

BYLAWS OF THE ORANGE COUNTY SENIOR CITIZENS ADVISORY COUNCIL ~~AGING ADVISORY~~
COUNCIL OLDER ADULT ADVISORY COMMISSION

ARTICLE I. Name of Organization

- A. The name of this organization shall be Orange County Older Adults Advisory Commission, ~~Orange County Senior Citizens Advisory Council~~ hereinafter referred to as "Council Commission."
- B. The official location and mailing address of the Council Commission shall be:
- 1300 S Grand Ave.
Building B
Santa Ana, CA 92705

ARTICLE II. Establishment of Council Commission

The Council Commission, ~~previous known as the Senior Citizens Advisory Council~~, was established by the Orange County ("County") Board of Supervisors ("Board") to serve as the local Senior Citizens Advisory Council Commission on August 14, 1973. The Board modernized and continued the Council Commission's operations under Resolution No. 80-2133 (dated December 23, 1980), Resolution No. 90-1153 (dated August 28, 1990), Resolution 99-180 (dated May 11, 1999) and subsequent amendments to the Bylaws. The members of the Council Commission are appointed by the Board as described herein.

ARTICLE III. Purpose and Functions

- A. The purpose of the Council Commission is to carry out advisory functions which further the County's mission of developing and coordinating community-based systems of services for all older persons in the planning and service area. The Commission shall:
1. Advise on all matters affecting older adults. Advise the County on issues under due authority of the relevant to the County's actions on matters affecting the provision of older adult services and serve as a liaison between the County and Orange County older adults. Advise and act as a liaison between the County and citizens of the County of Orange.
 2. Assist in strategic planning, program oversight and evaluation of the Area Agency on Aging. Review local community policies, programs and actions which affect older persons with the intent of assuring maximum coordination and responsiveness to older persons.
 - 1.3. The Council shall promote effective outcomes consistent with local and statewide goals, objectives, and negotiated local performance measures.
 5. Meet Older Adult Needs and Service Identification: The Council shall study, review, evaluate, and inventory services available to the older adults of Orange County from both governmental and nongovernmental sources; shall assess the nature and extent of the unmet needs of older adults of Orange County, and shall make

~~recommendations to the County in regard to any matters.~~ Advise the County on all matters relating to the development and administration of the Area Plans and Master Plan for Aging required by law and the operations conducted under such plans.

6. ~~Conduct Annual Meetings and Prepare Reports: The Council shall arrange and assist in coordinating at least one annual meeting of advocates for older adults, County members of the California Senior Legislature ("CSL"), agencies, providers, and organizations of the aging network to discuss priorities for the ensuing year and prepare recommendation reports to the County CSL members in accordance with county policies and procedures. Study, review, evaluate, and inventory services available to the older adults of Orange County from both governmental and nongovernmental sources; assess the nature and extent of the unmet needs of older adults of Orange County, and make recommendations to the County with regard to such matters.~~
7. ~~Contract Monitor: The Council shall participate in the annual monitoring of OoA contractors, in order that the Council may evaluate the effectiveness of the various County Aging funded programs and services and assess the performance of the contractors. Council participation is subject to all conflict of interest policies. Participate in the coordination of at least one annual meeting of advocates for older adults to discuss priorities for the ensuing recommendation reports to the County and California Senior Legislature ("CSL") members in accordance with county policies and procedures.~~
8. Assist with Procurement: Members of the Council Commission may be invited to participate on independent review panels for contract solicitation of County Aging program and services. Council Commission participation is subject to all ~~conflict of interest~~conflict-of-interest policies.

B. The County of Orange Board of Supervisors is the entity responsible for setting policy, and for the direction and oversight of programs for older adults at the local level and provide funding thereto. In accordance with Board Resolution No. 80-2133 (dated December 23, 1980), Resolution No. 90-1153 (dated August 28, 1990), Resolution 99-180 (dated May 11, 1999) and these duly approved Bylaws, the Older Californians Act and regulations adopted pursuant thereto, and the Older Americans Act and regulations adopted thereto, the functions of the Council Commission are to ensure that older adults of Orange County have full opportunity to participate as active members of society for as long as possible; and to advise the County on matters related to areas of concern to older adults, including the following:

~~1. Ending homelessness for older adults. Securing and maintaining maximum independence and dignity in a home environment for older individuals capable of self-care with appropriate supportive services;~~

1.

