



RESOLUTION
SAN LUIS OBISPO COUNTY EMPLOYEES' ASSOCIATION
BOARD OF DIRECTORS



Adoption of Bylaws Committee Charter
Resolution No. BR2017-003

WHEREAS, Article VIII, Section 3, of the Association Bylaws, establishes the “Bylaws Committee” as a standing committee of the Association; and

WHEREAS, It is desirable to more clearly define the duties, responsibilities, and operational methods of the Bylaws Committee; now, therefore be it

RESOLVED, By the San Luis Obispo County Employees’ Association Board of Directors, that the following Charter is hereby established and adopted to more clearly define the duties, responsibilities, and operational methods of the Bylaws Committee:

SAN LUIS OBISPOS COUNTY EMPLOYEES’ ASSOCIATION
BYLAWS COMMITTEE CHARTER

1. PURPOSE:

The Bylaws Committee (the “Committee”) is established by the Association Bylaws (Article VIII, section 3) for the primary purpose of reviewing the Association Bylaws from time to time for the purpose of making recommendations to the Board of Directors for the modification, updating, or replacement of such Bylaws.

2. MEMBERS:

The Committee shall consist of three or five members as follows:

- a) **Chair:** The Association President or his / her designee shall serve as committee chair. However, any designee must be appointed from among the current members of the Board of Directors (*Bylaws Article VIII, section 3*).
- b) **Committee members:** At the beginning of his / her term of office, the incoming president shall appoint two or four additional committee members from among the remaining members of the Board of Directors.
- c) **Alternate members:** If a sufficient number of Directors are not available to fill vacant seats on the committee the president may appoint regular Association members in “good standing” in order to fill vacant seats on the committee.

3. RESPONSIBILITIES:

The committee's responsibilities shall include:

- a) To review the Association's governing documents (Bylaws, Articles of Incorporation, and Board of Directors' Resolutions) to determine if such documents should be updated, modified, repealed and / or replaced in accordance with changes in the law or the evolving needs of the Association.
- b) To formulate recommendations to the Board of Directors to achieve the objectives described under section "3 a)" above.

4. MEETINGS:

- a) The committee shall meet at least one time per year in conjunction with a regular meeting of the Board of Directors. Additional meetings shall be convened at the discretion of the Chairperson or at the request of a quorum of committee members.
- b) The Chair shall conduct all meetings in accordance with the established parliamentary procedures of the Association.
- c) The Chair shall insure that all meetings are announced in a timely manner and all meeting materials, including agendas, are distributed to committee members prior to scheduled meetings.
- d) All committee members are expected to attend committee meetings, review all meeting materials in advance of such meetings, and be prepared to discuss and vote on all committee business in a timely manner.
- e) All meetings and other actions of the committee shall be recorded by way of "meeting" or "action" minutes. The president may designate a committee member to serve as minute taker on behalf of the committee.
- f) The results of committee meetings and other actions of the committee shall be reported to the Board of Directors' at the next Board meeting following such committee meeting or actions.

5. QUORUM AND ACTIONS OF COMMITTEE

- a) A majority of the members of the committee shall constitute a quorum for the purposes of transacting the business of the committee (*example: Three (3) member committee, two (2) members must be present; for a five (5) member committee three (3) members must be present to transact business*).
- b) The committee shall act only by the majority vote of a quorum of members present at a meeting.
- c) Committee members may attend committee meetings in-person, telephonically, or via video conferencing technology where available.

*****CERTIFICATION*****

On a motion duly moved (Director Gina Pinto ^{Kealoha}), seconded (Director Ghiglia), and passed, the forgoing was adopted by the *San Luis Obispo County Employees' Association Board of Directors* on this 18th day of January 2017, during a duly noticed and convened meeting of the Board.

I so attest:

Brad Prior ()
Brad Prior, Secretary – Treasurer

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