

# **COUNTY OF SANTA CLARA SUSTAINABILITY COMMISSION BYLAWS**

## **I. Establishment of the Sustainability Commission**

The Sustainability Commission was established by Ordinance No. NS-300.971, adding sections A6-290 through A6-295 to the Santa Clara County Ordinance Code, approved by the Board of Supervisors on April 18, 2023.

## **II. Purpose of Commission**

As provided in Ordinance Code section A6-292, the Commission is to serve as an advisory body to the Board of Supervisors for the purpose of providing expertise and guidance on: (a) the County's implementation of the County of Santa Clara's Sustainability Master Plan, and a Community Climate Action Plan, if adopted by the Board of Supervisors; (b) engagement and empowerment of Santa Clara County youth, residents, and businesses on sustainability issues, including issues related to implementation of the Sustainability Master Plan; and (c) opportunities to realize equity across the diverse communities of Santa Clara County in sustainability programs, including programs that support the Sustainability Master Plan.

## **III. Membership**

### **A. Members**

The voting membership of the Commission is defined in Ordinance Code section A6-291(a) and is composed of eleven members at large, two of whom are youth commissioners at large. All members must be County residents and must have a demonstrated interest, competence, or knowledge in environmental sustainability.

### **B. Alternates**

One alternate may also be appointed for each member. All alternates must be County residents and must have a demonstrated interest, competence, or knowledge in environmental sustainability. Each alternate is responsible for being informed sufficiently to represent the primary member at meetings and to vote should the primary member be unable to attend a meeting.

Hereafter in this document, member refers to both members and alternates, unless otherwise specified.

### **C. Appointment and Term of Members**

The appointment and term of each member and alternate is defined in Ordinance Code section A6-291(a) and (c). The two youth members shall serve a term of two years and until their respective successor is appointed and qualified. The term of the remaining members shall

be four years and until their respective successor is appointed and qualified, except two of the initial members shall serve one-year terms, two of the initial members shall serve two-year terms, two of the initial members shall serve three-year terms, and three of the initial members shall serve four-year terms. The initial terms shall be determined by lot of the initial members at the first meeting of the Commission and shall be deemed to have commenced on July 1, 2023.

The alternate for each member shall have the same term as the member.

In compliance with Section 14 of Appendix B of the Rules of the Board, no member or alternate shall serve for more than three consecutive terms, plus any unexpired term.

After reaching the term limit, an individual may not be reappointed to serve on the Commission for one year after leaving the Commission.

#### **D. Oath of Office**

Upon appointment to the Commission, each member and alternate shall take the Oath of Office. A certified copy of the Oath shall be filed with the Clerk of the Board of Supervisors.

#### **E. Resignations or Removal of Members or Alternates**

A resignation by a member or alternate shall be in writing and shall be filed with the member's or alternate's appointing authority with copies to the Clerk of the Board of Supervisors and the Commission Chairperson.

If the Commission Chairperson learns that a member or alternate is no longer able to participate but has not received a resignation from the member or alternate, notification shall be made to the appointing authority, which may result in removal of the member or alternate from the Commission.

A member or alternate's failure to attend three regular meetings in a 12-month period without good cause, as determined by the Commission Chairperson, will result in notification to the appointing authority, which may result in removal of the member or alternate from the Commission. The Chairperson may notify a member or alternate who has failed to attend two regular meetings in a 12-month period without good cause that an additional absence without good cause will result in notification to the appointing authority.

### **IV. Election, Powers, and Duties of Officers**

#### **A. Election of Officers**

The officers of the Commission shall be a Chairperson and a Vice Chairperson. These officers shall be elected from the membership of the Commission at the first regular meeting of the Commission held after the first day of July of each year. Members shall hold office for one year or until their successors are elected. No member shall hold the same office for more than two consecutive years.

If the office of the Chairperson or Vice Chairperson becomes vacant during the term of the office, the Commission shall elect a successor from its membership at the earliest meeting at which such election is practicable. Such election shall be for the unexpired term of the office.

## **B. Duties of Officers**

The Chairperson, when present, shall preside at all meetings of the Commission, shall sign all reports and other documents adopted by the Commission, and shall make appointments to such committees of the Commission as authorized by the Commission.

The Vice Chairperson shall have all of the powers and duties of the Chairperson during the absence, or inability to act, of the Chairperson.

In the absence of the Chairperson and Vice Chairperson, the remaining members shall appoint one of the members to act as Chairperson pro tempore for the duration of the meeting at which such appointment was made.

## **V. Secretary**

The Clerk of the Board of Supervisors or their designee shall be ex-officio secretary of the Commission and shall be responsible for providing secretarial assistance to the Commission, such as compiling and publishing the Commission agendas consistent with County practices, recording attendance at meetings, preparing meeting minutes, creating legislative files on behalf of the Commission to the Housing, Land Use, Environment, and Transportation Committee to transmit a recommendation or report, and providing meeting room support.

