

LAW OFFICES OF
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Agenda Item No. 3
June 27, 2007 Meeting

DATE: June 15, 2007
TO: Children and Families Commission of Orange County
FROM: Terry C. Andrus, Commission Counsel
SUBJECT: **Approve Amended and Restated Commission Bylaws**

SUMMARY:

As requested by the Executive Director, I have completed a review of prior Commission action related to the adoption and revision of your Commission Bylaws. I have incorporated those directives regarding the Bylaws into a single document and have proposed further revisions which are, for the most part, self-explanatory. All of the proposed revisions are included in a redline/strike-out version attached to this report. Most of the revisions involve light housekeeping matters (e.g., reflecting the name change to "Children and Families Commission of Orange County"), removal of redundant language (e.g., Article V, Section 2) or correction of typographical errors.

Of particular note, however, are the following:

- Article VI, Section 2 is revised to reflect current practice, as follows:
COMPENSATION AND REIMBURSEMENT. Members of the Advisory Committees shall serve without compensation. Members of committees and subcommissions may receive such reimbursement for expenses, or per diem, as may be fixed or determined by the Commissioners Commission.
- Article VII, Section 2 is revised to reflect prior Commission action and to provide flexibility on account of the Commission's preference for being "dark" in July, as follows:

ELECTION AND TERM OF OFFICERS. The officers of the Commission shall be elected at or about the beginning of the fiscal year by a majority of the vote of the Commissioners ~~then appointed to the Commission~~present. They shall serve for 12 months or until the first meeting in the month of January following their election, unless sooner removed by a majority vote of the Commissioners ~~then appointed to the Commission~~election of a successor.

- Article VII, Section 5 is revised to conform with Commission directive that the immediate past Chairperson shall be Chairperson *Pro Tempore*.
- Article VIII, Section 4 inserts language relieving the Clerk of the obligation to audio-tape Commission workshops or retreats in compliance with prior Commission action directing the inclusion of such language in the Bylaws.
- Article X, Section 1 is deleted to conform with the Commission's direction when it first adopted the Bylaws. That Section would have required a two-thirds vote of the Commission in order to amend the Bylaws.

STRATEGIC PLAN AND FISCAL SUMMARY:

Not applicable.

RECOMMENDED ACTION:

Adopt the attached "Amended and Restated Bylaws of the Children and Families Commission of Orange County."

BYLAWS OF THE CHILDREN AND FAMILIES COMMISSION OF ORANGE COUNTY

ARTICLE I NAME

The Commission shall be the Children and Families Commission of Orange County. References in these Bylaws to "Commission" or "the Commission" shall mean the Children and Families Commission of Orange County unless otherwise specified.

ARTICLE II OFFICES

- Section 1. PRINCIPAL OFFICE. The Commission's principal office shall be located in the City of Irvine, Orange County, California.
- Section 2. OTHER OFFICES. The Commission may at any time establish branch or subordinate offices.

ARTICLE III PURPOSE

The purpose of the Commission shall be to promote, support, and improve the early development of children from the prenatal stage to five years of age. This purpose shall be accomplished through the establishment, institution, and coordination of appropriate standards, resources, and integrated and comprehensive programs emphasizing community awareness, education, nurturing, child care, social services, health care, and research. The Commission shall work with the First 5 California Children and Families Commission (hereinafter referred to as the "State Commission") in the implementation of the "California Children and Families Act of 1998" (hereinafter referred to as the "Act,") which was adopted by the California electorate as Proposition 10 at the November 3, 1998 general election. The Commission shall develop and adopt an adequate and complete county strategic plan for the support and improvement of early childhood development within Orange County.

ARTICLE IV AGENDAS, NOTICES, AND MEETINGS

- Section 1. POSTING. All required agendas and notices shall be posted in the posting area utilized by the Clerk of the Orange County Board of Supervisors at 10 Civic Center Plaza, Santa Ana, California.

