

# CERTNA BYLAWS

## CALIFORNIA ELECTRONIC RECORDING TRANSACTION NETWORK AUTHORITY

(CERTNA)

### REVISED BYLAWS

#### I. NAME OF ORGANIZATION

The name of this organization shall be the CALIFORNIA ELECTRONIC RECORDING TRANSACTION NETWORK AUTHORITY, hereinafter alternately referred to as CERTNA.

#### II. PURPOSE

The CERTNA Joint Powers Authority (JPA) was created for the purpose of the design, development, implementation and on-going operation and maintenance of an AB578 (Government Code Sections 27390 et seq.) compliant Electronic Recording Delivery System (ERDS) as well as a Government Code section 27279 compliant system. The systems will be used by the signatories to the Joint Powers Agreement to manage the programs for which they are responsible, and may include interfaces to other county consortia and state automated ERD systems as provided in the Government Code. In addition, CERTNA shall have the power to engage in any and all other activities that are permissible under applicable law. These Bylaws are established to govern the meetings of the Board of Directors (and for such other purposes as are necessary pursuant to the Joint Powers Agreement).

#### III. BOARD OF DIRECTORS

A. The functions of the Board of Directors and the procedures for appointing Directors are contained in the Joint Powers Agreement.

##### B. Meetings Of The Board

###### 1. Regular Meetings.

Meetings shall be held in accordance with Section 3, Paragraph C of the Joint Powers Agreement.

###### 2. Meeting Location.

Except as specified below, regular meetings of the Board of Directors shall be held in member counties on the 2<sup>nd</sup> Thursday of each month at 10:00 a.m. at specific locations to be determined by the Board of Directors and published on a periodic basis. Closed sessions shall be held at the same locations unless the Chairman of the Board designates another location.

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Additional meetings called by the Board of Directors, if any, may be held within the boundaries of any Member County. This schedule may be modified by the Board of Directors at any time.

### **3. Order Of Business.**

Call to Order

Roll Call

Closed Session (or at the end of agenda, as necessary)

Public opportunity to speak on items not on the agenda

Approval of Minutes for any previous meetings

Agenda of the Board

Adjournment

### **4. Addressing the Board.**

Any member of the public may address the Board: (1) on an agenda item before or during the Board's consideration of the item, and (2) on any matter not on the Agenda that is within the subject matter jurisdiction of the Board at the time provided on the agenda for public comment. The person wishing to address the Board may, when recognized by the Chairman of the Board, announce his or her name and organization. The Chairman shall, in the interest of facilitating the business of the Board, limit the amount of time which a member of the public may use in addressing the Board to five minutes on each action item, unless the Chairman, or a majority of the Board, determines that a different time is appropriate. In addition, the Chairman shall, in the interest of facilitating the business of the Board, limit the total amount of time, which a member of the public may use in addressing the Board on all agenda items to ten minutes, unless the Chairman, or majority of the Board, determines that a different limit is appropriate.

### **5. Disruptive Conduct – Removal from Room.**

In the event that any meeting of the Board is willfully disrupted by a person or by a group or groups of persons so as to render the orderly conduct of the meeting impossible, the Chairman may recess the meeting or order the person, group or groups of persons willfully disrupting the meeting to leave the meeting or be removed from the meeting. Disruptive conduct includes, but is not limited to, addressing the Board without first being recognized, not addressing the subject before the Board, repetitiously addressing the same subject, failing to relinquish the floor when requested to do so, or otherwise preventing the Board from conducting its meeting in an orderly manner.

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### **6. Waiver of Rules.**

The Chairman of the Board may waive any rule contained in this section not required by law.

### **7. Open Meetings.**

All meetings of the Board of Directors shall be open and public in accordance with the provisions of the Ralph M. Brown Act (section 54950 et seq. of the California Government Code), as specified in Section 3, paragraph C of the Joint Powers Agreement.

### **8. Closed Sessions.**

The Board may hold closed sessions as provided by law.

### **9. Adjourned Meetings.**

The Board of Directors may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all members are absent from any regular or adjourned regular meeting, the Secretary to the Board may declare the meeting adjourned to a stated time and place, and the Secretary shall cause a written notice of the adjournment to be given in the same manner as provided herein for special meetings, unless such notice is waived as provided for special meetings. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the room or placed where the regular, adjourned regular, special, or adjourned special meeting was held within twenty-four (24) hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided herein, the resulting adjourned regular meeting is a regular meeting for all purposes. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings.

### **10. Special Meetings.**

A special meeting may be called at any time by the Chairman of the Board, or by a majority of the members of the Board, by delivering personally or by mail or electronically written notice to each member of the Board. Such notice shall be received at least twenty-four (24) hours before the time of the meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted. The Board shall consider no other business at such meetings. The written notice may be

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dispensed with as to any member of the Board who at, or prior to, the time the meeting convenes files with the Secretary to the Board a written waiver of notice. The written notice may also be dispensed with as to any member of the Board who was actually present at the meeting at the time it convenes. The call and notice of the special meeting shall be posted at least twenty-four (24) hours prior to the meeting in a location that is freely accessible to members of the public.

