



Bylaws Committee Meeting

February 2, 2023 at 5:00 p.m.

Fresno EOC Board Room

1920 Mariposa Street, Suite 310

Fresno, CA, 93721



BYLAWS COMMITTEE MEETING AGENDA

FEBRUARY 2, 2023 AT 5:00 PM

1. CALL TO ORDER

2. ROLL CALL

3. APPROVAL OF NOVEMBER 2, 2022 MEETING MINUTES

A. November 2, 2022 By-Laws Committee Meeting Minutes **Approve** 3

4. 2023 BYLAWS COMMITTEE MEETING SCHEDULE

A. 2023 Bylaws Committee Meeting Schedule **Approve** 5

5. BYLAWS CHARTER UPDATE

A. Bylaws Charter Update **Approve** 6

6. PUBLIC COMMENTS

(This portion of the meeting is reserved for persons wishing to address the Committee on items within jurisdiction but not on the agenda. Comments are limited to three minutes).

7. ADJOURNMENT

BYLAWS COMMITTEE
Wednesday, November 2, 2022 at 5:00 PM

MINUTES

1. CALL TO ORDER

Jimi Rodgers, Chair, called the meeting to order at 5:06 PM.

2. ROLL CALL

Present: Linda Hayes, Jimi Rodgers, Bruce McAlister, Lupe Jaime-Mileham and Oliver Baines.

Absent: Lisa Mitchell

3. APPROVAL OF SEPTEMBER 7, 2022 MEETING MINUTES

Public Comment: None heard.

Motion by: Hayes **Second by:** McAlister

Ayes: All in favor.

Nays: None heard

4. TARGET AREA CANDIDATES

Karina Perez, Chief of Staff, provided an overview of the Target Area Candidates nominees.

Public Comment: None heard.

Motion by: Jaime-Mileham **Second by:** McAlister

Ayes: All in favor.

Nays: None heard

5. COMMUNITY SECTOR APPLICATIONS

Perez provided an overview of the completed Community Sector applications.

Public Comment: None heard.

Motion by: Hayes **Second by:** McAlister

Ayes: All in favor.

Nays: None heard

6. BOARD MEETING SCHEDULE 2023

Perez provided an overview of the 2023 Meeting Schedule. Upon discussion, the Committee decided to make the following recommendations to ensure Commissioners engagement;

- Add the Executive Committee Meetings to the 2023 Schedule to meet quarterly.
- All Committee Meetings are to meet in February and Committee Chair are to discuss with Committee Members dates, times, and the frequency to meet to finalize the remaining of the 2023 Meeting Scheduled.
- Board Meetings to be changed to meet on the 3rd Wednesday of every other month instead of the 4th Wednesday of every other month.
- Update the Commissioners roles and responsibilities as well as their full job description.

Upon further discussion, the Committee recommended for this item to be presented at the December Board Meeting for Full Board approval.

Public Comment: None heard.

No action required.

7. COMMISSIONERS ONBOARDING PROCESS

Perez provided an overview of the onboarding process for new Commissioners.

Chair Hayes requested for an in-person Board Chair Connection onboarding processes with all new commissioners.

Public Comment: None heard.

Motion by: Baines **Second by:** Jaime-Mileham
Ayes: . All in favor.
Nayes: None heard

8. PUBLIC COMMENTS

Public Comment: None heard

No action required.

9. ADJOURNMENT

BYLAWS COMMITTEE MEETING

Date: February 2, 2023	Program: N/A
Agenda Item #: 4	Director: N/A
Subject: 2023 Bylaws Committee Meeting Schedule	Officer: Emilia Reyes

Recommended Action

Staff recommends Committee discussion and approval for full Board consideration the 2023 Bylaws Committee Meeting Schedule.

Background

As a way of background, at the December 14th, 2022 Board Meeting, the Board approved the Board Meeting Schedule and recommend the newly appointed Committee Chair to meet with their Committee members to determine the frequency and timeframe of their assigned Committee with the consideration to not meet during the holidays weeks.

For reference, the Bylaws Committee normally meets on a quarterly basis, typically on the first Wednesday of the month at 5:00p.m.

Fiscal Impact

None.

Conclusion

If approved by the Committee, this item will move forward for full Board consideration at the February Board Meeting.

BYLAWS COMMITTEE MEETING

Date: February 2, 2023	Program: N/A
Agenda Item #: 5	Director: N/A
Subject: Bylaws Charter Update	Officer: Emilia Reyes

Recommended Action

Staff recommends Committee review and approval for full Board consideration of the Bylaws Committee Charter.

