

ORANGE COUNTY PARKS COMMISSION

STAFF REPORT

FROM: Tom Starnes, Director, OC Parks

DATE: September 1, 2022

SUBJECT: Amendments to the Orange County Parks Commission Bylaws

On August 31, 1999, the Orange County ("County") Board of Supervisors ("Board") enacted Ordinance No. 99-21, which established the creation, powers and duties, membership, and other aspects of the Orange County Parks Commission ("Commission"), codified as Orange County Codified Ordinance ("OCCO") section 2-2-15 *et. seq.* Since its establishment, the Commission has adopted bylaws to assist it in its governance, organization, and processes.

On May 25, 2021, the Board approved a Boards, Commissions, and Committees ("BCCs") Bylaws Template ("Template"), which was later amended on June 8, 2021 and on July 31, 2021. This Template was issued to all BCCs under the jurisdiction of the Board and the BCCs were instructed to amend their respective bylaws to conform with the provisions of the Template to promote more consistency of governance across the BCCs. The Board approved an omnibus agenda item with the revised bylaws for a number of County BCCs under its jurisdiction on July 26, 2022. As the Commission is one of the BCCs under the jurisdiction of the Board, its bylaws must be consistent with the Template, and the Commission's revised bylaws must now be submitted to the Board for approval as a stand-alone agenda item since it was not included in the omnibus item.

Most of the proposed Amendments to the Commission's bylaws consist of standard language in the Template that will not significantly affect or change the operation of the Commission. Proposed Amendments, which may have a larger effect on the Commission's operations, consist of the following: requiring that all Commission's bylaws amendments be approved by the Board; requiring that all members appointed to the Commission be registered to vote in the County; requiring that election of Commission officers take place during the last meeting of the year; members who resign must send written resignation to the Chair and to the Board; members must notify the Chair of any expected absence for a meeting by 5:00 p.m. the day before and indicate good and sufficient reasons for the absence; and clarifying quorum requirements.

Pursuant to the Template, these proposed Amendments to the Commission's bylaws must, subsequent to the Commission's approval, be reviewed and approved by the County Board prior to implementation.

RECOMMENDED ACTION:

Recommend that the Board of Supervisors adopt the amended Orange County Parks Commission Bylaws.


Tom Starnes

ATTACHMENT(S):

Attachment A – Summary of Notable Changes to Commission Bylaws

Attachment B – Proposed Bylaws Amendments – Redlined

Attachment C – Boards, Commissions, and Committees Bylaws Template

Summary of Notable Changes to Commission Bylaws

Functions (Article III, subsection B(6), Page 2)

- Added a function of the Orange County Parks Commission (“Commission”) pertaining to the propagation and protection of fish and game in order to reflect the existing function under Orange County Codified ordinance section 2-2-19 more exactly.

Officers (Article V, Pages 3–4)

- Commissioners, except a member of the Board, may not serve as Chair for more than three consecutive terms and no person may serve simultaneously as Chair for two or more Boards, Commissions, or Committees.
- Election of officers shall be held annually during the last Commission meeting of each calendar year.

Duties of Members (Article VI, Page 4)

- Members must notify Chair of any expected absence for a meeting by 5:00 p.m. the day before a regularly scheduled meeting and indicate good and sufficient reasons for the absence.

Meeting and Actions (Article VIII, Page 5)

- Adoption of schedule of regular meetings takes place during first meeting of each year.

Removal and Resignation of Members (Article X, Page 7)

- Resigning Commissioners must send written resignation letter to the Chair and to the Board.
- Chair must notify Clerk of the Board in writing of any vacancies within 10 days of learning of any vacancy.

Authority (Article XI, Pages 7–8)

- When circumstances demand that action be taken before the next scheduled Commission meeting the Commission may authorize and grant its full authority to any standing committee to act on its behalf to make specific, limited, independent recommendations to the County, a quorum of the Commission being present.
- Such actions taken on behalf of the Commission by a committee will be presented as an information item at the next regular Commission meeting.
- Such actions will not require further action by the Commission.

Adoption and Amendment of Bylaws (Article XIII, Page 9)

- Adopting and amending bylaws requires a majority affirmative vote by the Commission and approval by the Board.

Orange County Parks Commission Bylaws

Article I. Name of Organization

- A. The name of this organization shall be the Orange County Parks Commission, hereinafter referred to as "Commission".
- B. The official location and mailing address of the Commission shall be:

Irvine Ranch Historic Park
13042 Old Myford Road
Irvine, California 92602

Article II. Establishment of Commission

The members of the Commission are appointed by the Orange County ("County") Board of Supervisors ("Board") and the Clerk of the Board's City Selection Committee as administered through the Orange County Division of the League of California Cities pursuant to Orange County Codified Ordinance ("OCCO") section 2-2-15.

