

**[PROPOSED] BYLAWS OF
THE LOS ANGELES
COUNTY AFFORDABLE HOUSING
SOLUTIONS AGENCY**

CHAPTER 1. GENERAL PROVISIONS

SECTION 1. Applicability. These bylaws shall apply to the Governing Board ("Board") of the Los Angeles County Affordable Housing Solutions Agency ("Agency") and are adopted pursuant to the authority vested in the Board by Title 6.9 of the Government Code, specifically, Government Code section 64716(a).

SECTION 2. Amending the Bylaws. Any bylaw may be amended, repealed, or adopted by a **two-thirds vote, provided, however, such action shall not affect any matter pending before the Board.** A matter pending before this Board is defined as any matter on the Board's agenda at the time action to amend the bylaws is taken. An amendment, repeal, or adoption of any bylaw cannot conflict with the standards governing the conduct of the Board as prescribed in Title 6.9 of the Government Code, or otherwise prescribed by law.

SECTION 3. Suspending the Bylaws. Except as provided otherwise herein, any bylaw may be temporarily suspended by a **two-thirds vote.** A temporary suspension of any bylaw cannot conflict with the standards governing the conduct of the Board as prescribed in Title 6.9 of the Government Code, or otherwise prescribed by law.

SECTION 4. Robert's Rules. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Board in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any federal, state, and local laws. Failure to follow the parliamentary rules of procedures as prescribed in *Robert's Rules of Order Newly Revised* shall not invalidate any action taken by the Board.

CHAPTER 2. MEETINGS

SECTION 1. Regular Meeting Time and Location. For 2023, Board meetings shall be held at the Metropolitan Water District (MWD) Boardroom, located at 700 North Alameda Street, Los Angeles, CA 90012, on the following days and times:

- (1) June 28, 2023, 5:00 p.m.
- (2) July 26, 2023, 5:00 p.m.
- (3) August 2, 2023, 12:00 p.m.
- (4) September 15, 2023, 1:00 p.m.
- (5) October 25, 2023, 5:00 p.m.
- (6) November 15, 2023, 5:00 p.m.
- (7) December 14, 2023, 5:00 p.m.

For all years following 2023, the Board shall adopt a regular meeting schedule no later than **December 31 of each year, for the following calendar year,** in the manner provided by State law. Meetings may be rescheduled, relocated, or cancelled by the Chair, and

the Board may adopt an alternate schedule, in accordance with State law, which schedule shall be posted on the Board's website and electronically distributed to the public via the Board's mailing list. **To increase public participation, and for the benefit of the public, the Board may, but is not required to, provide additional locations for members of the public at which they can observe or address the body by electronic means under section 54953(b)(1) of the Government Code.**

SECTION 2. Special Meetings. Special meetings of the Board may be called in the manner provided by State law.

SECTION 3. Annual Meeting. The Board shall hold an annual organizational meeting at its regular meeting **by June 30 of each year** to elect a new officer for the following fiscal year.

SECTION 4. Quorum. A majority of the Board constitutes a quorum for the transaction of business. Non-voting members shall not be considered for purposes of determining a quorum. The abstention of a member who is nonetheless present for discussion and voting on an item shall not affect the presence of a quorum, unless otherwise provided by law.

SECTION 5. Absence of Quorum. In the absence of a quorum, the Board members present may adjourn any regular, adjourned regular, special, or adjourned special meeting to a time and place specified in the order of adjournment. If all Board members are absent, Board staff may adjourn the meeting to a stated time and place in accordance with section 54955 of the Government Code.

SECTION 6. Agenda Items. Items and motions may be placed on the Board agenda by **Board members** with the assistance of Board staff.

SECTION 7. Legislative Matters. The Board may propose legislation, as well as take a position on legislation, with a **majority vote**.

CHAPTER 3. DEBATE AND VOTING

SECTION 1. Motions and Seconds. Each motion made by any Board member shall require a second. Motions and seconds may be made by any Board member.

SECTION 2. Friendly Amendments and Unanimous Consent. A "friendly amendment" is intended to improve a motion, which amendment must be open to debate and formally voted on, such that before the motion is stated by the Chair, the motion belongs to its author and the author can withdraw or modify the motion without asking the consent of anyone. However, in cases where an amendment is made and there is no opposition, formality may be saved by unanimous consent, such that the Chair may adopt a motion without the steps of stating the question and putting the motion to a formal vote.

SECTION 3. Majority Vote. Acts of the Board shall be valid and binding with a majority vote, or otherwise required by other applicable federal, state, and local laws.

