

**RESOLUTION NO. 2019-44**

**RESOLUTION OF THE NAPA COUNTY BOARD OF  
SUPERVISORS, STATE OF CALIFORNIA, AMENDING THE  
BYLAWS OF THE NAPA COUNTY VETERANS' COMMISSION**

**WHEREAS**, on January 30, 2018, the Napa County Board of Supervisors ("Board") adopted a resolution creating the Napa County Veterans' Commission ("Commission") and adopted its bylaws and policies to govern various aspects of the Commission; and

**WHEREAS**, these policies and bylaws have been incorporated into Part II: Section 44 of the Napa County Policy Manual; and

**WHEREAS**, the Commission appointed an ad hoc committee to study the original bylaws and to make recommendations to the Commission on revisions to the bylaws; and

**WHEREAS**, on January 23, 2019, the Ad Hoc committee presented their recommendations at the Commission meeting and the Commission unanimously voted to accept those changes at their meeting on February 27, 2019; and

**WHEREAS**, attached hereto as Exhibit "A" is a clean copy of the Commission's proposed revised bylaws.

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

**[REMAINDER OF THIS PAGE LEFT BLANK INTENTIONALLY]**

**THE FOREGOING RESOLUTION WAS DULY AND REGULARLY ADOPTED**  
by the Board of Supervisors of Napa County, State of California, at a regular meeting of the  
Board held on the 26<sup>th</sup> day of March, 2019, by the following vote:


AYES: SUPERVISORS WAGENKNECHT, RAMOS, DILLON,  
PEDROZA and GREGORY


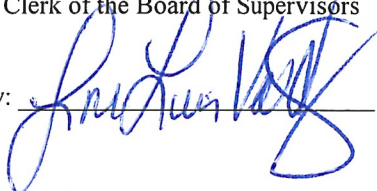
NOES: SUPERVISORS NONE

ABSTAIN: SUPERVISORS NONE

ABSENT: SUPERVISORS NONE

NAPA COUNTY, a political subdivision of  
the State of California

By:   
RYAN GREGORY, Chair of the  
Board of Supervisors

<p>APPROVED AS TO FORM Office of County Counsel</p> <p>By: <u>Corey S. Utsurogi</u> Deputy County Counsel</p> <p>Date: <u>3/4/19</u></p>	<p>APPROVED BY THE NAPA COUNTY BOARD OF SUPERVISORS</p> <p>Date: March 26, 2019</p> <p>Processed/By:  Deputy Clerk of the Board</p>	<p>ATTEST: JOSE LUIS VALDEZ Clerk of the Board of Supervisors</p> <p>By: </p>
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## EXHIBIT "A"

### BYLAWS OF THE NAPA COUNTY VETERANS' COMMISSION

**I. PURPOSE.** The purpose of the Napa County Veterans' Commission ("the Veterans' Commission") is to serve as an advocate for people who have served in the Military ("Veterans") and their families by helping them to maintain a good quality of life and to remain independent by increasing awareness of the issues facing Veterans in Napa County and by influencing public policy through regular reports to the Board of Supervisors. The Commission shall educate and raise awareness of the public, county staff and the County Board of Supervisors regarding issues affecting Veterans and their families, including, but not limited to Veterans' physical and mental health, transportation, benefits, and ways to generally improve the lives of Veterans. Further, the Veterans' Commission will make recommendations to the Board of Supervisor's Legislative Subcommittee regarding needed changes in State law for incorporation into the County's legislative platform.

**II. SPECIFIC DUTIES.** In order to achieve its general purpose, the Commission shall, among other things:

- a. Study, investigate and research Veterans' matters in Napa County and surrounding counties so that services to Veterans can be coordinated and maximized;
- b. Review annually the status of Veterans' benefits and services;
- c. Submit recommendations to the Board of Supervisors regarding programs, plans, goals, policy, and procedures dealing with Veterans' services;
- d. Submit annually a strategic plan outlining focus areas for the subsequent year; and
- e. Assist where needed in Veterans' observance days during the year.

**III. MEMBERS.** The Veterans' Commission shall be comprised of nine (9) individuals as follows:

A minimum of five (5) Veterans serving on the Commission and four (4) representatives from the community who fulfill any of the following categories: they are local Veterans, local family members of Veterans, and members of local organizations serving the needs of Veterans.

The Veterans Commission will rank applicants for Commission positions and make recommendations to the Board of Supervisors ("Board of Supervisors") regarding appointment of members. The Napa County Board of Supervisors appoints all Veterans' Commission members. The Board of Supervisors can remove commission members at any time.

**IV. TERMS OF OFFICE.** Commissioners shall serve four (4) year terms,

**V. OFFICERS.** The officers of the Veterans' Commission shall be the Chair, Vice-Chair and Secretary, chosen as follows:

- A. **Time of Election.** In January of each year, the members of the Veterans' Commission shall elect the Chair and Vice-Chair and Secretary from among their members. They will take office at the February meeting.
- B. **Term.** Officers shall serve a term of one (1) year. 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 and Secretary.** The Chair, or the Vice Chair in the absence of the Chair, shall act as the presiding officer of the Veterans' Commission 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 Veterans' Commission, or by vote of the Veterans' Commission. The Chair shall have all the rights and duties enjoyed by any other member of the Veterans' Commission, including the right to make and second motions. The Secretary is responsible for maintaining effective records and minutes. The Secretary shall have all the rights and duties enjoyed by any other member of the Veterans' Commission, including the right to make and second motions.

