

BYLAWS COMMITTEE MEETING

Date: March 21, 2024

Time: 5:30 PM

Location: 1920 Mariposa Street, Suite 310 Fresno, CA 93721

This meeting will also be made available to the public via Zoom using the following link:

https://fresnoeoc.zoom.us/meeting/register/tZYoduuqrzggGNSXOQ7WC0dH-IsQchgYU_R

AGENDA

ITEM	SUBJECT	PRESENTER	ACTION
1.	CALL TO ORDER	Mitchell, Chair	
2. Page 2	ROLL CALL A. Monthly Attendance Record		
3. Page 3	MINUTES FROM NOVEMBER 29, 2023 COMMITTEE MEETING	Mitchell, Chair	Approve
4. Page 6	ELECTION MATERIALS A. Chronology of Board Election 2024 Dates B. Community Sector Public Notice C. Target Area Public Notice	Mitchell, Chair	Approve
5. Page 10	2024 EXPIRING TERMS	Mitchell, Chair	Information
6. Page 12	COMMISSIONERS ATTENDANCE RECORDS	Mitchell, Chair	Information
7. Page 14	BOARD SELF-ASSESSMENT A. Board Self-Assessment Questionnaire	Mitchell, Chair	Approve
8. Page 20	JOB DESCRIPTIONS A. Board Chair B. Committee Chair C. Board Commissioners	Mitchell, Chair	Approve
9.	PUBLIC COMMENTS <i>(This is an opportunity for the members of the public to address the Board on any matter related to the Commission that is not listed on the agenda. Limit two minutes per speaker.)</i>		
10.	COMMISSIONERS' COMMENT	Mitchell, Chair	
11.	ADJOURNMENT	Mitchell, Chair	
Note:	NEXT MEETING: Thursday, September 19, 2024, in the Board Room.		



Bylaws Committee Meeting
Monthly Attendance Record
2024

Lisa Mitchell
Linda Hayes
David Ruiz
Luis Martinez
Zina Brown-Jenkins

	Jan.	Feb	Mar. 21	April	May	June	July	Aug.	Sep. 19	Oct	Nov. 21	Dec	Attended
Lisa Mitchell													
Linda Hayes													
David Ruiz													
Luis Martinez													
Zina Brown-Jenkins													

O-Present X-Absent T-Teleconference

BYLAWS COMMITTEE
1920 Mariposa Street, Suite 310
Wednesday, November 29, 2023 at 3:00 PM

MINUTES

1. **CALL TO ORDER**

Jimi Rodgers, Chair, called the meeting to order at 3:11 PM.

2. **ROLL CALL**

Roll was called and a quorum was established.

Committee Members:

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

Staff:

Karina Perez
Elionora Vivanco

Teleconference:

Linda Hayes

Absent:

N/A

3. **APPROVAL OF NOVEMBER 6, 2023 MEETING MINUTE**

A. November 6, 2023 By-Laws Committee Meeting Minutes

Public Comment: None heard.

Motion by: McAlister **Second by:** Mitchell

Ayes: All in favor.

Nays: None heard

4. **BYLAWS REVISIONS MISTAKE**

Kenneth Price, Legal Counsel, provided an overview of the redline Bylaws revisions with the recommended feedback received by the Bylaws Committee Members. Upon further review, the Committee decided to make the following additional change.

➤ **Article VIII. Commissioners**

• **Section 7. Revolving Door Prohibition**

No person who was a Commissioner, as an individual, may contract with the Agency for a period of one-year after the term or period of services as a Commissioner has terminated, unless provided by law. However, any individual falling below the California or federal poverty guideline shall be exempt from the

above "waiting period" requirement, so long as that individual resigns from the Commission at the time of acceptance of employment and such employment does not violate California or federal conflicts of interest law.

Public Comment: None heard.

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

Ayes: All in favor.

Nays: None heard

5. EXCESSIVE ABSENCES POLICY

Price provided an overview of the redline Excessive Absences Policy with the recommended feedback received by the Bylaws Committee Members.

Public Comment: None heard.

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

Ayes: All in favor.

