

## **FINANCIAL AUDIT ADVISORY COMMITTEE BYLAWS**

### **ARTICLE I: NAME**

This organization shall be called the "Financial audit Advisory Committee" (FAAC), existing by virtue of Resolution No. 2008-88 of the Board of Supervisors of the County of Marin and approval of "The Fiscal Management Consolidation Act" by Marin County voters in November 2008, and assuming the responsibilities delegated to it under said Resolution.

### **ARTICLE II: PURPOSE**

The FAAC is an advisory commission to the Board of Supervisors and whose purpose is to review the annual independent audit of the County's financial records and to encourage business practices in the County that are consistent with generally accepted accounting principles.

### **ARTICLE III: MEMBERSHIP**

Membership of the FAAC shall be composed of nine (9) members appointed by the Board of Supervisors representing the following categories:

- Board of Supervisors (2 members)
- County staff (2 members)
- County residents at-large (2 members)
- Schools (1 member)
- Cities and towns (1 member)
- Special districts (1 member)

With the exception of the appointment of Board members, each appointment shall be directly made by the Board of Supervisors through its standard application, interview, and selection process.

All members shall serve without compensation.

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

#### **1. Terms**

Each member of the FAAC shall serve a three-year term, and shall serve at the pleasure of the Board of Supervisors. Upon the establishment of the FAAC, three members shall be appointed to a two-year term, three members shall be appointed to a three-year term, and three members shall be appointed to a four-year term. Members seeking reappointment after their initial term may reapply to the Board of Supervisors at the conclusion of their term. Terms shall expire on the last day of the month of expiration.

#### **2. Resignation**

A resignation of a member shall be in writing and filed with the Clerk of the Board of Supervisors with a copy to the Chair of the FAAC. In the event of a resignation prior to expiration of the term, the Board of Supervisors shall appoint a new commissioner for the completion of the term.

## **ARTICLE V: MEETINGS**

### **1. General**

All meetings of the FAAC shall be open to the public and the public shall be notified in accordance with the Ralph M. Brown Act.

### **2. Meeting Frequency**

The FAAC shall meet at least annually and additional meeting may be called by the Chair or by a majority of the FAAC. The Chair shall designate the time and day of Committee meetings.

### **3. Quorum**

A majority of the seated members of the FAAC shall constitute a quorum to transact business and adopt action items. A lesser number than a quorum may adjourn a meeting.

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

Roberts Rules of Order are hereby adopted to govern the conduct the FAAC in all cases not otherwise provided in these bylaws, provided, however, that the Chair may make a motion.

### **5. Voting**

An affirmative vote of the majority of a quorum of the FAAC present at the time shall be necessary to approve any action item before the Board. If requested by any member in attendance, a roll call vote must be held.

## **ARTICLE VI: OFFICERS**

### **1. Officers**

The FAAC, at its first meeting each year, shall elect from its members a Chair and a Vice-Chair. The officers will serve an initial one-year term, which may be extended by a majority vote by the FAAC.

### **2. Duties**

The Chair shall appoint committees, authorized calls for any special meetings, and generally perform the duties and functions of the presiding officer. The Vice Chair shall assume and perform the duties of the presiding officer in the event of the absence or disability of the Chair, or a vacancy in the office of the Chair.

## **ARTICLE VII: COMMITTEES**

1. The Chair may appoint standing or ad-hoc committees as needed.

## **ARTICLE VII BYLAWS**

### **1. Amendment**

The committee may recommend amendments to these bylaws at any meeting by a vote of the majority of the members of the FAAC. Recommended amendments must be reviewed by County Counsel and approved by the Board of Supervisors before taking effect.

### **2. Notice**

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