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**BYLAWS OF THE NAPA COUNTY CLIMATE ACTION COMMITTEE**

**Adopted by the Climate Action Committee on July 23, 2021**

**I. THE NAPA COUNTY CLIMATE ACTION COMMITTEE**

- A. Name.** The official name of the Committee shall be the Napa County Climate Action Committee, hereinafter referred to as the “CAC.”
- B. Purpose.** The CAC shall act as a community round table or forum for the sharing of information, providing public education, promoting events and grants relevant to climate change, developing a regional greenhouse gas inventory, and identifying mutually agreed upon climate goals and action items for consideration by the individual Member Agencies which are party to the Climate Action Program Joint Powers Agreement (Agreement).
- C. Composition.** Pursuant to the Agreement, the CAC shall be a standing body consisting of 12 elected officials, with two (2) representatives from each of the Member Agencies, Napa County, American Canyon, Napa, St. Helena, Calistoga, and Yountville, which are appointed by the respective Agencies on an annual basis.

**II. OFFICERS.** The officers of the CAC shall be the Chair, Vice-Chair and Secretary, chosen as follows:

- A. Time of Election of the Chair and Vice-Chair.** At the first organizational meeting and thereafter at the CAC’s annual organizational meeting, the membership of the CAC shall elect the Chair and Vice-Chair from among themselves.
- B. Term of the Chair and Vice-Chair.** The Chair and Vice-Chair shall serve one calendar year or until their successors are elected and assume office. 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.** The Chair, or the Vice Chair in the absence of the Chair, shall act as the presiding officer of the CAC and in that capacity shall preserve order and decorum, decide questions of order

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subject to being overruled by a two-thirds vote and perform such other duties as are required by the CAC. The Chair shall have all the rights and duties enjoyed by any other member of the CAC, including the right to make and second motions.

- D. **Secretary.** The Director of the Planning, Building and Environmental Services Department, shall serve ex officio as the Secretary of the CAC.
- E. **Authority to Bind the CAC.** No member of the CAC shall have any power or authority to bind the CAC by any contract, to pledge its credit, or to render it liable for any purpose in any amount.

### III. MEETINGS

- A. **Date of Regular Meetings.** All regular meetings of the CAC shall be held on a monthly basis on the fourth Friday of every month, as shown on a calendar, which the CAC shall adopt at the first meeting of the CAC, of each calendar year. Notwithstanding the foregoing, any regularly scheduled meeting of the CAC may be canceled by majority vote or, if there is not a quorum, be adjourned by the Chair or Secretary in the manner set forth in Section III(G) of these by-laws.
- B. **Time of Regular Meetings.** Regular meetings shall commence at 9:00 am and continue until all agendized business is concluded unless adjourned earlier on motion of the CAC for any reason or by the Secretary for lack of a quorum.
- C. **Location of Regular Meetings.** Unless specially noticed otherwise, regular meetings shall be held at the Napa County Administration Building, Board Chambers, 1195 Third Street, Third Floor, Napa, California.
- D. **Emergency Meetings.** Emergency meetings shall be called in conformance with Section 54956.5 of the California Government Code
- E. **Special Meetings.** A special meeting may be called at any time by the Chairman or upon the request of a majority of the members of the CAC by delivering written notice to each member and to each person or entity entitled by law to receive such notices in the manner required by

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Government Code Section 54956 at least 24 hours before the time of the meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted or discussed and shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public. No other business shall be considered at such meetings by the CAC. Such written notice may be dispensed with as to any CAC member who at or prior to the time the meeting convenes files with the Secretary of the CAC a written waiver of notice. Such waiver may be given by telegram. Such written notice may also be dispensed with as to any member who is actually present at the time the meeting convenes.

- F. Agendas Involving Regular Meetings.** At least 72 hours before a regular meeting, an agenda containing a brief general description of each item of business to be transacted or discussed shall be posted at a location freely accessible to members of the public. All agendas shall include a time period for public comment and shall specify the time and location of the regular meeting. No discussion shall occur, or action be taken, on any item not appearing on the posted agenda except as permitted by law. Questions or comments regarding items not included on the agenda shall be limited to the scope permitted for “public comment”. Supplemental agendas involved in a regular meeting will be prepared and considered by the CAC only under the following conditions:
- 1. Emergencies.** Upon a determination by the CAC that an emergency situation exists, as defined in Section 54956.5 of the Government Code.
  - 2. Need Arising after Posting.** Upon a determination by a two-thirds vote of the CAC or, if less than two-thirds of the potential votes are present, a unanimous vote of the CAC members present, that there is a need to take immediate action and the need to take action came to the attention of CAC or staff subsequent to the regular agenda being posted.
  - 3. Recently Continued Item.** The item was properly posted for a prior meeting of the CAC occurring not more than five calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken.

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**G. Adjourning Meetings.** The CAC may adjourn any meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all CAC members are absent from any regular meeting or adjourned regular meeting the Secretary or Acting Secretary of the CAC may declare the meeting adjourned to the next regular meeting of the CAC. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was held within 24 hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings.

**H. Meetings to be Open and Public.** All meetings of the CAC to take action or to deliberate concerning CAC business and its conduct shall be open and public. All persons shall be permitted to attend any such meetings except as otherwise provided or permitted by law.

