

**BYLAWS COMMITTEE MEETING**

**Date:** September 5, 2024

**Time:** 6:00 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/tZ0rde6prjshH9EJD9a-okdkzg\\_UFCyGkzGS](https://fresnoeoc.zoom.us/meeting/register/tZ0rde6prjshH9EJD9a-okdkzg_UFCyGkzGS)

**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 AUGUST 15, 2024 COMMITTEE MEETING	Mitchell, Chair	Approve
4. Page 5	BYLAWS REVISIONS	Mitchell, Chair	Approve
5.	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>		
6.	COMMISSIONERS' COMMENT	Mitchell, Chair	
7.	ADJOURNMENT	Mitchell, Chair	
<b>Note:</b>	<b>NEXT MEETING:</b> Thursday, November 21, 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. 15	Sep. 5	Oct	Nov. 21	Dec	Attended
Lisa Mitchell			O					O					2/4
Linda Hayes			O					O					2/4
David Ruiz			O					O					2/4
Luis Martinez			O					O					2/4
Zina Brown-Jenkins			O					O					2/4
			O					O					2/4

O-Present X-Absent T-Teleconference

## BYLAWS COMMITTEE MEETING

Date: August 15, 2024

Time: 5:30 PM

Location: 1920 Mariposa Street, Suite 300 Fresno, CA 93721

### MINUTES

#### ITEM

1. **CALL TO ORDER**  
Lisa Mitchell, Chair, called the meeting to order at 5:30 PM.

2. **ROLL CALL**  
Roll was called and a quorum was established.

**Committee Members:**

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

**Staff:**

Emilia Reyes  
Michelle L. Tutunjian  
Karina Perez  
Kenneth Price, Legal Counsel

**Absent:**

N/A

3. **MINUTES FROM MARCH 21, 2024 COMMITTEE MEETING**

Public Comment: None heard.

**Motion by:** Ruiz **Second by:** Martinez

**Ayes:** All in favor.

**Nays:** None heard

4. **BYLAWS REVISIONS**

The Committee members discussed and reviewed the agency's Bylaws during the Committee Meeting. Upon further discussion, the Committee decided the agency's legal counsel, Kenneth Price, will bring back to the committee a red line version of the Bylaws on the following categories:

- Article VI: Term of Office
- Article VII, Section 2: Vacancies
- Article VIII, Section 3: Open Meetings
- Article IX, Section 4: Term of Office
- Article X, Section 2: Audit Committee

Public Comment: None heard.

**Motion by:** Hayes **Second by:** Martinez  
**Ayes:** All in favor.  
**Nays:** None heard

5. PUBLIC COMMENTS

Public Comment: None heard.

No action required.

6. COMMISSIONERS' COMMENT

No action required

7. ADJOURNMENT



BYLAWS COMMITTEE MEETING

<b>Date:</b> September 5, 2024	<b>Program:</b> N/A
<b>Agenda Item #:</b> 4	<b>Director:</b> N/A
<b>Subject:</b> Bylaws Revisions	<b>Officer:</b> Emilia Reyes

**Recommended Action**

Staff recommends Committee review and approval for recommendation for full Board consideration of the Agency’s Bylaws.

**CSBG Organizational Standard**

The organization’s bylaws have been reviewed by an attorney within the past 5 years per Category 5, Standard 5.3.

**Background**

This item was previously presented during the August 15, 2024, Bylaws Committee Meeting where Committee Members provided feedback to incorporate for future consideration. The Bylaws revisions include the following:

- Article VI: Term of Office: Change the Commissioners term of office to be three-year terms. There was some discussion regarding four-year terms but ultimately the Committee directed three-year terms.
- Article VII, Section 2: Change *approval* language to *accepted* by the Board when a position is filled. This change reflects the ministerial act of accepting certain categories of Board members.
- Article VII, Section 4: Add a one year waiting period after the date of removal for eligible members.
- Article VIII, Section 3: Open Meetings: Remove Ralph M. Brown Act compliance.
- Article IX, Section 4: Term of Office: Change the Officer’s term of office to be two years.
- Article X, Section 2: Audit Committee: Change the composition of the Audit Committee members
- Article X, Section 4: Created a SOUL Charter School Committee, which will meet separately from the regular EOC Board and must comply with the Brown Act and other governmental laws.

The agency’s legal counsel, Kenneth Price, will provide an overview of the red line revised agency’s Bylaws.



### **Fiscal Impact**

Action on this agenda item will have no fiscal impact.

### **Conclusion**

If approved by the Committee, this item will move forward for full Board consideration at the September 16, 2024, Commission Meeting.



**FRESNO COUNTY ECONOMIC OPPORTUNITIES COMMISSION**

**BYLAWS**

**MODIFIED SEPTEMBER ~~NOVEMBER 2023~~ 2024**

## BYLAWS

### ARTICLE I. NAME

The corporation's name shall be the Fresno County Economic Opportunities Commission. The corporation may be referred to herein as "Corporation" or "Agency."

