



Bylaws Committee Meeting

March 16, 2023 at 5:30 p.m.

Fresno EOC Board Room

1920 Mariposa Street, Suite 310

Fresno, CA, 93721

Join By Zoom:

<https://fresnoeoc.zoom.us/meeting/register/tZ0kfuutpzsoHtUySXBnf-WbghBn02mwD-F6>



BYLAWS COMMITTEE MEETING AGENDA

MARCH 16, 2023 AT 5:30 PM

1. CALL TO ORDER

2. ROLL CALL

A. Monthly Attendance Record		3
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3. APPROVAL OF NOVEMBER 2, 2022 MEETING MINUTES

A. November 2, 2022 By-Laws Committee Meeting Minutes	Approve	4
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4. ELECTION MATERIALS

A. Election Materials	Approve	6
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5. BOARD SELF-ASSESSMENT

A. Board Self-Assessment Questionnaire	Approve	15
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6. BYLAWS CHARTER UPDATE

A. Bylaws Charter Update	Approve	21
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7. 2023 EXPIRING TERMS

A. 2023 Expiring Terms	Information	26
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8. 2023 BOARD RETREAT SURVEY RESULTS

A. Board Retreat Survey Results	Information	27
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9. OTHER BUSINESS

The next meeting is scheduled on Thursday, June 15, 2023, at 5:30 p.m.

10. 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).

11. ADJOURNMENT

Bylaws Committee Meeting Monthly Attendance Record

Jimi Rodgers
Oliver Baines
Lupe Jaime-Mileham
Bruce McAlister
Linda Hayes
Lisa Mitchell

January	February 2, 2023	March 16, 2023	April	May	June 15, 2023	July	August	September 21, 2023	Oct.	Nov.	Dec.	Attended
	Postpone											0/11
												0/11
												0/11
												0/11
												0/11

O-Present X-Absent T-Teleconference

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: March 16, 2023	Program: N/A
Agenda Item #: 4	Director: N/A
Subject: Election Materials	Officer: Emilia Reyes

Recommended Action

Staff recommends Committee review and approval for full Board consideration of the Election Materials for 2023 and appoint Screening Committee Members to Interview Community Sector candidates.

Background

Attached are the updated election materials for the 2023 Board Election to be updated on the Fresno EOC's website.

- ❖ Chronology of Board Election 2023 Dates
- ❖ Community Sector Public Notice
- ❖ Community Sector Representative Form
- ❖ Target Area Public Notice
- ❖ Target Area Representative Form
- ❖ Target Area Vote Registration Form

Registration and voter forms will be available on the Fresno EOC's website to be submitted electronically.

Fiscal Impact

None.

Conclusion

If approved by the Committee, this item will move forward for full Board consideration at the April 6, 2023 Commission Meeting.



Chronology of Board Election 2023 Dates

Mon, 3/20	Updated election materials uploaded to website.
Mon, 5/15	Press Release is released.
Mon, 4/24	Develop Open House Video with Board Chair and CEO
Mon, 5/22	Virtual Open House Video uploaded to website for prospective candidates
Fri, 10/6	Last day of acceptance of nomination forms for Community Sector Representatives and Target Area Candidates. (Organization appointing Community Sector Representative must submit an original resolution with the application, signed and dated within 60 days).
October	Ballots to target area-registered voters are mailed as registrations are received and verified.
Thurs, 10/19	Screening Committee meets to review Community Sector applications. 5:00p.m.
Mon, 10/30 & Tue, 10/31	Screening Committee Interviews Community Sector candidates starting.
Wed, 11/08	Voter registration form deadline to vote in 2023 elections.
Thurs, 11/30	Election Close Date. Ballots can be hand-delivered by 5:00p.m. If mailed, ballots must be postmarked by November 30, 2023.
Fri, 12/1	Ballots Opened at 12 noon in the Fresno EOC Board Room and Virtual Link provided for Public View.
Thurs, 12/7	Present election and community sector selection results at the Board of Commissioners meeting for approval to seat as of January 1, 2024.
January 2024	New board members onboarding process start.

If mailed, forms must be postmarked by due date. If forms are hand-delivered they will be accepted until 5:00 pm on the due date. If forms are submitted via email they will be received until 11:59 pm on the due date.

Voters may register to vote at any time during the year. If registering to vote in this year's election your paperwork must be in by the deadline.

Dates and times subject to change.

Pending Bylaws Approve

COMMUNITY SECTOR REPRESENTATIVES PUBLIC NOTICE

Fresno Economic Opportunities Commission (Fresno EOC) is seeking qualified nominations for Board Commissioners representing the Community Sector. There are four (4) openings commencing January 2024 for a two-year term.

Fresno EOC is governed by a twenty-four-member Board of Commissioners. One-third of the board consists of public officials, or their representatives, and one-third are elected members representing low-income persons. The remaining members are Business/Community Representatives. Their participation and involvement on the Board, its committees, and collaboration with community organizations, agencies, and groups are critical to Fresno EOC's efforts. In addition, their ability to help in developing public and institutional understanding of and support for the programs -- and the positive effects those programs can have on the community is very important. All board members serve on a voluntary basis.

