Bridges at Kraemer Place Community Advisory Board Bylaws

ARTICLE I: NAME OF ORGANIZATION

A. The name of this body shall be the Bridges at Kraemer Place Community Advisory Board, hereinafter referred to as "BCAB."
B. The official Location and mailing dress of the BCAB Shall be:
Clerk of the Board of Supervisors located in the County Administration North Building, 400 W. Civic Center Drive, 6th Floor, Santa Ana, CA 92701.

ARTICLE II: ESTABLISHMENT OF BCAB

A. The members of the BCAB are appointed by the Orange County ("County") Board of Supervisors ("Board") pursuant to Resolution #18-011.

ARTICLE III. PURPOSE AND FUNCTIONS

A. The purpose of the CAB is to work with the County to:
   1. Act as an advisory body to the shelter operator for Bridges at Kraemer Place, having no independent authority to act on matters such as legislation or lobbying.
   2. Provide review of the Emergency Shelter Operations and Services of Bridges at Kraemer Place contracted for in the Board approved Program Operator Agreement, but having no authority to make contractual or financial decisions concerning the operation of the Emergency Shelter Operations and Services of Bridges at Kraemer Place.
B. In accordance with Resolution #18-011, the functions of the BCAB are as follows:
   1. Provide review of the Emergency Shelter Operations and Services of the Bridges at Kraemer Place Program.
   2. Enhance community relations.
   3. Receive and address information of any strengths and concerns from the neighborhood, local businesses, city and county entities, service provider partners and shelter clients about the operation of Bridges at Kraemer Place Program and communicate that information to the County.

ARTICLE IV: APPOINTMENT AND MEMBERSHIP

A. Membership of the BCAB is to be composed as follows:
   1. Shelter provider of the Bridges at Kraemer Place Program is to work with the County on identifying appointments of the BCAB.
   2. There shall be nineteen (19) voting members that comprise the BCAB.
   3. The membership of the BCAB shall be comprised of the following categories of community stakeholders:
      i. One (1) representative appointed by the Board.
      ii. Thirteen (13) representatives appointed by the local City Councils of the North County Service Planning Area (SPA), with an allowable appointed alternate for each

representative. Appointments shall represent each of the currently existing cities in the SPA.

iii. One (1) representative appointed by the local Chief of Police with an allowable appointed alternate.

iv. One (1) representative appointed by the local Neighborhood Association.

v. One (1) representative appointed from the local business association or Chamber of Commerce.

vi. One (1) representative appointed by the local school district with an allowable appointed alternate.

vii. One (1) representative appointed by the Commission to End Homelessness.

B. Qualifications for BCAB Membership
   1. The following criteria will be used for all membership appointments:
      i. Voting Requirements: Except where the Board finds it is in the best interest of the County to waive voter requirements, all members of the BCAB shall be registered voters.
   2. The categories listed above are intended to run with the BCAB so long as it is operational. The representatives serve at the will of the entity that appoints them until or unless they are replaced by the appointing entity.
C. Length of BCAB Membership
   1. All BCAB member appointments may be for a period of two years from the date of appointment subject to Article IV(B)(1)(i).
   2. Pursuant to Government Code section 1302, a member whose term has expired shall continue serving as a member until reappointed or replaced.

ARTICLE V: BCAB OFFICERS

A. BCAB officers shall consist of:
   1. Chairperson: The Chairperson shall be the appointed by the members of the BCAB. The duties of the Chairperson include:
      i. Chairperson shall preside at meetings, decide points of order, announce all business, entertain motions, put motions to vote and announce vote results.
      ii. The Chairperson may call special meetings of the BCAB.
      iii. The Chairperson or his or her designee may represent the CAB at public functions.
   2. Vice-Chairperson: The Vice-Chairperson shall perform the duties of the Chairperson in his or her absence.
      i. If the Chair becomes vacant, the Vice-Chairperson shall succeed to the Chair until the CAB members have appointed its replacement for the Chair.
B. Terms for officers of the BCAB shall be for one year.
C. Election of officers shall be held annually during the last BCAB meeting of each calendar year by majority vote, a quorum being present.