### ARTICLE II. PURPOSES & LIMITATIONS

**1. Purposes:** This Corporation is a California nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law. This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 01(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law. The specific and primary purposes of this Corporation are to undertake various charitable endeavors related to (i) developing, conducting and administering programs as a Community Act Agency formed under the Economic Opportunity Act of 1964, as subsequently amended; (ii) identifying areas of poverty in Fresno County; (iii) encouraging, stimulating and assisting in the development of anti-poverty projects, as well as promote self-sufficiency, by non-profit and public organizations; and (iv) implementing various economic development and service programs in Fresno County in such as areas as transportation, education, job training, nutrition, and related activities. This Corporation is also authorized to receive contributions and grants and to make donations to, and otherwise aid and support, legally permissible undertakings consistent with the above-stated purposes.

**2. Limitations:** Notwithstanding any of the above statements of purposes and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities, or exercise any powers that are not in furtherance of the specific and primary purposes of this Corporation and this Corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) corporate contributions to which are deductible under Section 170(c)(2) of the Code.

### ARTICLE III. AUTHORITY AND RESPONSIBILITY OF THE BOARD OF COMMISSIONERS

The Corporation's Board of Commissioners (hereafter sometimes referred to as "Board" or "Commission") shall supervise, control and direct the business and affairs of the Corporation. All Commissioners shall participate in the development, planning, implementation and evaluation of the programs offered by the Corporation in its service of ~~low income~~low-income individuals and families.

Commissioners shall be focused on the total problem of poverty in the County as well as with the interests of their respective target areas and appointing entities. The Commissioners shall be responsible for reporting back to their appointing entities and target areas as well as informing the Commission as a whole regarding the problems and relevant activities of their areas and appointing entities.

### ARTICLE IV. COMPOSITION OF THE BOARD

**Section 1:** Community Services Block Grant (CSBG) Board Composition Requirements:

The Board shall consist of no more than ~~twenty-four~~twenty-four (24) Commissioners, one-third from each sector described in this section below (the "Tripartite"). The number of Commissioners may not be increased or decreased without a resolution of the Board, provided that no decrease shall have the effect of shortening the term of any incumbent Commissioner and the total number of Commissioners is divisible by three.

**Public Sector Commissioners.** One-third of the Tripartite Board shall be elected or public officials, or their appointed representatives;

**Target Area Commissioners.** One-third of the Tripartite Board shall be persons chosen in



accordance with democratic selection procedures adequate to assure that these Commissioners are representative of low-income individuals and families in the neighborhood served; reside in the neighborhood served; and are able to participate actively in the development, planning, implementation, and evaluation of the Corporation's programs; and

**Community Sector Commissioners.** One—third of the Tripartite Board shall be officials or members of business, industry, labor, religious, law enforcement, education, social services, and/or multi-cultural organizations, or other major groups and interests in the community served.

## Section 2: Head Start Board Composition Requirements

In order to meet Head Start requirements, the Board must also include:

- A. At least one Commissioner with a background and expertise in fiscal management or accounting.
- B. At least one Commissioner with a background and expertise in early childhood education and development.
- C. At least one Commissioner who is a licensed attorney familiar with issues that come before the governing body.

However, if a person described in any one of the three preceding sentences is not available to serve as a Commissioner, the Board shall use a consultant, or another individual with relevant expertise, with the required qualifications, who shall work directly with the Board.

- D. One Commissioner shall represent the Head Start Policy Council.

## ARTICLE V. SELECTION OF COMMISSIONERS

Each prospective Commissioner from each sector shall complete the Corporation's application prior to appointment. For Public Sector Commissioners, the appointing agency shall supply the application to the prospective Commissioner and provide a completed application to the Corporation prior to appointment. After each prospective Commissioner has been selected to serve on the Board through the appropriate selection process described in the policies and procedures for the sector in which he or she proposes to serve, and has been determined by the Board (or a Committee thereof) to meet the qualifications set by the Board from time to time for service as a Commissioner, the Board shall vote ~~whether to elect him or her to accept the prospective Commission on~~ to the Board. Each Commissioner must (i) be a resident of Fresno County; and (ii) have an strong awareness of poverty in the community in which they live and a desire to implement solutions to address poverty.

- A. Public Sector Commissioners.** Public Sector Commissioners appointed from the following shall be considered for election to the Board:

One Commissioner appointed by the Mayor of the City of Fresno;

Two Commissioners appointed by the Fresno County Board of Supervisors;  
One Commissioner appointed by the Fresno County Superior Court Presiding Judge sitting in the Juvenile Department;

One Commissioner appointed by the State Center Community College District Board of Trustees;

One Commissioner appointed by a member of the California Assembly;  
One Commissioner appointed by a member of the California Senate; and  
One Commissioner appointed by a member of the U.S. Congress.

- B. Target Area Commissioners.** Target Area Commissioners shall be elected by

members of the respective areas hereinafter "Target Area" in accordance with Policies and Procedures established by the Commission, under elections that are run by the Internal Audit department and supervised by the Selection Committee appointed by the Board Chair. Emphasis should be given to providing maximum participation of low-income persons in the selection process of Target Area Commissioners, who shall be duly elected from areas within Fresno County that insure equal target area rural and urban representation and adopted by the Commission.

