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Please respond to: (650) 363-4775

September 2, 2011

Midcoast Community Council
Post Office Box 248
Moss Beach, California 94038-0248

Re: Letter to Supervisors Dated July 27, 2011 Regarding MCC Purposes and Functions

Dear Chairperson Erickson and Council Members:

We have been asked by Board President Groom and Supervisor Horsley to respond to the matters raised in your July 27, 2011 letter to the Board of Supervisors regarding the purposes and functions of the Midcoast Community Council ("MCC").

Relationship of County Departments and Staff with MCC

You have asked that the Board to consider the MCC's relationship with County departments and staff as it relates to County activities in the unincorporated Midcoast area. We understand that this matter has arisen in connection with recent questions regarding whether County departments and staff have any responsibility to report to the MCC on matters of interest to it.

Simply stated, county departments receive direction from, and report to, the County Manager and the Board of Supervisors. County staff members, in turn, receive direction from and report to their respective department heads.

The MCC was established to advise the San Mateo County Board of Supervisors on matters affecting the Midcoast, including, for example, public health, safety welfare, public works and planning issues. Of course, consistent with Resolution No. 55042, which established the MCC in 1991, (the "Founding Resolution"), the MCC may "disseminate information to and from county departments" and "serve as a liaison for county services." This means that the MCC may

serve as a link in the information chain; not that County departments and staff must report to, or seek approval or direction from, the MCC. Given your important role as an advisory body, you may wish to explore ways to better facilitate the MCC's advice and concerns reaching the Board of Supervisors and information regarding County activities reaching the MCC.

Role of MCC in Representing Community to Governmental Organizations

You have also asked the Board to consider the MCC's role in the representing the community to governmental organizations besides the Board of Supervisors. Government Code section 31010, the statute that authorizes the establishment of the MCC, squarely addresses your inquiry. That section provides that municipal advisory councils, such as the MCC, "may represent the community to any state, county, city, special district or school district, agency or commission, or any other organization on any matter concerning the community." Over the years, in the interest of clarity and effectiveness, the MCC has typically coordinated its representation with that of the Board of Supervisors, such that if any positions or recommendations of the MCC conflict with those of the Board of Supervisors, the relationship between the MCC and the Board of Supervisors is highlighted in the parties' respective presentations, thereby allowing the organization receiving the presentations to distinguish between the positions of the County and those advanced by the MCC.

MCC Position re Current Character of Midcoast

You have further asked the Board to acknowledge and accept the "Midcoast communities [sic] desire to maintain their current character". While we are unclear regarding what action you desire from the Board with respect to this request, I do note that the Founding Resolution specifically recognizes that "the unincorporated areas of Montara, Moss Beach, El Granada, Miramar and Princeton . . . are neighboring communities with a strong sense of identity and common problems." We are not aware of any resolutions or other actions of the Board of Supervisors indicating that those conditions do not still apply.

MCC Bylaws

In your letter, you also cite provisions of the MCC's as support for your perspective on the powers of the MCC and the Board of Supervisors' intent in establishing the MCC. However, the MCC's bylaws, like those of any organization, are to ensure orderly governance of the MCC, and not to serve as a statement of the Board of Supervisors' intent with respect to the MCC's substantive powers. The MCC's bylaws do not expand or otherwise affect the MCC's powers or responsibilities as reflected in the Founding Resolution or Government Code section 31010.

Recognizing that you appear to be struggling with the effective use of bylaws and that our office has discussed this matter with the MCC in the past, we have prepared the enclosed draft of revised bylaws for consideration and adoption by the MCC. The revision better serves the purpose of bylaws; namely, to establish an orderly method for the MCC to govern itself and to

conduct its meetings. The enclosed revised bylaws retain as much of the existing bylaws as is appropriate.

If you have any questions regarding the revised bylaws, please contact either me or Chief Deputy Lee Thompson (650-363-4697).

Finally, we believe that the Board will be discussing your request to meet with a committee of the Board. In the meantime, it is our understanding that a representative of the Board of Supervisors, either Supervisor Horsley or his aide, Nicholas Calderon, will be attending each of regular scheduled meeting of the MCC.