Background

The Committee's Charter is attached for reference in a redline version for review and discussion of additional changes proposed to the Bylaws Committee Charter.

The changes proposed are in alignment with our current Agency's Bylaws.

Fiscal Impact

None.

Conclusion

If approved by the Committee, this item will move forward for full Board consideration at the February Board Meeting.



Fresno
Economic
Opportunities
Commission

FRESNO ECONOMIC OPPORTUNITIES COMMISSION

BYLAWS COMMITTEE CHARTER

MODIFIED JANUARY ~~2017~~2023

FRESNO EOC BYLAWS COMMITTEE CHARTER

INTRODUCTION

The Bylaws Committee was established by the Board to oversee processes by which the Board conducts itself and adds new Commissioners. Unless the commissioners otherwise designate, committees shall conduct their affairs in the same manner as is provided in these bylaws for the conduct of the affairs of the Board of Commissioners, with such changes in the context of such provisions as are necessary to substitute the committee and its members for the Board of Commissioners and its members.

PURPOSE

To act as a resource and oversight arm for the Board of Directors by maintaining the Agency's Bylaws, Policies and Procedures and having responsibility for Board recruitment and development. This provides the Board with clear guidelines for accomplishing their responsibilities while following proper standard operating procedures and protocols.

MEMBERSHIP

The Bylaws Committee shall be composed of five (5) Commissioners, with at least one from each tripartite sector. The committee members and chair shall be appointed by the Board Chair and approved by the board and shall serve at the pleasure of the board.

Fresno EOC staff, assigned by the Board Secretary, shall serve as the Committee Secretary.

QUORUM

A quorum shall be established at the beginning of all meetings. A quorum shall equal a majority of the Commissioners assigned to the committee. Any Board member's participation in any meeting via electronic means shall comply with the Brown Act's limitations on technological conferences, as may be modified by Executive Order ~~Participation in a meeting through the use of conference telephone or electronic video screen communication~~ pursuant to Article VIII of the Corporation's Bylaws constitutes presence at that meeting. Should a meeting not meet quorum requirements or lose the quorum at some point during the meeting, the meeting may proceed with informational items however no action, other than adjournment, may be taken.

SCOPE

Subject to the approval of the board, the committee is granted the authority to:

- A. review and revise the bylaws and policies and procedures of the organization;
- B. oversee the Target Area election and the Community Sector appointment processes; and
- C. conduct the annual board self-evaluation

RESPONSIBILITIES AND DUTIES

Section 1. Bylaws

- A. Maintain an official text of the Bylaws, incorporating all changes as adopted by the organization.
- B. Create and maintain a Policies and Procedures Manual.
- C. Interpret any bylaws questions and implement solutions to bylaws related problems.
- D. Consider and recommend bylaw amendments.
- E. Coordinate annual review of the organization's articles of incorporation and bylaws.

Section 2. Training and Evaluation

- A. Oversee Commissioner orientation and training.
- B. Coordinate the board's periodic evaluation process of itself and the organization's governance structure, policies and procedures..

Section 3. Commissioner Election and Appointment

- A. Draft Commissioner Reference and election documents such as job descriptions and guidelines.
- B. Administer the Target Area board member democratic selection process.
- C. Meet as the Selection Committee to recommend candidates for Community Sector board positions.
 - 1. The Selection Committee shall meet as needed with the purpose of interviewing qualified candidates for Community Sector board positions and making recommendations to the Board.
 - 2. The Selection Committee shall have 5 members and be comprised of Bylaws Committee members that are not Community Sector Representatives up for reappointment that year.
 - 3. If needed, the Board Chair will appoint Commissioners that are not Community Sector Representatives up for reappointment that year to the Selection Committee for a total of 5.
- D. Ensure that the board fills vacancies promptly.



MEETINGS

All Commissioners who are not members of the committee may attend meetings of the committee but may not vote and so as long a Board quorum is not established.

Section 1: Frequency

A meeting schedule for the year is prepared and approved at the Board Annual meeting. The Committee will meet at least four times a year, with authority to convene additional meetings or reschedule, as circumstances require. Meetings will be held without restrictions or time constraints.

Section 2: Agenda

The Committee Chair will approve the agenda for the committee's meetings and any member may suggest items for consideration. Written materials will be provided to the committee as far in advance of the meeting as possible.

Section 3: Minutes

The committee shall keep a record of its actions and proceedings, and when required by the board, shall make a report of those actions and proceedings to the board.

Minutes will be prepared after each committee meeting by the Committee Secretary. The Committee Chair approves the minutes for inclusion and approval in the next committee packet.