CANDIDATES FOR COMMUNITY SECTOR COMMISSIONERS

Community Sector Commissioners are representatives of business, industry, labor, religious, law enforcement, youth, education, social services, and/or multicultural organizations that can contribute or mobilize economic and human resources, ethnic and racial diversity and balance to the Commission as a whole, and is supportive of the mission and objectives of the Agency.

To qualify, the candidate must be 18 years or older, a resident of the target area, and neither an employee of Fresno EOC nor a member of the immediate family of an employee of Fresno EOC. Nominees must be individuals that are responsible, professional and capable; of good character and reputation; and have the understanding of and ability to perform board governance consistent with the agency's Articles of Incorporation and By-laws.

NOMINATION PROCESS

Interested nominees must complete and submit the electronic [Community Sector Nomination Form](#). The form must be accompanied by a proof of age and a board-adopted resolution from the organization, agency, or group that is authorizing the nomination of the candidate. The resolution must be dated within 60 days of the due date and signed by an officer of the board other than nominee. If the organization is a public entity, a letter from an authorized official is required. The form, documentation and resolution/letter must be submitted/postmarked by **FRIDAY, OCTOBER 6, 2023**, by mail to "Fresno EOC Community Sector Representative Nominations", Post Office Box 992, Fresno, CA 93714, via email by 11:59 pm to elections@fresnoeoc.org or in person by 5:00 pm at 1920 Mariposa Street, Ste. 300 Fresno, CA 93721.

SELECTION

The Community Sector Screening Committee of the Fresno EOC Board of Commissioners shall review and screen all eligible nominations and forward the most qualified candidates to the Board to be ratified. The selected Business/Community Representatives will be seated at the January 2024 Board Meeting.

For further information, contact Karina Perez at (559) 263-1012 or e-mail at elections@fresnoeoc.org

Fresno Economic Opportunities Commission, 1920 Mariposa Street, Suite 300, Fresno, CA 93721



Fresno Economic Opportunities Commission

COMMUNITY SECTOR REPRESENTATIVE NOMINATION FORM

This signed form and documentation must be submitted/postmarked by **OCTOBER 6, 2023** along with a resolution of support for this 2-year term from the agency, organization or group you are representing signed within 60 days of the due date. If the organization is a public entity, submit a letter from an authorized official.

Applicant Information

Full Name: _____
Last First M.I.

Home Address: _____
Street Address Apartment/Unit #

City State Postal Code

Primary Phone: _____ Alternate Phone: _____

Email: _____ Date of Birth: _____

Organization Representing

Organization Name _____ # Years as a Fresno
County Resident _____

Organization Address: _____
Street Address City State Postal Code

This signed nomination form may be submitted in the following ways:

By Mail: Postmarked by due date	By E-Mail: By 11:59 PM on the due date	Hand Delivered: By 5:00 PM on the due date
Fresno EOC Elections Office Post Office Box 992 Fresno, CA 93714	Elections@Fresnoeoc.org	Fresno EOC 1920 Mariposa Street, Suite 300 Fresno, CA 93721

Employment

Employer: _____ Job Title _____

Address: _____
Street Address City State Postal Code

Please attach resume to this application

Qualifications

Briefly explain why are you interested in serving on the EOC Board of Commissioners?

List your current and past membership in organizations / community groups / affiliations.

How will the organization and you be an asset to Fresno EOC?

List the reasons your organization is interested in Fresno EOC Board of Commissioners:

References

Reference 1:

Name: _____ Position: _____
Organization: _____ Phone Number: _____

Reference 2:

Name: _____ Position: _____
Organization: _____ Phone Number: _____

Disclaimer and Signature

I certify under penalty of perjury that the above is true and that:

- *I am or will be 18 years of age or older by the date of my appointment;*
- *I am not an employee of Fresno EOC nor a member of the immediate family of an employee of Fresno EOC;*
- *I have read and understand the Fresno EOC Commissioner Job Description and have the capacity to serve;*
- *I understand that there is a mandatory training for new commissioners in January and a board retreat in March;*
- *I am not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded by any federal department or agency;*
- *I have not been convicted of or had a civil judgment rendered against me for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction, for violation of federal and state antitrust statutes or for commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property;*
- *I have not been indicted for or otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses above; and*
- *I have not had any public transactions (federal, state or local) terminated for cause or default during the three years prior to the application.*

Signature: _____ Date: _____

MUST ATTACH A RESOLUTION OF SUPPORT FROM THE AGENCY/ORGANIZATION/GROUP PROPOSE TO REPRESENT.

TARGET AREA REPRESENTATIVES PUBLIC NOTICE

Fresno Economic Opportunities Commission (Fresno EOC) is holding elections for Board Commissioner Representatives of low-income Target Areas [A](#), [D](#), & [E](#), to serve for a two-year term commencing January 2024.

Fresno EOC is governed by a twenty-four-member Board of Commissioners. One-third of the board consists of public officials or their representatives, and one-third are members of business and community groups. The remainder must be democratically elected to represent low-income residents and groups. Representatives are a fundamental source of information on conditions and problems of poverty. Their participation and involvement on the Board, on its committees and at neighborhood levels are critical to Fresno EOC's efforts. Also important is their ability to help develop public and institutional understanding of, and support for, the programs -- and the positive effects those programs can have on the community. All board members serve on a voluntary basis.