Very truly yours,



JOHN C. BEIERS, COUNTY COUNSEL

Enc. Draft Bylaws

cc: Honorable Board of Supervisors

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BYLAWS
OF
MIDCOAST COMMUNITY COUNCIL,
a municipal advisory council

ARTICLE I

**ESTABLISHMENT, PURPOSES, FUNCTIONS AND ORGANIZATIONAL
STRUCTURE**

SECTION 1.01. The MIDCOAST COMMUNITY COUNCIL (the "Community Council") is established by Resolution No. 55042, a Resolution Establishing the Midcoast Community Council (the "Board Resolution") adopted May 21, 1991 by the Board of Supervisors of San Mateo County, California (the "Board of Supervisors"). The Community Council is established for the unincorporated areas, as defined by identified San Mateo County election precincts, of Montara, Moss Beach, El Granada, Miramar and Princeton (the "Area"). At the regular San Mateo County election held on November 5, 1991 the registered voters of the Area approved the establishment of the Community Council and elected the initial members.

SECTION 1.02. As set forth in the Board Resolution the Community Council is established to advise the San Mateo County Board of Supervisors on matters, including but not limited to, public health, safety, welfare, public works and planning which affect the Area.

SECTION 1.03. These bylaws are adopted for the purpose of establishing an orderly method for the governance of the affairs and members of the Community Council.

SECTION 1.04

a. The Community Council is the agency of the Community for the purpose of advising the San Mateo County Board of Supervisors on matters as specified in Section 1.02 above. To that end the Community Council will identify Community objectives, develop concrete proposals that satisfy to a greater or lesser degree certain of those objectives, and reconcile conflicting objectives by choosing among proposals in specific contexts. It will do this while encouraging the maximum active participation of the Community. It will provide for the participation of the Community in meetings of the Community Council and other agencies. It will foster the maximum active interchange of ideas among members of the Community and between members of the Community and members of the Community Council. By consensus, the common civic interests of the Community will be determined. Once determined, the Community Council will assist the Community in advising the San Mateo County Board of Supervisors as appropriate.

b. The members of the Community Council shall have a continuing responsibility throughout their terms to maximize personal contact with members of the Community so as to facilitate their full and fair representation and the complete and accurate distribution of information. To the same end the Community Council shall aid and encourage television taping and rebroadcasting of all regularly-scheduled Community Council meetings.

ARTICLE II

COMMUNITY COUNCIL AND COMMUNITY

SECTION 2.01.

a. The Community Council shall have all powers provided by the Board Resolution and authorizing law, and shall conduct its activities and affairs subject to the limitations of the Board Resolution and applicable law.

b. Each person who is a candidate for election to the Community Council may, but shall not be required to, sign and abide by the Campaign Code of Conduct established for the election.

c. The Campaign Code of Conduct is the statement established for a particular election at which one or more members of the Community Council are to be elected and which describes the spirit in which the campaign and limitations upon which campaign fund raising and campaign spending should be conducted.

SECTION 2.02. The members of the Community Council shall receive no compensation for their services as such. Nothing herein shall preclude any member of the Community Council from serving the Community Council in any other capacity and receiving compensation therefor. With the approval of the Community Council, expenses incurred in the rendering of services on behalf of the Community Council may be reimbursed. Expenditures by Community Council members must be pre-approved at a public meeting when practicable. Any expenditures, not pre-approved, reimbursed to Community Council members over the amount of \$20 shall be itemized and reported to the Community Council at the next public meeting. In lieu of reimbursement at the request of the member the Community Council may accept expenditures and other reasonable expenses of the member as a contribution. Nothing herein shall modify any applicable conflict of interest rule, regulation or law.

SECTION 2.03. Every member of the Community Council shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and to inspect the physical properties of the Community Council. Such inspection may be made in person or by agent or attorney and the right of inspection includes the right to copy and make extracts.

