

# ***COUNTY OF MARIN***

## **7. BY-LAWS/SAMPLE BY-LAWS**

### **ROBERT'S RULES OF ORDER**

## COMMISSION BY-LAWS

Each commission shall have adopted by-laws reviewed by County Counsel and approved by the Board of Supervisors (See Resolution No. 2006-112 in Section 2 of this Handbook). By-laws should serve as "rules" for internal administration and management of each Commission. Well-crafted By-laws should include the following, at the least:

1. Name of Commission
2. Authority for organization (i.e. establishing legislation such as resolution, ordinance, etc.)
3. Purpose
  - a. Restate purpose and mission as defined by establishing legislation
  - b. Describe means of reporting to Board of Supervisors
4. Membership
  - a. Number of individuals on the commission
  - b. Method of appointment
  - c. Qualifications/designations for each seat
  - d. Term
  - e. Rules for resignation (i.e., to be submitted in writing)
  - f. Rules for discipline or removal of members for non-attendance
5. Meetings
  - a. Provision that meetings must adhere to the Ralph M. Brown Act
  - b. Place, time, date
  - c. Procedure for noticing
  - d. Procedure for agenda
  - e. Procedures for conducting meetings (e.g. Roberts' Rules of Order)
  - f. What constitutes a quorum?
  - g. Voting procedures
  - h. Procedure for calling special meetings
  - i. General procedures for taking minutes

6. Officers
  - a. Positions
  - b. Duties
  - c. Method for selecting and removing officers; term limitations
  - d. Executive committee, who and what authority
7. Committees
  - a. Is Commission permitted to create and operate sub-committees?
  - b. Is sub-committee a "Brown Act" committee? (e.g. standing committee vs. ad-hoc committee)
  - c. Procedure for appointment
  - d. Roles, responsibilities and authority
  - e. Time, place and manner of calling meetings
8. Compensation
  - a. Are members entitled to compensation, either for meetings or for reimbursement for travel, etc. If so, they must take a 2-hour AB1234 "Ethics" training once every two years.
9. Miscellaneous
  - a. Procedures for amending By-laws
10. Please see attached samples of By-Laws for ideas

## ***S A M P L E   B Y L A W S***

### **Bylaws of the County of Marin Community Service Area (CSA) 16 Advisory Board**

#### **ARTICLE I: NAME**

Community Service Area (CSA) 16 exists by virtue of Resolutions 71-46 of the Local Agency Formation Commission and Numbers 71-330 and 2006-112 adopted by the Board of Supervisors. The CSA 16 Advisory Board was created by action of the Board of Supervisors.

#### **ARTICLE II: PURPOSE**

The purpose of the CSA 16 Advisory Board is to advise Parks and Open Space staff and the Board of Supervisors on matters relating to projects and programs (a) that can be conducted with funding from the budget of County Service Area (“CSA”) 16; and (b) that affect County lands contained within the boundaries of CSA 16.

#### **ARTICLE III: MEMBERSHIP**

The CSA 16 Advisory Board shall consist of five (5) members appointed by the Marin County Board of Supervisors.

Appointed members may resign their appointment by submitting a letter of resignation to the Board of Supervisors with a copy to the Department of Parks and Open Space.

#### **ARTICLE IV: TERM OF OFFICE**

Each member shall serve a term of two (2) years.

##### **1. Compensation:**

All members of the CSA 16 Advisory Board shall serve without compensation.

#### **ARTICLE V: MEETINGS**

##### **1. General**

All meetings of the CSA 16 Advisory Board shall be open to the public and the public shall be notified in accordance with the provisions of the Brown Act.

##### **2. Meetings**

CSA 16 shall hold its regular meetings twice a year, on the second Thursday of February, and September at 7:00 p.m. All meetings shall be properly noticed and time shall be provided for public comment at each meeting.

### **3. Quorum**

Three members shall constitute a quorum of the CSA 16 Advisory Board for the transaction of business, with a quorum needed to approve any actions. A lesser number than a quorum may adjourn a meeting.

### **4. Conduct of Meetings**

Proceedings of all meetings generally shall be governed the current edition of Robert's Rules of Order. Robert's Rules of Order shall be the parliamentary guide for all matters of procedure for the CSA 16 Advisory Board not specifically covered in these by-laws.

### **5. Voting**

A quorum must be present for the transaction of any business. If requested by any member in attendance, a roll call vote must be held.

### **6. Meeting Attendance**

If an Advisory Board member is unable to attend a meeting, he/she must notify the Advisory Board staff liaison at least twenty-four (24) hours prior to said meeting. Otherwise, member's absence will be unexcused. The Advisory Board may recommend to the Board of Supervisors that a member with two consecutive unexcused absences be removed for the CSA Advisory Board. In addition, a member of the CSA 16 Advisory Board may be removed from office by a majority vote of the Board of Supervisors.