~~2. Protection from poverty, hunger, abuse, neglect and exploitation. Removal of individual and social barriers to economic and personal independence for older individuals;~~

~~2.~~

3. Securing accessible transportation in all forms.

~~4. Combating loneliness and social isolation. Providing a continuum of care for the vulnerable elderly;~~

~~4.~~

~~5. Inclusion and equity in aging. Ensuring that resources reach Older Americans Act targeted populations.~~

~~5.~~

In furtherance of these objectives, each individual member of the CouncilCommission may advocate on behalf of all older adults in Orange County, being careful, where necessary, to indicate that any position of —advocacy taken is a personal matter and does not represent the CouncilCommission or the County of Orange.

Federal and State rules and regulations provide for program activities, and require the Board, as the —Chief Elected Officials for the County of Orange Office on Aging Area, to appoint a local Senior Citizens Advisory CouncilCommission.

C. ~~The Council shall submit to the County an annual report of Council priorities by April 1 of each year. The Commission shall submit to the County an annual report, no later than the end of February of each year, that includes recommendations to improve the lives of older persons within the scope of County services, a summary of its activities for the previous year, and identifies the Commission’s priorities for the upcoming year.~~

ARTICLE IV: Appointment and Membership

A. Membership of the CouncilCommission is to be composed as follows:

1. There shall be no more than 40 members that comprise the CouncilCommission.

a. Ten (10) to be selected by the Board.

CouncilCommission members shall be appointed by the Board with each Supervisor nominating two CouncilCommission members from inside or outside of their respective district. No person living outside of the Supervisor’s District shall be nominated for appointment to the CouncilCommission without the written consent of the Supervisor representing the district where the nominee resides.

b. Ten (10) to be selected by the City Selection Committee, for two-year terms.

~~Council~~Commission members shall be appointed by cities in a process coordinated by the City Selection Committee and the County Clerk of the Board, with the objective of having two appointees from the cities in each of the five supervisorial districts. The City Selection Committee may waive any residency and voter requirements.

- c. Up to twenty (20) to be selected for two-year terms by a quorum of the ~~Council~~Commission's Executive Committee.

~~Nominees shall be submitted by the Council, as well as other governmental commissions or councils, nongovernmental groups, service providers or the public at large. The Council shall utilize its twenty appointments to assure conformance with mandated membership requirements of AAA Advisory Councils, as required by federal and state statutes and regulations.~~

~~Council appointed membership will be initiated by submittal to the County of the "Application for Membership" form completed by the individual applicant. Prospective members shall attend one Council meeting and one standing committee meeting before being considered by the Executive Committee. The information regarding the applicant's interest, qualifications, memberships, and affiliations will be reviewed by the Executive Committee. Upon appointment to the Council, new members shall sign the Council Code of Ethics. The Commission shall solicit and accept nominations as needed for Commission membership in accordance with membership composition requirements set forth in these bylaws. All nominations, other than those directly appointed by the Board, shall be reviewed by the County and Executive Committee to ensure nominees meet the membership criteria as set forth herein.~~

~~All nominees are required to complete and submit a "County Application for Membership" form to the County. Appointment to the Commission shall be by a quorum of the Executive Committee. Other than those Commission members appointed directly by the Board, any qualified community member may nominate him/herself for appointment to the Commission.~~

B. Qualifications for ~~Council~~Commission Membership ~~(non-Board appointed)~~

1. The following criteria will be used for all membership appointments:
 - a. 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 ~~Council~~Commission shall be:
 - i. Registered voters in the County;
 - 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; and

iii. Residents of Orange County unless they are employed full-time and work with supportive services provider organizations servicing Orange County in Orange County in work connected with Orange County's older adult service network.

b. The majority (50% + 1) of the membership shall be over sixty (60) years of age and include ethnic minority representation.

b.c. The CouncilCommission shall include representatives of County supportive services provider organizations servicing Orange County.

c.d. The CouncilCommission shall represent all older individuals in Orange County with a special emphasis on those in greatest economic and social need.

~~d.~~ ~~The Council shall permanently reserve one of its appointment positions for the representative of the Social Security Administration~~

e. The CouncilCommission shall include a representative(s) of unpaid family caregivers.

f. The CouncilCommission shall be broadly representative of different racial, ethnic, religious, socio-economic, disability, age, gender, sexual orientation, or marital status groups in the County.

C. Length of CouncilCommission Membership

1. All regular CouncilCommission member Board 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 CouncilCommission whose term of office is expiring with that of the nominating Supervisor shall have the option of reapplying for membership for appointment.

2. Appointments made to fill a vacancy left by a member, z before the expiration of the term of that member, z shall be for the remaining term of that member.