However, the Clerk of the Board of Supervisors does not provide secretarial assistance to any committees of the Commission.

## **VI. Staff**

The Office of Sustainability shall provide staff assistance to the Commission, as applicable. The Office of Sustainability does not provide staff assistance to any committees of the Commission.

## **VII. Meetings**

Meetings of the Commission shall be properly noticed and open to the public in accordance with the Ralph M. Brown Act (Gov. Code section 54950 et seq.) and the County's Open Government Ordinance (Division A17).

Consistent with the meeting times established in the Commission's Ordinance Code provisions (A6-293), the Commission shall approve the calendar year's schedule of meetings prior to the first meeting of that year.

Pursuant to County Ordinance Code section A17-4 and Board of Supervisors Policy 3.2, the Commission shall conduct all meetings at the County Government Center unless it is unavailable or infeasible to do so or the Board of Supervisors approves a change in the meeting location, in which case the meetings shall be held at another County facility with ease of public access.

Special meetings of the Commission may be called by order of the Chairperson and must be noticed in compliance with the Ralph M. Brown Act and the County's Open Government Ordinance.

### **VIII. Commission Agenda**

The Chairperson shall work with the Secretary and Office of Sustainability staff to create the agenda for each Commission meeting. Items to be placed on the agenda of any regular meeting shall be on file with the Secretary of the Commission nine days prior to the scheduled meeting. Any member of the Commission may request through the Chairperson that an item be placed on the agenda.

### **IX. Procedure**

Except as provided in these bylaws or to comply with the Ralph M. Brown Act, meetings and other business of the Commission shall be conducted in accordance with Robert's Rules of Order, latest edition.

In compliance with Government Code section 54953(c)(2) of the Ralph M. Brown Act, the Commission shall publicly report any action taken and the vote or abstention, as well as recusal, on that action of each member present for the action. Items cannot be approved on consensus.

### **X. Quorum**

A quorum is required to initiate the transaction of business at any meeting of the Commission. In compliance with Charter Section 506, a quorum is a majority (6) of the entire Commission membership seats (11), whether filled or vacant.

A member or alternate who abstains from an item is counted to determine whether a quorum exists. However, a member or alternate who is disqualified from participating and recuses from an item due to a conflict of interest is not counted toward the quorum for that item.

### **XI. Voting**

A motion passes only when a quorum of the membership seats (not just those members present or those seats that are filled) votes in support of the motion.

No member shall be permitted to vote upon an item unless present (including teleconference) for the meeting.

In compliance with Government Code section 54953(c)(2) of the Ralph M. Brown Act, the Commission shall publicly report any action taken and the vote or abstention on that action of each member present for the action. Items cannot be approved on consensus.

A member or alternate may, at any time, explain his/her vote or file, in writing, an explanation of such vote after the result of the voting has been announced and recorded.

## **XII. Committees**

The Commission may establish standing and ad hoc committees, as prescribed in these bylaws and the County of Santa Clara Boards and Commissions Handbook, to assist in furthering the purposes of the Commission.

Any committee will have the duties provided by its mandate, but will not have the power to exercise the authority of the Commission or to bind the Commission. Committees report their recommendations to the full Commission for consideration.

Only Commission members may be members of standing and ad hoc committees. However, a committee may not include a quorum (6) of the entire Commission membership.

The Chairperson of the Commission shall appoint a chair to each committee subject to confirmation by the Commission. All committee chairs shall be members of the Commission.

In creating any committee, the Commission will:

1. Define the purpose and scope of the committee's charge;
2. Identify if the committee will have an ongoing role in a particular subject area/issue or if the committee is being created for a limited duration to address a single issue/purpose;
3. Only set a meeting schedule if the committee is to be subject to the Brown Act;
4. Define the membership of the committee;
5. Document the creation of the committee in the Commission's minutes;
6. If the committee is subject to the Brown Act, immediately notify the Clerk of the Board's Records Unit; and
7. If the committee is to be a standing committee, update the bylaws for approval by the Board of Supervisors.

### **A. Creation of Standing Committees**

A standing committee has a continuing subject matter it oversees or a meeting schedule fixed by formal action.

A standing committee may be created following majority approval of the Commission and designation in the Commission's bylaws, approved by the Board of Supervisors. A majority

is defined as a majority of the entire Commission membership seats, not just those members present or those seats that are filled.

