

Section:	GO-2 Governance	Approval Date:	7/31/2015
Policy:	GO-2.8 Membership Meetings	Latest Revision:	1/31/2025

GO-2.8 Membership Meetings

2.8.1 Meetings

Meetings of the members of the Association will be held at the Association's conferences to provide a report to members on the Association's activities during the past year, provide an overview of the Association's finances, announce the newly elected President and Vice President in each odd-numbered year, and to transact such other proper business as may come before the meeting.

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 Meetings by Remote Communication

Any meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the Association or by electronic video screen communication. The member will be deemed present in person at the meeting if the following apply:

1. The Association implements reasonable measures to provide the member a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings.
2. If any member votes or takes other action at the meeting by means of electronic transmission to the Association or electronic video screen communication, a record of that vote or action is maintained by the Association.
3. The Association verifies that each person participating remotely is an authorized representative of a voting member.

2.8.1.3 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 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.

2.8.1.4 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.

2.8.1.5 Voting

Each member of the Association in good standing at the time of the annual or special meeting is entitled to one vote that will be cast by its authorized representative. Each member must designate its authorized representative prior to the annual or special meeting or vote by written ballot. It is the member's responsibility to designate or update its authorized representative as needed. Members must also confirm the identity of their authorized representative for the purpose of casting written ballots in any election of the President and Vice President, amendments to the Bylaws, or other Association business that requires a vote.

The Association will issue each authorized representative attending the annual or special membership meeting a keypad or other mechanism for voting purposes. To be eligible to vote at the membership meeting, each authorized representative has a responsibility to do the following:

- Pick up handheld keypad or other designated voting mechanism prior to the start time of the membership meeting as specified in the meeting notice.
- Be physically present and inside the meeting room at the start of the membership meeting as specified on the meeting agenda.

If the meeting has a virtual option available as specified in the meeting notice, the authorized representative participating virtually has a responsibility to do the following to be eligible to vote:

- Log into the virtual option of the membership meeting using the information provided by staff by the start of the membership meeting as specified in the meeting notice.

- Log into the virtual voting system using the unique voting participant ID provided by staff by the start of the membership meeting as specified on the meeting agenda.

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.

2.8.1.6 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. Actions taken by written ballot shall require the timely receipt of the written ballot from the authorized representative of at least 50 members to constitute a quorum.

2.8.1.7 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.

2.8.1.8 Action by Written Ballot

To the extent permitted by applicable law and subject to all applicable requirements, any action that may be taken at a regular or special member meeting of the members may be approved by written ballot if a ballot is sent to each member entitled to vote on the matter. If approved by the Board, ballots may be sent and returned by electronic transmission as permitted in the Corporations Code. Ballot format, solicitation and voting thresholds shall meet the requirements of the Corporations Code and be consistent with applicable provisions of the Bylaws.

2.8.1.9 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.

2.8.1.10 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:

Revision Date	Description of Changes	Requested By
7/31/2015	Initial Release	ACWA staff and Governance Workgroup
2/2/2018	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.	ACWA membership action and staff
2/3/2023	Revised Policy GO-2.8 Membership Meetings to incorporate revisions resulting from amendments to ACWA's Bylaws and Election Task Force recommendations, specifically related to meetings by remote communication, election of ACWA's Board Officers, and voting.	Election Task Force on 9/23/2023 Amended & Restated Bylaws as approved by the members on 11/30/22
1/31/2025	Revised Policy GO-2.8.1.5 to expand language to cover additional actions where an authorized representative will need to be confirmed for the purpose of casting a ballot (see newly added Policy 2.8.1.8).	Amended & Restated Bylaws as approved by the members on 12/4/2024
1/31/2025	Revised Policy GO-2.8.1.6 to clarify the written ballot quorum language to cover other actions besides the election of President and Vice President.	Amended & Restated Bylaws as approved by the members on 12/4/2024
1/31/2025	Creation of new Policy GO-2.8.1.8 to allow the flexibility to act by written ballot beyond the currently approved process of electing the President and Vice President by written ballot.	Amended & Restated Bylaws as approved by the members on 12/4/2024