3. Pursuant to Government Code section 1302, a member whose term has expired may continue serving as a member until reappointed, resigns, or replaced.

4. In the event of a vacancy, the Commission's Executive Director in partnership with Commission's Executive Committee is responsible for maintaining the required composition of the Commission for non-Board appointees. A vacancy may not necessarily be filled if the required composition of the Commission can be maintained without filling the vacancy. In the event of a vacancy, the Council's Executive Director in partnership with Council's Executive Committee is responsible for maintaining the required composition of the Council. A vacancy may not necessarily be filled if the required composition of the Council can be maintained without filling the vacancy.

- ~~5. The Council shall solicit and accept nominations for Council membership in accordance with membership composition requirements set forth in these bylaws, as needed.~~
- ~~6. All nominees shall be required to submit a membership application.~~
- ~~7. Other than those Council members appointed directly by the Board, any qualified community member may nominate him/herself for appointment to the Council by submitting a membership application to the Council's Executive Director.~~
- ~~8. Other than those appointed directly by the Board, nominations shall be reviewed by the Council and the County to ensure that nominees meet membership criteria as stated in these bylaws.~~

ARTICLE V. CouncilCommission Officers

A. CouncilCommission officers shall consist of:

1. Chairperson, Vice Chairperson, Secretary, and Immediate past Chair~~person, and Secretary.~~
2. The Chairperson shall preside over all meetings and special meetings, act as an ex-officio member on all committees, establish committees as needed and coordinate the appointment of CouncilCommission members thereto, represent the CouncilCommission at, or designate a representative to attend, public functions, provided such functions have been approved by the CouncilCommission and are consistent with County policy, and perform all other responsibilities allocated to the Chairperson under these bylaws.
3. The Vice Chairperson shall assume the duties of the Chairperson when the Chairperson is absent or unable to perform such duties, the duties of the Chairperson and perform all other responsibilities allocated to the Vice-Chairperson under these bylaws.
4. The Secretary shall take roll of CouncilCommission members at each CouncilCommission meeting and advise the chairperson as to the existence of a quorum. As time and scheduling permits, the Secretary may send a notification to Commission Members who are at risk of vacating his/her position due to lack of attendance at general meetings, as outlined in these bylaws. and collect "Monthly Senior Service Hours" from members, post and tabulate total hours.
5. ~~Terms of officers of the Council shall be for one year and officers shall serve until their successors are elected.~~ Terms of Office: Each officer of the Commission shall be elected to hold office for a one (1) year term, or until he/she resigns, is removed from office by action of the Commission, or his/her successor is elected. The term of office shall begin at the close of the meeting at which they were elected.
6. No person, except a member of the Board, may serve as Chairperson of the CouncilCommission for more than three consecutive terms.

~~7.~~ No person, except a member of the Board, may serve simultaneously as Chairperson for two or more Boards, Commissions or Committees.

~~8.~~ Resignation: Any elected officer may resign at any time by giving written notice to the Chair. The Chair shall inform the Commission of ~~the any~~ resignations at the next regularly scheduled meeting. Should the Chair resign, written notice shall be provided to the Vice-Chair.

~~7.9.~~ Vacancies: Any vacancy of an office mid-term shall be filled by the majority vote of the Commission. In the event of a vacancy in an office, other than that of the Chair, such vacancy may be filled temporarily by appointment made by the Chair until such time as the Commission shall fill the vacancy.

C. Elections

1. Election of officers shall be held annually during the last ~~Council~~Commission meeting (November) of each calendar year by majority vote, a quorum being present. ~~All officers shall be _____ elected for a term of one (1) year and shall serve until their successors are elected.~~

~~2.~~ ~~Officers shall begin their terms of office at the close of the meeting at which they are elected.~~

~~3.2.~~ For elections involving two candidates running for the same position, in the case of a tie, the tie shall be broken by a coin toss. If the meeting is conducted remotely, the coin toss shall be conducted on video and visible through the duration of the coin toss. The County shall conduct the coin toss.

For elections involving more than two candidates running for the same position, in the case of a tie involving the two candidates with the highest votes, a runoff election shall be held between the candidates with the two highest votes. If a tie remains, it shall be broken by coin toss, as described above. In the case of a three-way tie, a runoff election shall be held for all three candidates. If a tie remains, all three candidates shall have one representative coin toss, conducted by the County. The winning candidate is the candidate whose coin differentiates itself from the other two.

