

BYLAWS OF THE
NAPA COUNTY FINANCIAL OVERSIGHT COMMITTEE

(Revised November 2014)

I. THE FINANCIAL OVERSIGHT COMMITTEE

- A. NAME.** The official name of the Financial Oversight Committee shall be the Napa County Financial Oversight Committee, hereinafter referred to as “the Committee” or “FOC”.
- B. COMPENSATION.** Committee members will receive compensation only to the extent provided in the FOC Guidelines (“Guidelines”).

II. OFFICERS

The officers of the Committee shall be the Chair, Vice-Chair and Secretary, chosen as follows:

- A. Time of Election of the Chair and Vice-Chair.** At the first organizational meeting and thereafter at the Committee’s annual organizational meeting, the members of the Committee shall elect the Chair and Vice-Chair from among themselves.
- B. Term of the Chair and Vice-Chair.** The Chair and Vice-Chair 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.
- C. 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 Committee 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 the Committee. The Chair shall have all the rights and duties enjoyed by any other member of Committee, including the right to make and second motions.
- D. Secretary.** The Secretary shall be appointed as set forth in the FOC Guidelines adopted by the Napa County Flood Protection and Watershed Improvement Authority (“Authority”). A designee of the Executive Director of the Authority appointed as the Secretary pursuant to the Guidelines shall continue to serve until he or she resigns or is replaced by the Executive Director.
- E. Authority to Bind Committee.** No member of the Committee, acting individually, shall have any power or authority to bind the Committee by any contract, to pledge its credit, or to render it liable for any purpose in any amount. All such actions shall occur only through collective action of the Committee.

III. MEETINGS

- A. Date of Regular Meetings.** All dates of regular meetings of the Committee shall be shown on a calendar, which the Committee shall adopt at its first meeting each calendar year, whether that meeting is a regular meeting or a special meeting. Notwithstanding the foregoing, any regularly scheduled meeting of the Committee may be canceled by majority vote or, if there is not a quorum, be adjourned by the Chair or Secretary in the manner set forth in Section III(H) of these By-laws.
- B. Time of Regular Meetings.** Regular meetings shall commence at 4:30 p.m. and continue until all agenzized business is concluded unless adjourned earlier by vote of the Committee for any reason or by the Secretary for lack of a quorum.
- C. Location of Regular Meetings.** Unless specially noticed otherwise, regular meetings shall be held at 5 Financial Plaza, Suite 228, Napa, CA 94558.
- D. Emergency Meetings.** Emergency meetings shall be called in conformance with Section 54956.5 of the California Government Code
- E. Special Meetings.** A special meeting may be called at any time by the Chair or upon request by a majority of the currently-appointed members of the Committee by delivering written notice to each member and to each person or entity entitled by law to receive such notices in the manner required by Government Code Section 54956 at least 24 hours before the time of the meeting specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted or discussed and shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public. No other business shall be considered at such meetings by the Committee. Such written notice may be dispensed with as to any Committee member who at or prior to the time the meeting convenes files with the Secretary of the Committee a written waiver of notice. Such waiver may be given by telegram, fax or email. Such written notice may also be dispensed with as to any member who is actually present at the time the meeting convenes.
- F. Agendas Involving Regular Meetings.** At least 72 hours before a regular meeting, an agenda containing a brief general description of each item of business to be transacted or discussed shall be posted at a location freely accessible to members of the public. All agendas shall include a time period for public comment and shall specify the time and location of the regular meeting. No discussion shall occur, or action be taken, on any item not appearing on the posted agenda except as permitted by law. Questions or comments regarding items not included on the agenda shall be limited to the scope permitted for “public comment”. Supplemental agendas posted later than 72 hours prior to a regular meeting may be considered by the Committee only under the following conditions:

1. **Emergencies.** Upon a determination by the Committee that an emergency situation exists, as defined in Section 54956.5 of the Government Code.
2. **Need Arising after Posting.** Upon a determination by a two-thirds vote of the Committee, or if less than two-thirds of the potential votes are present, a unanimous vote of the Committee members present, that there is a need to take immediate action and the need to take action came to the attention of the Committee or Committee staff subsequent to the regular agenda being posted.
3. **Recently Continued Item.** The item was properly posted for a prior meeting of the Committee 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.

