

Exhibit "A"
BYLAWS OF THE NAPA COUNTY
LOCAL FOOD ADVISORY COUNCIL
(October 16, 2018)

- I. **PURPOSE.** The purpose of the Napa County Local Food Advisory Council (Advisory Council) is to advise the Agricultural Commissioner/Sealer of Weights & Measures regarding development and facilitation of a sustainable local food system. The Advisory Council shall assist Napa County staff in promoting the production of and access to local food. The Advisory Council will foster County-community and interdepartmental County partnerships by convening and engaging diverse stakeholders to identify innovative solutions to improve the local food system; and serve as a forum for collaborative, coordinated action. The Advisory Council will review County regulations to identify and address barriers and opportunities associated with local food access, production, and distribution; track local food related legislation; and make recommendations to the Napa County Board of Supervisor's Legislative Subcommittee on needed changes in State law for incorporation into the County's legislative platform.
- II. **MEMBERS.** The Advisory Council shall be comprised of fifteen (15) individuals as follows:
- One (1) representative from the Board of Supervisors;
 - Five (5) representatives from the incorporated cities/town;
 - Six (6) representatives from agriculture, public health and nutrition, and education;
 - Three (3) representatives from the community at large.
- III. **TERMS OF OFFICE.** Council Members shall serve three year terms, except that at the initial meeting of the Advisory Council, the members shall by lot choose seven of their number to serve an initial two year term. Upon the expiration of that two year term, the persons appointed or reappointed, as the case may be, will be appointed to a three year term. A term shall begin on the third Wednesday of January and shall expire on the third Tuesday of January of the appropriate last year of the term.
- A. **Officers.** The officers of the Advisory Council shall be the Chair, Vice-Chair and Secretary, chosen as follows:
- B. **Time of Election.** At the first organizational meeting and thereafter annually in January of each year, the members of the Advisory Council shall elect the Chair and Vice-Chair from among their members. For purposes of these Bylaws, the terms "Chair" and "Vice-Chair" shall have the same meaning as, and may be used interchangeably with, the terms "Chairman" and "Chairperson", and the terms "Vice-Chairman" and "Vice-Chairperson". The Secretary shall be an employee of Napa County designated from time to time by the Napa County Agricultural Commissioner to perform the functions of Secretary described in these Bylaws.

- C. **Term of the Chair and Vice-Chair.** The Chair and Vice-Chair nominated and elected at the initial meeting of the Advisory Council shall begin their terms of office immediately upon election and shall serve until their successors are elected and assume office. If the office of Chair becomes vacant during the term, the Vice-Chair shall become Chair. Vacancy in the office of Vice-Chair during the term shall be filled by election to serve the remainder of the term.

- D. **Duties of the Chair and Vice-Chair.** The Chair, or the Vice Chair in the absence of the Chair, shall act as the presiding officer of the Advisory Council and in that capacity shall preserve order and decorum, decide questions of order subject to being overruled by a two-thirds vote and perform such other duties as are required by these Bylaws, the resolution(s) of the Napa County Board of Supervisors creating and/or modifying the composition and charge of the Advisory Council, or by vote of the Advisory Council. The Chair shall have all the rights and duties enjoyed by any other member of the Advisory Council, including the right to make and second motions.

- E. **Authority to Bind the Advisory Council.** No Member of the Advisory Council shall have any power or authority to bind the Advisory Council by any contract, to pledge its credit, or to render it liable for any purpose in any amount.

- F. **Service and Termination of Advisory Council Membership.**
 - i. Service. Members appointed to the Advisory Council by the County Board of Supervisors shall serve at the will and pleasure of the County Board of Supervisors.

 - ii. Termination. An Advisory Council member's term may be concluded before expiration if any one of the following events occurs:
 - (a) The member's absence from three consecutive regular meetings during the term year, unless confined by illness or other absence approved by a majority of the Advisory Council at any meeting thereof, will be considered as having involuntarily resigned the position as a member of the Advisory Council.
 - (b) The member's resignation is submitted to the Chair.
 - (c) The member no longer resides in Napa County.
 - (d) The member is convicted of a felony or any offence involving a violation of the member's official duties.
 - (e) Refusal or neglect to file the required oath of office.