Article III. Purpose and Functions

- A. The purpose of the Commission is to work with the County to:
 - 1. Act as advisory body to the Board and to the Director of OC Parks.
- B. In accordance with OCCO section 2-2-19, the functions of the Commission are as follows:
 - 1. To recommend to the Board of Supervisors plans and policies for the acquisition, development, maintenance and operation of the harbors, beaches, and regional parks of the county.
 - 2. On request of the Board of Supervisors, to advise the board and make recommendations on any matter pertaining to harbors, beaches, and regional parks, and other matters referred by the Board concerning open space, trails, community and neighborhood parks and recreational activities.
 - 3. On request of the Director, to advise him or her on any question of administrative policy and regarding any matter to be decided by the Director under this division.
 - 4. On appeal from an administrative decision by the Director, to act as a board of administrative review **where so provided in this division**.

5. To make such investigations as it may deem necessary in the exercise of the powers in this section enumerated.
6. To perform the duties and functions of the Fish and Game Commission assigned by either statute or this Code and shall consider methods for the propagation and protection of fish and game in the State of California and County of Orange.

In addition, Resolution No. 72-741 directs the OC Parks Commission to report to the Board of Supervisors on the necessity, advantages and benefits to be derived by the acquisition, improvement, or maintenance of certain areas, including but not limited to the following:

- a. any park proposed in the Master Plan of Regional Parks;
 - b. local parks in unincorporated county areas;
 - c. county roadside rests;
 - d. county equestrian, bicycle and hiking trails.
- C. The Commission shall report to the Board by having its recommendations on items going to the Board stated on the Agenda Staff Report presented to the Board.

Article IV. Appointment and Membership

- A. Membership of the Commission is to be composed as follows:
1. There shall be seven (7) members that comprise the Commission. Pursuant to OCCO section 2-2-15, members of the Commission shall be selected pursuant to the following criteria:
 - a. Five (5) members are appointed by the Board, where one member is appointed from each of the five (5) supervisorial districts.
 - b. Two (2) members are appointed by the Clerk of the Board's City Selection Committee as administered through the Orange County Division of the League of California Cities, with one member a resident of the cities of Seal Beach, Huntington Beach, Newport Beach, Laguna Beach, Dana Point or San Clemente, and the other member a resident of one of the other cities in the County of Orange.
 - c. All members will be voting members.
- B. Qualifications for Commission Membership

1. Board of Supervisor Appointments: The following criteria will be used for the five (5) members appointed by the Board of Supervisors pursuant to Article IV (A)(1)(a) above:
 - 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 Board appointed members of the Commission 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.
2. City Selection Committee Appointments: All other members shall be appointed pursuant to City Selection Committee procedures and in accordance with these Bylaws.

C. Length of Commission Membership

1. All regular Commission 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 Commission whose term of office is expiring with that of the nominating Supervisor shall have the option of reapplying for membership for appointment.
2. The term of office of the members appointed by the Clerk of the Board's City Selection Committee as administered through the Orange County Division of the League of California Cities is four (4) years.
3. 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.
4. Pursuant to Government Code section 1302, a member whose term has expired shall continue serving as a member until reappointed or replaced.

Article V. Commission Officers

- A.** Commission officers shall consist of:
1. Chair

- a. 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 Commission at public functions.

2. Vice-Chair

- a. 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.

3. Executive Officer

- a. The Director of OC Parks or designee.
- b. The duties of the Executive Officer include preparing agendas, keeping the minutes of Commission meetings, attending to the Commission's necessary correspondence, and shall be the custodian of the Commission's records.

- B. Terms for officers of the Commission shall be for one year.
- C. No person, except a member of the Board, may serve as Chair of a BCC for more than three consecutive terms.
- D. No person, except a member of the Board, may serve simultaneously as Chair for two or more BCCs.
- E. Election of officers shall be held annually during the last Commission meeting of each calendar year by majority vote, a quorum being present.

Article VI. Duties of Members

- A. Members shall attend meetings of the Commission and of committees to which they are appointed. The Executive Committee shall regularly review member attendance at Commission and committee meetings.
- B. Members shall notify the Chairperson of the Commission of any expected absence for a meeting by 5:00 p.m. of the day before a regularly scheduled Commission meeting, indicating good and sufficient reasons for the absence.
- C. In the performance of its responsibilities, the 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.