**C. Community Sector Commissioners.** Community Sector Commissioners may consist of representatives of business, industry, labor, religious, law enforcement, youth, education, social services, and/or multicultural organizations (each a "Community Sector Organization") 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. The Community Sector Commissioners shall be selected in accordance with the written policies and procedures established from time-to-time by the Commission. The proposed Community Sector Commissioner must be affiliated with the Community Sector Organization recommending that appointment. For the purposes of the appointment of Community Sector Commissioners, "affiliated" shall be limited to individuals who actively participate in the affairs of, or serves as an employee or active volunteer of, the Community Sector Organization recommending the appointment.

## ARTICLE VI. TERMS OF OFFICE

Each Commissioner shall serve a ~~two~~three-year term, or until the Commissioner sooner dies, resigns, is removed, or becomes disqualified. The January meeting of the Commission shall represent the beginning date for the term of office of a Commissioner first elected or appointed, or reelected or reappointed. A public official servng on the Board shall serve as a Public Sector Commissioner only while he or she continues to hold public office. A representative of a public official shall serve as a Public Sector Commissioner only while the public official who designated him or her continues to hold public office. An individual designated by a Community Sector Organization to serve as a Community Sector Commissioner shall so serve only while he or she continues to be affiliated with the organization that designated the Commissioner.

## ARTICLE VII. COMMISSIONERS

### Section 1. Powers

- A. General Corporate Powers.** Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation, the business and affairs of the Corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Commission.
- B. Organizational Jurisdiction.** For the purposes of California law, the jurisdiction of the Corporation shall be Fresno County. Notwithstanding the foregoing, the Corporation may conduct business outside of Fresno County.
- C. Specific Powers.** Without prejudice to these general powers, and subject to the same limitations, the Commissioners shall have the power to:
1. Appoint or remove a Chief Executive Officer according to the policies set forth by the Commission.
  2. Prescribe any and all powers and duties in the Chief Executive Officer that are consistent with law, with the Articles of Incorporation, and with these Bylaws, and fix the compensation of the Chief Executive Officer.
  3. Approve all programs and budgets and shall oversee the enforcement of grant conditions. The Commission shall comply with any and all requirements of the

applicable Federal and State Law including, but not limited to, those laws requested by its funding sources, and any regulations promulgated thereunder.

4. Change the principal executive office or the principal business office in the State of California from one location to another; cause the Corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of California; and designate any place within the Corporation's jurisdiction for the holding of any meeting or meetings of the Board, including annual meetings.
5. Adopt, make and use a corporate seal; prescribe the forms of membership certificates, if applicable; and alter the form of the seal and certificates.
6. Borrow money and incur indebtedness on behalf of the Corporation and cause to be executed and delivered for the Corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecation, and other ~~evidences~~evidence of debt and securities.

## Section 2. Vacancies

Vacancies shall be deemed to exist on the occurrence of the following: death, resignation or removal of any Commissioner. The Board shall take steps to ensure that vacant seats are filled in a timely manner. Each successor shall hold office for the unexpired term of his or her predecessor or until the successor sooner dies, resigns, is removed or becomes disqualified.

**A. Public Sector Commissioners.** When a vacancy occurs in a Public Sector Board seat held by the representative of a public official, the Board shall request that the public official either take the seat himself or herself or put forth another representative to be elected by the Board. If the public official fails to take the seat himself or herself or to name another representative within the period specified by the Board, the Board shall select another public official to serve as a replacement Commissioner or to appoint a representative, ~~subject to approval of and shall be accepted by~~ the Board, to so serve. Each appointed Public Sector Commissioner shall serve for the remaining term of the vacating Public Sector Commissioner.

**B. Target Area Commissioners.** Vacancies in the target area sector shall be filled using the same democratic process originally used to fill the seat of the Target Area Commissioners. Any election to fill a Target Area Commissioner seat shall be for the remainder of the unexpired term of the vacating Target Area Commissioner.

**C. Community Sector Commissioners.** When a vacancy occurs in a seat held by an individual designated by a Community Sector Organization, the Board shall ask the Community Sector Organization that designated that individual to designate another individual, subject to approval by the Board, to fill the vacancy. Should that Community Sector Organization fail, within the period specified by the Board, to designate an individual to fill the vacancy, the Board shall select another Private Sector Organization to designate an individual, ~~and shall be accepted subject to approval of by~~ the Board, to fill the vacancy. After a vacancy, each Community Sector Organization shall have thirty (30) days to provide a name of a proposed Community Sector Commissioner. Each appointed Community Sector Commissioner shall serve for the remaining term of the vacating Community Sector Commissioner.

## Section 3. Resignation

A Commissioner may resign from the Board by delivering his or her written resignation to the Chair, to a meeting of the Commission, or to the Corporation at its principal office. The resignation shall be effective upon receipt unless specified to be effective at some other time. A Commissioner who has ceased to meet the qualifications for service as a Commissioner, as specified in these bylaws and by the Board from time to time, and/or for the Board seat to which he or she was elected, is deemed to have resigned as of

the date he or she ceased to meet those qualifications.

#### **Section 4. Removal**

**A. Removal by Appointing Authority.** The appointing authority may remove for any reason and nominate at will a replacement Commissioner, who shall be subject to approval of the Board.

**B. Grounds for Removal by the Board.** The Board may remove a Commissioner from the Board or any Committee and from any office for the following reasons:

**1. Incapacity.** The Board may remove a Commissioner, if in the opinion of the Board, the Commissioner is incapacitated or otherwise unable to carry out the duties of his or her office. The term incapacity shall also include a declaration of unsound mind by a final court order or conviction of a felony.