SECTION 2.04

a. The accounting books and records and minutes of proceedings of the Community Council and committees of the Community Council shall be open to inspection upon written demand on the Community Council by any member of the Community at any reasonable time, for a purpose reasonably related to such person's interests as a member of the Community.

b. A copy of the Board Resolution, the Bylaws and any standing rules or rules of procedure shall be available for inspection by any member of the Community at every meeting of the Community Council, and also shall be open to inspection as provided by subsection a, above for accounting records and minutes.

c. Inspection pursuant to this section may be made in person or by an agent, and the right of inspection includes the right to copy and make extracts.

d. If any item subject to inspection pursuant to this section is not maintained in written form, the Community Council shall make such record available either in written form or in the form in which it is maintained, at the discretion of the Community Council.

e. The Community Council may establish reasonable rules with respect to demands for inspection, times when inspections may be made, and payment of a copying, including administration, charge.

f. Nothing in this Section 2.04 shall restrict or reduce the application of applicable regulation or law, including the Brown Act (see section 3.01, below) and the California Public Records Act (Gov. Code §6250, et. seq.).

SECTION 2.05. Vacancies on the Community Council shall be filled pursuant to Government Code Section 1780.

SECTION 2.06. A person who has served two successive 4-year terms on the Community Council may not again serve on the Community Council until the regular San Mateo County election two years following the regular San Mateo County election held upon expiration of the last term served; provided, however, that for the purpose of determining whether or not a person has served one such term, a person who has served a portion of a 4-year term not exceeding the part from the regular San Mateo County election two years prior to the expiration of the term to the expiration of, the term shall not be considered as having served such term and a person who has served a portion exceeding such part shall be considered as having served such term.

SECTION 2.07

a. The good faith efforts of the members of the Community Council at maintaining a high level of attendance at meetings of the Community Council are essential to the proper functioning of the Community Council. Members should be absent from regular meetings only for good cause.

b. Applicable California statutes (particularly Government Code section 1770) set forth the circumstances under which an office, including a seat as a Community Council member, becomes vacant. All provisions of said statutes apply to this Community Council.

c. If it is determined by a majority vote of the authorized number of members of the Community Council that a member has ceased to discharge the duties of his or her office for the period of three consecutive months, then upon such vote the following shall occur:

1. At the regular meeting of the Community Council next following, the Council shall consider making a formal finding that said member has ceased to discharge the duties of his or her office for the period of three consecutive months (a "failure to discharge duties"), and that sickness, or absence from the state with the permission required by law, were not the reason for said member's failure to discharge duties.
2. Within 3 days of such vote, the Chair, Vice-Chair or Secretary shall send to such member (via U.S. mail at the member's last known residence within the Area) a notice of such determination and notify said member that such formal determination will be a subject at the next regular meeting of the Community Council.
3. At said next regular meeting of the Community Council, the member shall be provided an opportunity to present evidence, information or arguments as to why said member has not ceased to discharge duties as determined at the previous meeting. Other members of the Community Council and the public may also present evidence, information and arguments addressing said determination.
4. If after hearing and considering all of the evidence, information and arguments, a majority vote of the authorized number of members of the Community Council finds that said member has ceased to discharge the duties of his or her office for the period of three consecutive months, and that sickness, or absence from the state with the permission required by law were not the reason for said member's failure to discharge said duties, then the Community Council will declare said member's office vacant pursuant to Government Code section 1770, subdivision (g) and send a notice thereof to the County Board of Supervisors and the chief election official of the County. Any such vacancy shall be filled in accordance with applicable law and these bylaws.

