

**THE BOARD OF SUPERVISORS OF THE COUNTY OF STANISLAUS
BOARD ACTION SUMMARY**

DEPT: Chief Executive Office

BOARD AGENDA: 7.B.6
AGENDA DATE: November 16, 2021

SUBJECT:

Approval to Amend the Bylaws of the Denair Municipal Advisory Council Changing the Members from Elected Members to Appointed Members and Approval of the Updates to the Vacancies and Other Sections of the Bylaws

BOARD ACTION AS FOLLOWS:

RESOLUTION NO. 2021-0542

On motion of Supervisor B. Condit Seconded by Supervisor Withrow
and approved by the following vote,

Ayes: Supervisors: B. Condit, Withrow, Grewal, C. Condit, and Chairman Chiesa

Noes: Supervisors: None

Excused or Absent: Supervisors: None

Abstaining: Supervisor: None

- 1) Approved as recommended
- 2) Denied
- 3) Approved as amended
- 4) Other:

MOTION:

ATTEST: Kelly Rodriguez
KELLY RODRIGUEZ, Assistant Clerk of the Board of Supervisors

File No. MAC-5-14

**THE BOARD OF SUPERVISORS OF THE COUNTY OF STANISLAUS
AGENDA ITEM**

DEPT: Chief Executive Office

BOARD AGENDA:7.B.6
AGENDA DATE: November 16, 2021

CONSENT:

CEO CONCURRENCE: YES

4/5 Vote Required: No

SUBJECT:

Approval to Amend the Bylaws of the Denair Municipal Advisory Council Changing the Members from Elected Members to Appointed Members and Approval of the Updates to the Vacancies and Other Sections of the Bylaws

STAFF RECOMMENDATION:

1. Amend the Denair Municipal Advisory Council Bylaws, Section III, to change the members from elected members to appointed members.
2. Approve the changes to Section V regarding meetings and Section VI regarding its Committees.
3. Approve the changes to Section IX of the Bylaws to allow the Board of Supervisors to appoint members, if a vacancy occurs.
4. Approve the deletion of the sections titled *Execution of Deposits and Funds* and *Membership Inspection Rights* to maintain uniformity between all the MACs and their respective Bylaws.
5. Approve other minor changes for clarification purposes and grammar revisions.

DISCUSSION:

On October 20, 1992, the Stanislaus County Board of Supervisors approved the formation of the Denair Municipal Advisory Council (MAC) in Supervisorial District 2. On April 18, 2000, the Board of Supervisors approved an amendment to the Bylaws to change the number of MAC members from seven to five. The Denair MAC is charged with advising, "the Stanislaus County Board of Supervisors on matters of public health, welfare, safety, planning, and public works, and other such matters as the Board of Supervisors may designate which affect the territory and inhabitants of the unincorporated community of Denair, California; and, represent this community to any governmental agency or other organization on matters concerning the community."

Stanislaus Municipal Advisory Councils (MACs) are established by a Board of Supervisors resolution pursuant to Government Code Section 31010 as an advisory body of local citizens which can either be elected by the community or appointed by the Board of Supervisors. There are currently nine Municipal Advisory Councils in Stanislaus County representing the communities of Denair, Empire, Hickman, Keyes, Knights Ferry, Salida, South Modesto, Valley Home, and Wood Colony.

When establishing a Municipal Advisory Council, Government Code Section 31010 gives the Board of Supervisors an option on the method of member selection to be by appointment or election. Elections Code and Government Code have strict timelines of filling seats in-lieu of election, and filling vacancies when one occurs. It is possible for these deadlines to pass before an eligible candidate is identified, therefore impacting the ability of the MAC to function as intended until the next election occurs up to two years later.

Switching the Denair MAC to an appointed membership would give the Board of Supervisors more time to fill vacancies, because the seat would not be subject to strict timelines stated in Elections and Government Code. Currently, the Board of Supervisors has only 90 days to appoint a person to a vacancy. This timeline gets shortened to meet administrative deadlines and can be further shortened due to the timing of Board meetings. This can result in a vacant position on the MAC until the next scheduled election. Without the Election and Government Code restrictions, the Board of Supervisors could appoint new members to vacancies at any time, therefore increasing the chances of filling the vacancies.