## **ARTICLE VI: OFFICERS**

### **1. Officers of the Advisory Board**

The officers of the CSA 16 Advisory Board shall be elected at an annual meeting of the Advisory Board, and shall be as follows: Chair, Vice-Chair, and Secretary. The term of office shall begin immediately following the adjournment of the meeting at which they are elected. No officer may serve in the same capacity for more than two consecutive years.

### **2. Duties of Officers**

**Chair:** The Chair shall preside at all meetings, appoint ad hoc committees, and generally perform the duties and functions of the presiding officer.

**Vice-Chair:** The Vice-Chair, in the event of the absence or disability of the Chair, or a vacancy in the office of the Chair, shall assume and perform the duties of the presiding officer.

**Secretary:** The Secretary of the CSA 16 Advisory Committee shall be responsible for keeping an attendance record for CSA 16 members and for the taking of action minutes at each meeting and providing them, within 14 days of the meeting, to Department of Parks and Open Space staff.

## **ARTICLE IX: AD HOC COMMITTEES**

### **1. Ad Hoc Committees**

Members of ad hoc committees shall be appointed by the Chair and shall consist solely of members of the CSA 16 Advisory Committee. Ad hoc committees shall consist of not more than two members.

### **2. Purpose and Duration**

Ad hoc committees shall be appointed by the chair for a specified period of time and purpose.

## **ARTICLE X: BYLAWS**

### **1. Enactment**

These bylaws are subject to review by County Counsel. They shall become effective upon approval by the Board of Supervisors.

### **2. Amendment**

Any proposal to amend these bylaws shall be subject to approval by a majority vote of the full CSA 16 Advisory Board. Such proposed amendments to the bylaws shall be subject to review by County Counsel and to approval by the Board of Supervisors.

### **3. Notice**

Written notice of any proposed amendment shall be mailed to all members at least ten (10) calendar days prior to the meeting at which such action is proposed to be taken.

### **4. Effective Date of Amendment**

No amendment to these bylaws shall take effect or be binding until said amendment(s) have been reviewed by County Counsel and approved by the Board of Supervisors.

# **S A M P L E**

## **MARIN ECONOMIC COMMISSION BYLAWS**

### **ARTICLE I: NAME**

The Marin Economic Commission was created by action of the Board of Supervisors on August 25, 1992.

### **ARTICLE II: PURPOSE**

The purpose of the Marin Economic Commission is to advise and recommend to the Board of Supervisors economic policies to enhance the vitality of Marin County's economy in alignment with the Economy Section of the Marin Countywide Plan and other policies to enhance the vitality of Marin County's economy.

### **ARTICLE III: MEMBERSHIP**

Membership of the Marin Economic Commission shall be composed of ten (10) members appointed by the Board of Supervisors, eight of whom are nominated or otherwise representatives of the following organizations: Marin Builders Association, North Bay Leadership Council, Marin Association of Realtors, Marin Housing Leadership Alliance, Marin County Council of Mayors and Councilmembers, North Bay Labor Council, Center for Volunteer and Nonprofit Leadership, and the Marin Council of Chambers of Commerce. Of the two other members, one shall be representative of environmental interests, one shall be representative of agricultural interests, and each shall be appointed directly by the Board of Supervisors through its standard application, interview, and selection process.

Appointed members may resign their appointment by submitting a letter of resignation to the Board of Supervisors with a copy to the Community Development Agency.

### **ARTICLE IV: TERM OF OFFICE**

#### **1. Terms**

Terms shall be for a period of three (3) years, and all appointments must be ratified by the Board of Supervisors. Terms shall expire on the last day of the month of expiration.

#### **2. Mid-Term Appointments**

In the event a commissioner resigns prior to expiration of their term, the Board of Supervisors shall appoint a new commissioner for the completion of the term. If there are six or fewer months remaining of the resigning commissioner's term, the Board shall appoint the replacement to serve the remainder of the current term plus a full three-year term.

## **ARTICLE V: MEETINGS**

### **1. General**

All meetings of the Marin Economic Commission shall be open to the public and the public shall be notified in accordance with the provisions of the Brown Act.

### **2. Meetings**

The Commission shall hold at least one regular meeting each month, at such hour and on such day as may be designated from time to time by the Chair. Meetings may be held at any time upon the call of the Chair or by a majority of the Commission, or upon request of the Board of Supervisors. Said meeting shall be scheduled and conducted in accordance with California's open meeting laws (Brown Act).

