

BYLAWS COMMITTEE MEETING

Date: March 23, 2025

Time: 4:15 p.m.

Location: Executive Conference Room 1920 Mariposa Street, Suite 300 Fresno, CA 93721

Teams: <https://teams.microsoft.com/meet/22862933342746?p=qmjtx50wNhBCg9JC7x>

AGENDA

ITEM	SUBJECT	PRESENTER	ACTION
1.	CALL TO ORDER	Brown, Committee Chair	
2. Page 2	ROLL CALL A. Monthly Attendance Record		
3. Page 3	NOVEMBER 17, 2025 BYLAWS COMMITTEE MEETING MINUTES	Brown, Committee Chair	Approve
4. Page 6	2026 BYLAWS COMMITTEE MEETING SCHEDULE	Brown, Committee Chair	Approve
5. Page 7	BYLAWS COMMITTEE CHARTER A. Supporting Document	Brown, Committee Chair	Approve
6. Page 12	BYLAWS REVISIONS DISCUSSION	Lewis, CEO	Information
7.	COMMISSIONERS' COMMENT	Brown, Committee Chair	
8.	ADJOURNMENT	Brown, Committee Chair	
Note:	NEXT COMMITTEE MEETING: Monday, May 18, 2026, at 4:15 p.m. at the Fresno EOC Executive Conference Room		



**Bylaws Committee Meeting
Monthly Attendance Record
2026**

Aldo Alvarado
Earl Brown
Luis Martinez
Matt Rogers
Rey Leon

	Jan.	Feb	23-Mar	April	May	June	July	Aug	Sep	Oct	Nov	Dec	Attended
Aldo Alvarado													0/0
Earl Brown													0/0
Luis Martinez													0/0
Matt Rogers													0/0
Rey Leon													0/0

O-Present X-Absent T-Teleconference

BYLAWS COMMITTEE MEETING

Date: November 17, 2025

Time: 4:15 p.m.

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

MINUTES

ITEM

1. **CALL TO ORDER**
Lisa Mitchell, Chair, called the meeting to order at 4:14 p.m.

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

<u>Committee Members:</u>	<u>Staff:</u>
Lisa Mitchell	Steven R. Lewis (T)
Bruce McAlister	Salam M. Nalia
David Ruiz	Ana Medina
Earl Brown	Elionora Vivanco
Luis Martinez	

Teleconference (T):
N/A

Absent:
N/A

3. **AUGUST 25, 2025 BYLAWS COMMITTEE MEETING MINUTES**

Public Comment: None heard.

Motion by: Brown **Second by:** Ruiz

Ayes:. All in favor.

Nayes: None heard.

4. **TARGET AREA CANDIDATES**

Chair Mitchell provided an overview of the uncontested candidate application submitted by Shawn Michelle Brooks for Target Area E. Additionally, Chair Mitchell announced that the elections for Target Areas A and D have been extended from November 4, 2025, to December 2, 2025, because we didn't receive applications in those areas.

Commissioner Brown asked whether the agency is considering reducing the size of the board and suggested that, with current vacancies, now could be an ideal time to address the issue—particularly by focusing on vacancies in specific areas. Steven R. Lewis, Chief Executive Officer, emphasized the need to consider how adjusting the board size might impact opportunities for different target groups and emphasized the importance of structuring any changes in a way that is fair and makes sense for the organization.

Commissioner Brown requested that staff provide the original bylaws for review to understand how the target areas were initially established. Lewis advised proceeding with the extended election while we clarify the details. We must proceed carefully and thoroughly to ensure all stakeholders are included, and nothing is overlooked. Diplomacy should guide our political approach throughout this process.

Public Comment: None heard.

Motion by: Martinez **Second by:** Brown

Ayes:. All in favor.

Nayes: None heard.

5. COMMUNITY SECTOR APPLICATIONS

Chair Mitchell provided an overview of the completed Community Sector applications. Additionally, Chair Mitchell announced that an election will be held for the Community Sector seat, as Fresno County EDC will not be appointing a representative to serve the remaining term of Commissioner Lauren Nikkel.

Public Comment: None heard.