ARTICLE VI: DUTIES OF MEMBERS

A. Members shall attend meetings of the BCAB and of committees to which they are appointed. The BCAB staff shall regularly review member attendance at the BCAB and committee meetings.

B. Members shall notify the Chairperson of the BCAB and the Orange County Clerk of the Board of any expected absence for a meeting by 5:00 p.m. of the day before a regularly scheduled BCAB meeting, indicating good and sufficient reasons for the absence.
C. In the performance of its responsibilities, the BCAB shall not engage in nor employ any unlawfully discriminatory practices in the provision of services or benefits, assignment of accommodations, treatment, employment of personnel or in any other respect on the basis of sex, race, color, ethnicity, national origin, ancestry, religion, age, marital status, medical condition, sexual orientation, physical or mental disability or any other protected group in accordance with the requirements of all applicable County, state, or federal laws.
D. Members of the BCAB shall comply with the County equal Employment Opportunity and Anti-Harassment Policy and Procedures.
E. Members of the BCAB shall comply with the County Code of Ethics.
F. Members of the BCAB shall operate strictly within designated purposes of the BCAB.

ARTICLE VII: AD HOC COMMITTEES

A. The Chairperson may establish Ad Hoc Committees of less than quorum of the BCAB's membership to accomplish time-limited tasks that support the goals of the BCAB. Ad Hoc Committees may be established in coordination with the Office of Care Coordination to support the goals of the BCAB.
B. Terms of appointment for Ad Hoc Committees shall be for the period of time required to fulfill the Ad Hoc Committee's purpose.

ARTICLE VIII: MEETINGS AND ACTIONS

A. The BCAB shall meet no less than bi-annually (two times per year). The initial meeting shall take place once the bylaws have been approved by the Board. As a matter of public business during the first meeting, the BCAB shall set its meeting schedule. All meeting agendas shall be posted and distributed no less than 72 hours prior to the meeting.
B. The BCAB shall, at its first meeting of each calendar year, adopt a schedule of regular meetings and transmit that schedule in writing to members, the Board, and the public at large.
C. All BCAB meetings shall be open, public, and noticed in conformance with the provisions of the Ralph M. Brown Act, California Government Code Section 54950 et seq., as amended and held at a location within Orange County, California that satisfies the access requirements of the Americans with Disabilities Act.
D. Special meetings of the BCAB may be called either by the Chairperson, the shelter operator, the County or at the request of a majority of BCAB members. Notice of special meetings shall:
    1. Be delivered to members personally, by mail or electronically, and must be received no later than twenty-four (24) hours in advance of the meeting.
    2. State the business to be considered and whether alternative technological means may be used such as telephone or video conferencing, as technological resource availability permits and as permissible by the Ralph M. Brown Act.
E. Quorum Requirements:
    1. General Meetings: Quorum shall be no less than 50%+1 of the membership. Quorum shall consist of the majority of the currently appointed/seated members of the BCAB.

F. Voting Majority: Decisions and acts made by majority vote of the members at any duly constituted meeting shall be regarded as acts of the BCAB, except as otherwise provided by these (Bylaws, Rules of Procedure, Policies and Procedures, as applicable).

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For example: If, at a standing committee meeting, six (6) voting members of the committee are present to vote, and on a particular motion, three (3) vote in the affirmative, two (2) vote in the negative, and one (1) member abstains, the motion passes.