CANDIDATES FOR TARGET AREA COMMISSIONERS

To qualify, candidates must be 18 years or older, a resident of the target area, and neither an employee of Fresno EOC nor a member of the immediate family of an employee of Fresno EOC. Qualified candidates must be individuals that are responsible, professional and capable; of good character and reputation; sympathetic to the mission and objectives of Fresno EOC; will act as a representative of the poor; and can govern the affairs of the Agency consistent with its Articles of Incorporation and Bylaws.

NOMINATION PROCESS

Interested candidates must complete and submit an electronic [Representative Nomination Form](#) along with documentation of your age and residency. The form and documentations must be submitted/postmarked by **FRIDAY, OCTOBER 6, 2023**, by mail to "Fresno EOC Target Area Nominations", Post Office Box 992, Fresno, CA 93714, via email by 11:59 pm to elections@fresnoeoc.org or in person by 5:00 pm at 1920 Mariposa Street, Ste. 300 Fresno, CA 93721.

ELECTIONS

Elections will be by mail-in or in-person ballot only. Ballots will be mailed out starting in October as [registration forms](#) are received and validated. Completed ballots must be postmarked by **Thursday, November 30, 2023** or submitted in person by 5:00pm to the Fresno EOC Internal Audit office at 1920 Mariposa Street, Suite 300, Fresno, CA 93721. Emails and faxes will not be accepted. Results of the election will be posted after December 7, 2023. The newly elected Commissioners will be seated at the January 2024 Board Meeting.

REGISTRATION TO VOTE

To qualify to vote in the Fresno EOC Target Area Representative Elections, you must be 18 years or older and a resident of the target area in which you wish to vote. To register the electronic [Voter Registration Form](#) must be submitted by **WEDNESDAY, NOVEMBER 8, 2023**, or postmarked and mail to "Voter Registration", Post Office Box 992, Fresno, CA 93714, via email by 11:59 pm to elections@fresnoeoc.org or in person by 5:00 pm at 1920 Mariposa Street, Ste. 300 Fresno, CA 93721.

For further information, contact Karina Perez at (559) 263-1012 or e-mail at elections@fresnoeoc.org

Fresno EOC, 1920 Mariposa Street, Suite 300, Fresno, CA 93721



Fresno Economic Opportunities Commission

TARGET AREA REPRESENTATIVE NOMINATION FORM

This signed form and documentation must be submitted/postmarked by **OCTOBER 6, 2023** along with documentation of your age and residency.

Applicant Information

Full Name: _____
Last First M.I.

Home Address: _____
Street Address Apartment/Unit #

City State Postal Code

Primary Phone: _____ Alternate Phone: _____

Email: _____ Date of Birth: _____

Target Area: ☐ A ☐ B ☐ C ☐ D ☐ E ☐ F ☐ G ☐ H

See [Target Area Map](#), if you aren't certain which Target Area you live in.

This signed nomination form may be submitted in the following ways:

By Mail: Postmarked by due date	By E-Mail: By 11:59 PM on the due date	Hand Delivered: By 5:00 PM on the due date
Fresno EOC Elections Office Post Office Box 992 Fresno, CA 93714	Elections@Fresnoeoc.org	Fresno EOC 1920 Mariposa Street, Suite 300 Fresno, CA 93721

Employment

Employer: _____ Job Title _____

Address: _____
Street Address City State Postal Code

Please attach resume to this application

Qualifications

Briefly explain why are you interested in serving on the EOC Board of Commissioners?

List your current and past membership in organizations / community groups / affiliations.

Please give a statement of qualifications/how you can contribute to Fresno EOC (This will be included on the ballot. You may use a separate sheet if necessary.)

If you wish to translate your statement to Spanish and/or Hmong, please provide it here (otherwise staff will translate your statement.)

References

Reference 1:

Name: _____ Position: _____
Organization: _____ Phone Number: _____

Reference 2:

Name: _____ Position: _____
Organization: _____ Phone Number: _____

Disclaimer and Signature

I certify under penalty of perjury that the above is true and hereby declare my candidacy for a seat as a commissioner on the board of the Fresno Economic Opportunities Commission representing target area ____ (fill in target area letter) and that:

- *I am or will be 18 years of age or older by the date of the election;*
- *I reside in the Target Area for which I am running;*
- *I am not an employee of Fresno EOC nor a member of the immediate family of an employee of Fresno EOC;*
- *I have read and understand the Fresno EOC Commissioner Job Description and the Target Area Public Notice and have the capacity to serve;*
- *I understand that there is a mandatory training for new commissioners in January and a board retreat in March;*
- *I am not presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded by any federal department or agency;*
- *I have not been convicted of or had a civil judgment rendered against me for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain, or performing a public (federal, state or local) transaction or contract under a public transaction, for violation of federal and state antitrust statutes or for commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements, or receiving stolen property;*
- *I have not been indicted for or otherwise criminally or civilly charged by a governmental entity (federal, state or local) with commission of any of the offenses above; and*
- *I have not had any public transactions (federal, state or local) terminated for cause or default during the three years prior to the application.*

Signature: _____ Date: _____

MUST ATTACH DOCUMENTATION OF AGE AND RESIDENCY. (i.e. copy of driver's license. No P.O. Box allowed)



Fresno Economic Opportunities Commission

TARGET AREA VOTER REGISTRATION FORM

In order to vote in the Fresno EOC Target Area election, you must register, be 18 years or older and be a resident of the designated Target Area. Voters may register to vote at any time during the year. If registering to vote in this year's election your paperwork must be in by **NOVEMBER 8, 2023**.