Nays: None heard

6. 2024 BOARD MEETING SCHEDULE

Committee Chair Rodgers provided an overview of the revised 2024 Board Meeting Schedule. Upon further review, the Committee recommended updating the June Board Training from the meeting schedule and to state the following "CAPLAW Training June 4-8, 2024".

Public Comment: None heard.

Motion by: Baines **Second by:** Mitchell

Ayes: All in favor.

Nays: None heard

7. COMMISSIONER APPLICATION

Karina Perez, Chief of Staff, provided an overview of the consolidated Commissioner Application. Upon further review, the Committee decided to make the following change to the application.

- **Remove:**
Education and Demographics
- **Add:**
Adding "All applications must complete this section" after each section that needs to be completed by the applicant.
Adding a link "Do you qualify as a low-income individual under the Federal Poverty guidelines?"

Public Comment: None heard.

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

Ayes:. All in favor.
Nays: None heard

8. **OTHER BUSINESS**

Public Comment: None heard.

No action required.

9. **PUBLIC COMMENTS**

Public Comment: None heard.

No action required.

10. **ADJOURNMENT**

- E. **CEO selection and performance appraisal.** Consistent with Board policy, leads the processes for hiring a new CEO and of setting CEO objectives. In charge of coordinating the annual CEO performance evaluation and compensation review with the Executive Committee, the Board and consultants, if applicable.
- F. **Board conduct.** Leads by example, setting a high standard for board conduct by exhibiting, articulating and upholding rules of conduct set out in board bylaws and policies. Ensures the Board understands their role, responsibilities and boundaries within the organization. Intervenes when necessary in instances involving conflict-of-interest, confidentiality and other sensitive issues.
- G. **Board education and development.** Plays a central role in new commissioner orientation. Actively seeks out opportunities for commissioners to educate themselves on issues pertaining to the work of the agency. Encourages the Board to study and learn about the happenings of the agency including but not limited to the materials included in board packages.
- H. **Board Relationships.** Promotes, fosters and maintains positive productive relationships between and amongst commissioners.
- I. **External Relations.** Acts as an ambassador for Fresno EOC representing the agency at internal and external conferences, meetings and events. Includes out of town travel for specialty conferences throughout the year. Develops relationships with external stakeholders in pursuit of the agency's mission.

QUALIFICATIONS OF THE BOARD CHAIR

- A. Knowledge and understanding of the organization, its governance, the mission and vision and the people we serve.
- B. Familiar with meeting protocols including Roberts Rules of Order.
- C. Willing and able to commit the time necessary to effectively serve as Board Chair.
- D. Loyalty to the organization and commitment to its long-term success.
- E. Ability to listen, analyze and solicit feedback to insure inclusiveness of differing viewpoints.
- F. Handles conflict with tact and diplomacy, putting the needs of the agency above the desires or individual commissioners.
- G. Sensitive to and tolerant of views and opinions different from their own.
- H. Skilled at working with others and dealing with complicated issues.
- I. Maintain the respect and cordial working relationship with other commissioners and the CEO.
- J. Willing to develop skills they need in order to be an effective Board Chair.
- K. Takes responsibility and ownership for tasks.

The Board Chair must be present in person to preside over the meeting. Should the Chair be absent or call in to the meeting, the Vice-Chair will perform the duties of the Chair for that meeting.



COMMITTEE CHAIR JOB DESCRIPTION

Job Title:	Committee Chair
Responsible To:	Board
Compensation:	Volunteer Service
Staff Responsible:	Chief Executive Officer
Length of Service:	One Year Term
Time Involvement:	Additional 5-10 hours per year

Revised: ~~January~~

~~2017~~ March 2024

The Committee Chair is appointed by the Board Chair and ratified by the board at the February board meeting. They provide leadership, guidance and direction to the Committee while working closely with the CEO and assigned committee staff.

The Committee Chair ensures the committee fulfills the responsibilities entrusted upon the committee per the committee charter. These responsibilities include making sure that committee work is aligned with the mission, vision and direction of Fresno EOC.

~~The committee chairs of the Audit, Bylaws, Program and Planning, Human Resources and Pension and committees are required to serve on the Executive Committee. The duties and time commitment of the Executive Committee is in addition to those as Committee Chair.~~

The responsibilities and qualifications listed below are in addition to those required for commissioners and is representative of the duties the Committee Chair will fulfill. This is not intended to be an exhaustive list.

