

# [Proposed] Bylaws Template

Each Board, Commission, and Committee created by Board of Supervisors' action shall have by-laws that include the elements listed in this template. If local, State, or Federal authority requires additional elements that do not appear in this template, or if local, State, or Federal authority necessitate the modification of elements that appear in this template, then that authority shall control and the bylaws shall deviate from this template. By-laws should serve as "rules" for internal administration and management of each Board, Commission, and Committee.

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**BYLAWS TEMPLATE**

**BOARDS, COMMISSIONS, COMMITTEES CREATED BY ACTION OF BOARD OF SUPERVISORS**

**ARTICLE I. Name of Organization**

- A. The name of this organization shall be \_\_\_\_\_, hereinafter referred to as “ [BCC] \_\_\_\_\_ ”
  
- B. The official location and mailing address of the [BCC] shall be:  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**ARTICLE II. Establishment of [BCC]**

The members of the [BCC] are appointed by the Orange County (“County”) Board of Supervisors (“Board”) pursuant to *(Board Resolution, legislation, regulation, ordinance establishing authority for BCC)*

**ARTICLE III. Purpose and Functions**

- A. The purpose of the [BCC] is to work with the County to:
  - 1. \_\_\_\_\_
  - 2. \_\_\_\_\_
  - 3. \_\_\_\_\_
  - 4. \_\_\_\_\_
  - 5. \_\_\_\_\_
  
- B. In accordance with *(Board resolution, applicable statute, regulation or ordinance number)*, the functions of the [BCC] are as follows:
  - 1. \_\_\_\_\_
  - 2. \_\_\_\_\_
  - 3. \_\_\_\_\_
  - 4. \_\_\_\_\_
  - 5. \_\_\_\_\_
  
- C. *(If applicable)* The [BCC] shall report to the Board *(describe means of reporting)*.

**ARTICLE IV: Appointment and Membership**

- A. Membership of the [BCC] is to be composed as follows:
  - 1. There shall be (state number) members that comprise the BCC.
    - a. If applicable, include categories of community stakeholders that will sit, or who are required to sit on the BCC.
  
    - b. (If applicable) Indicate whether members will be voting or non-voting member.

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### B. Qualifications for [BCC] Membership

1. The following criteria will be used for all membership appointments:
  - a. (If applicable) State criteria contained in governing statutes, ordinances, etc.
  - b. Residency and Voting Requirements: Except where the Board finds it is in the best interest of the County to waive voter and residency requirements, all members of the [BCC] shall be:
    - i. registered voters in the County; and,
    - ii. reside in the district of the nominating member of the Board of Supervisors, unless Supervisor representing the district where the nominee resides provides written consent for the nomination.
  - c. (If applicable) State any other qualifications for the [BCC] members.

### C. Length of [BCC] Membership

1. All regular [BCC] member appointments shall be for a term concurrent with the term of office of the nominating member of the Board of Supervisors. A member of the [BCC] whose term of office is expiring with that of the nominating Supervisor shall have the option of reapplying for membership for appointment.
2. All at-large [BCC] member appointments shall be for a period of two years, subject to Article IV(B)(1)(b)(ii).
3.
  - a. Appointments made to fill a vacancy left by a member before the expiration of the term of that member shall be for the remaining term of that member.
  - b. Pursuant to Government Code section 1302, a member whose term has expired shall continue serving as a member until reappointed or replaced.

## ARTICLE V. [BCC] Officers

### A. [BCC] officers shall consist of:

1. (State positions – e.g., Chairperson, Vice Chairperson, etc. and method for selecting)
2. (State duties of each position. For example, “The Chairperson shall preside at meetings, call special meetings, decide points of order, announce all business, entertain motions, put motions to vote, announce vote results, appoint and may remove committee Chairpersons, represent the [BCC] at public functions.” Or, “The Vice Chairperson shall perform the duties of the Chairperson in his or her absence. If the Chair becomes vacant, the Vice Chairperson shall succeed to the Chair for the balance of the term of office.”)

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3. Terms for officers of the [BCC] shall be for one year.
4. No person, except a member of the Board, may serve as Chair of a BCC for more than three consecutive terms.
5. No person, except a member of the Board, may serve simultaneously as Chair for two or more BCCs.
6. Election of officers shall be held annually during the last [BCC] meeting of each calendar year by majority vote, a quorum being present.