- D. Members of the Commission shall comply with the County Equal Employment Opportunity and Anti-Harassment Policy and Procedures.
- E. Members of the Commission shall comply with County Code of Ethics.
- F. Members of the Commission shall operate strictly within designated purposes of the Commission.

Article VII. Committees and Subcommittees

- A. Standing Committees: The BCC may establish standing committees as it sees fit.

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

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

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

- C. Subcommittees: The Commission may establish subcommittees for specific subject matters within the subject matter jurisdiction of the Commission. The Commission shall determine, by majority vote during a regular Commission meeting, the subcommittee's: membership; roles and responsibilities; and the time, place and manner of meetings of the subcommittee. The Commission shall approve the bylaws of the subcommittee(s) by a majority vote during a regular meeting of the Commission.

Article VIII. Meeting and Actions

- A. The Commission meets at 6:00 p.m., on the first Thursday of each month at the Irvine Ranch Historic Park Headquarters Building, 13042 Old Myford Road, Irvine, CA, unless rescheduled by the Commission. Two to three Saturday field trips per year, to selected recreation facilities, are also held.
- B. The Commission 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.
- C. All Commission 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.

D. Special meetings of the Commission may be called either by the Chairperson or at the request of a majority of Commission 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 Ralph M. 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.
 - b. Standing Committees: Quorum shall be the members present, but no less than three (3).

F. Voting Majority: Decisions and acts made by majority vote of the members at any duly constituted meeting shall be regarded as acts of the Commission, except as otherwise provided by these Bylaws.

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.

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

- H. Minutes: The Clerk of the Commission shall prepare and publish the minutes for each meeting of the Commission.

Article IX. Compensation and Reimbursement

- A. Compensation: Each member of the Commission shall be eligible to receive a sum of \$75.00 per meeting and field trip (not to exceed two in any month) for attendance at a Commission meeting, subject to a maximum reimbursement as specified by OCCO section 2-2-16. Attendance of less than one-half of a regular meeting shall be considered an absence and not subject to remuneration.
- B. Reimbursement: 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. 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.
 - 1. Members of the Commission shall be entitled to mileage from home to meeting place.

Article X. Removal and Resignation of Members

- A. Removal: The Board may, at any time and without cause, remove any Commission member from office prior to the expiration of his/her term of office by majority vote of the Board. Members appointed by the Orange County Division of the League of California Cities may be removed during the term of office by a majority vote of the appointing authority.
- B. Resignation: Resignation of Commission members shall be effected by a written letter of resignation submitted to the Chairperson of the Commission and to the Board.
- 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 Commission meetings using parliamentary procedure consistent with these bylaws, any special rules of order the Commission may adopt, and any applicable County, state, and federal law.
- B. When circumstances demand that action be taken before the next scheduled Commission meeting the Commission may authorize and grant its full authority to any standing committee to act on its behalf to make

specific, limited, independent recommendations to the County, a quorum of the Commission being present.

1. Such actions taken on behalf of the Commission by a committee will be presented as an information item at the next regular Commission meeting.
2. Such actions will not require further action by the Commission.

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

Article XII. Conflict of Interest

- A. Members of the 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.
- B. Members of the Commission shall not vote nor attempt to influence any other Commission member on a matter under consideration by the Commission or any of its committees or subcommittees:
 1. Regarding the provision of services by such member (or by an entity that such member represents); or
 2. That would provide direct financial benefit to such member or the immediate family of such member; or
 3. Engage in any other activity constituting a conflict of interest under County, state, or federal law.
- C. 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.
- D. In order to avoid a conflict of interest or the appearance of such conflict, all nominees to become members of the Commission shall disclose on forms provided by the County information regarding their private economic interests that may be implicated by their service on the Commission

- E. Commission members shall timely file Statements of Economic Interests (Form 700) and other financial disclosures as required by law.
- F. Commission members shall complete ethics training as required by County policy and Assembly Bill 1234 (Government Code sections 53234 through 53235.2).
- G. Neither Commission 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 Commission.
- H. No assets or assistance provided by County to Commission 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 Commission may propose amendments to these Bylaws.
 - 2. Proposed amendments shall be submitted in writing and made available to each member of the Commission 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

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 OC Parks shall be provided to support the Commission in conjunction with the work of the Commission.