RESPONSIBILITIES OF THE COMMITTEE CHAIR

- A. **Leadership.** Leads the committee in a direction that advances the mission and vision of the agency while keeping the program and agency's financial health at the forefront of decision-making.
- B. **Organization.** Ensures committee members effectively fulfill their duties and are provided with the tools they require to do so. Engages committee members to secure collective ownership of committee decisions and that these are taken with the best, long-term interests of Fresno EOC in mind.
- C. **Meeting management.** Presides over the meeting utilizing the principles of Roberts Rules of Order. Conducts the meetings in a manner that encourages participation and information sharing while moving the committee toward timely closure and prudent decision-making. The chair shall vote to either make or break a tie. In collaboration with staff, the Committee Chair will ensure the committee meets quorum requirements.
- D. **Committee member relationships.** Promotes, fosters and maintains positive productive relationships between and amongst Committee Members.



- E. **Board Chair relationship.** Acts as the point person for committee matters for the Board Chair. Brings committee issues and opportunities to the Board Chair as appropriate.
- F. **CEO relationship.** Develops a positive, collaborative relationship with the CEO. Works with the CEO and staff on matters within the scope of the Committee. Adheres to the policy for Board/Staff communications.
- G. **Board reporting.** Serves as the liaison between the Committee and the Board. Brings committee items to the attention of the Board on an as-needed basis. Provides context and background on committee decisions and discussions. Reviews and approves draft agenda and meeting minutes for presentation to the committee.
- H. **Board conduct.** Leads by example, setting a high standard for board conduct by exhibiting, articulating and upholding rules of conduct set out in the board bylaws, policies and committee charter. Ensures the committee members understand the scope of the committee, responsibilities and boundaries within the organization. Intervenes and escalates to the Board Chair, when necessary, in instances involving conflict-of-interest, confidentiality and other sensitive issues.
- I. **Board education and development.** Encourages and facilitates learning opportunities for committee members to educate themselves on issues pertaining to the work of the committee including, but not limited to, the materials included in committee packages.
- J. **Charter review.** Presides over the annual committee charter review.
- K. **Self-evaluation.** Seeks feedback on his or her performance as chairperson and strives for improvement.

QUALIFICATIONS OF THE COMMITTEE CHAIR

- A. Knowledge and understanding of the organization, its governance, the mission and vision and the people we serve.
- B. Working knowledge pertinent to the work of the committee.
- C. Familiar with meeting protocols including Roberts Rules of Order.
- D. Willing and able to commit the time necessary to effectively serve as Committee Chair.
- E. Loyalty to the organization and commitment to its long-term success.
- F. Ability to listen, analyze and solicit feedback to insure inclusiveness of differing viewpoints.
- G. Handles conflict with tact and diplomacy, putting the needs of the agency above the desires or individual commissioners.
- H. Sensitive to and tolerant of views and opinions different from their own.
- I. Maintain the respect and cordial working relationship with other commissioners, the CEO and committee staff.
- J. Willing to develop skills they need in order to be an effective Committee Chair.
- K. Takes responsibility and ownership for tasks.



The Committee Chair must be present in person to preside over the meeting. Should the Chair be absent or call in to the meeting, the longest-serving committee member will perform the duties of the Chair for that meeting.

DRAFT

BOARD COMMISSIONER JOB DESCRIPTION

Job Title:	Board Commissioner
Responsible To:	Board Chair
Compensation:	Volunteer Service
Staff Responsible:	Chief Executive Officer
Length of Service:	Two Year Term
Time Involvement:	35 to 60 hours per year including servicing on committees, task force and working groups

Revised: ~~January~~

~~2017~~ March 2024

Commissioners represent one of three categories: Public Sector, Target Area and Community Sector. Commissioners from each category are selected based on Article V of Fresno EOC's bylaws.

The Board will support the work of Fresno Economic Opportunities Commission and provide mission-based leadership and strategic governance. While day-to-day operations are led by the Chief Executive Officer (CEO), the Board-CEO relationship is a partnership, and the appropriate involvement of the Board is both critical and expected.

The responsibilities and qualifications listed below is representative of the responsibilities the Board will fulfill. This is not intended to be an exhaustive list.