Voter Information

Full Name: _____
Last First M.I.

Home Address: _____
Street Address Apartment/Unit #

City State Postal Code

Primary Phone: _____ Alternate Phone: _____

Email: _____ Date of Birth: _____

Target Area: ☐ A ☐ B ☐ C ☐ D ☐ E ☐ F ☐ G ☐ H

See [Target Area Map](#), if you aren't certain which Target Area you live in.

This signed nomination form may be submitted in the following ways:

By Mail: Postmarked by due date	By E-Mail: By 11:59 PM on the due date	Hand Delivered: By 5:00 PM on the due date
Fresno EOC Elections Office Post Office Box 992 Fresno, CA 93714	Elections@Fresnoeoc.org	Fresno EOC 1920 Mariposa Street, Suite 300 Fresno, CA 93721

This election will be by mail-in or in-person paper ballot only. Once the registration form is received and validated, eligible voters will be mailed ballots with a return envelope to their mailing address. The ballot must be returned sealed, in the self-addressed envelope no later than 5:00pm or postmarked by **NOVEMBER 30, 2023**.

Disclaimer and Signature

I certify under penalty of perjury that the above is true. I hereby register to vote in the Fresno Economic Opportunities Commission Target Area Election and that:

- *I am or will be 18 years of age or older by the date of the election;*
- *I reside in the Target Area for which I am registering to vote.*

Signature: _____ Date: _____



BYLAWS COMMITTEE MEETING

Date: March 16, 2023	Program: N/A
Agenda Item #: 5	Director: N/A
Subject: Board Self-Assessment	Officer: Emilia Reyes

Recommended Action

Staff recommends Committee review and approval for full Board consideration of the Board Self-Assessment.

Background


On a consistent basis, a Board Self-Assessment is conducted to aid Fresno EOC's Board of Commissioners to:

1. Identify gaps between the standards for effective, nonprofit boards
2. Engage the commissioners in discussions about their effectiveness as a board
3. Ascertain our commissioners' perceptions of knowledge, skills, and processes as they carry out their board roles
4. As applicable, pinpoint areas in which the Board is excelling as well as those requiring improvement.

A timeline of the Board Self-Assessment Timeline is outlined below:

SELF-ASSESSMENT TIMELINE

MARCH 16TH – Bylaws Committee Meeting	Bylaws Committee Review And Approval Of The Assessment Questions.
MAY 4TH – Board Meeting	Board approves assessment questions
JUNE / JULY	Questionnaire is sent for commissioners to complete
SEPTEMBER 21ST – Bylaws Committee Meeting	Draft report is generated and presented to Bylaws committee. Bylaws Committee input is incorporated into report
OCTOBER 5TH – Board Meeting	Final report is presented to the Board



After analyzing the data the Bylaws Committee will prepare a presentation to be given to the board on the results of their collective responses and engage in a discussion on next steps.

Fiscal Impact

None.

Conclusion

If approved by the Committee, this item will move forward for full Board consideration at the April 6, 2023 Commission Meeting.



Board Self-Assessment Questionnaire

Please evaluate each question based on your experience. Do not answer questions as you think they should be answered, but as you truly see it given your experience. Only select “N/A” if you feel you don’t have enough information to measure the question.

Feel free to leave comments below each section.

- 4 – Strongly Agree
- 3 – Agree
- 2 – Disagree
- 1 – Strongly Disagree
- 0 – N/A

Section 1: Board and Staff

1. The board operates under a set of policies, procedures, and guidelines with which all members are familiar.
2. Commissioners play an active role in the organization’s strategic planning.
3. Our organization’s vision and mission is clear and accepted by our board.
4. The full board collaboratively reviews and updates the organization’s strategic plan on a regular basis.
5. Staff develop and carry out annual action plans based on the board–approved strategic plan.
6. The board routinely receives updates by the staff on their annual plans developed by staff.
7. Staff support to board meetings is adequate.
8. Information provided by staff is adequate to ensure effective board governance and decision-making.

Section 2: Board Committees

9. Committees are the primary tools for communication and decision making for our board structure.
10. The board’s ad hoc and standing committees streamline our work process and increase board effectiveness.
11. My committee assignments make good use of my interests and expertise.
12. I am able to attend the majority of my committee meetings.

- 13. Each standing committee reviews its charter at the beginning of the year and modifies it as needed.
- 14. I understand the function of the different committees.
- 15. The committee structure provides adequate contact with administration and staff.
- 16. The Executive Committee meets only when necessary and reports to the board on all actions taken.
- 17. All committees have adequate agendas and minutes for each meeting.