## VI. MEETINGS

- A. **Date of Regular Veterans' Commission Meetings.** Regular meetings of the Veterans' Commission shall be held on the fourth Wednesday of each month. The Veterans' Commission meeting may be canceled by majority vote of the Veterans' Commission or, for lack of business or a quorum, by the Chair or Secretary who will give staff direction to cancel the meeting.
- B. **Time of Regular Veterans' Commission Meetings.** Regular meetings of the Veterans' Commission shall commence at 1:30 p.m. and continue until all agendized business is concluded, unless adjourned earlier on motion of the Veterans' Commission for any reason or by the Chair or Secretary for lack of a quorum or unavailability of a meeting location due to an emergency.
- C. **Location of Regular Veterans' Commission Meetings.** Unless otherwise stated on the posted meeting agenda as authorized by prior motion of the Veterans' Commission, regular meetings of the Veterans' Commission shall be held in the "Silver Lupine" meeting room located at 650 Imperial Way Napa, CA 94559.
- D. **Emergency Veterans' Commission Meetings.** Emergency meetings of the Veterans' Commission shall be called in conformance with the provisions of the Brown Act (Government Code section 54950 and following).

- E. Special Veterans' Commission Meetings.** Special meetings of the Veterans' Commission 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 Veterans' Commission meetings.
- F. Agendas.** The Chair shall prepare the agenda for Commission meetings. The Napa County Veterans Service Office will post and otherwise give notice of the agenda for each meeting of the Veterans' Commission 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.

## **VII. CONDUCT OF MEETINGS**

- A. Order of Business.** The regular order of business of the Veterans' Commission shall be:

  1. Call to order.
  2. Approval of the minutes of the previous meeting.
  3. Public comment on unagendized items.
  4. Veterans Service Officer Report
  5. Consideration and action on Agenda Items.
  6. Standing Committees Reports
  7. Commissioner's Report
  8. Adjournment.
- B. Parliamentary Procedure.** Unless otherwise provided by these Bylaws or required by law, all proceedings before the Veterans' Commission 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 Veterans' Commission, other than a closed session permitted under the Brown Act, may be recorded by any person, unless the Veterans' Commission determines that such recording could constitute a disruption of the proceedings.
- D. Presentations to the Veterans' Commission.** Any person desiring to address the Veterans' Commission shall be requested, when recognized by the Chair, to give their name 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. The Chair may, in the interest of facilitating the business of the Veterans' Commission, 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 Veterans' Commission Actions.** All official actions or decisions by the Veterans' Commission shall be entered in the minutes book of the Veterans' Commission kept by the Secretary. The vote or votes of Veterans' Commission 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 Veterans' Commission which shall be available to the public on the Commission website.

## **VIII. VOTING AND QUORUM**

- A. Roll Call Vote.** A roll call vote may be required for voting upon any motion of the Veterans' Commission, 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 has recused himself or herself 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 Veterans' Commission members are present. For purposes of this Bylaw, "majority of the members" means the majority of authorized positions filled by the Board of Supervisors.
- D. Number of Votes Required for Action.** No action or recommendation of the Veterans' Commission shall be valid and binding unless a quorum is present and the action is approved by a two-thirds vote of the Veterans' Commission 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 Veterans' Commission to form a quorum and take affirmative action.

- F. Motion to Reconsider.** The Veterans' Commission 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 Veterans' Commission upon motion of any member at any later meeting. When the Veterans' Commission approves a motion for reconsideration, the Veterans' Commission may, in its discretion, reconsider the matter immediately or at a later date.

## **IX. SUBCOMMITTEES.**

- A. Standing Committees.** The Veterans' Commission has established the following standing subcommittees: (a) the physical and mental health standing subcommittee, (b) the jobs and benefits standing subcommittee (c) and the transportation subcommittee. Subcommittees shall not be comprised of a majority of the Commission members and shall be subject to the Brown Act. The Commission shall have the power to establish additional standing committees and dissolve standing committees upon a two-thirds majority vote of Commission members and determine how often standing committees meet.
- B. Ad Hoc Committees.** The Veterans' Commission hereby authorizes the creation of ad hoc committees on special subjects from time to time so that Veterans' Commission 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 Veterans' Commission for possible further action. When creating such ad hoc committees, the Veterans' Commission shall specify the subject to be investigated and time to report, and shall appoint those Veterans' Commission members who will serve on the ad hoc subcommittee. The Veterans' Commission may also appoint members of the public who are not members of the Veterans' Commission, but who have special expertise regarding the subject matter to be discussed, to serve on ad hoc subcommittees provided that the number of Ad Hoc Committee members is greater than the number of members of the public on the subcommittee. The number of Commission members appointed to any particular ad hoc committee shall be less than the number of members required to constitute a quorum of the full Veterans' Commission. Upon presentation of its report to the full Veterans' Commission, 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.

## **X. CHANGES TO BYLAWS**

The provisions of these Bylaws may be altered, amended, or repealed by the Veterans' Commission 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 Veterans' Commission. No such alteration, amendment or repeal shall be effective unless and until the change has been approved by the Board of Supervisors.