CHAPTER 4. OFFICERS

SECTION 1. Officers and Rotation. The Board shall be presided over by a Chair, a Vice Chair, and a Second Vice Chair (otherwise known as "officers") who shall serve on a rotating basis. The three officer positions shall not be occupied by the same constituency group or appointing body at the same time. The Chair shall serve for one (1) one-year term, during the fiscal year (July 1 through June 30), unless otherwise extended pursuant to section 2 herein. The Vice Chair and Second Vice Chair shall serve, in their respective capacities, for one (1) one-year term, following the fiscal cycle (July 1 through June 30), unless otherwise extended pursuant to section 2 herein. At the end of the Chair's term(s), the-then Vice Chair shall serve as the next Chair, and the-then Second Chair shall serve as the next Vice Chair, both, for one (1) one-year term, unless otherwise extended pursuant to section 2 herein, and an election for the Second Vice Chair shall happen in accordance with section 2 herein. The rotation of officers from Second Vice Chair, to Vice Chair, to Chair shall carry on in perpetuity. **Should the Chair, Vice Chair, or Second Vice Chair have an appointed alternate, the alternate may not preside over the Board meetings, in the absence of the Chair, Vice Chair, or Second Vice Chair.**

SECTION 2. Election of Officers. The members shall elect officers, by a **majority vote, by June 30 of each year,** for the following fiscal year (July 1 through June 30). Nominations for officers should be made at the Board meeting prior to the meeting whereby a vote will be held. Board members may nominate themselves or others. The agenda for the meeting shall list those Board members who have accepted nominations for the position(s). A member elected as an officer serves until the end of the next fiscal year (June 30), and at the conclusion of the term, may be re-elected by a majority vote. **Officers may only serve for two full consecutive terms per officer position.**

SECTION 3. Officer Vacancies. In the event of a vacancy in the office of the Chair, the Vice Chair shall serve as Chair for the remainder of the term. If the Vice Chair is unable to serve, the Second Vice Chair shall serve as Chair for the remainder of the term. If the Second Vice Chair, is unable to serve as Chair, the members of the Board shall elect, by **majority vote,** another member of the Board to serve as Chair until the end of the term. In the event of a vacancy in the office of Vice Chair, the members of the Board shall elect, by **majority vote,** another member of the Board to serve as Vice Chair until the end of the term. In the event of a vacancy in the office of Second Vice Chair, the members of the Board shall elect, by **majority vote,** another member of the Board to serve as Second Vice Chair until the end of the term.

SECTION 4. Duties of the Chair. The Chair shall preside at all meetings of the Board and shall conduct the business of the Board in accordance with these bylaws and section 64716(a) of the Government Code. The Chair shall preserve order and decorum.

SECTION 5. Duties of Vice Chair. In the absence, or inability to act, of the Chair, at a Board meeting, the Vice Chair shall preside at the meeting and conduct the business of the Board in accordance with the same rules and regulations prescribed to the Chair.

SECTION 6. Duties of Second Vice Chair. In the absence, or inability to act, of the Chair and Vice Chair at a Board meeting, the Second Vice Chair shall preside at the meeting and conduct the business of the Board in accordance with the same rules and

regulations prescribed to the Chair.

SECTION 7. Succession of Duties. If the Chair is absent, then the Vice Chair shall assume the duties of the Chair and the Second Vice Chair shall assume the duties of the Vice Chair. If the Chair and Vice Chair are absent, then the Second Vice Chair shall assume the duties of the Chair. If the Chair, Vice Chair, and the Second Vice Chair are absent, then the members of the Board present may **select a Chair Pro Tem by majority vote. No alternate member shall serve as the Chair Pro Tem, however, an alternate member may nominate and cast a vote for the selection of a Chair Pro Tem, but only if the Board member cannot attend the meeting.**

CHAPTER 5. DUTIES OF MEMBERS

SECTION 1. Attendance. Members shall attend all Board meetings and meetings of any subcommittees of which they are members. Members are expected to arrive on time, be prepared for the meetings, and must notify Board staff if they are unable to attend a meeting or are unable to arrive on time.

SECTION 2. Participation and Public Input. Board members are expected to participate in Board discussions and provide their input and expertise. Board members should also strive to seek input from the communities they represent and share those viewpoints with the Board, as appropriate.