G. Minutes: The Clerk of the BCAB shall prepare and publish the minutes for each meeting of the BCAB

ARTICLE IX: REMOVAL AND RESIGNATION OF MEMBERS

A. Removal: The appointing entity may, at any time and without cause, remove any BCAB member from office prior to the expiration of his/her term of office by majority vote of the Board.
   1. Removal for Cause - Cause shall be defined as the member is unable effectively to represent the categorical seat to which he/she is appointed due to change of employment or status or, other reasons that substantially alters the member's qualifications which were present and considered in making the initial appointment or interfere with the individual's ability to properly function as a member of the BCAB.
   2. Removal for Absenteeism - Members will be removed from membership of the BCAB if the member is absent from more than three (3) consecutive regular BCAB meetings with non-excused absences.
   3. Removal of a member for cause or absenteeism shall require a majority vote of the CAB, a quorum being present.
   4. Upon removal, the shelter operator or designated staff will notify the Office of Care Coordination within 30 days. The appointing organization will then appoint a new representative.
B. Resignation: Resignation of C AB members shall be effected by a written letter of resignation submitted to the Chairperson of the CAB, to the Board, and shelter operator.
C. The Chairperson shall notify the Clerk of the Board in writing of any vacancies within 10 days of learning the existence of any such vacancy.

ARTICLE X: CONFLIC OF INTEREST

A. Members of the BCAB and any of its committees shall abstain from voting on any issue in which they may be personally interested to avoid a conflict of interest in accordance with County, State and Federal laws and shall refrain from engaging in any behavior that conflicts with the best interest of County.
B. Members of the BCAB shall not vote nor attempt to influence any other BCAB member on a matter under consideration by the BCAB or any of its committees:
   1. Regarding the provision of services by such member (or by an entity that such member represents); or
   2. That would provide direct financial benefit to such member or the immediate family of such member; or
   3. Engage in any other activity constituting a conflict of interest under County, State or Federal law.

C. If a question arises as to whether a conflict exists that may prevent a member from voting, the Chairperson or designee may consult with designated County staff to assist them in making that determination.
D. In order to avoid a conflict of interest or the appearance of such conflict, all nominees to become members of the BCAB shall disclose on forms provided by the County information regarding their private economic interests that may be implicated by their service on the BCAB.
E. Neither BCAB nor any of its members shall promote, directly or indirectly, any political party, political candidate or political activity using the name, emblem or any other identifier of BCAB.
F. No assets or assistance provided by County to the BCAB shall be used for sectarian worship, instruction, or proselytization, except as otherwise permitted by law.

ARTICLE XI: AUTHORITY

A. Parliamentary Authority: The Chairperson shall preside and manage BCAB meetings using parliamentary procedure consistent with these bylaws, any special rules of order the BCAB may adopt, and any applicable County, state, and federal law. Authority of the BCAB is enacted by the County of Orange Board of Supervisors through the Shelter Operator and Agreement and authorizing Resolution# 18-011.
B. Standing and Ad Hoc Committees
    1. Standing and Ad Hoc committees shall have no independent authority and shall be limited to exercising only those specific functions granted to them by the BCAB.
    2. No standing or Ad Hoc committee shall have independent authority to commit the BCAB to any policy or action without the prior approval of the general membership of the BCAB.

ARTICLE XII: ADOPTION AND AMENDMENT OF BYLAWS

A. Adoption: An affirmative vote of at least 50%+ of those voting, a quorum being present, shall be required to recommend changes to these Bylaws for Board approval. These Bylaws become effective upon approval by the Board.
B. Amendments
    1. Any member of the BCAB or the Ad Hoc Committee may propose amendments to these Bylaws.
    2. Proposed amendments shall be submitted in writing and made available to each member of the BCAB no less than five (5) days prior to consideration before a vote can be taken.
    3. An affirmative vote of at least 50%+1 of those voting, a quorum being present, shall be required to recommend Bylaws amendments for Board approval.
    4. Any amendments to the Bylaws become effective upon approval by the Board.

ARTICLE XIII: SEVERABILITY

Should any part, term, portion or provision of these Bylaws be determined to be in conflict with any law, or otherwise unenforceable or ineffectual, the remaining parts, terms, portions or provisions shall be deemed severable and their validity shall not be affected thereby provided such remaining portions or provisions can be construed in substance to constitute the provisions that the members intended to enact in the first instance.

ARTICLE XIV. STAFFING SUPPORT

Staff support from Orange County Clerk of the Board and the Office of Care Coordination shall be provided to support the CAB in conjunction with the work of the assigned shelter operator staff and will be responsible to facilitate Brown Act requirements.