

RESOLUTION NO. 2019-14

**RESOLUTION OF THE NAPA COUNTY BOARD OF SUPERVISORS,
STATE OF CALIFORNIA, APPROVING AMENDMENTS TO THE
NAPA/SOLANO AREA AGENCY ON AGING (AAA) OVERSIGHT
BOARD'S BYLAWS**

WHEREAS, on September 11, 2018, the Napa County Board of Supervisors approved a resolution and an application to the California Department of Aging requesting that Napa and Solano Counties be designated the Area Agency on Aging (AAA) for Planning and Service Area (PSA) 28; and

WHEREAS, on September 27, 2018, the California Department of Aging approved Napa and Solano Counties' application for designation as the AAA for Planning and Service Area (PSA) 28; and

WHEREAS, Napa and Solano Counties' application to be designated as the AAA also included creation of an Oversight Board and bylaws to govern that Oversight Board; and

WHEREAS, on December 10, 2018, the Napa/Solano AAA Oversight Board met for the first time and requested changes to its bylaws; and

WHEREAS, on January 22, 2019, the Solano County Board of Supervisors approved the AAA Oversight Board's proposed changes to its bylaws; and

WHEREAS, attached hereto as Exhibit "A," is both a redline and clean copy of the AAA Oversight Board's proposed revised bylaws.

NOW, THEREFORE, BE IT RESOLVED by the Napa County Board of Supervisors hereby approves the AAA Oversight Board's revised bylaws; a true and correct copy is attached hereto as Exhibit "A."

[REMAINDER OF THE PAGE LEFT INTENTIONALLY BLANK]

AYES:	SUPERVISORS	PEDROZA, WAGENKNECHT, DILLON, RAMOS and GREGORY
NOES:	SUPERVISORS	NONE
ABSTAIN:	SUPERVISORS	NONE
ABSENT:	SUPERVISORS	NONE

By: 
RYAN GREGORY, Chair of the
Board of Supervisors

APPROVED AS TO FORM Office of County Counsel By: <i>Susan B. Altman</i>, Deputy County Counsel Date: January 22, 2019	APPROVED BY THE NAPA COUNTY BOARD OF SUPERVISORS Date: <u>1/29/2019</u> Processed By: <u><i>[Signature]</i></u> Deputy Clerk of the Board	ATTEST: JOSE LUIS VALDEZ Clerk of the Board of Supervisors By: <u><i>[Signature]</i></u>
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Napa / Solano Area Agency on Aging

275 BECK AVE, FAIRFIELD CA 94533

(707) 784-8207 FAX (707) 784-2440

Napa / Solano Area Agency on Aging Oversight Board

BY-LAWS

ADOPTED (JANUARY 29, 2019)

ARTICLE I – NAME AND AUTHORITY

SECTION 1. NAME

The name of this organization shall be the Napa / Solano Area Agency on Aging Oversight Board (“Oversight Board”).

SECTION 2. AUTHORIZATION

The Oversight Board shall function according to the provisions of the Joint Exercise of Powers Agreement Between Napa County and Solano County (“JEPA Agreement”) approved by the Napa and Solano County Board of Supervisors on September 11, 2018. The JEPA Agreement established the Napa / Solano Area Agency on Aging, the agency designated by the California Department of Aging (CDA) within PSA 28 pursuant to 22 C.C.R. § 7206 (“AAA”), and the joint operation of it.

The Oversight Board shall be deemed to be a legislative body for purposes of the Ralph M. Brown Act (Government Code § 54950 *et seq.*; “Brown Act”).

ARTICLE II – DUTIES AND RESPONSIBILITIES

SECTION 1. DUTIES AND RESPONSIBILITIES

The Oversight Board shall:

1. Review the activities of the AAA and provide advice to the AAA executive director, county staff, Advisory Council, and the County Boards of Supervisors.
2. Receive monthly reports from the AAA staff and the Advisory Council.
3. Ensure high quality oversight, ethical and responsible decision-making, accountability and transparency on the part of the AAA.

4. Approve contracts and grants entered into and administered by the AAA with CDA, service providers, or any other party, including request for proposals (RFP's), grant proposals, bids and awardees for service provider subcontractors of the AAA.
5. Conduct at a minimum once each fiscal year a public hearing, and discuss and approve a report, concerning the activities carried out by the AAA under the current Area Plan, which report shall be submitted annually to both County Boards of Supervisors.
6. Perform such other duties as necessary and as determined by the Oversight Board.

ARTICLE III – MEMBERSHIP

SECTION 1. QUALIFICATIONS

The Oversight Board shall consist of seven (7) members as follows:

- i. One (1) member from each County Board of Supervisors, or its designees, and an alternate to attend and vote at meetings of the member in his or her absence.
- ii. One (1) member from a City Council in each County, appointed by the respective city selection committee established pursuant to Section 50270 of the Government Code, and an alternate to attend and vote at meetings of the member in his or her absence.
- iii. One (1) member of the senior (60+) community in each County, appointed by the respective Board of Supervisors, and an alternate to attend and vote at meetings of the member in his or her absence.
- iv. One (1) member at large from each County, appointed by the respective Board of Supervisors, and an alternate to attend and vote at meetings of the member in his or her absence, with one member a voting member and the other member a non-voting member, who shall rotate annually. The first voting member to be determined by the Oversight Board by lot, effective January 1.