IV. MEETINGS

- A. **Date and Time of Regular Advisory Council Meetings.** The first organizational meeting shall be held in January of each year for the election of officers and the dates and times of any other meetings of the Advisory Council shall be set at the discretion and convenience of the Advisory Council, pursuant to Government

Code Section 54954(a). Meeting dates and times should be selected so as to ensure the greatest level attendance and participation by the public as well as Advisory Council members. Meetings for which an agenda is posted at least 72 hours in advance of the meeting shall be considered as regular meetings of the Advisory Council. Notwithstanding the foregoing, any regularly scheduled meeting of the Advisory Council may be canceled by majority vote of the Advisory Council or, for lack of business or a quorum, by the Chair or Secretary. Regular meetings of the Advisory Council shall continue until all agendized business is concluded, unless adjourned earlier on motion of the Advisory Council for any reason or by the Chair or Secretary for lack of a quorum or unavailability of a meeting location due to an emergency.

- B. **Location of Regular Advisory Council Meetings.** Unless otherwise stated on the posted meeting agenda, regular meetings of the Advisory Council shall be held at the Agricultural Commissioner's Office, 1710 Soscol Avenue, Suite 3, Napa, California.
- C. **Emergency Advisory Council Meetings.** Emergency meetings of the Advisory Council shall be called in conformance with the provisions of the Brown Act (Government Code section 54950 and following).
- D. **Special Advisory Council Meetings.** Special meetings of the Advisory Council shall be called in conformance with the provisions of the Brown Act, including 24 hour notice of the meeting posted at the regular meeting location, and in those local newspapers who have requested to be informed of Advisory Council meetings.
- E. **Agendas.** The Secretary shall prepare, post, and otherwise give notice of the agenda for each meeting of the Advisory Council in accordance with the requirements of the Brown Act. No matter may be considered or acted upon unless it is included on the posted agenda or a supplemental agenda. If not so included, questions or comments regarding the item shall be limited to the scope permitted for "public comment" under the Brown Act. Supplemental agendas will be prepared and considered by the Advisory Council only under the following conditions:
 - i. **Emergencies.** Upon a determination by the Advisory Council that an emergency situation exists, as defined in Section 54956.5 of the Government Code.
 - ii. **Need Arising after Posting.** Upon a determination by a two-thirds vote of the Advisory Council members present or, if less than two-thirds of the members are present, a unanimous vote of the Advisory Council members present, that there is a need to take immediate action and the need to take action came to the attention of the Advisory Council or the Advisory Council staff subsequent to the regular agenda being posted.

- iii. **Recently Continued Item.** The item was properly posted for a prior meeting of the Advisory Council occurring not more than five calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken.

V. **CONDUCT OF MEETINGS**

- A. **Order of Business.** The regular order of business of the Advisory Council shall be:
 - i. Call to order.
 - ii. Public comment on unagendized items.
 - iii. Approval of the minutes of the previous meeting.
 - iv. Consideration and action on Agenda Items.
 - v. Future agenda items.
 - vi. Correspondences and Council member reports
 - vii. Adjournment.
- B. **Parliamentary Procedure.** Unless otherwise provided by these Bylaws or required by law, all proceedings before the Advisory Council shall be conducted in accordance with and pursuant to the parliamentary procedure prescribed in "Sturgis Standard Code of Parliamentary Procedure, 4th edition" or the most current published and available edition of such work.
- C. **Recording of Meetings.** Any meeting of the Advisory Council, other than a closed session permitted under the Brown Act, may be recorded by any person, unless the Advisory Council determines that such recording could constitute a disruption of the proceedings.
- D. **Presentations to the Advisory Council.** Any person desiring to address the Advisory Council shall be requested, when recognized by the Chair, to give their name and/or address to facilitate preparation of the minutes, although no persons shall be denied recognition or denied the opportunity to speak solely because they decline to state their names and/or addresses. The Chair may, in the interest of facilitating the business of the Advisory Council, set in advance of the presentation of public input reasonable time limits for oral presentations. Persons may be required to submit written testimony in lieu of oral testimony if the Chair determines that a reasonable opportunity for oral presentations has been provided, and in such a case, the matter may be continued to a later date to allow a reasonable time for such submittals to occur.

