

EXHIBIT "A"

**BYLAWS OF THE NAPA COUNTY
VETERANS' COMMISSION**

I. PURPOSE. The purpose of the Napa County Veterans' Commission ("the Veterans' Commission," or "the 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 health, mental health, benefits, government and community services, education and awareness of Veteran's issues, 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 on a regular basis the status of Veterans' benefits and services.
- C. Submit recommendations to the Board of Supervisors regarding programs, plans, goals, legislation, policies, 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.

- A. The activities and affairs of individual members, acting as Veterans' Commission Commissioner, shall be conducted and powers exercised by and under the direction of the Board of Supervisors, Veterans' Commission and these bylaws.
- B. Recruitment of prospective Commissioners shall be the responsibility of the individual Commissioners serving on the Veterans' Commission and the Napa County Board of Supervisors. Supervisors are encouraged to nominate individuals from their respective district to facilitate wider representation across Napa County.
- C. No Commissioner shall be compensated for duties performed as a Commissioner of the Veterans' Commission.
- D. Requirements Applicable to all Commissioners:
 - i. Be appointed by the Napa County Board of Supervisors.
 - ii. Take the Oath of Office administered by the Clerk of the Napa County Board of Supervisors.
 - iii. Maintain a satisfactory meeting attendance record to Veterans' Commission meetings and other Veterans' Ad Hoc Committee assignments.
 - iv. Provide both written and verbal reports on Ad Hoc and other assignments to enable accurate documentation and meeting minutes.
 - v. Learn and comply with "Brown Act" requirements.

IV. TERMS OF OFFICE. Commissioners shall serve four (4) year terms. There are no term limits.

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 next Chair and Vice-Chair and Secretary from among their members. The Officers will take office at the February meeting.
- B. **Term.** Officers shall serve a term of one (1) year. A Vacancy in any office shall be filled by a vote of the Commission to serve the remainder of the term.
- C. **Duties of the Chair.** 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. It shall be the duty of the Chair to prepare the agenda for public posting in accordance with the Brown Act. 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.

- D. **Duties of the Vice-Chair.** It shall be the duty of the Vice-Chair to assist the Chair in the execution of his or her office and to act in the Chair's stead during an absence. The Vice 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.
- E. **Duties of the Secretary.** The Secretary, in the absence of the Chair and Vice Chair, shall perform the duties of the Chair. The Secretary is responsible for maintaining effective records and minutes of all regular and special meetings. 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.
- F. Upon the expiration of term of office, or in the case of resignation, each Officer shall turn over to his or her successor, without delay, all records books and other materials pertaining to the office.

VI. MEETINGS The Veterans' Commission shall conduct its meetings in an open and public manner in accordance with the "Brown Act" and in a manner that will provide reasonable and equitable opportunities for Veterans and the public to civilly present their ideas and concerns to the Commission.

- 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, Vice Chair, or Secretary who will give staff direction to cancel the meeting.
- B. **Duration of Regular Veterans' Commission Meetings.** Regular meetings of the Veterans' Commission shall commence and continue until all agendized business is concluded, unless adjourned earlier on motion of the Veterans' Commission for any reason or by the Chair, Vice 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).
- 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. **Annual Strategic Planning Meeting.** The Strategic Planning Meeting shall be completed prior to the next Board of Supervisors fiscal year.

G. **Agendas.** The Chair shall prepare the agenda for Commission meetings. The Napa County Veterans Service Office or other County Staff 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:

- i. Call to order.
- ii. Approval of Agenda
- iii. Approval of the minutes of the previous meeting.
- iv. Public comment on unagendized items.
- v. Veterans Service Officer Report
- vi. Consideration and action on Agenda Items.
- vii. Standing Committees Reports
- viii. Commissioner's Report
- ix. 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 of the Veterans' Commission by the Secretary. The vote or votes of Veterans' Commission members on every question shall be recorded. Only electronic version of minutes will be maintained and provided to Staff; which shall be made available to the public on the Commission webpage that is maintained by Staff.

VIII. RESIGNATIONS AND LEAVES OF ABSENCES

- A. Any member may resign effective upon giving written notice to the County Executive Office with a copy to the Chair, the Vice Chair or the Secretary of the Veterans' Commission. A notice which specifies a later time shall be effective upon the date of the resignation set forth in said notice.
- B. A Commissioner who does not wish to resign and who needs leave from Commission commitments may request a leave of absence for personal reasons. The request must be submitted in writing to the Chair of the Veterans' Commission. The Commission may approve his or her request for a period of time not to exceed 6 months. A member on leave may request an extension in writing to the Chair and such an extension is subject to the approval of the Commission. The request for extension will be reviewed by the Commission as to the reasonableness of the extension and the overall impact on the Commission in carrying out its responsibilities.

IX. 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 the 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.

X. COMMITTEES.

- A. **Standing Committees.**

The Commission shall have the power to establish standing committees and dissolve standing committees upon a two-thirds majority vote of Commission members and determine how often standing committees meet. Standing committees shall not be comprised of a majority of the Commission members and shall be subject to the Brown Act.
- B. **Ad Hoc Committees.** Ad Hoc committees may be created from time-to-time for the purpose of studying or handling a special subject brought to the Commission. Ad Hoc Committees are not subject to the rules of The Brown Act as long as fewer than what would constitute a quorum of Commissioners of the Veteran's Commission or any of its standing committees participate on the Ad Hoc committee. 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 committee. Upon presentation of its report to the full Veterans' Commission, each such ad hoc subcommittee shall cease to exist.

XI. 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.