**2. Cause.** The Board may remove a Commissioner for cause on any of the following grounds:

- i. violation of the Corporation's articles of incorporation, or bylaws, or conflict of interest policy, or Board resolutions or other policies,
- ii. repeated disruptions of Board or Committee meetings,
- iii. false statements on documents completed in connection with service as a Commissioner or Officer of the Corporation,
- iv. fraudulent or dishonest acts or gross abuse of authority or gross abuse of discretion with reference to or negatively reflecting upon the Corporation's programs or mission,
- v. a Target Area Commissioner moving outside of their Target Area, or
- vi. a Community Sector Organization that nominated the Commissioner ceases to exist or operate within Fresno County.

**3. Superior Court judgment.** A Commissioner may be removed by the Superior Court pursuant to Corporations Code section 5223 or final judgment by a court of competent jurisdiction for breach of the duty under Corporations Code sections 5230 et seq.

**4. Negligence of Duties.** The Board may remove a Commissioner for failure to consistently respond to emails or telephone calls requesting input from Board members, lack of follow-through on assignments, including submission of requested reports and/or lack of participation overall in the activities of the Board.

**5. Excessive Absences.** A Commissioner shall be deemed to have vacated that Commissioner's Board seat after three (3) absences of regular meetings during a calendar year. No later than five (5) days before the next Board of Commissioners' meeting after the vacancy, a Commissioner may request in writing to the Chair and Clerk of the Board that the Board to restore the Commissioner's Board seat during the Board meeting immediately following the deemed vacancy so long as the Board takes such action upon a determination, in the Board's sole discretion, that there is good cause to excuse the excessive absences. If the Commissioner fails to timely request restoration or is not present at the Board meeting in which the Board considers such request, the Board will not have the discretion to restore the Commissioner's Board seat. If the Board reinstates a Commissioner under this paragraph, any additional absence during the same calendar year will result in the Commissioner's seat being vacated without the option of Board reinstatement.

**C. Procedure for Removal.** The Commission shall follow the policy established for removal of Commissioners established by the Board from time to time. Any Commissioner removed under this Section 4 shall be ineligible to serve on the Board of Commissioners for one year after the date of removal.

### **Section 5. Conflicts of Interest**

Subject to the articles of incorporation, bylaws and any applicable law, the Board shall adopt and implement a conflict of interest policy covering the Corporation's Commissioners, Officers and such employees and other persons as may be specified in the policy. The conflict of interest policy, which may be revised by the Board of Commissioners from time-to-time, shall comply with California Government Code sections 1090 and 87100 et seq., and Head Start regulations. However, under no circumstances shall the Commissioners have a financial conflict of interest with the organization or its delegate agencies; be employees of the Head Start or Early Head Start programs; or be immediate family members of any employees of the Head Start or Early Head Start programs. For this purpose, the term "immediate family member" means: a spouse, parents and grandparents, children and grandchildren, brothers and sisters, mother-in-law and father-in-law, brothers-in-law and sisters-in-law, daughters-in-law and sons-in-law, and adopted and step family members. Commissioners who are federal employees are prohibited from serving in any capacity that would require them to act as an agent of or attorney for the organization in its dealings with any federal government departments or agencies.

Commissioners shall disclose in writing to the Secretary all relationships described in this section, not later than ten (10) days after becoming aware of any relevant conflict of interest.

### **Section 6. Compensation of Commissioners**

Commissioners may not receive compensation for serving on the Board or for providing services to the Corporation. However, they may receive reimbursement (or advances, in the case of low-income sector Commissioners) from the Corporation for reasonable and documented expenses incurred in the course of performing services as Commissioners. To the extent the Corporation makes any such reimbursements or advances, it shall do so only in accordance with financial policies established from time-to-time by the Board.

### **Section 7. Revolving Door Prohibition**

No person who was a Commissioner 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.

## **ARTICLE VIII. MEETINGS**

### **Section 1. Annual Meeting**

The annual meeting of the Board shall be held during the month of January each year, subject to postponement by the Board. The purposes of the annual meeting are to elect officers and to transact such other business as may come before the meeting. If the annual meeting is postponed, a special meeting may be held in its place, and any business transacted shall have the same force and effect as if transacted at the annual meeting.

### **Section 2. Regular Meetings**

Meetings shall be scheduled for the convenience of Commission members and the public. The regular meeting schedule will be adopted periodically by the Board but not less than once per year. Regular

meetings of the Board shall not exceed ten (10) times per year, upon a schedule as approved by the Board. At any regular meeting the agenda shall provide an opportunity for any person to present discussion regarding any matter of public interest that is within the subject matter jurisdiction of the Agency. Nothing shall prevent the Board of Commissioners from meeting via special meeting on a case-by-case basis.

### Section 3. Open Meetings

The Public may attend all Board meetings unless the Board of Commissioners meets in Executive Session.