Section 3: Board Meetings

- 18. The number of board meetings is adequate to ensure effective governance.
- 19. Board meetings are long enough to accomplish the necessary work.
- 20. The agendas of our board meetings and supporting written material are provided in advance of meetings with enough time for adequate advance review.
- 21. Board meetings are well attended, with near full turnout at each meeting.
- 22. I am aware of and follow the board meeting attendance policy.
- 23. Our board thoroughly examines the pros and cons of all major issues and makes fully informed decisions.
- 24. I am comfortable with the amount of time spent on agenda items.
- 25. I understand the process to get more information when there is something I don't understand on the agenda.
- 26. Commissioners fully participate in discussions around significant issues.
- 27. Our board environment encourages dealing with different points of view.
- 28. Once a decision is made, we stand behind it as a group.

Section 4: Board Membership & Orientation

- 29. As a Commissioner, I am aware of what is expected of me.
- 30. I am satisfied with my participation on the board.
- 31. I am aware and understand the tri-partite requirement.
- 32. Nomination and appointment of Commissioners follow clearly established procedures using known criteria that I understand.
- 33. Our board and staff inform new Commissioners about responsibilities and important organizational information through a structured new member orientation program.
- 34. The new member orientation prepared me to effectively serve as a Commissioner.
- 35. The board size is adequate to effectively govern the organization.

Section 5: Board - CEO Relationship

- 37. There is a clear understanding of where the board's role ends and the Chief Executive Officer's begins.
- 38. There is good two-way communication between the board and the CEO.
- 39. Commissioners provide the necessary support that allows the CEO to carry out the role successfully.
- 40. The board has developed formal criteria and a process for evaluating the CEO.
- 41. The board, or a committee of the board, has formally evaluated the CEO within the past 12 months.
- 42. The board evaluates the CEO primarily on the accomplishment of the organization's strategic goals and priorities and adherence to policy.

Section 6: Board Chair

- 43. The board has discussed the role and responsibilities of the Chair.
- 44. The Chair is well prepared for board meetings and helps the board stick to the agenda.

- 45. The Chair ensures that every Commissioner has an opportunity to be heard.
- 46. The Chair is skilled at managing different points of view.
- 47. The Chair helps the board work well together.
- 48. The Chair demonstrates good listening skills.
- 49. The board supports the Chair.
- 50. The Chair is effective in delegating responsibility among Commissioners.

Section 7: Fiscal Management and Monitoring

- 51. Board members are fully aware of their legal responsibilities for the organization's fiscal management.
- 52. The board adequately oversees the financial performance and fiduciary accountability of the organization.
- 53. The board receives regular financial updates and takes necessary steps to ensure the operations of the organization are sound.
- 54. Our organization's fund raising needs and strategies are understood by the board.
- 55. Board members are knowledgeable about the organization's programs and services.
- 56. The board has been made aware of and understands its oversight role of the CSBG Organizational Standards.
- 57. The board has been made aware of and understands its oversight role of the Head Start Governance, Leadership and Oversight Capacity Screener.

Section 8: External Relations Practices

- 58. Our board receives regular reports about the organization's relationships with external constituents and community groups.
- 59. I participate in critical organizational events designed to promote the organization (annual meeting, programmatic kick-off events, openings of major new programs, etc.)
- 60. Board members are clear about who serves as official spokesperson for the organization.



BYLAWS COMMITTEE MEETING

Date: March 16, 2023	Program: N/A
Agenda Item #: 6	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 April Board Meeting.

FRESNO ECONOMIC OPPORTUNITIES COMMISSION

BYLAWS COMMITTEE CHARTER

MODIFIED ~~JANUARY~~ ~~FEBRUARY~~ ~~MARCH~~ ~~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

Meetings are open to all commissioners and shall generally be attended by program officers and directors to introduce or respond to agenda items, or general questions and comments Committee members may have. Only those members appointed to the Committee are permitted to vote on agenda items.

~~All Commissioners who are not members of the committee may attend meetings of the committee but may not vote.~~

Section 1: Frequency

~~A meeting schedule for the year is prepared and approved at the Board Annual meeting. The Bylaws Committee shall will meet at least four times a year, typically on the first third Thursday Wednesday of the month at 5:30p.m. with authority to convene additional meetings or reschedule, as circumstances require. In the event the Committee meeting date is a Holiday recognized by the Agency, the meeting will be moved to an alternate date. Meetings during the months of July and August shall be held at the discretion of the Committee Chairperson. The Committee Chair shall have authority to convene additional meetings, as circumstances require, and to reschedule meetings allowing for sufficient notice period~~ 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. 72 hours before the Committee Meeting per Brown Act Rules.~~

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.



BYLAWS COMMITTEE MEETING

Date: March 16, 2022	Program: N/A
Agenda Item #: 7	Director: N/A
Subject: 2023 Expiring Terms	Officer: Emilia Reyes

Background

The information presented below is intended to keep the Committee apprised on Commissioners expiring terms for 2023.

Commissioners will be notified by mail, email, phone call and text of their upcoming expiring term and receive a 90, 60 and 30 day reminders before application due date.