SECTION 2. TERM OF OFFICE

The initial term of the members in Section 1(iii) and (iv) shall be six years from the effective date of appointment. The term of the remaining members in Section 1 shall be four years from the effective date of appointment. Upon the expiration of each member's term, the term of each succeeding member shall be four years. Any member of the Oversight Board may be removed at any time by their appointing authority, if required by these Bylaws, or if the member ceases to be a Supervisor or City Council member.

SECTION 3. VACANCIES

Any vacancy shall be filled by the appointing authority within 60 days, with the new member's term coinciding with the vacating member's term.

SECTION 4. COMPENSATION

The members of the Oversight Board shall serve without compensation.

SECTION 5. CONFLICTS OF INTEREST

No member shall make, participate in making or in any way attempt to use his official position to influence a governmental decision in which he knows or has reason to know he has a financial interest. The Oversight Board shall adopt a conflict of interest code pursuant to the Political Reform Act (Government Code § 81000 *et seq.*), which may entail the incorporation by reference of the Fair Political Practices Commission's regulation (2 California Code of Regulations Section 18730) that contains the terms of a standard conflict of interest code.

ARTICLE IV – MEETINGS

SECTION 1. SCHEDULE

The Oversight Board shall meet at least quarterly or as often as necessary at a stated date, time, and place to be decided by the Oversight Board. All meetings shall be subject to the Brown Act.

SECTION 2. QUORUM

A majority of the Oversight Board, with a minimum of 2 members from each county, shall constitute a quorum for the transaction of business.

SECTION 3. RULES OF ORDER

The meetings of the Oversight Board shall be governed by the authority of "Robert's Rules of Order."

SECTION 4. ATTENDANCE

If any Oversight Board member should miss more than three (3) meetings in a calendar year, without good cause, the Oversight Board shall recommend to that member's appointing authority that the member should be removed and replaced.

ARTICLE V – OFFICERS

SECTION 1. OFFICERS

The officers of the Oversight Board shall be the Chair and Vice-Chair, who shall be the members from each County Board of Supervisors, or its designees.

SECTION 2. ELECTION

At the first meeting and at the last meeting of every year, the Oversight Board shall elect its officers for the following year. The Chair shall be the member of the County Board of Supervisors (or its designee) from the county not represented by the at-large member. Terms for officers shall commence January 1 and be held for one (1) year.

SECTION 3. DUTIES

The Chair shall preside at all regular and special meetings of the Oversight Board and shall act as the official representative of the Oversight Board in its communications with other organizations and individuals. In the absence of the Chair, the Vice-Chair shall assume the duties of that position on an interim basis.

SECTION 4. OTHER OFFICERS

The Oversight Board may choose such other officers as they deem necessary to perform such duties as determined by the Oversight Board.

ARTICLE VI – AMENDMENTS

SECTION 1. AMENDMENT OF BYLAWS

The Bylaws may be amended at any meeting of the Oversight Board by a two-thirds (2/3) vote. Bylaw amendments shall be introduced at a meeting of the Oversight Board at least thirty (30) days prior to the subsequent meeting at which the vote is taken, and may be altered after introduction. Except when reading is waived by regular motion adopted by majority vote, all Bylaw amendments shall be read in full either at the time of introduction or passage.

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BY-LAWS

ADOPTED (date)

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4. Approve contracts and grants entered into and administered by the AAA with CDA, service providers, or any other party, including request for proposals (RFP's), grant proposals, bids and awardees for service provider subcontractors of the AAA.

4.5. Conduct at a minimum once each fiscal year a public hearing, and discuss and approve a report, concerning the activities carried out by the AAA under the current Area Plan, which report shall be submitted annually to both County Boards of Supervisors.

5.6. Perform such other duties as necessary and as determined by the Oversight Board.

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The Oversight Board shall meet at least quarterly or as often as necessary at a stated date, time, and place to be decided by the Oversight Board. All meetings shall be subject to the Brown Act. ~~An annual report is due to both the Napa and Solano County Board of Supervisors in December of each year.~~

SECTION 2. QUORUM

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SECTION 3. RULES OF ORDER

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SECTION 2. ELECTION

At the first meeting and at the last meeting of every year, the Oversight Board shall elect its officers for ~~that the following year~~. The Chair shall be the member of the County Board of Supervisors (or its designee) from the county not represented by the at-large member, as provided in Article III, Section 1(iv), and the Vice-Chair shall be the other member of the County Board of Supervisors (or its designee). Terms for officers shall commence January 1 and be held for one (1) year. Commencing January 1 of the following year and every year thereafter on January 1, the member of the County Board of Supervisors, or its designee, serving as Vice-Chair shall assume the duties of Chair, with the member of the County Board of Supervisors, or its designee, serving as Chair assuming the duties of Vice-Chair. The voting at large member shall rotate with the Oversight Board Chair and shall represent the opposite County as the Oversight Board Chair.

SECTION 3. DUTIES

The Chair shall preside at all regular and special meetings of the Oversight Board and shall act as the official representative of the Oversight Board in its communications with other organizations and individuals. In the absence of the Chair, the Vice-Chair shall assume the duties of that position on an interim basis.

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the Oversight Board at least thirty (30) days prior to the subsequent meeting at which the vote is taken, and may be altered after introduction. Except when reading is waived by regular motion adopted by majority vote, all Bylaw amendments shall be read in full either at the time of introduction or passage. of the full membership provided that copies of proposed amendments are sent to all members of the Oversight Board at least five (5) days prior to the meeting at which the vote is taken. Dan — not sure how to phrase the 30 day reading period.