

**THE BOARD OF SUPERVISORS OF THE COUNTY OF STANISLAUS
BOARD ACTION SUMMARY**

DEPT: Chief Executive Office

BOARD AGENDA: 5.B.4
AGENDA DATE: February 1, 2022

SUBJECT:

Approval to Amend the Bylaws of the Keyes Municipal Advisory Council Changing the Members from Elected Members to Appointed Members and Approval of the Updates to the Vacancies and Other Sections of the Bylaws

BOARD ACTION AS FOLLOWS:

RESOLUTION NO. 2022-0053

On motion of Supervisor Chiesa Seconded by Supervisor Grewal
and approved by the following vote,

Ayes: Supervisors: B. Condit, Chiesa, Grewal, C. Condit, and Chairman Withrow

Noes: Supervisors: None

Excused or Absent: Supervisors: None

Abstaining: Supervisor: None

1) X Approved as recommended

2) _____ Denied

3) _____ Approved as amended

4) _____ Other:

MOTION:

ATTEST: Kelly Rodriguez
KELLY RODRIGUEZ, Assistant Clerk of the Board of Supervisors

File No. MAC-4-23

**THE BOARD OF SUPERVISORS OF THE COUNTY OF STANISLAUS
AGENDA ITEM**

DEPT: Chief Executive Office

BOARD AGENDA:5.B.4
AGENDA DATE: February 1, 2022

CONSENT: ☒

CEO CONCURRENCE: YES

4/5 Vote Required: No

SUBJECT:

Approval to Amend the Bylaws of the Keyes Municipal Advisory Council Changing the Members from Elected Members to Appointed Members and Approval of the Updates to the Vacancies and Other Sections of the Bylaws

STAFF RECOMMENDATION:

1. Amend the Keyes Municipal Advisory Council Bylaws, Section III, to change the members from elected members to appointed members.
2. Approve the changes to Section IV regarding its officers and their duties.
3. Approve the changes to Section V regarding meetings and Section VI regarding its Committees.
4. Approve the changes to Section IX of the Bylaws to allow the Board of Supervisors to appoint members if a vacancy occurs.
5. Approve the addition of Section X, XI, and XII as it addresses the non-liability of members and officers, fiscal year, and records and reports.
6. Approve other minor changes for clarification purposes and grammar revisions.

DISCUSSION:

On March 12, 1991, the Stanislaus County Board of Supervisors approved the formation of the Keyes Municipal Advisory Council (MAC). On April 28, 1992, the Board of Supervisors approved an amendment to the Bylaws to correct the boundary line discrepancies, and on July 17, 2018, the Board of Supervisors approved an amendment to change the meeting frequency. The Keyes MAC is charged with advising, "the Stanislaus County Board of Supervisors on matters of public health, welfare, safety, planning, and public works, and other such matters as the Board of Supervisors may designate which affect the territory and inhabitants of the unincorporated community of Keyes, California; and represent this community to any governmental agency or other organization on matters concerning the community."

Stanislaus Municipal Advisory Councils (MACs) are established by a Board of Supervisors resolution pursuant to Government Code Section 31010 as an advisory body of local citizens which can either be elected by the community or appointed by the Board of Supervisors. There are currently nine MACs in Stanislaus County representing the communities of Denair, Empire, Hickman, Keyes, Knights Ferry, Salida, South Modesto, Valley Home, and Wood Colony.

When establishing a MAC, Government Code Section 31010 gives the Board of Supervisors an option on the method of member selection to be by appointment or election. Elections Code and Government Code have strict timelines of filling seats in lieu of election, and filling vacancies when one occurs. It is possible for these deadlines to pass before an eligible candidate is identified, therefore impacting the ability of the MAC to function as intended until the next election occurs up to two years later.

Switching the Keyes MAC to an appointed membership would give the Board of Supervisors more time to fill vacancies, because the seat would not be subject to strict timelines stated in Elections and Government Code. Currently, the Board of Supervisors has only 90 days to appoint a person to a vacancy. This timeline gets shortened to meet administrative deadlines and can be further shortened due to the timing of Board meetings. This can result in a vacant position on the MAC until the next scheduled election. Without the Election and Government Code restrictions, the Board of Supervisors could appoint new members to vacancies at any time, therefore increasing the chances of filling the vacancies.

MACs are unique in the fact that they are traditionally elected officials, but the Board of Supervisors has the sole appointing authority over vacancies. By transitioning the Keyes MAC to an appointed membership, the Registrar of Voters will no longer be required to perform the administrative work needed (preparing and maintaining files, accepting candidate paperwork, etc.) to prepare for a potential Keyes MAC election.

The recommended bylaw amendments will change the Keyes MAC members from elected members to appointed members and will also affect the vacancies section should a position become vacant prior to the expiration of the term.

The Keyes MAC bylaws detail the amendment process. In summary, bylaw amendments must be first submitted in writing at a Keyes MAC meeting with a copy for each member. At the next meeting, the amendment shall be approved by the majority of the Council. Amendments to the bylaws must be approved by the Board of Supervisors. The bylaw amendments were submitted in writing to each of the Council members at their October 21, 2021, regular meeting. On January 20, 2022, there was a unanimous vote from the Council to approve the bylaws as recommended. It should be noted that two members were absent, but a quorum was met.