Expiring Terms 2023

COMMISSIONER	REPRESENTS
Community Sector	
James Martinez	Fresno Reel Pride
Bruce McAllister	West Fresno Faith Based Organization
Itzi Robles	Southeast Fresno Community Development Association
Jimi Rodgers	Association of Black Social Workers
Public Sector	
Charles Garabedian	Board of Supervisors
Brian King	Mayor's Jerry Dyer Appointee
Robert Pimentel	State Center Community College District
Ruben Zarate	14 th Senatorial District
Target Area	
Daniel Martinez	Target Area D
Lisa Mitchell	Target Area E
Alena Pacheco	Target Area A



BYLAWS COMMITTEE MEETING

Date: March 16, 2022	Program: N/A
Agenda Item #: 8	Director: N/A
Subject: Board Retreat Survey Results	Officer: Emilia Reyes

Background

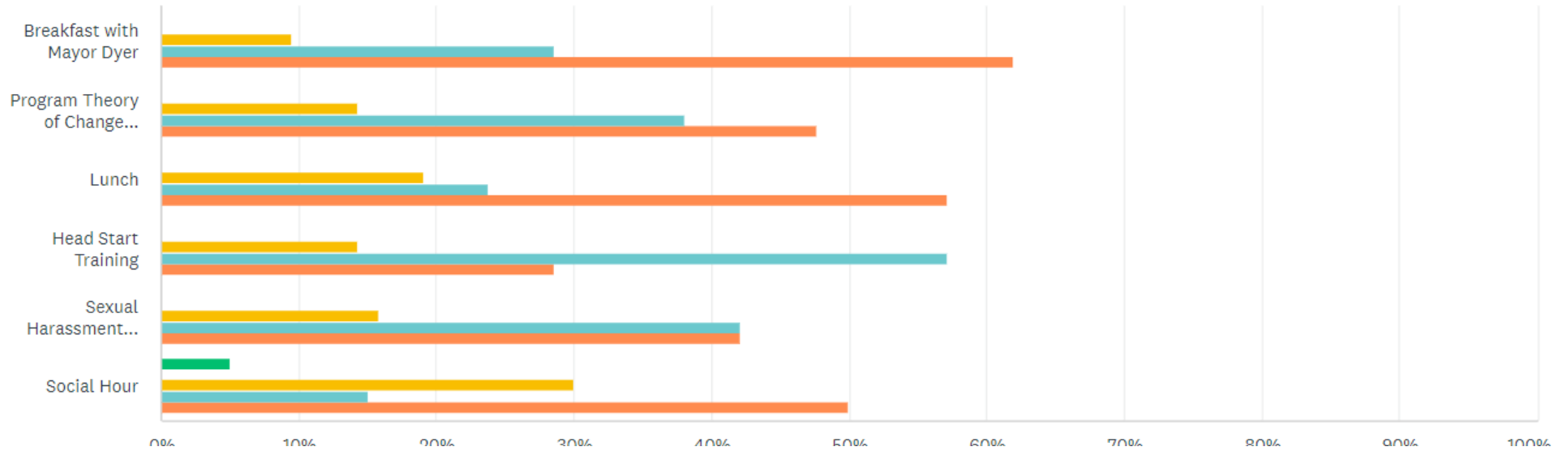
The information presented below is intended to keep the Committee informed on the 2023 Board Retreat Survey Results.

A total of 87% of Commissioners completed the survey. Results for Committee Members are attached for review.



