CALIFORNIA ASSOCIATION OF SANITATION AGENCIES

PROCEDURES FOR NOMINATION AND ELECTION/APPOINTMENT OF DIRECTORS AND OFFICERS

The California Association of Sanitation Agencies (hereinafter "CASA" or “Association”) hereby establishes the following Procedures for Nomination and Election of Directors and Officers (“Procedures”) pursuant to Article III, Section 3 of the CASA Bylaws.

1. Composition of Board of Directors

Pursuant to Article III, Section 3 of CASA’s Bylaws, the Board shall consist of 13 directors, elected/appointed as follows:

- Twelve (12) directors elected by and from among the voting members; and
- One (1) director appointed by the President from among the non-voting associate members.

2. Qualifications for Election/Appointment as a Director

The 12 elected directors must be designated representatives of voting members in good standing. The appointed director must be an individual non-voting associate member or the designated representative of a non-voting associate member. Every director must be interested in and committed to the mission and purposes of CASA.

3. Terms of Office and Term Limits for Directors

All terms of office shall begin on the date elected (generally at the annual meeting in August of each year). The term of office for all elected directors shall be three (3) years and all elected directors shall serve until expiration of the term for which elected and until a successor has been elected and qualified. The term of office for the appointed director shall be one (1) year and he/she shall serve until expiration of the term for which appointed and until a successor has been appointed and qualified. Except as provided below in Section 4.C., there shall be no limit on the number of terms a director may serve if he or she remains qualified and elected or appointed. The terms of the elected directors may be staggered using any reasonable method.
4. **Nomination Procedures**

A. Not later than January 15 of each year, the Board shall establish an advisory committee known as the Nominating Committee. The Nominating Committee shall be composed of five committee members appointed by the Board President as follows: the two immediate past Presidents of the Board so long as they are not running for re-election as directors in the upcoming election, and three voting members who are not current Board members. If one or both of the immediate past Presidents are ineligible to serve on the Committee, then the President shall appoint a director or directors who are not running in the upcoming election to fill one or both of the immediate past President positions on the Committee. Nominating Committee members shall serve one-year terms and may be re-appointed to subsequent terms, although the President is encouraged to appoint different individuals each year if possible.

B. Not later than January 31 of each year, CASA shall advise the membership through its newsletter, website, and other communication methods that the Nominating Committee has been established and will receive suggestions from the membership regarding potential candidates for the Board. The deadline for receiving suggested nominations will be no later than March 15.

C. The Nominating Committee shall meet to discuss possible nominations, both from suggestions received from the membership and from its own search. The Committee shall strive to develop a slate of candidates that provides well-balanced, experienced leadership for the Association. To the extent possible, the slate should balance elected officials and appointed agency staff, large and small agencies, various parts of the state, collection systems only as well as treatment facilities and special districts, joint powers agencies and cities. It is recognized that achieving perfect balance in any given year may be difficult, but good balance over time should be a primary goal. No member of the Association shall have more than one director on the CASA Board of Directors at a time.

Further, if an elected director is in the last year of his or her second 3-year term on the Board and has not been elected to an officer position, the Nominating Committee shall not, except in unusual circumstances, nominate that individual for a third 3-year director term on the Board.

D. Not later than April 15, the Nominating Committee will complete the process of verifying the eligibility and qualifications of potential nominees and will notify potential nominees regarding interviews if interviews are deemed necessary by the Committee.

E. Not later than May 15, the Nominating Committee shall complete any interviews of potential nominees.
F. Not later than June 1, the Nominating Committee shall provide its suggested slate of qualified nominees for the available elected director seats to the Board for approval, which shall be given by the Board no later than July 10 and which shall not be unreasonably withheld. The slate presented by the Nominating Committee to the Board for approval shall contain the exact number of qualified nominees as there are available elected director seats on the Board. The Board’s approval shall be for the slate as a whole, not for individuals. In the event the Board has objections to one or more individuals on the slate and will not approve it as a whole, the Nominating Committee shall present alternative slates until the Board is satisfied and the slate is approved.

G. Not later than July 15, the Nominating Committee shall notify the nominees that have been selected for the slate of elected director seats.

5. Balloting and the Vote for Elected Directors at the Annual Membership Meeting

   A. As part of the notice of the annual membership meeting, CASA shall notify the membership of the slate of nominees for the available elected director positions.

   B. CASA staff shall prepare a written ballot document which contains the slate of nominees for the available elected director positions, a space to mark “approve” or “disapprove” relative to the slate, a signature block for the designated member representative to sign, and a day/time deadline for submission of the ballot during the meeting. At the annual membership meeting in August, a copy of the ballot shall be given to the designated representative of each voting member in attendance.

   C. Only valid ballots will be counted and each voting member shall be entitled to only one (1) vote. A “valid ballot” means a ballot which is filled-out legibly and completely, signed by the voting member, and received at the designated spot or by the designated staff member at the annual membership meeting by the time requested.

   D. The ballots shall be counted and certified immediately upon the close of the balloting period by the CASA Executive Director or his or her designee. The slate of nominees shall be successfully elected if at least a quorum of voting members cast a ballot, and of those voting, a majority of the ballots “approve” the slate. The results shall be announced at the meeting as soon as known. The ballots shall be maintained at the CASA offices for three (3) years after the election and shall be available for inspection by any voting member at any reasonable time during business hours.

   E. At some point during the annual membership meeting, the President shall announce his/her choice for appointment to the non-voting associate member seat on the Board.

   F. The term of office for each new director shall begin at the annual Board meeting following the annual membership meeting at which he/she is elected or appointed.

   G. The President shall cause an announcement to be made on the CASA website regarding the winners of the elected director seats and the appointed non-voting associate member seat as soon after the annual meeting as practical but in no event later than September 1.
6. **Deadlines**

   The deadlines listed in paragraphs 4 and 5 above may be modified or extended by a vote of the Nominating Committee and concurrence of the Board President if such change is necessary to provide a fair election process to the members.

7. **Transparency**

   These procedures shall be posted on the CASA website at all times.

8. **Election of Officers**

   Officers shall be nominated and elected at the annual Board meeting after the seating of any new Board members. Officers are elected by and from among the directors. Officers serve at the pleasure of the Board for one (1) year terms. There is no limit on the number of terms an officer may serve if he or she is a director and continues to be qualified and elected by the Board.