ARTICLE VI. Duties of Members

A. Members shall attend monthly meetings of the ~~Council~~Commission. ~~and of committees to which they are appointed. The Executive Committee shall meet regularly,~~ at a minimum two times per year, to review member attendance at ~~Council~~Commission ~~and committee~~ meetings.

~~1.~~ ~~Members of the Council 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.

- ~~1. Members of the Council shall not vote nor attempt to influence any other Council member on a matter under consideration by the Council or any of its committees or subcommittees:~~
- ~~2. Regarding the provision of services by such member or by an entity that such member represents; or~~
- ~~3. That would provide direct financial benefit to such member or the immediate family of such member; or~~
- ~~4. Engage in any other activity constituting a conflict of interest under County, state, or federal law.~~
- ~~5. 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.~~
- ~~6. Council members shall complete ethics training as required by County policy and Assembly Bill 1234 (Government Code sections 53234 through 53235.2).~~
- ~~7. Neither Council nor any of its members shall promote, directly or indirectly, a political party, political candidate, or political activity using the name, emblem, council title/position, or any other identifier of Council.~~
- ~~2.1. No assets or assistance provided by County to the Council shall be used for sectarian worship, instruction, or proselytization, except as otherwise permitted by law. Non-voting Members shall notify the Chairperson of the Council/Commission of any expected absence for a meeting by 5:00 p.m. ~~of~~ on the day before a regularly-scheduled Council/Commission meeting.~~
- ~~2. 8. Any member of the Council/Commission who fails to attend three consecutive regular meetings, or one-half of the regular meetings (five (5) regular meetings) in a calendar year shall automatically vacate the position of Commissioner/Council/Commission Member.~~
- ~~3. Attendance of less than one-half of a regular meeting shall be considered an absence and not subject to remuneration.~~
- ~~4. It is the responsibility of each Commission member to keep track of his/her attendance at meetings. If time and scheduling permits, a notice may be set to members who have missed two consecutive meetings, notifying the person that absence from a third consecutive meeting, will result in an automatic vacate of that position.~~
- ~~3.5. Although not mandatory, Commission members may track and report monthly volunteer hours to the Secretary.~~

- B. In the performance of its responsibilities, the Council/Commission 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.

~~C.~~ Members of the ~~Council~~Commission shall comply with the County Equal Employment Opportunity and ~~Antiharassment Policy and Procedures.~~

~~C.D.~~ All Commission members shall sign the Commission Code of Ethics, complete ethics training as required by County policy and Assembly Bill 1234 (Government Code sections 53234 through 53235.2) and comply with County Code of Ethics.

~~D.~~ Members of the Council shall comply with County Code of Ethics.

E. Members of the ~~Council~~Commission shall operate strictly within designated purposes and functions of ~~the Council~~the Commission, as described more fully in Article III.

ARTICLE VII. Committees and Subcommittees

~~A.~~ **Executive Committee:** There shall be an Executive Committee comprised of:

1. The Chairperson of the Commission.

2. The Vice Chairperson of the Commission.

3. The Secretary of the Commission.

4. Immediate past Chairperson.

5. Three (3) members-at-large of the Commission.

i. Members-at-large of the Commission's Executive Committee shall be elected by the full Commission during its annual meeting for the election of officers. No Commission Officer shall serve as an at-large member of the Executive Committee.

~~B.~~ The Executive Committee shall hold meetings at the request of the Chairperson at least two times per year, and shall conform to the Ralph M. Brown Act, California Government Code section 54950 et seq., as amended ("Brown Act") and the bylaws of the full Commission.

~~C.~~ -Should the current Chairperson and Immediate Past Chairperson be one and the same, or if the Immediate Past Chairperson cannot serve as a member of the Executive Committee Board for any reason, a fourth Member-at-Large Commission member shall be elected by the Commission. Board Past Chairperson, other than the Immediate past Chairperson, shall be granted status as an honorary member of the Executive Committee without the power of vote as long as they remain members of the Council.