- E. **Recordation of Advisory Council Actions.** All official actions or decisions by the Advisory Council shall be entered in the minute book of the Advisory Council kept by the Secretary. The vote or votes of Advisory Council members on every question shall be recorded. Only written action minutes will be maintained, however, electronic recordings will be made by the Secretary of each meeting of the Advisory Council which shall be available to the public for inspection by request made at the offices of the Napa County Agricultural Commissioner.

VI. VOTING AND QUORUM

- A. **Roll Call Vote.** A roll call vote may be required for voting upon any motion of the Advisory Council, at the discretion of the Chair.
- B. **Inaudible Votes.** Any member present who does not vote in an audible voice shall be recorded as voting "aye". Members may abstain from voting if the member is recused from participating due to a conflict of interest under Government Code Section 87100 and following in which case the member shall not be present in the meeting room during the discussion and action on the item.
- C. **Quorum.** A quorum for the transaction of business shall exist only as long as a majority of the Advisory Council members are present. For purposes of this Bylaw, "majority of the members" means a majority of the positions that have been filled by the Board of Supervisors.
- D. **Number of Votes Required for Action.** No action or recommendation of the Advisory Council shall be valid and binding unless a quorum is present and the action is approved by a two-thirds vote of the Advisory Council members actually present at the meeting. Each member shall have one vote. No votes may be cast by proxy. Tie votes shall be considered as denial of the motion.
- E. **Voting Affected by Conflict of Interest.** As a general rule, no member shall participate as a member in any discussion or voting if to do so would constitute a conflict of interest.

However, if a quorum cannot be achieved or the required number of affirmative votes for action obtained because conflicts of interest exist that prevent members having such conflicts from discussing or voting on the matter, and the conflicts are such that an insufficient number of non-conflicted members will be available to vote at a later date even if the matter is continued, then the matter shall not be continued and a sufficient number of members having conflicts of interest, selected by lot, shall be allowed to participate to provide enough votes for the Advisory Council to form a quorum and take affirmative action.

- F. **Motion to Reconsider.** The Advisory Council may reconsider a matter during the meeting at which the vote was taken, provided all members who were present

when the matter was discussed and voted upon are still present and provided further that the motion to reconsider is made by a member who voted with the prevailing side. A motion for reconsideration shall have precedence over every motion except a motion to adjourn. A final vote on any matter may also be placed on the agenda for reconsideration by the Advisory Council upon motion of any member at any later meeting. When the Advisory Council approves a motion for reconsideration, the Advisory Council may, in its discretion, reconsider the matter immediately or at a later date.

VII. **SUBCOMMITTEES.**

Ad Hoc Subcommittees. The Advisory Council hereby authorizes the creation of ad hoc subcommittees on special subjects from time to time so that Advisory Council members having the necessary expertise to conduct field, plan or other specialized reviews may investigate, observe, review or otherwise study and report back their observations and conclusions to the full Advisory Council for possible further action. When creating such ad hoc committees, the Advisory Council shall specify the subject to be investigated and time to report, and shall appoint those Advisory Council members who will serve on the ad hoc subcommittee. The Advisory Council may also appoint members of the public who are not members of the Advisory Council, but who have special expertise regarding the subject matter to be discussed, to serve on ad hoc subcommittees. The number of Council members appointed to any particular ad hoc committee shall be less than the number of members required to constitute a quorum of the full Advisory Council. Upon presentation of its report to the full Advisory Council, each such ad hoc subcommittee shall cease to exist. Ad hoc subcommittees created pursuant to this subsection shall not be subject to the Brown Act.

VIII. **CHANGES TO BYLAWS**

The provisions of these Bylaws may be altered, amended, or repealed by the Advisory Council at any time, within limitations imposed by the Brown Act and the resolutions and policies of the Napa County Board of Supervisors relating to the creation and charge of the Advisory Council. No such alteration, amendment or repeal shall be effective unless and until the change has been approved by the Board of Supervisors.