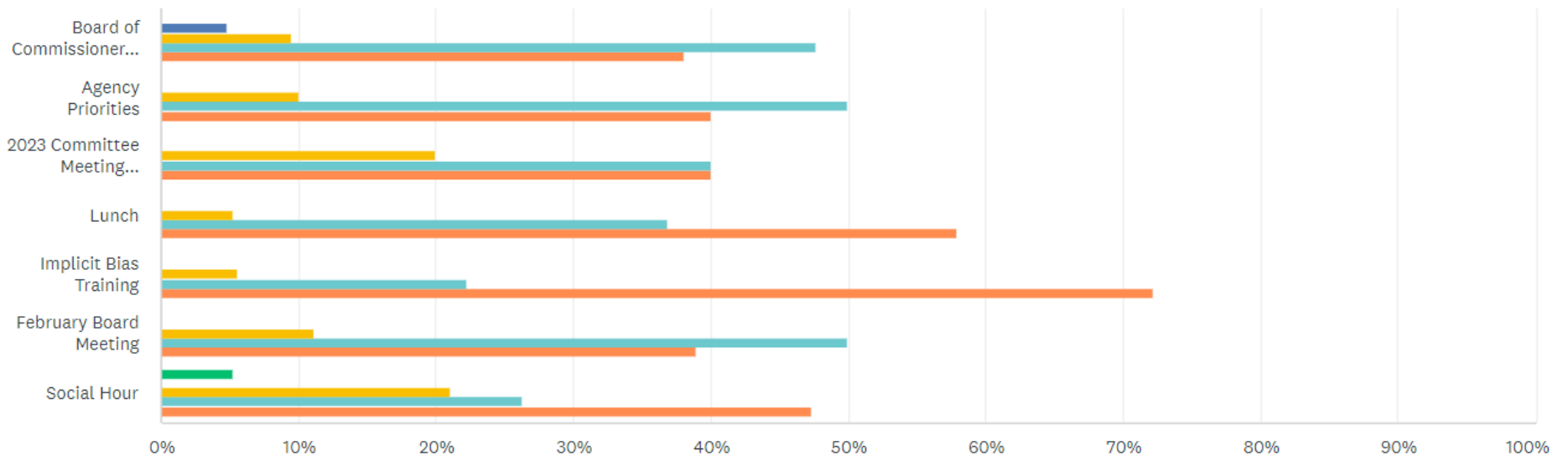
Day 1: Friday, February 17th

Answered: 21 Skipped: 0



Day 2: Saturday, February 18th

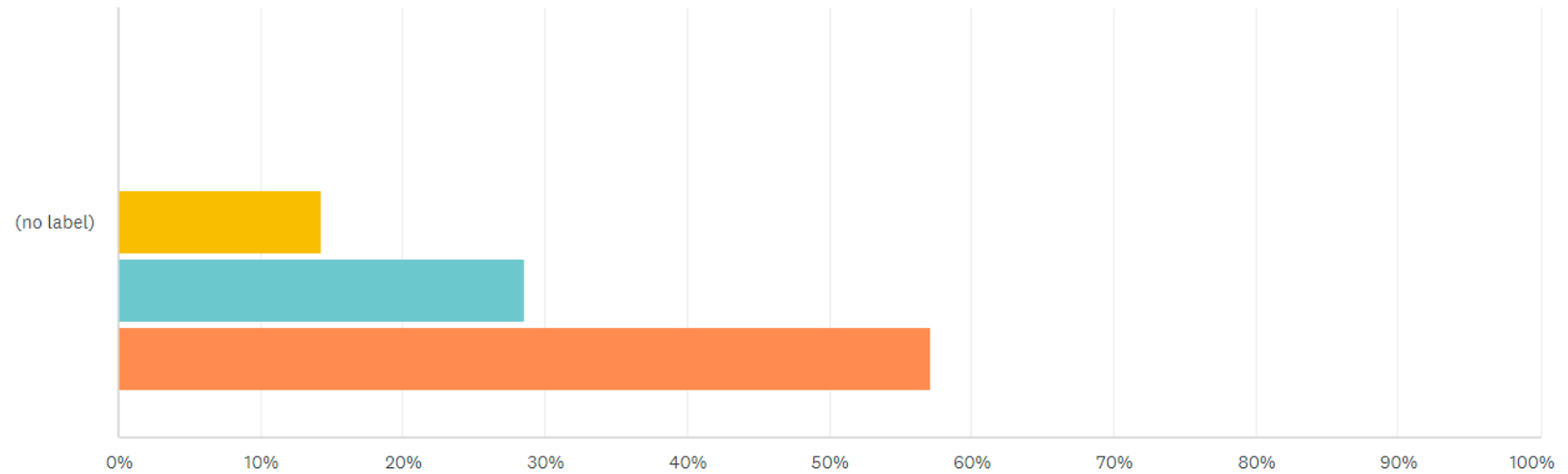
Answered: 21 Skipped: 0



Very Dissat... Dissatisfied Neutral Satisfied
Very Satisfi...

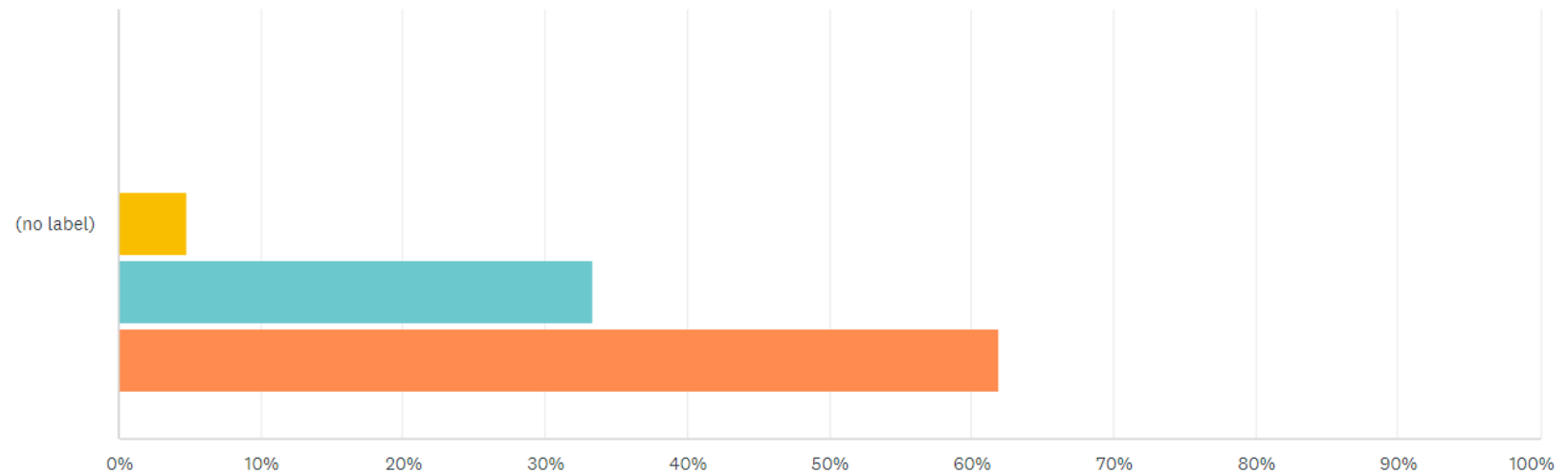
I received adequate information during the 2023 Board Retreat to contribute as a Board Member.