ARTICLE III

MEETINGS AND ACTIONS OF THE COMMUNITY COUNCIL

SECTION 3.01.

a. All meetings of the Community Council shall be conducted in accordance with the applicable provisions of the Ralph M. Brown Act, Title 5, Division 2, Part 1, Chapter 9 (commencing with Sections 54950) of the Government Code, as amended from time to time (the "Brown Act")

b. All meetings of the Community Council shall be open and public as provided by the Brown Act.

c. Regular meetings of the Community Council shall be held at least monthly within the Area, at the time and place specified by the Community Council and as shall be duly noticed as to time and place. The time and place specified for regular meetings shall not be changed except by action of the Community Council at a regular meeting.

d. As provided in the Brown Act, a special meeting of the Community Council may be called by the Chair or by a majority of the members of the Community Council, to be held at the time and place (which place need not be within the Area) specified by the call, which time and place shall be duly noticed. No matters may be discussed or otherwise considered at a special meeting except those specified by the call and notice.

e. An emergency meeting of the Community Council may be called and held as provided by the Brown Act.

f. Appropriate notice, including by posting of the agenda, of all meetings of the Community Council shall be given as provided by the Brown Act.

g. At least 72 hours before a regular or special meeting, unless the special meeting is called less than 72 hours before the meeting in which case at least 24 hours before the special meeting, the presiding officer shall approve the items of business proposed to be transacted or discussed and the order of such items and the Secretary shall prepare and make available, or cause to be prepared and made available, a written agenda containing a brief general description of each item and the identification by Community Council member, purpose and amount of each proposed payment to or reimbursement of a Community Council member in excess of \$20.00, which agenda shall also specify the time and location of the meeting, shall be posted by the Secretary in one or more locations freely accessible to members of the Community and shall be made available by such other methods as may be determined by the Community Council and also by posting at the meeting. No action shall be taken on any matter- not appearing on the posted agenda. No payment to or reimbursement of a Community Council member in excess of \$20.00 shall be authorized or made unless the payment or reimbursement appears on a posted agenda.

h. Community question and comment periods.

(i) Every agenda of a regular meeting of the Community Council shall provide periods for questions and comments by the members of the Community that are within the scope of the public purposes of the Community Council. The Community Council may adopt reasonable regulations governing such periods, including, but not limited to, regulations limiting the total amount of time allocated for questions and comments by members of the Community on particular issues or by each individual.

(ii) There shall be a period at each meeting set aside for and conducted as a moderated discussion session in which all members of the Community, including those who are also members of the Community Council, may participate without differentiation. The Chair, subject to reasonable regulations adopted by the Community Council, shall control the extent of discussion of each issue, and as to issues that are not on the agenda may, after discussion, refer such issues to a future meeting

of the Community Council for continued discussion or for action or to one or more officers or committees.

(iii) A separate period for questions and comments by members of the Community shall be provided with respect to each agenda item considered at the meeting, prior to action by the Community Council on such item. Any agenda item on a consent calendar shall be moved to the regular agenda upon request of a member of the Community Council or other member of the Community.

(iv) Every agenda of a special meeting of the Community Council shall provide a separate period for questions and comments by members of the Community with respect to each agenda item considered at the meeting, in the same manner as is required of a regular meeting.

(v) The Chair shall conduct each regular or special meeting of the Community Council in such a manner as will promote full and free discussion, consistent with fairness and efficiency, among the members of the Community Council, and, with respect to question and comment periods, the members of the Community as well.

i. No conditions shall be imposed upon the attendance by any person of any meeting. Signing attendance lists or other identification is voluntary. Recording of meetings by electronic means is permissible if not disruptive. No attendance fee shall be imposed and any contribution is strictly voluntary.

j. A majority (4) of the authorized number of members of the Community Council (7) constitutes a quorum of the Community Council for the transaction of business..

k. In the event a meeting of the Community Council is held outside the Area, report shall be made in writing and summarized orally of the substance of the meeting at the next following regular meeting of the Community Council.

l. Adjournment of meetings.

(i) A majority of the members of the Community Council present, whether or not a quorum is present, may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified in the order of adjournment.

(ii) Notice of an adjourned meeting of the Community Council shall be given as provided by the Brown Act for the meeting adjourned.

SECTION 3.02.

a. Vote required

(i) Every action or decision by a majority of the members of the Community Council then in office at a meeting duly held at which a quorum is present is the act of the Community Council.

(ii) If a greater vote is required by the Bylaws or other applicable law, such greater vote shall constitute such act of the Community Council.