RESPONSIBILITIES OF THE BOARD

- A. **Leadership.** It is the board's responsibility to create a vision, and to review it periodically for relevance and validity. Each board member should fully understand and support it.
- B. **CEO Selection.** Hire the organization's Chief Executive Officer, then appoint, review, and (if necessary) dismiss that individual. The board must also ensure that the Chief Executive Officer, who has responsibility for the administration of the organization, receives the moral and professional support he or she needs to further the organization's goals.
- C. **Organization planning.** As steward of the agency, the board must actively participate with the staff in an overall planning process, and oversee implementing the plan's goals.
- D. **Financial oversight.** The board, in order to remain accountable to its funders and the public, and to safeguard its tax-exempt status, must review and approve financial policies and procedures, ensuring that proper financial controls are in place.
- E. **Programs and services.** The board's role in this area is to determine which programs are consistent with the agency's vision, and to monitor and strengthen their effectiveness. By constantly reviewing the organization's work, the board ensures the organization's capacity to carry out its programs.

- F. **Public trust.** The board is an integral link to the community. The board is responsible for ensuring the organization maintains the public's trust by clearly articulating the organization's vision, accomplishments, goals and financial integrity to the public, as well as garnering support from members of the community.
- G. **New Commissioners and board performance.** The board must ensure compliance with the tripartite board requirements and orient new commissioners to their responsibilities, and the organization's history, needs, and challenges. By evaluating its performance, the board can recognize its achievements and determine which areas need to be improved. As the organization grows and improves, the governing board must also evolve to meet changing needs and circumstances.
- H. **Long-term sustainability of the organization.** Ensure that actions taken by the board further the vision and mission of the organization while maintaining the strength of the organization in the long term.

MINIMUM QUALIFICATIONS OF COMMISSIONERS

- A. A resident of Fresno County.
- B. Have a deep desire and interest in assisting low-income and disadvantaged individuals and families overcome poverty.
- C. Be among the mandated 1/3 of Elected Officials.
- D. Be among the mandated 1/3 Private Sector to ensure benefits from board community involvement.
- E. Be among the mandated 1/3 of a low-income population to ensure maximum feasible participation.
- F. Brings a variety of skills, experience, and diversity to the organization.
- G. Have backgrounds and contacts that differ from—but complement—those of the other directors. This diversity is vital to maintaining a “balanced” board composition.
- H. Have concern for the organization's development, and are willing to learn about the substantive program area of the organization.
- I. Are prepared to set aside any potential conflict between their personal or individual business interests or loyalties to support the well-being of the organization.
- J. Have a developed sense of values and personal integrity.
- K. Are sensitive to and tolerant of views and opinions different from their own.
- L. Work well with individuals and groups.
- M. Can listen, analyze, and think clearly and creatively.
- N. Are not hesitant to ask questions.
- O. Are willing to prepare for and attend board and committee meetings.
- P. Will take responsibility and follow through on assignments.
- Q. Can open doors in the community.
- R. Can recruit board members and other volunteers.
- S. Are willing to develop skills they need in order to be effective board members (e.g., the ability to read and understand financial statements).

RESPONSIBILITIES OF INDIVIDUAL COMMISSIONERS

- A. Commissioners have no individual authority separate of the board.

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- B. Commissioners are expected to support decisions of the board, regardless of personal desires and/or opinions.
 - C. Attend all board and committee meetings and functions, adhering to the board attendance policies, and be prepared to participate.
 - D. Stay informed about board and committee matters; review and comment on board and committee packets, minutes and reports.
 - E. Stay informed about the organization's mission, services, policies, and programs.
 - F. Keep up-to-date on developments in the organization's field.
 - G. Follow developments in the community, economy, government, etc. that may affect the organization.
 - H. Serve on committees and offer to take on special assignments.
 - I. Inform others about the organization.
 - J. Get to know other members; build working relationships that contribute to consensus.
 - K. Follow conflict of interest and confidentiality policies.
 - L. Participate actively in the board's annual evaluation and planning efforts.
 - M. Attend organizational events
 - N. Address concerns and questions to the Board Chair and CEO, respecting the protocol of the organization.
 - O. Follow organization policy by referring staff to appropriate management and internal protocols when/if contacted.