Motion by: Brown **Second by:** Martinez

Ayes:. All in favor.

Nayes: None heard.

6. BOARD SELF-ASSESSMENT RESULTS

Chair Mitchell provided an overview of the Board Self-Assessment questionnaire results and recommended that, due to the lack of Commissioners completing the survey, the Board be given the opportunity to complete the survey during the upcoming Board meeting.

Commissioner Brown inquired about who developed the questions and suggested that the Board Self-Assessment questionnaire be shortened to improve participation and the quality of responses.

Public Comment: None heard.

No action required

7. SELECTION OF NEW BYLAWS CHAIR

Chair Mitchell announced her resignation, effective November 28, 2025, and recommended that Commissioner Brown be appointed as the new Bylaws Chair. Commissioner Brown accepted the appointment.

Public Comment: None heard.

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

Ayes:. All in favor.

Nays: None heard.

8. PUBLIC COMMENTS

Public Comment: None heard.

No action required.

9. COMMISSIONERS' COMMENT

Commissioner Brown expressed a desire to review the original bylaws to gain a clearer understanding of their intended direction. Commissioner Brown also noted that not everyone may have thoroughly reviewed the current bylaws and questioned whether it is advisable to have an external party rewrite them. Chair Mitchell recommended convening a workshop for the full board to collaboratively provide input on the revision of the bylaws. Salam M. Nalia, Deputy Chief Executive Officer, suggested appointing a CPA, banker, and a lawyer to the Board to handle the bylaws revision internally, eliminating the need to hire outside experts.

No action required

10. ADJOURNMENT

Motion by: Brown **Second by:** McAlister at 4:51 p.m.

BYLAWS COMMITTEE MEETING

Date: March 23, 2026	Program: N/A
Agenda Item #: 4	Director: N/A
Subject: 2026 Bylaws Committee Meeting Schedule	Officer: Steven Lewis

Recommended Action

Chief Executive Officer recommends Committee review and approval of the 2026 Bylaws Committee Meeting Schedule.

Background

The committee shall meet at least four times a year, typically on the fourth Monday of the month at 4:15 p.m., prior to the regular board meetings.

Bylaws Committee	
Month	Meeting Date
February	No Meeting
March	Monday, March 23, 2026
April	No Meeting
May	*Monday, May 18, 2026
June	No Meeting
July	No Meeting
August	Monday, August 24, 2026
September	No Meeting
October	No Meeting
November	*Monday, November 16, 2026
December	No Meeting

** Third Monday of the month*

All meetings will be held in person with the option for Committee members to call in and be counted towards quorum.

Fiscal Impact

Action on this agenda item will have no fiscal impact.



BYLAWS COMMITTEE MEETING

Date: March 23, 2026	Program: N/A
Agenda Item #: 5	Director: N/A
Subject: Bylaws Committee Charter	Officer: Steven Lewis

Recommended Action

Chief Executive Officer recommends Committee review and approval 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.

Fiscal Impact

Action on this agenda item will have no fiscal impact.



FRESNO ECONOMIC OPPORTUNITIES COMMISSION

BYLAWS COMMITTEE CHARTER

MODIFIED MARCH 2026⁵

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. 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.

Section 1: Frequency

The Bylaws Committee shall meet at least four times a year, typically on the ~~third Thursday~~ fourth Monday of the month at ~~5:30~~ 4:15 p.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 in advance before the Committee Meeting .

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 23, 2026	Program: N/A
Agenda Item #: 6	Director: N/A
Subject: Bylaws Revision Discussion	Officer: Steven Lewis

Recommended Action

Chief Executive Officer recommends that the Bylaws Committee review, discuss, and provide feedback on the Fresno EOC 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

The Fresno EOC Bylaws, last revised in December 2024, requires ongoing periodic review to maintain alignment with statutory requirements, agency practices, and overall governance needs.

Bylaws Committee members are requested to review and discuss revisions, provide feedback, and identify any additional areas needing clarification or update. Input from this meeting will be incorporated into a future draft of the revised Bylaws for further Board consideration.

Fiscal Impact

Action on this agenda item will have no fiscal impact.