### ARTICLE VI. Duties of Members

- A. Members shall attend meetings of the [BCC] and of committees to which they are appointed. The Executive Committee shall regularly review member attendance at [BCC] and committee meetings.
- B. Members shall notify the Chairperson of the [BCC] of any expected absence for a meeting by 5:00 p.m. of the day before a regularly scheduled [BCC] meeting, indicating good and sufficient reasons for the absence.
- C. In the performance of its responsibilities, the [BCC] shall not engage in nor employ any unlawfully discriminatory practices in the provision of services or benefits, assignment of accommodations, treatment, employment of personnel or in any other respect on the basis of sex, race, color, ethnicity, national origin, ancestry, religion, age, marital status, medical condition, sexual orientation, physical or mental disability or any other protected group in accordance with the requirements of all applicable County, state, or federal laws.
- D. Members of the [BCC] shall comply with the County Equal Employment Opportunity and Anti-Harassment Policy and Procedures.
- E. Members of the [BCC] shall comply with County Code of Ethics.
- F. Members of the [BCC] shall operate strictly within designated purposes of the [BCC]. ***(Request language from CoCo.)***

### ARTICLE VII. Committees and Subcommittees

- A. There shall be an Executive Committee comprised of:
  1. The Chairperson of the [BCC].
  2. The Vice Chairperson of the [BCC]
  3. Committee Chairs of the [BCC]
  4. (Any others)

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The Executive Committee shall hold meetings at the request of the Chairperson. The Executive Committee shall review the [BCC] Bylaws and suggest amendments to the [BCC] in accordance with Article \_\_\_\_\_ below.

- B. Standing Committees: The [BCC] shall have (number) standing committees:
- 1.
  - 2.
  - 3.

Terms of appointment to standing committees shall be for one year.

- C. Ad Hoc Committees: The Chairperson may establish ad hoc committees of less than a quorum of the [BCC]’s membership to accomplish time-limited tasks that support the goals of the [BCC].

Terms of appointment for ad hoc committees shall be for the period of time required to fulfill the ad hoc committee’s purpose.

- D. Subcommittees: *(State whether [BCC] is permitted to create and operate subcommittees. If so, specify procedure for subcommittee appointment; roles/responsibilities/authority of subcommittees; time, place and manner of calling meetings of subcommittees).*

### **ARTICLE VIII. Meetings and Actions**

- A. The [BCC] shall, at its first meeting of each year, adopt a schedule of regular meetings and transmit that schedule in writing to members, the Board, and the public at large.
- B. All [BCC] meetings shall be open, public and noticed in conformance with the provisions of the Ralph M. Brown Act, California Government Code section 54950 et seq., as amended and held at a location within Orange County, California that satisfies the access requirements of the Americans with Disabilities Act.
- C. Special meetings of the [BCC] may be called either by the Chairperson or at the request of a majority of [BCC] members. Notice of special meetings shall:
1. delivered to members personally, by mail or electronically, and must be received no later than 24 hours in advance of the meeting.
  2. state the business to be considered and whether alternative technological means may be used such as telephone or video conferencing, as technological resource availability permits and as permissible by the Ralph M. Brown Act.
- D. Quorum Requirements
1. Quorum requirements are as follows:
    - a. General Meetings: Quorum shall be no less than 50%+1 of the membership.

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- b. Executive Committee: Quorum shall be no less than 50%+1 of the Committee membership. However, if there are unfilled vacancies in the membership of the Executive Committee, then the quorum requirement will be proportionately reduced.
  - c. Standing Committees: Quorum shall be the members present, but no less than three (3).
- E. Voting Majority: Decisions and acts made by majority vote of the members at any duly constituted meeting shall be regarded as acts of the [BCC], except as otherwise provided by these (Bylaws, Rules of Procedure, Policies and Procedures, as applicable).
- 1. Members choosing to abstain from voting on specific actions will not affect majority requirements. Abstentions are considered a “non-vote” – neither a vote in the affirmative nor in the negative. However, in order for an action to be passed, a majority of the quorum casting votes must vote in the affirmative.
- For example: If, at a standing committee meeting, six (6) voting members of the committee are present to vote, and on a particular motion, three (3) vote in the affirmative, two (2) vote in the negative, and one (1) member abstains, the motion passes.
- F. Voting by Proxy: Members of the Board and the County Executive Officer who serve as [BCC] members may designate a substitute to attend a [BCC] meeting on their behalf and vote on any action item by the submitting the member’s signed proxy to the [BCC] Chairperson at the start of the meeting.
- G. Minutes: The Clerk of the [BCC] shall prepare and publish the minutes for each meeting of the [BCC]

### **ARTICLE IX. Compensation and Reimbursement *(If applicable)***

- A. Compensation: Each member of the [BCC] shall be eligible to receive a sum of \_\_\_\_\_ for attendance at a [BCC] meeting, subject to a maximum reimbursement as specified by (Board Resolution, legislation, regulation, ordinance establishing authority for [BCC]). Attendance of less than one-half of a regular meeting shall be considered an absence and not subject to remuneration.
- B. Reimbursement: [BCC] members may be reimbursed for actual expenses incurred while performing within the scope of their duties to the extent permitted by applicable County policy. All requests for reimbursement shall be submitted in accordance with the policies and procedures adopted by the County on a form approved by the County Auditor-Controller.