CHAPTER 6. SUBCOMMITTEES

SECTION 1. Subcommittees. The Board may establish subcommittees, either standing or ad-hoc, as necessary to carry out its work in accordance with section 64716(a) of the Government Code, and in the manner prescribed under section 54952(b) of the Government Code. **Each subcommittee shall elect the chair of their respective subcommittee by majority vote. Subcommittee chairs should be selected with the goal of striving to achieve diversified, balanced representation from different constituency groups or appointing bodies than that of the other subcommittee chairs and officers.** The membership of a subcommittee will not constitute a quorum of the full Board and **interested members shall be appointed by the Chair, barring a quorum being reached. An alternate may participate in a subcommittee meeting in lieu of a Board member, but only if the Board member for whom the alternate was appointed, cannot attend the subcommittee meeting. Should an alternate participate in a subcommittee meeting, the alternate may not preside over the subcommittee meeting. At no time will subcommittees, either standing or ad hoc, be allowed to convene or proceed, with the meeting, when there are fewer Board members appointed to the subcommittee present than there are alternates attending and participating.**

SECTION 2. Subcommittee Actions. No action may be taken by a subcommittee including, but not limited to, making recommendations to the full Board, except by a **majority vote.**

CHAPTER 7. PUBLIC PARTICIPATION

SECTION 1. Public Comment. Members of the public may address the Board on a particular agenda item and during the general public comment section of the agenda by

submitting a written request to Board staff. A person requesting to address the Board will be allowed a total of **two (2) minutes per item, including general public comment**. A person giving public comment in a language other than English will be allowed double the amount of time to account for translation. The Chair may, at their discretion, or subject to action by a majority, choose to limit or expand public testimony as necessary to ensure the Board's ability to conduct its business in a reasonably efficient manner.

SECTION 2. Code of Conduct. Members of the public in attendance at Board meetings must conduct themselves in accordance with the following Code of Conduct:

- a. Speakers must cease speaking immediately when their time has ended;
- b. Public comment on the agenda items must relate to the subject matter of that item;
- c. General public comment is limited to subjects within the jurisdiction of the Board;
- d. Public comment does not include the right to engage in a dialogue with Board members or staff; please remain respectful of the forum, and refrain from uttering, writing, or displaying profane, personal, threatening, derogatory, demeaning, or other abusive statements toward the Board, any member thereof, staff, or other person;
- e. Members of the audience should be respectful of the views expressed by speakers, staff, and Board members and refrain from clapping, cheering, whistling, or otherwise disrupting the orderly conduct of the meeting;
- f. Any person engaging in conduct that disrupts the meeting is subject to being removed from the Board meeting as described in Section 4, below; and
- g. If anyone witnesses conduct or behavior by other members of the public that disrupts their ability to remain engaged or participate in the Board meetings, please notify staff.

SECTION 3. Signs. Any member of the public who brings signs, posters, or other large objects to Board meetings must not block the view of other public members of the audience and may be asked to relocate as necessary.

SECTION 4. Disruptive Conduct; Removal from Meeting Room; Clearing the Room. In accordance with Government Code section 54957.95, at the discretion of the Chair or upon majority vote, the Chair may order the removal of any individual who is willfully disrupting the meeting so as to render the orderly conduct of such meeting unfeasible. Prior to removing an individual, the Chair must warn the individual that their behavior is disrupting the meeting and that their failure to cease their behavior may result in their removal. The Chair may then remove the individual if they do not promptly cease their disruptive behavior. No warning is necessary if the subject behavior constitutes use of force or a true threat of force.

Under Government Code section 54957.9, if any meeting is willfully interrupted by a group or groups of persons rendering the orderly conduct of such meeting unfeasible and order cannot be restored by the removal of individuals who are willfully interrupting the meeting, it may be

ordered that the meeting room be cleared and the meeting can continue in session. Representatives of the press or any news media, except those participating in the disturbance, must be allowed to attend any session held pursuant to this section. Nothing shall prohibit the Board from establishing a procedure for readmitting an individual or individuals not responsible for willfully disturbing the orderly conduct of the meeting.

Disruptive conduct includes, but is not limited to, any of the following acts:

- a. Disorderly, contemptuous or insolent behavior toward the Board or any member thereof, actually disrupting the due and orderly course of a meeting;
- b. A breach of the peace, boisterous conduct, including the utterance of loud, threatening or abusive language, whistling, stamping of feet, or violent disturbance, actually disrupting the due and orderly course of a meeting;
- c. Disobedience of any lawful order of the Chair, which shall include an order to be seated or to refrain from addressing the Board, actually disrupting the due and orderly course of a meeting; and
- d. Any other conduct that actually disrupts the due and orderly course of a meeting.