(iii) A meeting at which a quorum is initially present may continue to discuss items on the agenda, notwithstanding the withdrawal of members of the Community Council, but may not take any action or make any

decision other than to adjourn or to adjourn to another time and place as provided by subsection 1. of Section 3.01, Meetings of Community Council, unless a quorum is present at the time of the action or decision.

- b. Reconsideration at instance of registered voters
- (i) If, within the 7 days following any act of the Community Council described by subsection a., written notice of intent to circulate a petition requesting reconsideration of such act is given to the Community Council, and if, within 30 days following such act a petition is presented to the Community Council signed by persons who are registered voters at the time of the signing and who equal in number 25 percent of the registered voters of the Area at the last election at which a member of the Community Council from the Area was elected for a full term, requesting reconsideration of such act, the Community Council shall reconsider such act at a meeting of the Community Council held within the 30 days following the presenting of the petition. If the act is not reaffirmed within the 30 days following the presenting of the petition, the act of the Community Council shall, upon the expiration of such 30 days, be rescinded by this provision of the Bylaws and without any further act of the Community Council. In the event of rescission pursuant to this subsection b., notice of same shall be promptly given to all persons to whom notice by the Community Council of the act that has been rescinded is given.

(ii) If within the 7 days following any act of the Community Council described by subsection a., written notice of intent to circulate a petition requesting reconsideration of such act is given to the Community Council, and if, within 30 days following such a petition is presented to the community Council by persons who are registered voters at the time of the signing and who equal in number 10 percent of the registered voters of the Area at the last election at which a member of the Community council from the Area was elected for a full term, requesting reconsideration of such act, the Community Council shall reconsider such act at a meeting of the Community Council held not later than 30 days following the presenting of the petition; provided, however, that the meeting at which the act is reconsidered may be held prior to, or without, the presenting of a petition but in such a case shall not be held sooner than the second regular meeting following the act unless not less than two-thirds of the members of the Community council present at a regular meeting approve. This paragraph (ii) provides for one reconsideration only.

c. At the next regular meeting of the Community Council at which a quorum is present any action or decision taken or made at an emergency meeting must be reaffirmed or, upon the failure of reaffirmance, the action or decision is rescinded by this provision of the Bylaws and without any further act of the Community Council.

ARTICLE IV
COMMITTEES

SECTION 4.01. Committees shall be established as required by and may be established as provided by the Bylaws.

SECTION 4.02. The Community Council shall establish, at its annual organizational meeting, the Finance Committee. The Finance Committee shall maintain a current record of the funds and expected receipts of the Community Council and of the outstanding payments and commitments of expenditures, and shall review and report to the Community Council on all proposed commitments of expenditures, whether of the Community Council, officers or committees, based on the availability of funds. The Finance Committee shall periodically, not less than annually, audit the books of the Community Council and report its conclusions to the Community Council. The Finance Committee shall not be authorized to approve expenditures except as the Community Council shall expressly authorize, in writing. The Finance Committee shall also perform such additional duties as may be assigned from time to time by the Community Council. The members of the Finance Committee shall be appointed by a majority of the members of the Community Council then in office and shall serve at the pleasure of the Community Council.

SECTION 4.03. Other committees may be created by the Community Council. Each such committee shall consist of members of the Community Council, or members of the Community Council and members of the Community or others, or members of the Community or others, only, appointed by and serving at the pleasure of the Community Council.

SECTION 4.04. Meetings and actions of committees shall be governed by, and held and taken in accordance with, the requirements of the Community Council. Any committee reports of all committees shall be presented at one or more meetings of the Community Council and shall be either incorporated in the minutes or filed with the records of the Community Council. The Community council shall maintain a list of committees, the names of the chairs and vice chairs of the committees and the chairs' and vice chairs' telephone numbers.

SECTION 4.05. The Community Council may adopt rules not inconsistent with the Bylaws for the government of any committee, in the absence of which the committee may prescribe the manner in which it will conduct its activities consistent with the Bylaws. Further, the activities and affairs of all committees shall be conducted under the ultimate direction of the Community Council.