~~All Board and standing committee meetings will comply with the Ralph M. Brown Act (Government Code section 54950 et seq.). As part of such Brown Act compliance, the Board at all meetings shall provide an opportunity for the public to comment on any action or information item before the Board as well as public comment period for matters properly within the subject matter jurisdiction of the Corporation that is not otherwise on the agenda. Additionally, the Board may from time to time convene and take action in closed session so long as expressly authorized under the Brown Act.~~

### Section 4. Notice

Written notice of the time, date, location and agenda of each meeting of the Board shall be given to each Commissioner and made available to the public at least 72 hours before regular meetings or 24 hours before a special meeting.

### Section 5. Quorum

A majority of the number of Commissioners authorized pursuant to these bylaws constitutes a quorum of the Board for the transaction of business. A quorum or its absence shall be determined at the beginning of all meetings. For Board committee meetings, a quorum shall be 50% of the members of the Committee. The Board Chair's presence shall count towards the establishment of a quorum. 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.

### Section 6. Voting and Action by the Board

Unless a greater number is required by the Corporation's articles of incorporation, these bylaws, Corporation policies and procedures or by law, the act of a majority of the Commissioners at any meeting at which a quorum is present shall be an act of the Board. Each Commissioner shall have one vote (provided that he or she is not prohibited from voting on a particular matter due to a conflict of interest). Votes by proxy are prohibited.

### Section 7. Parliamentary Procedure

Where necessary and in matters not covered by these bylaws, Robert's Rules of Order, Newly Revised, shall serve as a guide to proper procedure (but need not be followed strictly for valid action) at meetings of the Board and its Committees.

### Section 8. ~~Electronic Participation by Conference Telephone, Electronic Video Screen Communication or Electronic Transmission in Board Meetings~~

~~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. Board members may participate in Board meetings by means of a conference telephone or similar communications equipment if each Board member participating in the meeting can communicate concurrently with all other Board members, and each Board member is provided the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action. Participation by such means constitutes presence in person at~~

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meeting.

### **Section 9. Action without a Meeting**

No action by the Board may be taken without a meeting.

### **Section 10. Special Meetings**

Special meetings may be called by the Chair or upon the written and signed request of ten (10) or more Commissioners, dated and specifying the items of business. Notice of any special meeting shall be given to each Commissioner and posted to the public at least ~~twenty-four~~ twenty-four (24) hours in advance of such meeting and shall specify the purpose of the meeting. No other business shall be transacted except the agenda items described in the notification.

### **Section 11. Adjourned Meeting**

Any Commission meeting, annual or special whether or not a quorum is present, may be adjourned from time to time by the vote of the majority of the Commissioners represented at the meeting; but in the absence of a quorum, no other business may be transacted at that meeting, except as provided in this Article.

## **ARTICLE IX. OFFICERS**

The officers of the Commission shall consist of a Chair, Vice Chair, Secretary, and Treasurer, all of whom shall be elected from the members of the Commission with the exception that the CEO shall be appointed to serve as Secretary. Such officers shall be elected to serve until the next annual meeting of the Commission or until their successors shall have been elected and qualify. No Commissioner shall hold more than one office at the same time.

### **Section 1. Duties of Officers**

The duties and powers of the officers shall be as follows or as shall be set hereafter by resolution or policy of the Board of Commissioners:

- A. Chair.** The Chair shall: (1) be the chief volunteer officer of the Corporation, subject to the direction and control of the Board; (2) preside at meetings of the Board of Commissioners; (3) appoint the members of standing and of such special Committees with the approval of the Commission; (4) be ex-officio a member of all Committees; and (5) perform such other duties and have such other powers as the Board of Commissioners may determine from time to time. The Chair may vote on any matter before the Commission. The Chair shall be counted to determine the existence of a quorum.
- B. Vice Chair.** In the absence of the Chair or the Chair's inability or refusal to act, the Vice Chair shall perform the duties of the Chair and shall perform such other duties as the Commission may, from time to time, designate.
- C. Secretary.** The Commission shall appoint the Chief Executive Officer, who shall serve as the Chief Administrative Officer and as Secretary to the Commission. The secretary shall be responsible for the recording and maintenance of records of all proceedings of the Board. This shall include the attendance of Commissioners at meetings, record of votes of all motions of all meetings of the Commission, and all Commission Committees. These records shall be kept in electronic or print files which shall be kept at the principal office of the Commission. The records shall be open at all reasonable times ~~to~~ for the inspection of any Commissioner. Such files shall also contain the Commission's articles of incorporation and bylaws (as well as any amendments

thereto) and the names of all Commissioners and the address of each. The secretary or his or her delegate shall give all notices that may be required by law or by these bylaws. The secretary shall perform such other duties and have such other powers as the commissioners shall determine from time to time. The Secretary shall not be a voting member of the Board.

**D. Treasurer.** The treasurer shall: (1) oversee the Corporation's financial management practices, subject to the direction and control of the Board; (2) ensure that the Commissioners understand the financial situation of the Corporation (including ensuring that financial statements for each month are available for each meeting of the Board of Commissioners and are kept on file at the Corporation's principal office); (3) serve as Chair of the Finance Committee; (4) serve as an Authorized Check Signatory when the Chair is unavailable; and (5) perform such other duties and have such other powers as the Board of Commissioners may determine from time to time.

## **Section 2. Delegation of Duties**

An officer may delegate the specific duties set forth above to another individual or receive assistance from another individual in performing such duties, so long as the Officer retains oversight and review of the work of the other individual and the records and documents prepared and distributed by that individual.

