

**BYLAWS
FOR THE REGULATION OF THE LAKE COUNTY
COMMUNITY RISK REDUCTION AUTHORITY
Amended 04/17/19**

ARTICLE I – OFFICES

Section 1. Principal Executive Office.

The principal executive office for the transaction of the business of the Authority is hereby fixed and located at the Lake County Courthouse, 255 N. Forbes Street in Lakeport, California. The Administering Entity of the Authority shall have the authority to change the location of the principal executive office from time to time. Any such change shall be by amendment to this section to state the new location.

Section 2. Other Offices.

Other business offices may at any time be established by the Administering Entity at any place or places where the Authority is qualified to do business.

ARTICLE II - BOARD OF DIRECTORS

Section 1. Composition and Selection.

The Board of Directors shall be composed of one Director from each Member of the Authority, who shall be either a member of the legislative body of that Member or a designee appointed to serve by that body.

Each legislative body shall also appoint at least one alternate, who shall be an officer, employee, or designee of that Member. The alternate may attend meetings and vote in the absence of the Director. "Absence," as the term is used in this section, includes "vacancy" as defined in Section 2 of this Article II. "Director" as the term is used in these Bylaws includes an "alternate" serving in the absence of the Director.

If a Member's membership in the Authority is terminated for whatever reason and by whatever method, that Member shall no longer have a representative on the Board of Directors, Administering Entity, or any Committee of the Authority.

Section 2. Vacancies.

A vacancy or vacancies on the Board of Directors shall be deemed to exist in case of death, resignation, expiration of term, removal by the Member that made the appointment, or when the Director ceases to be a member of the legislative body of the appointing Member. Vacancies in the positions of Director or alternate or alternates shall be filled in the manner provided for regular appointment of such persons in the Agreement creating the Authority and the Bylaws.

Section 3. Regular Meetings of the Board of Directors.

(a) Time Held and Business to be Transacted.

The meetings of the Board of Directors shall be held on **the third Monday of each month at 3:00 p.m.** or at such other time as may be designated by the Administering Entity. At the first meeting of this Board, the President and Vice President of the Authority shall be elected as provided in Article III, reports of the affairs of the Authority shall be considered, and any other business may be transacted that is within the powers of the Board of Directors.

(b) Notice.

Written notice of each meeting shall be given by the Board Secretary to each Member of the Authority by mail, email, or other means of written communication, in the manner provided by the Ralph M. Brown Act, California Government Code Section 54950, et seq. Such notice shall specify:

- (1) the place, the date, and the hour of such meeting;
- (2) those matters that are intended to be presented for action or review by the Board of Directors;
- (3) if officers and members of the Administering Entity are to be elected, the names of nominees intended at the time of the notice to be presented for election;
- (4) the general nature of any proposal to be presented for action with respect to approval of (i) a new Member, (ii) a contract or other transaction of the Authority, (iii) amendment of the Agreement creating the Authority, (iv) voluntary termination of the Agreement creating the Authority, or (v) a distribution of program assets; and
- (5) such other matters, if any, as may be expressly required by statute or by the Agreement creating the Authority.

Section 4. Special Meetings.

Special meetings of the Board of Directors, for the purpose of taking any action permitted by statute and the Agreement creating the Authority, may be called at any time by the President, or by the Vice President in the absence or disability of the President, or by the Administering Entity of the Authority or by not less than a majority of the Members. Upon request in writing that a special meeting of the Board of Directors be called for any proper purpose, notice of any special meeting shall be given in compliance with the Ralph M. Brown Act, California Government Code Section 54950, et seq. Such notice shall specify the place, date and hour of such meeting, and, if applicable, the names of nominees for officers or members of the Administering Entity intended at the time of the notice to be presented for election and the nature of the business to be transacted. No business other than that specified in the notice of the special meeting may be transacted at that meeting.

Section 5. Place of Meetings.

All meetings of the Board of Directors shall be held at a place within the State of California designated by the Administering Entity.

Section 6. Quorum.

At any meeting, the presence in person or by approved teleconference by the Director or alternate of a majority of the Members shall constitute a quorum for the transaction of business.

Section 7. Adjourned Meetings.

(a) Adjournment.

Any meeting of the Board of Directors may be adjourned from time to time by the vote of a majority of the Directors present.

(b) Notice.

When any meeting of the Board of Directors is adjourned for forty-five (45) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Except as specifically provided herein, or by the Ralph M. Brown Act, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat, other than by announcement of the time and place thereof at the meeting at which such adjournment is taken.

Section 8. Voting.

(a) Voting at a Meeting

Members that are Members on the day of the meeting of the Board of Directors shall be entitled to vote at such meeting. Such vote may be by voice vote. However, upon demand made by a Director at any election and before the voting begins, all elections for officers must be by ballot. If a quorum is present, the affirmative vote of the majority of the Members represented at the meeting shall be the act of the Board, unless the vote of a greater number is required by the Agreement creating the Authority or by statute.

Every Member shall have one vote to be exercised by its Director. If one person has been duly appointed by more than one Member as the Director representing those Members, said person shall have the right to cast votes equal to the number of Members for which he or she has been appointed as Director.

Ballots shall have imprinted on them, the name of the Member on whose behalf a ballot is cast. Ballots shall be open to inspection and public disclosure. A Director has the right to change his or her vote up to the time the vote is finally announced and thereafter only with permission of the Board of Directors prior to adjournment. No Director may change his or her vote, nor may anyone challenge the vote of any Director after the results have been announced, except by the consent of the Board of Directors, and then only prior to adjournment of the meeting at which the vote was cast.

ARTICLE III - OFFICERS OF THE AUTHORITY

Section 1. Officers.