ARTICLE V

OFFICERS

SECTION 5 . 01.

a. The officers of the Community Council are the Chair, the Vice Chair, the Secretary and the Treasurer, and such other officers as shall be so identified, described and have their powers and duties prescribed by resolution of the Community Council from time to time.

b. Officers shall be elected by the Community Council from among its members.

c. Pursuant to the Board Resolution and other applicable law, a regular election of members of the Community Council shall be held at the regular San Mateo County election in November of each odd-numbered year. An organizational meeting of the Community Council shall be held at the first regular meeting in December of the Community Council following qualification of the members elected at each regular election of members and at the first regular meeting in December of the Community Council one year thence. Regardless of when an officer is elected to a particular office, all terms of office shall expire at the next organizational meeting of the Community Council.

d. No member of the Community Council may hold more than a single office, except that of assistant secretary, at the same time.

e. No officer may succeed herself or himself by a consecutive term in the same office.

f. Each officer shall exercise all powers and perform all duties as shall be incident to the office and such as shall be prescribed for the office by thE Bylaws or by resolution.

SECTION 5.02 The Chair shall preside at all meetings of the Community Council. All meeting agendas shall be prepared under the direction of the Chair. The Chair shall prepare or assign for preparation all correspondence of the Community Council, shall communicate with newspapers, radio and television stations and shall contact all governmental agencies including the Board of Supervisors concerning all issue-positions of the Community Council. The Chair is authorized to execute for and on behalf of the Community Council all contracts, notes, conveyances and other documents and instruments in writing in the name of the Community Council, when such matters are authorized by the Community Council. The Chair shall maintain such order as shall be appropriate at all meetings of the Community Council.

SECTION 5.03. In the absence or in the event of the disability of the Chair, the duties of the Chair shall be exercised by the Vice Chair, and when so acting the Vice Chair shall have all the powers of, and be subject to all the restrictions upon, the Chair.

SECTION 5.04. The Community Council may authorize one or more assistant secretaries to perform, under the direction of the Secretary, some or all of the duties of the Secretary. Such assistant secretaries shall be appointed by the Community Council upon recommendation of the Secretary. The Secretary shall:

- a. Post and otherwise distribute the agenda for meetings of the Community Council and prepare and give all notices of such meetings;
- b. Take minutes of the proceedings of the meetings of the Community Council and prepare draft minutes for review by the Community Council at a subsequent regular meeting;
- c. Keep the minutes of the proceedings of the meetings of the Community Council, including resolutions of the Community Council, together with the notice and agenda thereof and the names of the members of the Community Council present at each meeting, certified by the Secretary;
- d. Keep all reports filed with the Community Council of all committees, and correspondence and other written communications of and to the Community Council;
- e. Keep a record by election precinct of the votes cast at elections for membership on the Community Council and on propositions of the Community Council submitted at elections, and of the official declaration of results of those elections;
- f. Keep a copy of the Board Resolution, as such may be amended or supplemented, certified by the clerk of the Board of Supervisors, a copy of the Bylaws certified by the Secretary, and a copy of any standing rules or rules of procedure adopted by resolution of the Community Council certified by the Secretary, and have the same available for reference at each meeting of the Community Council; and
- g. Attest to the execution of documents and instruments the execution of which on behalf of the Community Council is authorized in accordance with the Bylaws.

SECTION 5.05. The Community Council may authorize one or more assistant treasurers to perform under the direction of the Treasurer some or all of the duties of the Treasurer. Such assistant treasurers shall be appointed by the Community Council upon recommendation of the Treasurer. The Treasurer shall:

- a. Be chair of the Finance Committee;
- b. Be responsible for the receipt of and the issuance of receipts for all moneys due and payable to the Community Council and for the deposit of all such moneys in the name of the Community Council in such bank or banks as shall be designated by the Community Council;
- c. Keep and maintain, or cause to be kept or maintained, adequate and correct books of account of the transactions and records of the properties of the Community Council, including without limitation accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, earnings and other matters customarily included in financial statements; and

d. Disburse the funds of the Community Council as may be ordered by the Community Council, signing all checks previously also signed by such other officers as the Community Council may from time to time designate, report each disbursement to the Community Council either prior to disbursement or, if the Community Council so authorizes, at the first regular meeting of the Community Council following the disbursement, and render whenever requested or as otherwise provided by these Bylaws an account of all transactions as Treasurer, and of the financial condition of the Community Council.