### **3. Quorum**

A majority of the seated members of the Commission shall constitute a quorum for the transaction of business and the adoption of action items. A lesser number than a quorum may adjourn a meeting.

### **4. Conduct of Meetings**

Roberts Rules of Order are hereby adopted for the Government of the Commission in all cases not otherwise provided in these bylaws, provided, however, that the Chair may make a motion.

### **5. Voting**

At every regular or special meeting of the Marin Economic Commission, each member present in person must vote on all motions and questions put before the Commission by voting either "yes" or "no" or "abstain". Decisions on any motion or question shall be determined by a majority vote by those members present.

### **6. Meeting Attendance**

The Chair shall be notified in advance of potential absences by any Commissioner. Any member of the Commission who is absent 3 (three) consecutive regular meetings shall have such absences reported to their sponsoring agency, if any.

## **ARTICLE VI: OFFICERS**

### **1. Officers of the Commission**

The Commission, at its first meeting in March of each year, shall elect from among its members, a Chair and a Vice Chair.



## **2. Duties of Officers**

Chair: the Chair shall preside at all meetings, appoint committees, authorize calls for any special meetings, and generally perform the duties and functions of the presiding officer.

Vice Chair: The Vice Chair, in the event of the absence or disability of the Chair, or a vacancy in the office of the Chair, shall assume and perform the duties of the presiding officer.

## **ARTICLE VII: COMMITTEES**

Ad hoc committees shall be appointed by the Chair.

## **ARTICLE VIII: BYLAWS**

### **1. Amendment**

These bylaws may be amended at any meeting by a vote of the majority of the members of the Commission.

### **2. Notice**

Written notice of any proposed amendment shall be mailed to all members at least five (5) calendar days prior to the meeting at which such action is proposed.

### **3. Effective Date of Amendment**

No amendment to these bylaws shall take effect or be binding until said amendment(s) have been reviewed by County Counsel and approved by the Board of Supervisors.

## **ARTICLE IX: ENDORSEMENTS**

The Economic Commission may not take independent positions on matters of a political nature including, but not limited to, ballot measures, candidates for office, or public policy matters. The Economic Commission may sponsor or co-sponsor events related to its charge without Board approval excepting events or organizations of a strictly political nature.

## **ARTICLE X: RECOMMENDATIONS**

Matters referred to the Commission by the Board of Supervisors shall be placed on the calendar for consideration and action at the first meeting of the Commission after such reference. If there is an issue of importance to the Commission, the Commission may submit recommendations to the Board of Supervisors for their consideration. The Board of Supervisors may adopt, amend, or reject the recommendations of the Commission.

# ROBERT'S RULES OF ORDER

The following is an introduction to Robert's Rules of Order. Please note that Robert's Rules are not the only way to conduct public meetings. However, they are a well-established and accepted method that allows everyone to be heard and to make decisions without confusion.

Robert's Rules of Order in no way preclude Brown Act rules such as including a "public comment" or "open time" on every meeting agenda.

# **Robert's Rules of Order**

## **What is Parliamentary Procedure?**

It is a set of rules for conduct at meetings that allows everyone to be heard and to make decisions without confusion,

## **Why is Parliamentary Procedure Important?**

Because it's a time tested method of conducting business at meetings and public gatherings. It can be adapted to fit the needs of any organization. Today, Robert's Rules of Order newly revised is the basic handbook of operation for most clubs, organizations and other groups. So it's important that everyone know these basic rules.

Public bodies using parliamentary procedure usually follow a fixed order of business. Below is a typical example:

1. Call to order.
2. Reading of minutes of last meeting.
3. Administrator's or Officer's reports.
4. Committee reports.
5. Agendized new and previously unfinished business.
6. Open Time for Public Expression.
7. Adjournment.

The method used by members to express themselves is in the form of moving motions. A motion is a proposal that the entire membership take action or a stand on an issue. Individual members can:

1. Call to order.
2. Second motions.
3. Debate motions.
4. Vote on motions.

## **There are two Basic Types of Motions:**

1. **Main Motions:** The purpose of a main motion is to introduce items to the membership for their consideration. They cannot be made when any other motion is on the floor, and yield to privileged, subsidiary, and incidental motions.
2. **Subsidiary Motions:** Their purpose is to change or affect how a main motion is handled, and is voted on before a main motion.