- Section 2. REGULAR MEETINGS. Regular Meetings of the Commission shall be held at 9:00 am, on the first Wednesday of each month, in Room 119 of the Orange County Hall of Administration, 10 Civic Center Plaza, Santa Ana, California.
- Section 3. SPECIAL MEETINGS. Special meetings of the Commission for any purpose or purposes may be called at any time by the Chairperson or presiding officer of the Commission, or by a majority of the Commissioners, or as otherwise provided by law, so long as all meetings are properly noticed as set forth above.
- Section 4. NOTICE OF SPECIAL MEETINGS. Written notice of any special meeting of the Commission may be served by personal delivery to a Commissioner. Such notice may also be served by deposit into the United States Postal Service in any class of mail which generates a written record of the fact, date, and time of delivery to the named individual addressee. Notice by mail shall be deemed effective at the date and time shown on such written record, or at the date and time entered by the individual Commissioner on the official record of the special meeting. Service of such notice may also be effected by facsimile transmission to a facsimile facility designated by a Commissioner. Facsimile service shall be deemed effective at the time that the notice is transmitted to the designated facility.
- Section 5. SPECIAL NOTICE REQUIRED. No amendment or repeal to these Bylaws may be considered or acted upon by the Commission unless notice of such action is served on each Commissioner and posted for the public at least seven days prior to the date of such consideration or action.
- Section 6. QUORUM. A majority of the authorized number of Commissioners constitutes a quorum of the Commission for the transaction of any business, except to adjourn as provided in this Article. Every act or decision done or made by a majority of the Commissioners present at a meeting duly held at which a quorum is present shall be regarded as the act of the Commission, unless a greater number is required by law or these Bylaws, except as provided below. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Commissioners, if any action taken is approved by at least a majority of the required quorum for such meeting.
- Section 7. ADJOURNMENT. A majority of the Commissioners present, whether or not a quorum is present, may adjourn any Commission meeting to another time and place, so long as such adjournment is in compliance with the Brown Act. Notice of the time and place of holding an adjourned meeting shall be immediately posted at or near the door of the place where the order of adjournment was made.
- Section 8. RULES OF PROCEDURE. Meetings of the Commission shall be conducted in accordance with Rules of Procedure adopted by the Commission.

ARTICLE V
SUBCOMMISSIONS

- Section 1. GENERAL. The Commission may create one or more subcommissions, and delegate to such subcommissions any of the authority of the Commission so long as such authority is in accordance with applicable law, except with respect to:
- A. Amendment or repeal of Bylaws or the adoption of new Bylaws;
 - B. Amendment or repeal of any resolution of the Commission which by its express terms is not so amendable or repealable;
 - C. Appointment of other subcommissions of the Commission; or
 - D. Approval of financial reports, annual audits, and any transaction which involves more than ten percent (10%) of the assets, whether fixed, real or executory, of the Commission.
- Section 2. ALTERNATE SUBCOMMISSION MEMBERS. The Commission may appoint alternate subcommission members to any subcommission who may replace an absent member at any meeting of the subcommission.
- Section 3. MODE OF PROCEEDINGS. The Commission shall have the power to prescribe the manner in which proceedings of any such subcommission shall be conducted. In the absence of any such prescription, such subcommission shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless the Commission or such subcommission shall otherwise provide, the regular and special meetings and other actions of any such subcommission shall be governed by the provisions of Article IV applicable to meetings and actions of the Commission.
- Section 4. MINUTES AND ACTS. Each subcommission shall keep regular minutes of its proceedings, which shall be filed with the Clerk of the Commission. All actions by any subcommission shall be reported to the Commission at the next meeting thereof, and, insofar as rights of third parties shall not be affected thereby, shall be subject to revision and alteration by the Commission.

ARTICLE VI
ADVISORY COMMITTEES

- Section 1. ADVISORY COMMITTEES. The Commission may create and convene one or more Advisory Committees comprised of representatives of service providers, public agencies, private agencies, or members of the public as appears expedient and useful. The Advisory Committees shall consider and provide advice and comment to the Commission as to all matters referred by the Commission. The Advisory Committees shall adopt rules of order and procedure as are expedient,

provided, however, that all meetings are called, noticed, held and conducted in accordance with the Brown Act.

- Section 2. COMPENSATION AND REIMBURSEMENT. Members of the Advisory Committees shall serve without compensation. Members of committees may receive such reimbursement for expenses, or *per diem*, as may be fixed or determined by the Commission.

ARTICLE VII OFFICERS OF THE COMMISSION

- Section 1. OFFICERS OF THE COMMISSION. The officers of the Commission shall be a Chairperson of the Commission and a Vice-Chairperson of the Commission.
- Section 2. ELECTION AND TERM OF OFFICERS. The officers of the Commission shall be elected at the June meeting by a majority of the vote of the Commissioners present. They shall serve until the following June meeting, unless sooner removed or subsequently re-elected by a majority vote of the Commissioners.
- Section 3. CHAIRPERSON OF THE COMMISSION. The Chairperson of the Commission shall preside at all meetings of the Commission and shall conduct the business of the Commission in the manner prescribed by these Bylaws and the Commission's Rules of Procedure. The Chairperson shall preserve order and decorum, and shall decide all questions of order, subject to the action of a majority of the Commission. The Chairperson shall exercise and perform such other powers and duties as may be assigned by the Commission or prescribed by the Bylaws.
- Section 4. VICE CHAIRPERSON OF THE COMMISSION. The Vice Chairperson shall act as Chairperson in the absence of the Chairperson and, when so acting, shall have all the powers of, and be subject to all the restrictions upon, the Chairperson. The Vice Chairperson shall have such other powers and perform such other duties as from time to time may be prescribed by the Commission.
- Section 5. CHAIRPERSON PRO TEMPORE. In the absence or inability to act of both the Chairperson and the Vice Chairperson, the Commissioners in attendance at a duly noticed meeting shall elect a Chairperson Pro Tempore, who shall then preside at the meeting, and shall have all of the powers and duties of the Chairperson for the remainder of the meeting.