SECTION 5.06.

- a. A vacancy in any office shall be filled for the balance of the unexpired term in the manner prescribed by Section 5.01 for regular election to such office.
- b. Any person elected as an officer by the Community Council may be removed from such office at any time by the vote of 5 members of the Community Council voting for removal. The Community Council shall provide a public hearing at the request of the officer removed.
- c. Any officer may resign at any time upon written notice to the Community Council. Such resignation is effective upon receipt of the written notice by the Community Council unless the notice prescribes a later effective date or unless the notice prescribes a condition to the effectiveness of the resignation. Acceptance by the Community Council shall not be necessary to effectiveness unless the notice otherwise specifies.

ARTICLE VI

OFFICES

SECTION 6.01. The principal office of the Community Council shall be fixed and located at such place within the Area as the Community Council shall determine. The Community Council shall have full power and authority to change said principal office from one location to another.

ARTICLE VII

AMENDMENT

SECTION 7.01. Bylaws may not be amended or repealed and new Bylaws may not be adopted except by the affirmative vote of five or more members of the Community Council and in accordance with the following order and procedure:

First, the completed text of each proposal to amend or repeal a Bylaw or adopt a new Bylaw shall be stated in printed form, the proposal shall be expressly described as such a proposal as a separate agenda item on the agenda of a regular meeting of the Community Council, and one of the

members of the Community Council shall introduce the proposal as such a proposal at such a meeting;

Second, the proposal shall be expressly described as such a proposal as a separate agenda item on the agendas of not less than two regularly-scheduled meetings of the Community Council held subsequent to the meeting at which the proposal was introduced, which subsequent meetings shall be held a minimum of 28 days apart, at each of which subsequent meetings the text of the proposal shall be available for review by any person and a copy shall be available for purchase by any person at the cost of reproduction, and at each such subsequent meeting opportunity shall be given for questions and comments on the proposal as provided by subsection h. of Section 3.01.

Meetings of Community Council.

Third, the proposal may be adopted as introduced, at a regular meeting of the Community Council held a minimum of 8 weeks and a maximum of 16 weeks from the meeting at which introduced; and

Fourth, in the event the proposal is substantially changed after introduction, it may only be adopted by repeat of all procedures in order.

ARTICLE VIII

PROCEDURALMATTERS

SECTION 8.01.

a. Except when the Bylaws otherwise require, the Community Council shall adopt by resolution and abide by procedural rules which focus upon decision-making by consensus in the conduct of meetings of the Community Council.. Decisions by consensus shall be made after full and free discussion, under minimal rules directed toward fairness and efficiency.

b. If an impasse is reached regarding a particular rule or procedure that is not the subject of an adopted procedural rule or a consensus decision, then Rosenberg's Rules of Order (found at www.gvgc.us/files/Rosenbergs-Rules-of-Order.pdf) shall be followed with regard to the particular rule or procedure at issue.

SECTION 8.02. The Community Council shall establish by resolution the order of business at meetings of the Community Council. The order of business at meetings of the Community Council shall provide for public comment on matters not on the agenda for the meeting prior to the consideration of old or new business by the Community Council.

SECTION 8.03. If any provision of these bylaws, or compliance with any provision of these bylaws, violates or would create a violation of, any applicable law or regulation, said law or regulation shall prevail and the bylaw provision shall be unenforceable.

CALIFORNIA GOVERNMENT CODE
SECTION 1780

1780. (a) Notwithstanding any other provision of law, a vacancy in any elective office on the governing board of a special district, other than those specified in Section 1781, shall be filled pursuant to this section.

(b) The district shall notify the county elections official of the vacancy no later than 15 days after either the date on which the district board is notified of the vacancy or the effective date of the vacancy, whichever is later.