~~D. Responsibilities of the Executive Committee Board shall be to deliberate, act, or make recommendations to the full Commission regarding such matters brought before it by the Chairperson or any member of the Executive Committee.~~

~~E. The Executive Committee shall annually assess the need to implement for standing committees in accordance with the Brown Act. Responsibilities of the Executive Committee shall be to liaise with the County, City Selection Committee, the Triple A Council of California, senior center, and nutritional sites. and, when necessary, legal counsel involved with Council matters.~~

~~A. All standing committees established under the Council shall conform to the Ralph M. Brown Act, California Government Code section 54950 et seq., as amended ("Brown Act") and the bylaws of the full Council. All actions of Council standing committees and workgroups are advisory to the Council. Chairs of the Council standing committees, in consultation with the Council and the Executive Director, shall prepare the agenda for standing committee meetings.~~

~~B. Members of the standing committees are also included as Special (non-voting) Members of the Council if not already members as provided for in "Membership Eligibility, Requirements, and Responsibilities." This is to ensure that the entire community of Orange County is fully represented on all levels of activity of the Council.~~

~~F. The Chairperson, Vice Chairperson and the County Designee shall be ex-officio members of all committees, except as otherwise noted in these Bylaws.~~

~~C. There shall be an Executive Committee comprised of:~~

- ~~1. The Chairperson of the Council.~~
- ~~2. The Vice Chairperson of the Council.~~
- ~~3. The Secretary of the Council.~~
- ~~4. Immediate past Chairperson.~~
- ~~5. Three members at large (3) of the Council.~~

~~i. Member-at-large members of the Council's Executive Committee are not to be Council officers.~~

~~Should the current Chairperson and Immediate Past Chairperson be one and the same, or if the Immediate Past Chairperson cannot serve as a member of the Executive Committee for any reason, a fourth Member-at-Large Council member shall be elected by the Council. Past Chairpersons, other than the Immediate Past Chairperson, shall be granted status as an honorary member of the Executive Committee without the power of vote as long as they remain members of the Council.~~

~~The Executive Committee shall hold meetings at the request of the Chairperson.~~

~~Responsibilities of the Executive Committee shall be to liaise with the County, the City Selection Committee, the California Commission on Aging, the Triple A Council of California, senior centers, nutritional sites, and, when necessary, legal counsel involved with Council matters.~~

~~Standing Committees: The Council shall have three (3) standing committees:~~

- ~~1. Housing & Transportation Committee~~
- ~~2. Wellbeing Reimagined Committee~~
- ~~3. Senior Citizen Engagement Committee~~

~~The Executive Committee shall annually assess standing committee activities, committee membership composition, committee effectiveness, and the relationship of committees to each other to determine if committees should be retained, merged, altered, or dissolved.~~

- ~~1. As part of the above-described annual review process, the officers of each committee shall annually, on a schedule adopted by the Executive Committee, submit a summarized written report to the Executive Committee identifying the committee's activities during the previous year and other information as the Council, by its Bylaws or otherwise, may specify.~~
- ~~2. The Executive Committee shall solicit and consider the analysis and comments of the County regarding the effectiveness of each committee at such time as the Executive Committee reviews the annual report of the committee.~~
- ~~3. To the extent possible, standing committees shall be comprised of the required Council representative categories and must be chaired by a member of the Council.~~
- ~~4. The term of the Chairperson of any standing committee shall be for one (1) calendar year, concurrent with the term of the Chairperson of the Council not to exceed two (2) consecutive terms.~~
- ~~5. The Committee Chairperson shall be appointed by the Executive Committee Chairperson. Council members will volunteer to be on the standing committees and will be recommended by the Executive Committee Chairperson. In such case that membership is not met for the committees, the Executive Committee Chairperson will appoint members accordingly.~~
- ~~6. The Council may maintain a structure of standing committees limited in number to long range activities required to carry out the functions of the Council and Area Plan of the County. The Executive Committee of the Council shall recommend to the Council the standing committees to be in operation as well as the purpose, composition and structure of such committees.~~
- ~~7. Membership on at least one standing committee is mandatory for all Council members.~~
- ~~8. Standing committees shall be composed of members of the Council and may include public members and professionals with experience and/or training in areas stated in~~

~~the purpose of the committee. All standing committee members shall be approved by the Executive Committee.~~

~~9. Standing committees shall have no more than one chairperson.~~

~~10. Members of the Executive Committee Board shall not serve as chairperson or vice-chairperson of any standing committee.~~

~~11. Meetings of standing committees shall be open to the public and shall be conducted in accordance with the Brown Act. Notice of meetings of standing committees shall be given in accordance with the Brown Act.~~

~~12. Each standing committee may appoint ad hoc subcommittees and task forces as may, in the committee's judgment, be required to cover a prime area of interest requiring detailed attention, development or support. Subcommittees and task forces shall be comprised solely of members of the standing committee totaling less than a quorum of the standing committee. Subcommittees and task forces shall dissolve upon conclusion of the assigned task.~~