Answered: 21 Skipped: 0



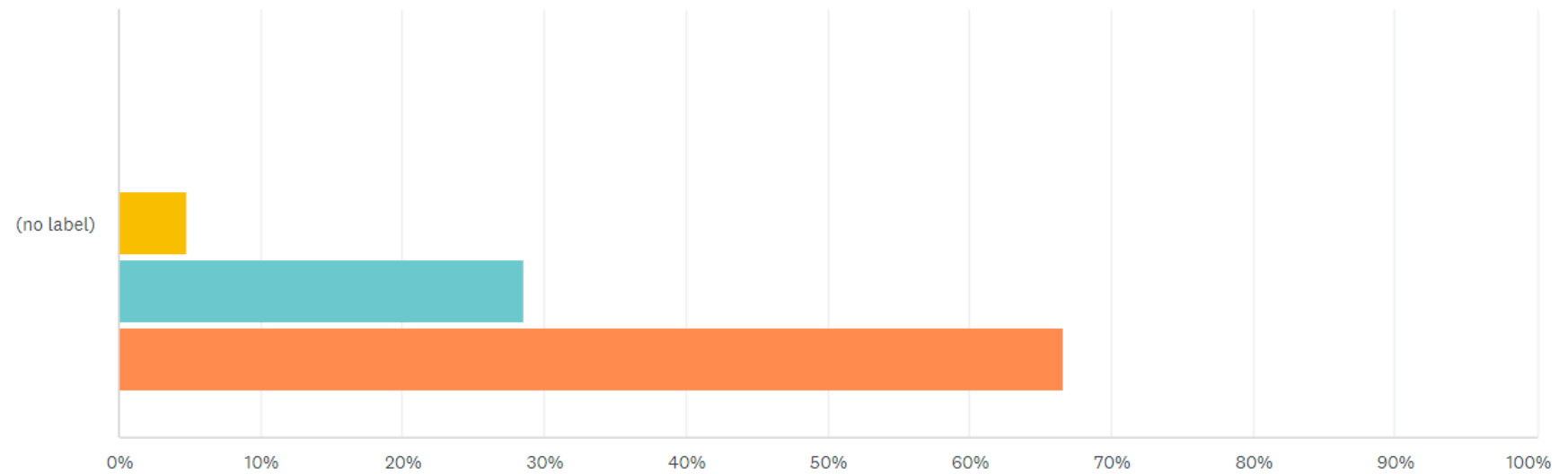
I received information about the organizations programs & services.

Answered: 21 Skipped: 0



I am satisfied with my participation as a Board Member.

Answered: 21 Skipped: 0





Very Dissat...



Dissatisfied



Neutral



Satisfied



Very Satisfi...

Any Additional Comments

Answered: 18 Skipped: 3

Nope. Let's not forget Ethnic Studies at SOUL!!

Please continue to keep up the great work.

Plan a dinner after the retreat, and let's go out of town for the retreat while waiting for an answer from the attorney general.

Great job everyone!

Unfortunately I was not able to attend Saturday session, due to a commitment out of town. I thought it was great on Friday.

I will like to thank CEO Reyes and Staff for all their great preparation and work.

Information about the Sat. evening dinner was not communicated to all board members. Though we were originally asked about attending dinner, I was not aware it was offsite. I found out about the dinner plans when sitting with another commissioner who had already been informed.

Well done and enjoyable!

Thank you, Admin staff, Directors, Managers, and line staff for all your hard work. I really appreciate your dedication to make positive changes for our community.

I would like to have the Retreat in better weather

Didn't attend first day noted as neutral

As I mentioned during the Board Meeting, I was very satisfied with the Retreat this year. It's great to hear about the wonderful and innovative work that is being done in our community.

Did not attend Saturday

Next time schedule in warmer weather

I really enjoyed the event. A few observations: I'm not comfortable with the social hour event(s) and the liability it places on the commissioners and EOC. I also don't think that an offsite dinner is appropriate; however, if we (I) could pay independently, I would support and attend.

Theory of Change activity was an excellent way to show Commissioner's the different programs, and the needs of the client the agency serve. Also the engagement of all Commissioners during the activity. The explicit bias and sexual harassment training was awesome. It allowed me to step outside my box and view these topics in a different way. Last but not least, Staff was amazing. I know it takes a lot of work to put on a great retreat, you all knocked it out of the park :) Proud to serve along side of you all!

Great retreat and all the information was valuable. The staff did a great job with the planning and I got to engage more with fellow commissioners.

Great job