The officers of the Authority shall be a Chair, a Vice-Chair, a Secretary, and a Treasurer.

Section 2. Election and Term of Office.

The President and Vice President of the Authority shall be elected by the Board of Directors as

described hereinabove, and each shall hold office for a term of two years or until he or she resigns or is removed or otherwise disqualified to serve, and until his or her successor is elected.

Section 3. Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, expiration of term, or any other cause shall be filled in the manner prescribed in the Agreement creating the Authority and the Bylaws for regular appointments to such office.

Section 4. Removal and Resignation.

(a) Removal.

Any officer may be removed, without cause, by the Board of Directors, at any regular or special meeting thereof.

(b) Resignation.

Any officer may resign at any time by giving written notice to the Administering Entity or to the Chair of the Authority. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Chair.

The Chair shall preside at all meetings of the Board of Directors. He or she shall have the powers and duties as may be prescribed by the Board of Directors, the Agreement creating the Authority, or the Bylaws.

Section 6. Vice-Chair.

In the absence or disability of the Chair, the Vice-Chair shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice-Chair shall have such other powers and perform such other duties as from time to time may be prescribed by the Board of Directors or the Bylaws.

Section 7. Secretary.

The Secretary shall record or cause to be recorded, and shall keep or cause to be kept, at the principal executive office or such other place as the Administering Entity may order, a permanent record of minutes of actions taken at all meetings of the Board of Directors, whether regular or special, (and, if special, how authorized), the notice thereof given, the names of those present at the meetings, and the proceedings thereof.

The Secretary shall keep, or cause to be kept, at the principal executive office of the Authority a list of all designated Directors and alternates of each Member.

The Secretary shall give, or cause to be given, notice of all the meetings of the Board of Directors required by the Bylaws or by law to be given, and shall have such other powers and

perform such other duties as may be prescribed by the Administering Entity, the Agreement creating the Authority, or by the Bylaws.

Section 8. Treasurer.

The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct financial records of the Authority, including accounts of its assets, liabilities, receipts, and disbursements, and shall have such other duties as are provided for in the Agreement creating the Authority.

ARTICLE IV - ADMINISTERING ENTITY

Section 1. Appointment by the Board of Directors.

At the January meeting of the Board each year, the Board shall appoint one of its members to serve as the Administering Entity to serve for a one-year term.

Section 2. Functions of the Administering Entity.

The Administering Entity shall be responsible for the daily operations of the Authority. The Administering Entity shall assist in the preparation of agenda items and shall prepare each meeting agenda for distribution by the Authority Secretary. The Administering Entity shall be responsible for oversight of the Treasurer and the receipt and expenditure of grant and other monies. The Administering Entity shall engage in those functions prescribed by the Board, including but not limited to, the scheduling of educational events, the preparation of necessary documentation related to Authority Action Plans, the issuance of press releases, the preparation of grant and other funding requests, and the scheduling of various outreach efforts.

Section 3. Removal of the Administering Entity.

The Board of Directors may, by majority vote, terminate a member's function as the Administering Entity and may then, by majority vote, appoint another member to act in said position. Such a termination without cause shall require thirty (30) days written notice to the member then acting as the Administering Entity. Such a termination with cause may be immediate; however, the member subject to that terminate shall be entitled to a public hearing before the Board to occur within a reasonable time thereafter.

ARTICLE V – SUBCOMMITTEES

Section 1. Purpose and Composition.

Whenever a majority of the Board determine it would benefit the interests of the Authority to do so, the Board may create a subcommittee comprised of members' staff and no more than two (2) members of the Board to create and/or review particular Action Plans, to develop funding sources, to consider new and/or expanded opportunities for the Authority, to review funding, accounting, and budgetary matters, and/or to assist the Administering Entity in its assigned functions. Such a subcommittee shall be ad hoc: created only for a particular purpose clearly expressed at the time of its creation and shall cease to exist when said purpose is fulfilled.

Section 2. Reporting

At the conclusion of its efforts, any subcommittee so created shall make a full and complete report to the Board of Directors at an open meeting of that body.

ARTICLE VI - MISCELLANEOUS

Section 1. Annual Report.

The Administering Entity of the Authority shall cause an annual report to be sent to the Members not later than 90 days after the close of each fiscal year. Such report shall contain a statement of net position as of the end of such fiscal year and a statement of revenues, expenses, and changes in net position for such fiscal year.

Section 2. Agents of the Authority.

- (a) For the purpose of this Article, "agent" means any person who is or was an officer, employee or other agent of the Authority.
- (b) The Authority shall provide for the defense of any civil action or proceeding brought against any such agent of the Authority in his or her official or individual capacity or both, on account of an act or omission within the scope of his or her agency as an agent of the Authority, and to the extent of such defense as is provided for in California Government Code Section 995 et seq.

Section 3. Inspection of Authority Records.

The accounting, books and records, the list of Members' designated Directors and alternates, and minutes of proceedings of the Board of Directors and the Administering Entity and all other committees of the Authority shall be open to the inspection of any Member at any reasonable time. Such inspection by a Member may be made in person or by agent or attorney, and the right of inspection includes the right to copy and make extracts.

Section 4. Rules of Procedure for Meetings.

All meetings of the Board of Directors shall be conducted in accordance with Rosenberg's Rules of Order, except where such are in conflict with California law, the Agreement creating the Authority, or the Bylaws, whereupon the latter three shall govern over said Rules of Order.

ARTICLE VII - AMENDMENTS TO BYLAWS

Section 1. Power of Board of Directors.

New Bylaws may be adopted or these Bylaws may be amended or repealed by the affirmative vote of a majority of the quorum at a meeting of the Board of Directors.