(c) The remaining members of the district board may fill the vacancy either by appointment pursuant to subdivision (d) or by calling an election pursuant to subdivision (e).

(d) (1) The remaining members of the district board shall make the appointment pursuant to this subdivision within 60 days after either the date on which the district board is notified of the vacancy or the effective date of the vacancy, whichever is later. The district shall post a notice of the vacancy in three or more conspicuous places in the district at least 15 days before the district board makes the appointment. The district shall notify the county elections official of the appointment no later than 15 days after the appointment.

(2) If the vacancy occurs in the first half of a term of office and at least 130 days prior to the next general district election, the person appointed to fill the vacancy shall hold office until the next general district election that is scheduled 130 or more days after the date the district board is notified of the vacancy, and thereafter until the person who is elected at that election to fill the vacancy has been qualified. The person elected to fill the vacancy shall hold office for the unexpired balance of the term of office.

(3) If the vacancy occurs in the first half of a term of office, but less than 130 days prior to the next general district election, or if the vacancy occurs in the second half of a term of office, the person appointed to fill the vacancy shall fill the balance of the unexpired term of office.

(e) (1) In lieu of making an appointment the remaining members of the board may within 60 days of the date the district board is notified of the vacancy or the effective date of the vacancy, whichever is later, call an election to fill the vacancy.

(2) The election called pursuant to this subdivision shall be held on the next established election date provided in Chapter 1 (commencing with Section 1000) of Division 1 of the Elections Code that is 130 or more days after the date the district board calls the election.

(f) (1) If the vacancy is not filled by the district board by appointment, or if the district board has not called for an election within 60 days of the date the district board is notified of the vacancy or the effective date of the vacancy, whichever is later, then the city council of the city in which the district is wholly located, or if the district is not wholly located within a city, the board of supervisors of the county representing the larger portion of the district area in which the election to fill the vacancy will be held, may appoint a person to fill the vacancy within 90 days of the date the district board is notified of the vacancy or the effective date of the vacancy, whichever is later, or the city council or board of supervisors may order the district to call an election to fill the vacancy.

(2) The election called pursuant to this subdivision shall be held on the next established election date provided in Chapter 1 (commencing with Section 1000) of Division 1 of the Elections Code that is 130 or more days after the date the city council or board of supervisors calls the election.

(g) (1) If within 90 days of the date the district board is notified of the vacancy or the effective date of the vacancy, whichever is later, the remaining members of the district board or the appropriate board of supervisors or city council have not filled the vacancy and no election has been called for, then the district board shall call an election to fill the vacancy.

(2) The election called pursuant to this subdivision shall be held on the next established election date provided in Chapter 1 (commencing with Section 1000) of Division 1 of the Elections Code that is 130 or more days after the date the district board calls the election.

(h) (1) Notwithstanding any other provision of this section, if the number of remaining members of the district board falls below a quorum, then at the request of the district secretary or a remaining member of the district board, the appropriate board of supervisors or the city council shall promptly appoint a person to fill the vacancy, or may call an election to fill the vacancy.

(2) The board of supervisors or the city council shall only fill enough vacancies by appointment or by election to provide the district board with a quorum.

(3) If the vacancy occurs in the first half of a term of office and at least 130 days prior to the next general district election, the person appointed to fill the vacancy shall hold the office until the next general district election that is scheduled 130 or more days after the date the district board is notified of the vacancy, and thereafter until the person who is elected at that election to fill the vacancy has been qualified. The person elected to fill the vacancy shall hold office for the unexpired balance of the term of office.

(4) If the vacancy occurs in the first half of a term of office, but less than 130 days prior to the next general district election, or if the vacancy occurs in the second half of a term of office, the person appointed to fill the vacancy shall fill the balance of the unexpired term of office.

(5) The election called pursuant to this subdivision shall be held on the next established election date provided in Chapter 1 (commencing with Section 1000) of Division 1 of the Elections Code that is held 130 or more days after the date the city council or board of supervisors calls the election.