MACs are unique in the fact that they are traditionally elected officials, but the Board of Supervisors have the sole appointing authority over vacancies. By transitioning the Denair MAC to an appointed membership, the Registrar of Voters will no longer be required to perform the administrative work needed (preparing and maintain files, accepting candidate paperwork, etc.) to prepare for a potential Denair MAC election.

The recommended bylaw amendments will change the MAC members from elected members to appointed members and will also affect the vacancies section should a position become vacant prior to the expiration of the term.

The Denair MAC bylaws detail the amendment process. In summary, bylaw amendments must be first submitted in writing at a monthly meeting with a copy for each member. At the next meeting, the amendment shall be approved by the majority of the Council. Amendments to the bylaws must be approved by the Board of Supervisors. The bylaw amendments were submitted in writing to each of the Council members at their August 3, 2021 regular meeting, with a unanimous vote from the Council voting to approve the bylaws at the September 7, 2021 regular meeting. It should be noted that one member was absent.

If approved by the Board, the Denair MAC will join the Valley Home and Knights Ferry MACs with appointed membership and the remaining six MACs with the traditional elected membership.

POLICY ISSUE:

Amendments to the Denair Municipal Advisory Council (MAC) bylaws must be forwarded to the Board of Supervisors for approval. In doing so, the Board should determine whether the amendment to the bylaws is consistent with the MAC's objectives and purposes.

FISCAL IMPACT:

There is no direct fiscal impact associated with the proposed bylaw changes. Municipal Advisory Councils are currently allocated \$150 annually within the Chief Executive Office – Operations and Services budget for administrative and meeting expenses.

BOARD OF SUPERVISORS' PRIORITY:

Approval of the recommended actions supports the Board of Supervisors' priorities of *Strong and Safe Neighborhoods, Supporting Community Health, Delivering Efficient Public Services and Community Infrastructure* through the continued support of Municipal Advisory Councils.

STAFFING IMPACT:

County departments attend the Denair Municipal Advisory Council meetings periodically. The Registrar of Voters will no longer be responsible for candidate filings and other administrative work associated with the Denair Municipal Advisory Council. The Clerk of the Board will continue its responsibility of tracking the appointments of the Denair MAC.

CONTACT PERSON:

Erica May Inacio, Community Manager

Telephone: (209) 480-2074

ATTACHMENT(S):

1. Proposed Denair MAC Bylaws
2. Denair MAC Bylaws

DENAIR MUNICIPAL ADVISORY COUNCIL BYLAWS

I. Formation

The Council will be known as the Denair Municipal Advisory Council (Denair MAC), as established by Resolution #92-1281 by the Stanislaus County Board of Supervisors (Board of Supervisors) pursuant to Government Code Section 31010. The boundaries served by the Denair MAC are described in Attachment A.

II. Purpose

The Denair MAC will advise the Stanislaus County Board of Supervisors on matters of public health, welfare, safety, planning and public works, and other such matters as the Board of Supervisors may designate which affect the territory and inhabitants of the unincorporated community of Denair, California; and, represent this community to any governmental agency or other organization on matters concerning the community.

III. Membership

The Denair MAC is composed of five (5) members who shall be registered voters residing within the boundaries of the Denair MAC and appointed by the Board of Supervisors. The term of each member is four (4) years or until their successors are appointed; provided however, the initial term for two (2) members shall be two (2) years, and thereafter, the term shall be four (4) years for those seats. Upon expiration of the term of office, or if a vacancy occurs prior to the expiration of the term, the Board of Supervisors shall appoint a qualified person to serve the remainder of the term.

IV. Officers & Duties

- A. The Denair MAC shall, at its first official meeting each calendar year, nominate and elect a Chair, a Vice-Chair, and a Secretary. These persons shall serve for one (1) year and may serve multiple one-year terms as an officer at the discretion of the Denair MAC.
- B. The duties of the Chair are: 1) to prepare the agenda for each meeting; 2) to call the members of each meeting to order; 3) to enumerate the business of the meeting and the order in which it is to be acted upon; 4) to recognize members who are entitled to the floor; 5) to state and put to a vote all questions which are properly moved; 6) to maintain order throughout the

meeting; 7) to sign all necessary documents, letters, etc., that state the official business of the Denair MAC.