### **ARTICLE X. Removal and Resignation of Members**

- A. Removal: The Board may, at any time and without cause, remove any [BCC] member from office prior to the expiration of his/her term of office by majority vote of the Board.
- B. Resignation: Resignation of [BCC] members shall be effected by a written letter of resignation submitted to the Chairperson of the [BCC] and to the Board.

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- C. The Chairperson shall notify the Clerk of the Board in writing of any vacancies within 10 days of learning the existence of any such vacancy.

### **ARTICLE XI. Authority**

- A. Parliamentary Authority: The Chairperson shall preside and manage [BCC] meetings using parliamentary procedure consistent with these bylaws, any special rules of order the [BCC] may adopt, and any applicable County, state, and federal law.
- B. When circumstances demand that action be taken before the next scheduled [BCC] meeting the [BCC] may authorize and grant its full authority to the Executive or any standing committee to act on its behalf to make specific, limited, independent recommendations to the County, a quorum of the [BCC] being present.
  - 1. Such actions taken on behalf of the [BCC] by a committee will be presented as an information item at the next regular [BCC] meeting.
  - 2. Such actions will not require further action by the [BCC].
- C. Executive Committee – When unforeseen circumstances demand that action be taken before the next scheduled [BCC] meeting, the Executive Committee is authorized to take action on behalf of the [BCC].
  - 1. [BCC] members shall be notified either in writing or electronically within 72 hours of any such Executive Committee action.
  - 2. Such action is subject to review and ratification by the general membership of the [BCC] at its next meeting.
- D. Standing and Ad Hoc Committees
  - 1. Standing and ad hoc committees shall have no independent authority and shall be limited to exercising only those specific functions granted to them by the [BCC].
  - 2. No standing or ad hoc committee shall have independent authority to commit the [BCC] to any policy or action without the prior approval of the general membership of the [BCC].

### **ARTICLE XII. Conflict of Interest**

- 1. Members of the [BCC] and any of its committees or subcommittees shall abstain from voting on any issue in which they may be personally interested to avoid a conflict of interest in accordance with County, state, and federal laws and shall refrain from engaging in any behavior that conflicts with the best interest of the County.
- 2. Members of the [BCC] shall not vote nor attempt to influence any other [BCC] member on a matter under consideration by the [BCC] or any of its committees or subcommittees:
  - a. Regarding the provision of services by such member (or by an entity that such member represents; or

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- b. That would provide direct financial benefit to such member or the immediate family of such member; or
  - c. Engage in any other activity constituting a conflict of interest under County, state, or federal law. to.
3. If a question arises as to whether a conflict exists that may prevent a member from voting, the Chairperson or designee may consult with designated County staff to assist them in making that determination.
  4. In order to avoid a conflict of interest or the appearance of such conflict, all nominees to become members of the [BCC] shall disclose on forms provided by the County information regarding their private economic interests that may be implicated by their service on the [BCC]
  5. [Where applicable] [BCC] members shall timely file Statements of Economic Interests (Form 700) and other financial disclosures as required by law.
  6. [Where applicable] [BCC] members shall complete ethics training as required by County policy and Assembly Bill 1234 (Government Code sections 53234 through 53235.2).
  7. Neither [BCC] nor any of its members shall promote, directly or indirectly, a political party, political candidate, or political activity using the name, emblem, or any other identifier of [BCC].
  8. No assets or assistance provided by County to [BCC] shall be used for sectarian worship, instruction, or proselytization, except as otherwise permitted by law.

### **ARTICLE XIII. Adoption and Amendment of Bylaws**

- A. Adoption: An affirmative vote of at least 50%+1 of those voting, a quorum being present, shall be required to recommend these Bylaws for Board approval. These Bylaws become effective upon approval by the Board.
- B. Amendments:
  1. Any member of the [BCC] or the Executive Committee may propose amendments to these Bylaws.
  2. Proposed amendments shall be submitted in writing and made available to each member of the [BCC] no less than five days prior to consideration before a vote can be taken.
  3. An affirmative vote of at least 50%+1 of those voting, a quorum being present, shall be required to recommend Bylaws amendments for Board approval Any amendments to the Bylaws become effective upon approval by the Board.

### **ARTICLE XIV. Severability**

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Should any part term, portion or provision of these Bylaws be determined to be in conflict with any law or otherwise unenforceable or ineffectual, the remaining parts, terms, portions or provisions shall be deemed severable and their validity shall not be affected thereby, provided such remaining portions or provisions can be construed in substance to constitute the provisions that the members intended to enact in the first instance.

### **ARTICLE XV. Staffing Support**

Staff support from *(Name of County Agency)* shall be provided to support the [BCC] in conjunction with the work of the [BCC].