G. Public Hearings. All public hearings conducted by the Committee shall be held during regular or special meetings of the Committee.

H. Adjourning Meetings and Continuing Public Hearings to Other Times or Places. The Committee may adjourn any meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all Committee members are absent from any regular meeting or adjourned regular meeting the Secretary or Acting Secretary of the Committee may declare the meeting adjourned to the next regular meeting of the Committee. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was held within 24 hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings.

Any public hearing being held at any meeting may be continued or re-continued to any subsequent meeting in the same manner and to the same extent set forth herein for the adjournment of the meetings; provided, that if the hearing is continued to a time less than 24 hours after the time specified in the order or notice of hearing a copy of the order or notice of continuance shall be posted immediately following the meeting at which the order or declaration of continuance was adopted or made.

I. Meetings to be Open and Public. All meetings of the Committee to take action or to deliberate concerning the Committee business and its conduct shall be open and public. All persons shall be permitted to attend any such meetings.

IV. CONDUCT OF MEETINGS

- A. Order of Business.** The regular order of business of the Committee shall be:
1. Call to order.
 2. Approval of the minutes of the previous meeting.
 3. Public comment on unagendized items.
 4. Consideration and Action on Agenda Items.
 5. Adjournment.
- B. Parliamentary Procedure.** Unless otherwise provided by these Bylaws, all proceedings before the Committee shall be conducted in accordance with and pursuant to the parliamentary procedure prescribed in “Sturgis Standard Code of Parliamentary Procedure, 3rd edition.”
- C. Recording of Meetings.** Any meeting of the Committee, other than a closed session permitted under the Brown Act, may be recorded by any person, unless the Committee determines that such recording could constitute a disruption of the proceedings.
- D. Presentations to the Committee.** Any person desiring to address the Committee shall be requested, when recognized by the Chair, to give his or her name and address for the record. The Chair may, in the interest of facilitating the business of Committee, set in advance of the presentation of testimony 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 Committee Actions.** All official actions or decisions by the Committee shall be entered in the minute book of the Committee kept by the Secretary. The vote or votes of each member of the Committee on every question shall be recorded. Only action minutes will be maintained; however, tape recordings will be made of each meeting of the Committee and shall be available to the public through the office of the Committee Secretary.

V. VOTING AND QUORUM

- A. Roll Call Vote.** A roll call vote may be required in voting upon any motion of the Committee in the discretion of the Chair.
- B. Inaudible Votes.** Any member present who does not vote in an audible voice or abstains for a legally insufficient reason shall be recorded as voting “aye”.

- C. Quorum.** A majority of the currently appointed members of the Committee shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other official purposes, except that less than a quorum may adjourn from time to time until a quorum is obtained.
- D. Number of Votes Required for Action.** All actions require a motion and a second. No action or recommendation of the Committee shall be valid and binding unless a quorum is present and the motion is approved by at least a majority of the members present. 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 the members with conflicts will be unable to vote at a later date even if the matter is continued, 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 Committee to form a quorum and take affirmative action.
- F. Motion to Reconsider.** The Committee 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, all persons who addressed the Committee regarding the matter are still present, and 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 any future agenda for reconsideration by the Committee or any member of the Committee at the meeting at which the actions was taken or at any later time. Any interested person may request that an action be reconsidered, provided that such a request must be in writing and filed with the Secretary of the Committee within ten calendar days of the action of the Committee,

VI. CHANGES TO BYLAWS

The provisions of these Bylaws may be altered, amended, or repealed at any time, within limitations imposed by the Brown Act and the FOC Guidelines.