## **How are Motions Presented?**

1. **Obtaining the floor**
  - a. Wait until the last speaker has finished.
  - b. Rise and address the Chair.
  - c. Wait until the Chair recognizes you.
2. **Make your Motion**
  - a. Speak in a clear and concise manner.
  - b. Always state a motion affirmatively. Say, “I move that we... .” rather than, “I move that we do not...”.
  - c. Avoid personalities and stay on your subject.
3. **Wait for someone to second Your Motion**
4. **Another member will second your motion or the Chair will call for a second.**
5. **If there is no second to your motion, it is lost.**
6. **The Chair states your Motion**
  - a. The Chair will say, “It has been moved and seconded that we...”, thus placing your motion before the membership for consideration and action.
  - b. The membership then either debates your motion, or may move directly to a vote.
  - c. Once your motion is presented to the membership by the Chair, it becomes “assembly property”, and cannot be changed by you without the consent of the members.

## 7. Expanding on your Motion

- a. The time for you to speak in favor or your motion is at this point in time, rather than at the time you present it.
- b. The mover is always allowed to speak first.
- c. All comments and debate must be directed to the Chair.
- d. Keep to the time limit for speaking that has been established.
- e. The mover may speak again only after other speakers are finished, unless called upon by the Chair.

## 8. Putting the Question to the Membership

- a. The Chair asks, “Are you ready to vote on the question?”
- b. If there is no more discussion, a vote is taken.
- c. On a motion to move, the previous question may be adapted.

## Voting on a Motion

The method of vote on any motion depends on the situation and the by-laws of policy of your organization. There are two methods used to vote by most organizations, they are:

1. By voice - the Chair asks those in favor to say “aye”, those opposed to say “no”. Any member may move for an exact account.
2. By Roll Call - each member answers “yes” or “no” as his name is called. This method is used when a record of each person’s vote is required.

There is one other motion that is commonly used that relates to voting:

1. Motion to Table - This motion is often used in the attempt to “kill” a motion. The option is always present, however, to “take from the table”, for reconsideration by the membership.

Parliamentary Procedure is the best way to get things done at your meetings. But, it will only work if you use it properly.

1. Allow motions that are in order
2. Have members obtain the floor properly.
3. Speak clearly and concisely.
4. Obey the rules of debate.
5. Most importantly, *BE COURTEOUS*.

# Roberts Rules Made Simple

## Points

The following three points are always in order:

1. **Point of Order: a question about process, or** objection and suggestion of alternative process. May include a request for the facilitator to rule on process.
  2. **Point of Information:** a request for information on a specific question, either about process or about the content of a motion. This is not a way to get the floor to say something you think people should know. People misusing points of information in this fashion will be defenestrated, or otherwise sanctioned forcefully.
  3. **Point of Personal Privilege:** a comment addressing a personal need - a direct response to a comment defaming one's character, a plea to open the windows, etc.
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## Motions

All motions must be seconded, and are adopted by a majority vote unless otherwise noted. All motions may be debated unless otherwise noted. Motions are in order of precedence: motions may be made only if no motion of equal or higher precedence is on the floor (i.e., don't do a number 5 (move to end debate) when the body is discussing a number 4 (move to suspend rules).

1. **Motion to Adjourn:** not debatable; goes to immediate majority vote.
2. **Motion to Recess:** not debatable. May be for a specific time.
3. **Motion to Appeal the Facilitator's Decision:** Not debatable; goes to immediate vote. Allows the body to overrule a decision made by the chair.
4. **Motion to Suspend the Rules:** suspends formal process for dealing with a specific question. Debatable; requires 2/3 vote.
5. **Motion to End Debate and Vote or Call the Question:** applies only to the motion on the floor. Not debatable; requires 2/3 vote.

6. **Motion to Extend Debate:** can be general, or for a specific time or number of speakers. Not debatable.
7. **Motion to Refer to Committee:** applies only to the main motion. Refers question to a specific group with a specific time and charge.
8. **Motion to Divide the Question:** breaks the motion on the floor into two parts, in manner suggested by mover.
9. **Motion to Amend:** must be voted for by a majority to be considered and by a 2/3 to be passed. If amendment is accepted as “friendly” by the proposer of the amendment then many bodies will allow it to be accepted without a formal vote; this is a way of including a consensus-building process into procedure without endless debate over amendments to amendments. Strictly speaking, however, once the main motion is made it is the property of the body to amend.
10. **Main Motion:** what it is you’re debating and amending.

## **Other Meeting Guidelines:**

1. **When a topic is first introduced** or a main motion is made, allow all questions for information purposes to be asked before opening to debate.
2. **Discourage the repetition of arguments.** Attempt to call on people who have not yet spoken before those who have already spoken. Discourage dialogues that start up between two individuals in debate.
3. **If debate carries on too long,** impose time limits on speakers.
4. **Discourage people from talking in initials** - spell them out.