ARTICLE VIII STAFF AND EMPLOYEES

- Section 1. APPOINTMENT AND TERM. The staff of the Commission shall be the Executive Officer, the Clerk of the Commission, and the Commission Counsel. The Commission may appoint, or may empower the Chairperson or Executive Officer to appoint, such other employees as the business of the Commission may

require, each of whom shall hold office for such period, have such authority and perform such duties as the Commissioners may from time to time determine.

- Section 2. REMOVAL. Any staff member or employee may be removed, either with or without cause, by the Commission at any time or, except in the case of the Commission Executive Officer, by any officer or employee upon whom such power of removal may be conferred by the Commission.
- Section 3. RESIGNATION. Any staff member or employee may resign at any time by giving written notice to the Commission, but without prejudice to the rights, if any, of the Commission under contract to which the officer is a party. Any such resignation shall take effect at the date of the receipt of such notice by the Clerk of the Commission or at any later time specified therein and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- Section 4. CLERK OF THE COMMISSION. The Clerk shall attend all meetings of the Commission. The Clerk shall keep or cause to be kept, at the principal office or such other place as the Commission may order, a book of minutes of all meetings of the Commission and its subcommissions or committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at Commission and committee meetings, and the proceedings thereof. The Clerk shall keep, or cause to be kept, at the principal office of the Commission, the original or a copy of the Commission's organic Ordinance, the Commission's Bylaws, as amended to date, all resolutions of the Commission, and the audio tapes of all Commission meetings. The Clerk shall prepare, distribute, and post the agendas for, and shall give, or cause to be given, notice of all meetings of the Commission and any subcommission or committees thereof required by these Bylaws or by law to be given, and shall have such other powers and perform such other duties as may be prescribed by the Commissioners.
- Section 5. COMMISSION EXECUTIVE OFFICER. The Executive Officer shall attend all meetings of the Commission. The Executive Officer shall act as the supervisor of all Commission employees, unless the Commission provides otherwise. The Executive Officer shall be responsible for the assembly and submission of agenda items to the Clerk, and shall provide for presentations by staff to assist the Commission in the consideration and determination of matters before it. The Executive Officer shall perform, or cause to be performed, all tasks directed by the Commission.
- Section 6. COMMISSION COUNSEL. The Commission Counsel shall attend all meetings of the Commission. Commission Counsel shall provide representation, advice, and counsel to the Commission, all staff, employees, subcommissions, and advisory committees. The sole attorney-client relationship established shall be between Commission Counsel and the Commission as a body, and not with any

Commissioner, staff member, employee, subcommission member, or advisory committee member as an individual.

ARTICLE IX RECORDS AND REPORTS

- Section 1. MAINTENANCE OF RECORDS. The Commission shall keep:
- A. Adequate and correct books and records of account;
 - B. Written minutes of the proceedings of the Commission, and the subcommissions, and committees of the Commission;
 - C. A record of each Commissioner's name and mailing address;
 - D. Copies of all resolutions, correspondence, and staff reports;
 - E. Copies of the audio tapes of all Commission meetings, which shall constitute the official record of such meetings.
- Section 2. INSPECTION BY COMMISSIONERS. Every Commissioner shall have the absolute right at any reasonable time to inspect the Commission's books, records, documents of every kind, and physical properties. The inspection may be made in person or by the Commissioner's designated agent or attorney. The right of inspection includes the right to copy and make extracts of documents.

ARTICLE X OTHER

- Section 1. AMENDMENTS. These Bylaws may be amended or repealed by the approval of two-thirds of the authorized number of Commissioners.
- Section 2. EXECUTION OF DOCUMENTS. The Chairperson is authorized to execute any deeds, mortgages, bonds, contracts or other instruments which the Commission has authorized. Any officer or other person may be authorized by the Commission to execute specific documents or instruments, or a class or classes of documents.
- Section 3. FISCAL YEAR. The fiscal year of the Commission shall commence on July 1st of each calendar year, and end on June 30th of the succeeding calendar year.
- Section 4. GENDER. As used herein, the masculine gender includes the feminine and neuter, the singular includes the plural, the plural includes the singular, and the term "person" includes both a legal entity and a natural person.