~~13. In the event a standing committee is without a chairperson, the chairperson of the Council may appoint a convener for the committee until a committee chairperson is nominated by majority of the members of the committee and approved by the Council.~~

~~14. Standing committee chairpersons shall report committee, subcommittee and task force activities to the Council and Executive Committee when scheduled or requested to do so.~~

~~15. Standing Committee Chairpersons shall submit a monthly written report one week prior to the monthly meeting of the full council.~~

~~16. Standing Committee Chairpersons are welcomed to attend all Executive Committee meetings and shall attend January, March and September Executive Committee meetings.~~

~~17. Terms of appointment to standing committees shall be for one year.~~

D.G. Ad Hoc Committees: The Chairperson may establish ad hoc committees of less than a quorum of the Council Commission's membership to accomplish time-limited tasks that support the goals of the Council Commission.

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

~~When appropriate, committees may call on other knowledgeable individuals who are not Council members to act as consultants to the committees. Said individuals shall be subject to the conflict of interest statutes, regulations, bylaws, and ordinances.~~

The ad hoc committee chairperson shall be appointed by the CouncilCommission Chairperson. ~~CouncilCommission~~ members are expected to ~~will~~ volunteer to ~~be on the serve on an~~ ad hoc committee, ~~and will be recommended by the Council Chairperson.~~ In such case that membership is not met for each ad hoc committee, the CouncilCommission Chairperson will appoint members accordingly.

ARTICLE VIII. Meetings and Actions

- A. The CouncilCommission shall, at its last meeting of each calendar year (November), adopt a schedule including date, time and location of regular meetings and transmit that schedule in writing to members, the County, and the public at large. The CouncilCommission shall be dark in the months of July and December.
- B. All CouncilCommission meetings shall be open, public, ~~and~~ noticed in conformance with the provisions of the Brown Act, as amended, ~~and~~ held at a location within Orange County, California identified by the County at no additional cost to the County, and that satisfies the access requirements of the Americans with Disabilities Act.
1. Written notice of regular CouncilCommission meetings will be ~~mailed or~~ emailed to Commission Members ~~out~~, and publicly posted ~~for any person who previously requested notice~~ 72 hours prior to the meeting.
 - ~~2. Council meetings shall be held at a location within Orange County, California, determined by the County that satisfies the access requirements of the American with Disabilities Act.~~
 - ~~3-2. CouncilCommission~~ regular meetings shall be held during regular business hours.
- C. In the event of the absence of the Chairperson and Vice Chairperson, the Secretary shall preside at the meeting. ~~a chairperson pro tempore shall preside at the meeting. The secretary, with a quorum present, shall call the meeting to order and preside during such election of a chairperson pro tempore. The secretary shall immediately relinquish the chair to the chairperson pro tempore upon completion of the election.~~
- D. Special meetings of the CouncilCommission may be called either by the Chairperson or at the request of a majority of CouncilCommission members. Notice of special meetings shall:
1. Be 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 Brown Act.
- E. Quorum Requirements
1. Quorum requirements are as follows:

- a. General Meetings: Quorum shall be no less than 50%+1 of the membership. However, if there are unfilled vacancies in the membership of the Commission, then the quorum requirement will be proportionately reduced.
- 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: A Committee meeting quorum shall consist of more than 25% of the members of that committee (25% + 1). No action shall be taken without a quorum present.~~

- F. Voting Majority: Decisions and acts made by quorum vote of the members at any duly constituted meeting shall be regarded as acts of the Council Commission, except as otherwise provided by these Bylaws. Each Council Commission member shall have one vote. All Council Commission actions and recommendations shall be by motion, duly seconded, and carried by an affirmative vote of a majority of Council Commission members present.

- 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) votes in the affirmative, two (2) votes in the negative, and one (1) member abstains, the motion passes.

- G. Voting by Proxy: Members of the Board and the County Executive Officer who serve as Council Commission members may designate a substitute to attend a Council Commission meeting on their behalf and vote on any action item by ~~the~~ submitting the member’s signed proxy to the Council Commission Chairperson at the start of the meeting.

- H. Minutes: The County will audiotape meetings, and tape will act as official meeting record~~recording~~.