C. The duties of the Vice-Chair are to assume the duties of the Chair when he/she is absent.

D. The duties of the Secretary are: 1) to record the minutes of all regular meetings and all special meetings of the Denair MAC in accordance to Section XII of these Bylaws; 2) to maintain a register of those who attend each meeting of the Denair MAC; 3) to notify officers and committees of their appointment; 4) to maintain the official copy of the Bylaws; 5) to send out written notices of meetings to all person or entities who have requested such notice pursuant to the California Government Code Section 54954.1 et. seq.); 6) to prepare and send official correspondence of the Denair MAC; 7) to have at each meeting a list of committees and their members as well as the Bylaws of the Denair MAC and copies of the minutes of all previous meetings.

V.

Meetings

In full compliance with the Brown Act (Government Code, Section 54950 et seq.) the Denair MAC shall hold at least four meetings in a calendar year (a minimum of one every quarter) in a public building that is accessible and can reasonably and safely accommodate those who may wish to attend the meeting. A regular convenient time and place for each meeting will be established and announced by the Denair MAC.

The Denair MAC may, through public notification in accordance with the Brown Act, call for those special meetings it deems necessary. The Chair may cancel regular scheduled meetings due to lack of quorum or lack of business for consideration by the Denair MAC.

If the Denair MAC wishes, it may seek the views of those present at a meeting by calling for an advisory vote by those in attendance. Only residents or property owners within the boundaries of the Denair MAC may vote on the issues before the Denair MAC. Participants of any meeting may be challenged and the Secretary asked to verify their status as a resident or property owner within the boundaries of the Denair MAC. The public vote in a meeting shall carry by a majority of those voting.

A majority of the Denair MAC membership shall constitute a quorum for the conduct of business and shall require at least three (3) affirmative votes to take action on any matter.

VI.
Committees

The Chair may appoint, as needed, standing or ad-hoc committees to consider the business of the Denair MAC, consisting of one (1) member, but not more than two (2) members of the Denair MAC.

VII.
Methods for Amending the Bylaws

The Denair MAC may amend its Bylaws in the following manner: 1) the amendment must be submitted in writing at the scheduled meeting preceding the one at which it is to be voted upon, with a copy provided for each member; 2) at the next scheduled meeting, the amendment shall be placed on the agenda for discussion and action; 3) action to approve amendment of the Bylaws will include transmitting the amended Bylaws to the Board of Supervisors for its consideration and approval, and 4) upon approval by the Board of Supervisors, the amendment will be considered adopted and the Bylaws amended.

Notwithstanding the foregoing process for the Denair MAC to amend its Bylaws, the Board of Supervisors independently may amend these Bylaws by resolution adopted by majority vote.

VIII.
Parliamentary Authority

The Denair MAC adopts the rules contained in ROBERTS' RULE OF ORDER to govern it in all situations not governed by these Bylaws or any special rules of order of the Denair MAC.

IX.
Vacancies

Vacancies on the Denair MAC shall exist 1) on the death, resignation or removal of any member, and 2) whenever the number of authorized members is increased. The Board of Supervisors or the Denair MAC may declare vacant the seat of a council member who has missed three unexcused absences from the regular meeting dates, during any twelve-month period or has been declared of unsound mind by a final order of court or has been convicted of a felony. Any member may resign effective upon giving written notice to the Chair of the Denair MAC or the Board of Supervisors, unless the notice specifies a later time for the

effectiveness of such resignation. If a position on the Denair MAC should become vacant prior to the expiration of the term, the Board of Supervisors may appoint a person to serve the remainder of the term as set forth in Section III of these Bylaws.

X.

Non-Liability of Members and Officers

The members shall not be personally liable for the debts, liabilities, or other obligations of the Denair MAC.

XI.

Fiscal Year

The fiscal year of the Denair MAC shall be the same as for Stanislaus County.

XII.

Records and Reports

The Denair MAC shall keep minutes of all its meetings, and the meetings of any committees of the Denair MAC indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, the name of those members present, and the nature of the proceedings and all actions taken by the Denair MAC.