All standing committees are subject to the Brown Act and must be properly noticed, open to the public, and have a quorum of the committee membership present to transact business. Each standing committee is required to prepare an agenda for each meeting and ensure the agenda is properly posted. Minutes (in summary form) of each committee meeting shall be prepared and shall include a record of attendance of the members and the vote taken on each matter. Copies of the minutes shall be submitted to the next meeting of the committee for approval.

#### **B. Standing Committees of the Commission**

The Commission has no standing committees.

#### **C. Creation of Ad Hoc Committees**

An ad hoc committee may be established by the Commission, as the need arises, to carry out a specific task for a limited duration.

An ad hoc committee may be created following majority approval of the Commission. A majority is defined as a majority of the entire Commission membership seats, not just those members present or those seats that are filled.

#### **D. Disbanding Ad Hoc Committees**

The Commission shall agendize the disbanding of an ad hoc committee when the committee's specific task is completed. The disbanding of the ad hoc committee shall be noted in the Commission's meeting minutes.

### **XIII. Annual Work Plan**

The Commission is required to provide an update to the Board of Supervisors about its activities through an Annual Work Plan. The Annual Work Plan includes a list of prior year accomplishments. Work Plans are updated each Fiscal Year in accordance with a template and instructions provided by the Clerk of the Board. The Commission shall complete and approve the Work Plan at a regular meeting no later than April 1 of each year. The Office of the Clerk of the Board will transmit the Work Plans to the Housing, Land Use, Environment and Transportation Committee for review in May of each year and to the Board of Supervisors for approval in June.

### **XIV. Submission of Items for Board of Supervisors Consideration**

Pursuant to Ordinance Code section A6-292, the Commission reports to and offers recommendations to the Board of Supervisors regarding (a) the County's implementation of the County of Santa Clara's Sustainability Master Plan, and a Community Climate Action Plan, if

adopted by the Board of Supervisors; (b) engagement and empowerment of Santa Clara County youth, residents, and businesses on sustainability issues, including issues related to implementation of the Sustainability Master Plan; and (c) opportunities to realize equity across the diverse communities of Santa Clara County in sustainability programs, including programs that support the Sustainability Master Plan. The Commission does so through the Housing, Land Use, Environment, and Transportation (HLUET) Committee, in coordination with the Clerk of the Board. Once a majority of the Commission votes to forward a recommendation to the Board of Supervisors, the Clerk of the Board prepares and forwards a legislative file to HLUET. A legislative file is the formal document used to transmit a report or recommendation. The Commission may also approve by majority vote submittal of a memorandum as “information only,” prepared by the Commission and forwarded by the Clerk of the Board.

Commission members should work through the Chairperson when Commission business needs to be conveyed to the Board or to an individual Board member.

#### **XV. Conflicts of Interests**

Commission members shall comply with all applicable federal, state, and local conflict of interest laws and regulations, including, without limitation, California Government Code section 1090 et. seq., the California Political Reform Act (California Government Code section 87100 et. seq.) and the regulations of the Fair Political Practices Commission concerning disclosure and disqualification (2 California Code of Regulations section 18700 et. seq.).

Generally, if a Commission member is disqualified from participating in a decision because of a conflict of interest, the Commission member must (1) publicly recuse themselves and announce the source of the conflict of interest, (2) leave the room during any discussion or deliberations on the matter in question, and (3) not participate in the decision or be counted for purposes of a quorum.

#### **XVI. AB 1234 Ethics Training**

Each member of the Commission must receive training in public service ethics laws and principles for local government officials within twelve months of assuming membership on the Commission and every two years thereafter. If a member has already received the training prior to assuming membership, the member may submit proof of his/her last training completion. The signed certification of completion must be sent to the Clerk of the Board as soon as practicable upon completion of the training.

#### **XVII. AB 1661 Sexual Harassment Prevention Training**

Each member of the Commission must receive training regarding the federal and state statutory provisions concerning the prohibition against, and the prevention and correction of, sexual harassment and the remedies available to victims of sexual harassment in employment within six months of assuming office on the Commission and every two years thereafter. If a member has already received the training prior to assuming membership, the member may

submit proof of his/her last training completion. The certification of completion must be sent to the Clerk of the Board as soon as practicable upon completion of the training.

### **XVIII. Bylaws Amendments**

Proposed amendments to these bylaws may be considered at any meeting of the Commission provided written notice has been given at least six (6) calendar days prior to the meeting. Upon majority vote of the entire membership, the Commission may recommend amendment of these bylaws, subject to approval as to form and legality by County Counsel and approval by the Board of Supervisors. A majority is defined as a majority of the entire Commission membership seats, not just those members present or those seats that are filled. A recommendation to amend the bylaws must be approved as to form and legality by County Counsel and transmitted to the Board of Supervisors for final approval.

Approved as to form and legality

  
CRISTINA STELLA  
Deputy County Counsel

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