## **Section 3. Election**

The Officers shall be elected each year by the Board at the Board's annual meeting. In the event that any or all of the Officers are not elected at the annual meeting, they may be elected at a subsequent Board meeting. Other Officers may be elected from time to time by the Board. The Board may from time-to-time adopt a Board elections policy providing for the procedures and implementation of Board elections.

## **Section 4. Term of Office**

Each Officer shall hold office ~~for two years until the next annual meeting~~ and until his or her successor is elected and qualified or until the Officer sooner dies, resigns, is removed or becomes disqualified.

## **Section 5. Removal of Officers**

Any Commissioner can bring forth to the Bylaws Committee a recommendation for removal of an Officer to be heard by the Bylaws Committee. Removal of Officers shall follow the procedure in Article VII, Section 4.

## **Section 6. Resignation of Officers**

An Officer may resign by delivering his or her written resignation to the Chair, to a meeting of the Commissioners or to the Secretary. The Board Chair may relinquish their position as Chair by

notifying the Board or Secretary in writing. Such resignation shall be effective upon receipt unless specified to be effective at some other time.

## **Section 7. Vacancies**

The Board should promptly fill vacancies in the Officer positions, either at a regular meeting or at a special meeting called for that purpose. Each successor shall hold office for the unexpired term of his or her predecessor or until the successor sooner dies, resigns, is removed or becomes disqualified.

## **Section 8. Chief Executive Officer**

The Board shall appoint and employ a Chief Executive Officer who, subject to the Board's direction and control, shall: manage the day-to-day affairs of the Corporation; implement goals and policies established by the Board; report on and advise the Board and its Committees concerning the affairs and activities of the Corporation; and prepare an annual administrative budget for the approval of the



Commission.

The Chief Executive Officer shall be empowered to hire, supervise and terminate the Corporation's other employees in accordance with personnel policies established by the Board. In addition, the Chief Executive Officer shall perform such other duties and have such other powers as the Board may determine from time to time. The Chief Executive Officer shall attend meetings of the Board and may attend meetings of its Committees.

The Board shall evaluate the Chief Executive Officer and set his/her compensation on an annual basis. The Board may remove the Chief Executive Officer at any time with or without cause. Removal without cause shall be without prejudice to the Chief Executive Officer's contract rights, if any, and the appointment of the Chief Executive Officer shall not itself create contract rights.

## **ARTICLE X. COMMITTEES**

The Board may establish one or more Committees (standing and/or ad hoc) and may delegate to any such Committee or Committees any or all of its powers, except the powers specified in section 5212 of the California Corporations Code. Any Committee to which the powers of the Commissioners are delegated shall consist solely of Commissioners and shall, to the extent possible, reflect the Tripartite composition of the full Board unless expressly provided for herein. Committee members and Chairs shall be appointed by the Board Chair and be approved by the Board and shall serve at the pleasure of the Board.

Each 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. Unless the commissioners otherwise designate, Committees shall conduct their affairs in the same manner as is provided in these Bylaws, with such changes in the context of such provisions as are necessary to substitute the Committee and its members for the Board and its members. A quorum for any meeting shall be 50 percent of that Committee. The Board may adopt rules for the governance of any Committee not inconsistent with the provisions of these bylaws. Each standing Committee shall comply with the Brown Act. There shall be the following standing Committees: Executive, Bylaws, and Audit. The Board Chair shall appoint the Chair of each Committee who shall serve until a successor shall have been duly appointed for the term of that person as a member of the Commission shall have ended. The Committee shall determine the frequency and meeting dates for each committee meeting.

### **Section 1. Executive Committee**

The Executive Committee shall be composed of the nine (9) elected Board members, consisting of the Chair, Vice Chair, Treasurer, and two (2) Public Sector Commissioners, two (2) Target Area Commissioners, and two (2) Community Sector Commissioners. The Executive Committee shall have all the powers and authority of the Board of Commissioners, as allowed by law in the intervals between meetings of the Board, and is subject to the direction and control of the full Board. The Executive Committee shall meet as necessary as determined by the Chair. An Executive Committee meeting may be called by the Chair or upon the written request of two (2) Executive Committee members with 48 hours' notice. The Executive Committee's decision(s) are subject to approval by the Board. The Executive Committee shall make a report of its actions and proceedings to the Board at the next meeting of the Board held after such actions or proceedings. The Executive Committee shall have the following responsibilities:

A. *Administrative Matters.*

The Executive Committee shall act on interim matters that cannot wait until the next Board meeting. The Executive Committee shall also review the next full Board agenda.

B. *Finance Matters.*

The Executive Committee shall: (1) advise the Chief Executive Officer in the preparation and administration of the operating budget; (2) oversee the administration, collection, and disbursement of the financial resources of the Corporation; (3) advise the Board with respect to significant financial decisions, including the integrity of the financial statements of the

Corporation; (4) establish outcome statements for meeting the agency's infrastructure needs, and periodically monitor performances towards meeting these statements; (5) review, discuss and make recommendations to the Board of Commissioners relative to the agency's plans for real estate acquisitions/development, property maintenance, and technology advancements, and procurement activities; (6) meet the community and agency staff's infrastructure needs; (7) provide employment opportunities for clients, students, and corps members by creating relationships among the agency's education and employment training programs; (8) promote procurement opportunities to small proprietors, women, and minority operated businesses and those certified as a Disadvantaged Business Enterprise (DBE) as it pertains to facilities management/maintenance, IT network, telecommunications, and real estate activities.