ARTICLE IX. Compensation and Reimbursement

- A. Compensation: Each member of the Council Commission shall be eligible to receive a sum of thirty dollars (\$30) pre-tax withholdings for attendance at a Council Commission meeting, subject to a maximum reimbursement for one such meeting per month. Attendance of less than one-half of a regular meeting shall be considered an absence and not subject to remuneration.
- B. Reimbursement: Council Commission members may be reimbursed for actual expenses incurred while performing within the scope of their duties to the extent permitted by applicable County policy and with prior approval of the County. 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:

1. The Board may, at any time with or without cause, remove any CouncilCommission member from office prior to the expiration of his/her term of office by majority vote of the Board.
2. Any officer may be removed from office by a two-thirds (2/3) vote of the total CouncilCommission membership. Any such officer shall be removed should that officer cease to be qualified for the office as provided in these Bylaws or cease to be a member of the CouncilCommission for any reason. Any officer may resign at any time by giving written notice to the CouncilCommission. Any such resignation shall become effective on the date identified in the letter of resignation unless otherwise specified; the acceptance of such resignation shall not be required to make it effective.
- ~~3. In the event that an individual appointed by the Council's Executive Committee is removed from their Committee, an appeal may be made in writing to and shall be heard by the Executive Committee at its discretion. The decision of the Executive Committee is final.~~

B. Resignation:

1. Resignation of CouncilCommission members shall be effected by a written letter of resignation submitted to the Chairperson of the CouncilCommission and to the County. A member shall be deemed to have automatically resigned CouncilCommission membership if the CouncilCommission member is absent from three consecutive ~~Regular~~ meetings or half (1/2) ~~1/2~~ of the annual meetings.
2. Vacancies:
 - a. In the event of a vacancy or removal from membership of a Board or City Selection Committee appointee, the CouncilCommission ~~shall may~~ request through the County, the appointment of a replacement by the appropriate appointing body to serve the unexpired term of the former incumbent of the seat.
 - b. A vacancy on the Executive Committee in any office, caused by any reason caused by death, resignation, removal from classification, disqualification, or otherwise, shall be filled by election by the members of the CouncilCommission for the unexpired portion of the term of said officer.
 - c. A vacancy on the CouncilCommission shall exist on the occurrence of noncompliance with applicable Federal and State regulations or change in

employment status from active employment in the classification that served as the basis for the appointment or other change in membership category, change in residency outside of Orange County, failure to complete ethics training, or failure to attend ~~five meetings in a calendar year~~three consecutive or one-half of the regular meeting schedule.

d. Vacancies will not necessarily be filled by individuals from a like organization; industry, employer, or association so long as the required membership composition is maintained, which will be officially determined by the County.

3. The Chairperson shall notify the County and the Clerk of the Board in writing of any vacancies within five (5) calendar days of learning the existence of any such vacancy.

ARTICLE XI. Authority

A. Parliamentary Authority: The Chairperson shall preside and manage ~~Council~~Commission meetings using parliamentary procedure consistent with these bylaws, any special rules of order the ~~Council~~Commission may adopt, and any applicable County, state, and federal law.

B. When circumstances demand that action be taken before the next scheduled ~~Council~~Commission meeting the ~~Council~~Commission 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 ~~Council~~Commission being present.

1. Such actions taken on behalf of the ~~Council~~Commission by a committee will be presented as an information item at the next regular ~~Council~~Commission meeting.

2. Such actions will not require further action by the ~~Council~~Commission.

C. Executive Committee – When unforeseen circumstances demand that action be taken before the next scheduled ~~Council~~Commission meeting, the Executive Committee is authorized to take action on behalf of the ~~Council~~Commission.

1. ~~Council~~Commission members shall be notified ~~either in writing or electronically by email~~ within 72 hours of any such Executive Committee action.

2. Such action is subject to review and ratification by the general membership of the ~~Council~~Commission at its next meeting.

D. ~~Standing and~~ Ad Hoc Committees

1. ~~Standing and a~~ Ad hoc committees shall have no independent authority and shall be ~~limited to exercising only those specific functions granted to them by the Council Commission Chair or the authority under which the ad hoc committee was formed.~~

2. No ~~standing or~~ ad hoc committee shall have independent authority to commit the ~~Council~~ Commission to any policy or action without the prior approval of the general membership ~~_____~~ of the ~~Council~~ Commission.

ARTICLE XII. Conflict of Interest

1. Members of the ~~Council~~ Commission 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 ~~Council~~ Commission shall not vote nor attempt to influence any other ~~Council~~ Commission member on a matter under consideration by the ~~Council~~ Commission 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
 - 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.
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. Council members shall complete ethics training as required by County policy and Assembly Bill 1234 (Government Code sections 53234 through 53235.2).~~
- ~~5.4.~~ Neither the ~~Council~~ Commission nor any of its members shall promote, directly or indirectly, a political party, political candidate, or political activity using the name, emblem, ~~council~~ Commission title/position, or any other identifier of the ~~Council~~ Commission.
- ~~6.5.~~ No assets or assistance provided by County to the ~~Council~~ Commission shall be used for sectarian worship, instruction, or proselytization, except as otherwise permitted by law.