### 11. **Robert's Rules of Order.**

Except as otherwise provided in these bylaws, all meetings shall be conducted in accordance with parliamentary procedures set forth in the most recent edition of Robert's Rules of Order.

## IV. OFFICERS

### A. **Chairman and Vice Chairman**

A chairman, a vice chairman, a secretary, and such other officers as the Board deems necessary shall be selected as per Section 3, Paragraph D of the Joint Powers Agreement. The Chairman and Vice Chairman will serve two year terms commencing on January 1 of the year immediately following selection and ending on December 31<sup>st</sup> of the second year served. The Chairman of the Board shall preserve order and decorum and shall decide questions of order subject to appeal to the Board for Board meetings and to the Members for Member meetings. In the Chairman's absence, the Vice Chairman shall act as Chairman for Board meetings and the Vice Chairman shall act as Chairman for Member meetings. *In the event that both the Chairman and the Vice Chairman are absent, the Chairman's alternate shall act in place of the Chairman in all duties and as Chairman for Board meetings. The Vice Chairman's alternate shall act in place of the Vice Chairman in all duties and shall act as Chairman in the event of absence of the Chairman, Vice Chairman, and the Chairman's alternate.* All documents approved by the Board, which require a signature shall be signed by the Chairman, or in his/her absence the Vice Chairman *unless otherwise directed.* The *Executive Director* shall approve agenda items before the items are placed on the agenda or in his/her absence the *Secretary*.

### B. **Secretary**

The CERTNA Board shall select a Secretary to the Board. The Secretary shall prepare the following:

- An agenda for each regular and special meeting of the Board, and of the Members. The agenda shall contain a brief general description of each item of business to be transacted or discussed at the

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meeting. The agenda shall specify the time and location of the meeting and shall be posted at least 72 hours before any regular meeting and 24 hours before any special meeting in a location that is freely accessible to members of the public.

- Official minutes of each regular and special meeting indicating attendance and recording actions taken at each meeting. The minutes for each meeting shall be distributed to each Member and filed with the official records of CERTNA.

### **C. Sergeant-At-Arms**

The Board shall, if required, designate a sergeant-at-arms of the Board who shall attend meetings at the request of the Chairman of the Board. The sergeant-at-arms shall be available to respond to all meetings immediately upon call. The sergeant-at-arms shall carry out all instructions given by the Chairman or Acting Chairman for the purpose of maintaining order and providing security at the Board meetings.

## **V. QUESTIONS OF LAW**

The attorney for CERTNA shall be selected by the Board pursuant to Section 3, Paragraph E of the Joint Powers Agreement. All questions of law shall be referred to the selected Counsel for opinion. All contracts and contract amendments shall be referred to Counsel for approval as to form.

## **VI. COMMITTEES**

The Board of Directors shall appoint such standing and special committees, as it may deem necessary.

## **VII. BUDGET AND FISCAL REPORT**

### **A. Annual Budget**

The Board shall adopt an annual budget for each Fiscal Year, which shall first be provided to each Member. The CERTNA Executive Director shall oversee the preparation of the budget.

### **B. Annual Operational and Fiscal Report**

The Board shall cause an annual operational report and annual fiscal report to be prepared and provided to each Member.

### **C. County Contribution Determination**

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The Executive Director, as part of the budget preparation process, will obtain from each member county, an estimate of the total number of titles subject to the electronic recording fee (as specified in Government Code Sections 27390 et seq.) to be recorded during the upcoming fiscal year. The total estimate of titles for all member counties will be divided by the total of the proposed annual budget resulting in an amount to be contributed per county per affected title. The annual budget and county contribution is to be adopted by majority vote of the Board.

### **D. Contribution Greater than .75 per Affected Title**

In the event that the county contribution is determined to be greater than \$0.75 per title, the annual budget and county contribution is to be adopted by a two-thirds majority of the Board.

## **VIII. CONSTRUCTION AND AMENDMENT OF BYLAWS**

### **A. Bylaw Provisions Contrary To Or Inconsistent with Provisions Of Law**

Any provision of these bylaws that is contrary to or inconsistent with any applicable provision of law, shall not apply as long as the provision of law remains in effect, but this result shall not affect the validity or applicability of any other portions of these bylaws.

### **B. Amending Bylaws**

Bylaws, rules and regulations may be adopted, amended or repealed by a majority vote of the Board of Directors, according to the provisions of Section 7 of the Joint Powers Agreement.

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**THE FOREGOING** was adopted by the following vote of the Board of Directors of the California Electronic Recording Transaction Network Authority (CERTNA) this 8<sup>th</sup> day of January 2015, to wit:

AYES: 9

NOES: 0

ABSENT:

## **CALIFORNIA ELECTRONIC RECORDING TRANSACTION NETWORK AUTHORITY**

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Kenneth Blakemore, Chairman, Board of Directors

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## Revision History

Adopted:	October 25, 2007
Add VII.C and VII.D:	August 22, 2008
Change III.B.2 from 4 <sup>th</sup> Thursday to 2 <sup>nd</sup> Thursday:	September 10, 2008
Add G2G authorization and change III.B.2 to 10:00 a.m.	August 12, 2010
Add alternate and agenda approval clarification to IV.A	January 8, 2015