C. *Program, Planning & Evaluation.*

The Executive Committee shall: (1) oversee implementation of the Agency's community needs assessment and strategic planning processes approved by the Board and conduct periodic reviews to determine to what degree the Corporation is addressing the needs and goals identified through these processes; (2) discuss, review and recommend grant applications; (3) track the progress of the Agency's programs in meeting identified goals and objectives; (4) oversee the Agency's processes for outcome reporting for its programs; (5) review monitoring reports, evaluations, and other feedback on the Agency's programs provided by funding sources and other interested parties; (6) work with the Agency's staff and full Board to ensure that monitoring findings are addressed in a timely way; and (7) oversee the regular evaluation of the Agency's programs by the Agency's Board and staff.

D. *Human Resources.*

The Executive Committee shall (1) periodically review the Agency's personnel policies and procedures and implementation thereof, and report findings and recommendations for policy and procedures changes to the full Board; (2) periodically review the Agency's compensation schedule and implementation thereof, recommend any changes to the Board; (3) review and make recommendations to the Board regarding the Agency's employee benefits package; (4) receive information from the Agency's staff and attorneys on legal proceedings involving its employees and make recommendations and reports to the Board on those matters; (5) on a quarterly basis, review and approve quarterly financial reports and investment performance reports of the retirement plans; receive an update of the current investment market; and answer any questions of the employees and Board members on the plan; and (6) provide employees with a diversified slate of investment options and make changes to the funds offered as needed.

## Section 2. Audit Committee

The Audit Committee shall be composed of ~~the Executive Committee five Board members~~member, including the Chairs. The Audit Committee shall assist the Board of Commissioners in fulfilling its oversight responsibilities by monitoring: (1) the overall systems of internal control and risk mitigation; (2) the integrity of the financial statements of the organization; (3) compliance by the organization with legal and regulatory requirements and ethical standards; (4) at the close of each fiscal year shall present to the Commission a financial report for the year audited by a licensed Certified Public Accountant; and (5) the selection, independence and performance of the organization's independent auditors. In addition, the Audit Committee shall oversee the internal audit department and have such other powers and perform such other duties as the Board may specify from time to time.

## Section 3. Bylaws Committee

The Bylaws Committee shall be composed of five (5) Commissioners, with at least one from each Tripartite sector. The Bylaws Committee shall: (1) oversee Board member recruitment (including administering the target area Board member democratic selection process, recommending candidates for Public and Community Sector Board seats, and ensuring that the Board fills vacancies promptly), orientation, and training; (2) coordinate the Board's periodic evaluation process of itself and the organization's governance structure, policies and procedures; (3) coordinate periodic review of the Corporation's articles of incorporation and bylaws; and (4) have such other powers and perform such other duties as the Board may specify from time to time. An ad hoc committee of the Bylaws Committee

shall be appointed by the Chair of the Bylaws Committee to interview all prospective Community Sector Commissioners.

**Section 4. SOUL Charter School**

The SOUL Charter School Committee shall be composed of all Board Members. This Committee shall serve as the managing entity of SOUL Charter School ("SOUL") and (i) adopt the annual budget for SOUL; (ii) adopt all material policy changes to the management of SOUL, (iii) approve, all filings with Fresno Unified School District, Fresno County Superintendent of schools, the California Department of Education, and any other governmental agency with oversight or regulatory responsibilities of SOUL; and (iv) any other activities that, in the reasonable judgement of the Executive Director, relate to the activities of SOUL. The SOUL Charter School Committee shall in all respects comply with the Ralph M. Brown Act (the "Brown Act"), the California Public Records Act (CPRA), Government Code section 1090 et seq., and the Political Reform Act of 1974. Members of the SOUL Charter School Committee shall annually complete a Statement of Economic Disclosure (Form 700). When needed, but not less than twice per year, the Fresno EOC Board of Commissioners shall adjourn its business and reconvene as the SOUL Charter School Committee and shall comply with all open meeting requirements under the Brown Act. For clarity The SOUL Charter School Committee may meet before or after or completely independently of Fresno EOC Board of Commissioners' meetings.

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**ARTICLE XI. POLICIES AND PROCEDURES**

**Section 1. Annual Statement of Certain Transactions and Indemnifications**

No later than the time the Corporation gives its annual report, if any, to the Commissioners, and in any event no later than 120 days after the close of the Corporation's fiscal year, the Corporation shall prepare and mail or deliver to each Commissioner a statement of the amount and circumstances of any transaction or indemnification of any transaction(s) in which the Agency, its parent or its subsidiary was a party, or in which any Commissioner or Officer had a direct or indirect financial interest.

**Section 2. Fiscal Year**

The fiscal year of the Corporation shall be fixed by resolution of the Board of Commissioners and may be changed by the Board of Commissioners.