County of Orange

County Policy

Subject:	Boards, Commissions, Committees under the Jurisdiction of the Board of Supervisors
Authority:	County Executive Office: Signature:  Digitally signed by Frank Kim DN: cn=Frank Kim, ou=County of Orange, ou=CEO, email=frank.kim@coorange.ca.us Date: 2021.10.09 11:02:11 -0700
Policy Owner:	CEO/Deputy County Executive Officer: Signature: 
Approval Date:	09/16/2021
Last Revision Date:	N/A
Version No.:	1.0

A. Policy

Where a statute or ordinance requires a Board, Commission and Committee (BCC) under the jurisdiction of the Board of Supervisors (Board) to have Bylaws, or where the Board creates a BCC, the BCC shall have and be governed under bylaws that include the elements contained in the attached Bylaws Template approved by the Board on May 25, 2021 as amended on July 13, 2021 (Template).

1. If local, State or Federal authority requires additional elements that do not appear in the Template, or if local, State, or Federal authority necessitates the modification of elements that appear in the Template, then that authority shall control, and the BCC bylaws shall deviate from the Template.
2. Bylaws should serve as “rules” or a framework for the administration, operation, and management of each BCC.
3. Documents approved by the Board prior to the effective date of this Policy that function to govern the activities of a BCC shall be deemed as functional equivalent of bylaws, so long as they include the elements listed in the Template. Such documents may take the form of Rules of Procedure, Policies and Procedures, or agreements.

B. Purpose

To establish policy and procedures for the development, review, and approval of BCC bylaws created by action of the Board or as required by a statute or ordinance that include the elements contained in the Template in order to achieve standardization, uniformity, and consistency.

C. Authority

The Board establishes BCCs to advise on issues and make recommendations on various topics relating to the welfare of the County community. BCCs may be created as a result of State and Federal legislation, agreements with public or private agencies, and local needs.

**County Policy****D. Procedure**

1. Revision or Creation of Bylaws: Board-created BCCs are supported by County departments ("Support Agencies") assigned to administer the BCC's day-to-day functions. Following the effective date of this Policy, Support Agencies shall make the Template available to the officers of the BCCs to which they are assigned, to accomplish the following:
 - a. For BCCs with bylaws that were adopted prior to the effective date of this Policy, review those existing bylaws and through their Support Agencies seek Board approval of bylaws revised in accordance with the Template.
 - b. For BCCs that, prior to the effective date of this Policy, were governed by other types of documents such as Rules of Procedure, Policies and Procedures, or agreements, review those existing documents and through their Support Agencies seek Board approval of the documents revised in accordance with the Template.
 - c. For BCCs that are governed by County ordinances, determine if the ordinance sufficiently details the procedures by which the BCC operates, or if additional guidance through bylaws may be needed. Any proposed changes to the ordinances shall be provided to the Support Agencies for seeking Board approval.
 - d. For BCCs that did not have bylaws or other forms of governance documents prior to the effective date of this Policy, adopt bylaws in accordance with the Template and through their Support Agencies seek Board approval of the new bylaws.
2. At-Large Appointments: Pursuant to revised Board Rules of Procedure Rule 16 (Rule 16), appointments to a BCC that are not designated for nomination by a specific Board district will be deemed at large appointments, and the appointment shall be for a period of two years. At large appointments may only be submitted by the Board Chair for placement on a Board meeting agenda.
 - a. Departments wishing to nominate candidates for at large appointments under Rule 16 shall submit a request memo to the Board Chair's office for placement of the recommended at large appointments on a Board meeting agenda, with a draft supplemental Agenda Staff Report (ASR) and candidate applications attached. A sample of the request memo to the Board Chair's office is available [here](#) on the Intranet under "At Large Nominations Memo Template". Details of this procedure are additionally available under the "Countywide ASR Guidance Document".
 - b. If approved, the Board Chair's office will submit the ASR and attachments to the Clerk of the Board for inclusion on a Board meeting agenda.
3. Support Agencies shall assist BCC officers in the review of BCC members' required attendance at regular BCC or standing committee meetings. Support Agencies, as appropriate or necessary,



County Policy

should notify nominating Board members of potential or developing issues related to BCC members' absences or ability to properly discharge their duties.

4. Support Agencies shall post approved BCC bylaws and other governance documents, including subsequent modifications, as well as minutes of BCC meetings, through the Clerk of the Board's portal for Boards, Commissions & Committees, see hyperlink below, into their own websites:

<https://cob.ocgov.com/boards-comissions-committees/bcc-name-list-and-contact-information>

E. Attachments

Title
Attachment A - Bylaws Template Approved May 25, 2021 as Amended July 13, 2021

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.

Bylaws Template

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.

Bylaws Template

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. 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.
4. 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.”)
3. Terms for officers of the [BCC] shall be for one year.

Bylaws Template

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)

Bylaws Template

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.
- 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

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

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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].