of 50 members of the Association at any meeting of the members will constitute a quorum for transacting business.

2.8.1.6 Amendments, Revisions, and Resolutions
Before any amendments or revisions to the bylaws, or resolutions, may be considered at any meeting of the Association, any such amendment, revision, or resolution will be submitted to the Executive Director/Secretary at least 90 days prior to the first day of such meeting. The Executive Director/Secretary will promptly distribute any proposed amendments or revisions to the Legal Affairs Committee for the Legal Affairs Committee to develop an unbiased analysis of the amendments or revisions. Following development of an analysis for the proposed amendments or revisions, the Executive Director/Secretary will distribute copies of any resolutions, amendments or revisions, including any applicable analyses, to all members of the Association not less than 10 days or more than 90 days prior to presentation at such meeting. The written notice of the membership meeting will be given to each voting member of the Association consistent with the provisions set forth in the Association’s Bylaws and in Board policy. The 90-day rule may be suspended at any meeting of the Association by consent of three-fourths of the members present.

2.8.1.7 Conduct of Meetings
The Association will conduct all membership meetings in accord with the latest edition of Robert’s Rules of Order Newly Revised unless the Board adopts alternate rules of conduct for itself and/or its committees, region boards, and region workgroups.

2.8.1.8 Minutes
The Clerk will keep the membership meeting minutes at the Association’s principal office under the direction of the Executive Director.
References:
California Corporations Code; Bylaws, Articles 3, 9, and 11.

See Administrative Procedure: To be determined.

Revision History:

<table>
<thead>
<tr>
<th>Revision Date</th>
<th>Description of Changes</th>
<th>Requested By</th>
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<tbody>
<tr>
<td>7/31/2015</td>
<td>Initial Release</td>
<td>ACWA staff and Governance Workgroup</td>
</tr>
<tr>
<td>2/2/2018</td>
<td>Updated language pertaining to Policy 2.8.1.6 Amendments, Revisions, and Resolutions to be consistent with amended Bylaws, which were approved by the membership on 11/29/2017; increased the lead time for submitting bylaw amendment requests.</td>
<td>ACWA membership action and staff</td>
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