**Section 3. Execution of Instruments**

Except as the Board may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted and endorsed by the Corporation shall be signed by the Chair or the Chief Executive Officer and checks drawn on any account of the Corporation shall be signed by either the Chair, the Treasurer or the Chief Executive Officer (each an "Authorized Check Signatory") and, if in excess of any amount determined by the Board from time to time, countersigned by another Authorized Check Signatory. Unless authorized by the Board, no Officer, employee or agent shall have any power or authority to bind the Corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or for any amount.

**Section 4. Agents**

The Board may appoint agents who shall have such authority and shall perform such duties as may be prescribed by the Board. The Board may remove any such agent at any time with or without cause. Removal without cause shall be without prejudice to such person's contract rights, if any, and the appointment of such person shall not itself create contract rights.

**ARTICLE XII. BONDING**

The Board shall require all Officers of the Corporation charged with handling of funds, and may require any other Officer, director, employee or agent, to be bonded for performance of their duties in such amount and by such bonding company registered in the state of California as shall be satisfactory to the board at the Corporation's expense.

### **ARTICLE XIII. INDEMNIFICATION OF COMMISSIONERS, OFFICERS, EMPLOYEES, AND OTHER AGENTS**

#### **Section One. Actions Other Than By the Corporation.**

The Board of Commissioners shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by, or in the right of, this Corporation to procure a judgment in its favor, an action brought under Section 5233 of the California Corporations Code, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that such person is or was an agent of this Corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such proceeding if that person acted in good faith and in a manner that person reasonably believed to be in the best interests of this Corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct of that person was unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in the best interests of this Corporation or that the person had reasonable cause to believe that the person's conduct was unlawful.

#### **Section Two. Actions By the Corporation.**

The Board of Commissioners shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by, or in the right of, this Corporation, or brought under Section 5233 of the California Corporations Code, or brought by the Attorney General or a person granted relator status by the Attorney General for breach of duty relating to assets held in charitable trust, to procure a judgment in its favor by reason of the fact that person is or was an agent of this Corporation, against expenses actually and reasonably incurred by that person in connection with the defense or settlement of that action if that person acted in good faith, in a manner that person believed to be in the best interests of this Corporation, and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 8.02 for any of the following reasons:

In respect of any claim, issue or matter as to which that person shall have been adjudged to be liable to this Corporation in the performance of that person's duty to this Corporation, unless, and only to the extent that, the court in which such proceeding is or was pending shall determine upon application that, in view of all the circumstances of the case, that person is fairly and reasonably entitled to indemnity for the expenses and then only to the extent that the court shall determine;

Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval unless it is settled with the approval of the Attorney General.

#### **Section Three. Successful Defense By Agent.**

To the extent that an agent of this Corporation has been successful on the merits in defense of any proceeding referred to in Sections 8.01 or 8.02, or in defense of any claim, issue, or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

**Section Four. Required Approval**

Except as provided in Section 8.03, any indemnification under this Article VIII shall be made by the Board of Commissioners only if authorized in the specific case upon a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 8.01 or 8.02, by any of the following:

A majority vote of a quorum consisting of Board of Commissioners who are not parties to the proceeding; or

The court in which the proceeding is or was pending, upon application made by this Corporation or the agent or the attorney or other person rendering services in connection with the defense, whether or not such application by the agent, attorney, or other person is opposed by this Corporation.

**Section Five. Advance of Expenses.**

Expenses incurred in defending any proceeding may be advanced by this Corporation before the final disposition of the proceeding upon receipt of an undertaking by, or on behalf of, the agent to repay the amount of the advance unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article VIII.

**Section Six. Other Contractual Rights**

No provision made by the Corporation to indemnify its Commissioners or Officers for the defense of any proceeding, whether contained in the Corporation's Articles of Incorporation or Bylaws, a resolution of the Board, an agreement or otherwise, shall be valid unless consistent with this Article VIII. Nothing contained in this Article VIII shall affect any right to indemnification to which persons other than Commissioners and Officers of this Corporation may be entitled by contract or otherwise.

**Section Seven. Limitations.**

No indemnification or advance shall be made under this Article VIII, except as provided in Sections 8.03 or 8.04, in any circumstances where it appears:

That it would be inconsistent with a provision of the Articles of Incorporation, Bylaws, or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or

That it would be inconsistent with any condition expressly imposed by a court in approving a settlement.

**Section Eight. Insurance.**

The Corporation shall have the right to purchase and maintain insurance to the fullest extent permitted by law on behalf of its agents, against any liability asserted against or incurred by any agent in such capacity or arising out of the agent's status as such, regardless of whether the Corporation would have the power to indemnify the agent against the liability under the provisions of this Article VIII; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any agent of the Corporation for a violation of Section 5233 of the California Corporations Code.

**ARTICLE XIV. EFFECTIVE DATE/AMENDMENT OF BYLAWS**

These bylaws shall be effective as of January 1, 2022. These bylaws may be altered, amended or repealed at any meeting of the Commissioners; provided that notice of the meeting must be provided to the Commissioners at least 14 days before the date of the meeting and must include the text of the proposed alteration, amendment or repeal.

**ARTICLE XV. DISSOLUTION**

In the event of dissolution of this Commission by act of the Commission or by operation of law, such dissolution shall be conducted in accordance with the laws of the State of California, in proceedings to which the Attorney General shall be a party.