#### **IV. CONDUCT OF MEETINGS**

**A. Order of Business.** The regular order of business of the CAC shall be:

- 1. Call to order.**
- 2. Approval of the minutes of the previous meeting.**
- 3. Public comment on unagendized items.** In the event total public comment exceeds ten minutes, the Chair may, in the Chair's discretion, continue public comment on the unagendized items to the end of the meeting.
- 4. Consideration and Action on Agenda Items.**
- 5. Future Agenda Items**
- 6. Adjournment.**

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- B. Parliamentary Procedure.** Unless otherwise provided by these Bylaws, all proceedings before the CAC shall be conducted in accordance with and pursuant to the parliamentary procedure prescribed in the most current version of the “American Institute of Parliamentarians Standard Code of Parliamentary Procedure.”
- C. Recording of Meetings.** Any meeting of the CAC, other than a closed session permitted under the Brown Act, may be recorded by any person, unless the CAC determines that such recording could constitute a disruption of the proceedings.
- D. Presentations to the CAC.** Any person desiring to address the CAC shall, when recognized by the Chair, give their name and/or address. The Chair may, in the interest of facilitating the business of the CAC, set in advance of the presentation of testimony 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 CAC Actions.** All official actions or decisions by the CAC shall be documented and kept by the Secretary. The vote or votes of each member of the CAC on every question shall be recorded. Action minutes will be prepared for each meeting, as well as a brief summary of the meeting highlights. In addition, electronic recordings will be made of each meeting of the CAC whenever possible and shall be available to the public at the CAC offices.
- F. Future Agenda Items.**
1. Any Member may request that an item be placed on a future agenda, subject to support by a majority of the Committee. Alternatively, the Chair, or Vice Chair acting in their place, may place an item on a future agenda, unless overruled at the next regular meeting by a majority of the committee.
  2. When an item has been placed on a future agenda, there will be a presentation at the next regular meeting to identify the estimated staff

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time and/or resources required to satisfy the request.

## V. VOTING AND QUORUM

- A. **Roll Call Vote.** A roll call vote may be required in voting upon any motion of the CAC at the discretion of the Chair.
- B. **Inaudible Votes.** Any member present who does not vote in an audible voice or abstains for a legally insufficient reason shall be recorded as voting "aye".
- C. **Quorum.** A quorum for the transaction of business shall exist only as long as a majority (7) of the 12 members are present.
- D. **Number of Votes Required for Action.** No action or recommendation of the CAC shall be valid and binding unless at least seven (7) affirmative votes concur therein.
- E. **Continuance Where Insufficient Votes Present.** In any case where, due to the absence of one or more members, the number of affirmative votes required by V. (D.) cannot be obtained on a question before the Committee, the Secretary shall automatically cause the matter to be placed on the next agenda for further consideration and vote. No motion shall be required to take such action.
- F. **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 the members with conflicts will be unable to vote at a later date even if the matter is continued, 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 CAC to form a quorum and take affirmative action.

1. A final vote on any matter before the CAC may be reconsidered during

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the meeting at which the vote was taken provided all persons concerned with the matter are still present, and further provided the motion to reconsider shall be made by a member voting with the majority on the final vote.

2. If all persons concerned with a matter are not present, or if a member so chooses, a motion to reconsider a final vote on any matter may be given not later than the next regular meeting by a member voting with the majority on the final vote, provided notice of intention to move such reconsideration shall have been given at the meeting on which the final vote was taken.
3. A motion for reconsideration shall have precedence over every motion except a motion to adjourn.

**G. ONE VOTE PER MEMBER.** Each Member shall have one vote on all matters presented to the Committee for a vote.

## **VI. CHANGES TO BYLAWS**

The provisions of these Bylaws may be altered, amended, or repealed at any time, within limitations imposed by the Brown Act.

## **VI. SUBCOMMITTEES**

- A. The CAC may authorize the establishment of one or more Ad Hoc or Standing committees to meet the needs of the CAC.
  1. Ad hoc subcommittees may be appointed by the CAC as the need arises to accomplish specific tasks. The work of the Ad Hoc Committee shall be advisory to the CAC. When creating an Ad Hoc Committee, the CAC shall specify its purpose and term, and shall appoint the number of committee members to serve on the Ad Hoc Committee. The number of members appointed to an Ad Hoc Committees shall be less than the number of members required to constitute a quorum of the full CAC. Upon presentation of its report to the CAC on its findings, each ad hoc subcommittee shall cease to exist. Ad Hoc Committees created pursuant to this rule shall not be subject to the Brown Act.

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2. Standing Committees may be appointed by the CAC as the need arises. The work of a Standing Committee shall be advisory to the CAC. When creating a Standing Committee, the CAC shall amend its bylaws to specify the purpose and the number of committee members who will serve on the Standing Committee. The number of members appointed to a Standing Committee shall be less than the number of members required to constitute a quorum of the full CAC. Standing Committee shall provide regular updates and reports to the CAC on the work they perform. Standing Committees shall conduct their business in a manner consistent with the adopted CAC bylaws. Standing Committees created pursuant to this rule shall be subject to the Brown Act.

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