ARTICLE XIII. Adoption and Amendment of Bylaws

~~Adoption/Amendments: An affirmative vote of at least 50%+1 of those voting, a quorum of the Council being present, shall be required to recommend these Bylaws for Board approval. These Bylaws become effective upon approval by the Board.~~

~~A.~~

- ~~1. The County may propose amendments to these Bylaws.~~

~~2. An affirmative vote of at least 50%+1 of those voting, a quorum of the Council being present, shall be required to review and recommend, or oppose, Bylaws amendments for being presented for Board approval. These Bylaws become effective upon approval by the Board. The Councils' position on the Bylaws will be stated in the agenda staff report being used to seek Board approval.~~

A. AmendmentsAdoption:

1. The County, or any member of the Commission 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 Commission in compliance with the Brown Act.
3. For CouncilCommission proposed amendments, An affirmative vote of at least 50%+1 of those voting, a quorum being present, shall be required to recommend Bylaws amendments prior to submittal to the Board for approval. Any amendments to the Bylaws become effective upon approval of by the Board.
4. For County proposed amendments, the CouncilCommission will vote, but majority is not required.

~~Any member of the Council 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 Council in compliance with the Brown Act.~~

~~3. An affirmative vote of at least 50%+1 of those voting, a quorum being present, shall be required to review and recommend or oppose Bylaws amendments. The Council's proposed Bylaws amendment will be presented to the Board for approval only if the Council duly approves the proposed amended Bylaws as described in the foregoing sentence. These Bylaws become effective upon approval by the Board. The Council and County staff positions regarding the proposed Bylaws amendment will be stated in the agenda staff report seeking Board approval.~~

ARTICLE XIV. Advocacy

1. The CouncilCommission website shall be hosted on the County's OCCR domain and managed by OCCRthe County.
2. The County must approve all CouncilCommission correspondence, statements, press releases, and reports prior to release. A 50%+ 1 majority of the quorum of the CouncilCommission membership, a quorum being present, must approve all such correspondence, statements, press releases, and reports prior to the CouncilCommission's submittal of any such items to the County. OCCR and request for the County's approval of such items.

3. All ~~Council~~Commission communications shall be preapproved by ~~the County~~ OCCR and be on ~~OCCR and Council~~Commission letterhead.
4. The ~~Council~~Commission's recommendations on legislation must be approved by the majority vote of a quorum of the ~~Council~~Commission and submitted to the County Executive Office legislative planning committee for recommendation to the County through OCCR. The ~~Council~~Commission shall not take positions on legislation without the approval of the County.
5. All use of the County and ~~Council~~Commission emblem/seal requires pre-approval of the County through OCCR.
6. Neither the ~~Council~~Commission nor any of its ~~Council~~Commission members shall promote, directly or indirectly, any political party, political candidate or political activity using the name, emblem, ~~council~~Commission title/position, or any other identifier of the ~~Council~~Commission or County of Orange logo.

ARTICLE XV. Severability

Should any part term, portion or provision of these Bylaws be determined to ~~be in conflict with~~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 XVI. Staffing Support

Staff support from the County shall be provided to support the ~~Council~~Commission in conjunction with the work of the ~~Council~~Commission and may include, but not be limited, to the following:

- A. Attendance at Meetings:
 1. A representative designated by the County, shall attend each meeting, and maintain a record of all proceedings and directives of the ~~Council~~Commission. OCCR Support will call agenda items or groups of items.
- B. Preparation and Distribution of Agenda:
 1. The County will prepare, publicly post and distribute all agendas of the ~~Council~~Commission meetings. The agenda shall consist of a brief general description of each item to be considered by the ~~Council~~Commission, pursuant to the Brown Act.
 2. The County will prepare, publicly post, and distribute all supplemental agendas when there has been an item added, continued, deleted, and/or modified since the distribution of the initial agenda.

3. The regular ~~Council~~Commission meeting agenda will be distributed and made available to the public at least 72 hours prior to the meeting, pursuant to the Brown Act.
4. The County staff will audiotape meetings, and tape will act as official meeting record.

Last revised and approved by the Board of Supervisors on July 26, 2022 ~~July 26, 2002~~ January 23, 2024.

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