If approved by the Board, the Keyes MAC will join South Modesto, Denair, Valley Home and Knights Ferry MACs with appointed membership and the remaining four MACs with the traditional elected membership.

POLICY ISSUE:

Amendments to the Keyes MAC bylaws must be forwarded to the Board of Supervisors for approval. In doing so, the Board of Supervisors should determine whether the amendment to the bylaws is consistent with the MAC's objectives and purposes.

FISCAL IMPACT:

There is no direct fiscal impact associated with the proposed bylaw changes. MACs are currently allocated \$150 annually within the Chief Executive Office – Operations and Services budget for administrative and meeting expenses.

BOARD OF SUPERVISORS' PRIORITY:

Approval of the recommended actions supports the Board of Supervisors' priorities of *Strong and Safe Neighborhoods, Supporting Community Health, Delivering Efficient Public Services and Community Infrastructure* through the continued support of MACs.

STAFFING IMPACT:

County departments attend the Keyes MAC meetings periodically. The Registrar of Voters will no longer be responsible for candidate filings and other administrative work associated with the Keyes MAC. The Clerk of the Board will continue its responsibility of tracking the appointments of the Keyes MAC.

CONTACT PERSON:

Erica May Inacio, Community Manager

Telephone: (209) 480-2074

ATTACHMENT(S):

1. Amended Keyes MAC Bylaws
2. Amended Keyes MAC Bylaws (Red-Lined)

KEYES MUNICIPAL ADVISORY COUNCIL BYLAWS

I.

Formation of Organization

The Council will be known as the Keyes Municipal Advisory Council (Keyes MAC), as established by Resolution #91-399, March 12, 1991, amended on April 28, 1992, December 8, 1992, and July 17, 2018, by the Stanislaus County Board of Supervisors (Board of Supervisors) pursuant to Government Code Section 31010. The boundaries served by the Keyes MAC are identified in Attachment A.

II.

Purpose

The Keyes MAC will advise the Board of Supervisors on matters of public health, welfare, safety, planning and public works, and other such matters as the Board of Supervisors may designate which affect the territory and inhabitants of the unincorporated community of Keyes, California; and, represent this community to any governmental agency or other organization on matters concerning the community.

III.

Membership

The Keyes MAC is composed of five (5) members who shall be registered voters residing within the boundaries of the Keyes MAC and appointed by the Board of Supervisors. The term of each member is four (4) years or until their successors are appointed; provided however, the initial term for two (2) members shall be two (2) years, and thereafter, the term shall be four (4) years for those seats. Upon expiration of the term of office, or if a vacancy occurs prior to the expiration of the term, the Board of Supervisors shall appoint a qualified person to serve the remainder of the term.

IV.

Officers & Duties

- A. The Keyes MAC shall, at its first official meeting each calendar year, nominate and elect a Chair, Vice Chair, and Secretary. These persons shall serve for (1) one year and may serve multiple one-year terms as an officer at the discretion of the Keyes MAC.
- B. The duties of the Chair are: (1) to prepare the agenda for each meeting, (2) to call the members of each meeting to order, (3) to enumerate the business of the meeting and the order in which it is to be acted upon, (4) to

recognize members who are entitled to the floor, (5) to state and put to a vote all questions which are properly moved, (6) to maintain order throughout the meeting, (7) to sign all necessary documents, letters, etc., that state the official business of the Keyes MAC.

C. The duties of the Vice-Chair are to assume the duties of the Chair when he/she is absent.

D. The duties of the Secretary are: (1) to record minutes of all regular meetings and all special meetings of the Keyes MAC in accordance with Section XII of these Bylaws, (2) to maintain a register of those who attend each meeting of the Keyes MAC, (3) to notify officers and/or committees of their appointment, (4) to maintain an official copy of the Bylaws, (5) to send out written notices of meetings to all persons or entities who have requested such notice pursuant to the California Government Code, Section 54954.1, (6) to prepare and send official correspondence of the Keyes MAC, and (7) to have at each meeting a list of committees and their members as well as the Bylaws of the Keyes MAC and copies of the minutes of all previous meetings.

V.

Meetings

In compliance with the Brown Act (Government Code, Section 54950 et seq.) the Keyes MAC shall hold at least four meetings in a calendar year (a minimum of one every quarter) in a public building that is accessible and can reasonably and safely accommodate those who may wish to attend the meeting. A regular convenient time and place for each meeting will be established and announced by the Keyes MAC.

The Keyes MAC, through public notification in accordance with the Brown Act, call for those special meetings it deems necessary. The Chair may cancel regular scheduled meetings due to lack of quorum or lack of business for consideration by the Keyes MAC.

If the Keyes MAC wishes, it may seek the views of those present at a meeting by calling for an advisory vote by those in attendance. Only residents or property owners within the Keyes MAC boundaries may vote on issues before the Keyes MAC. Participants of any meeting may be challenged, and the Secretary asked to verify their status as a resident or property owner within the boundaries of the Keyes MAC. The public vote in a meeting shall carry by a majority of those voting.

A majority of the Keyes MAC membership shall constitute a quorum for the conduct of business and shall require at least three (3) affirmative votes to take action on any matter.

VI. Committees

The Chair may appoint, as needed, standing or ad-hoc committees to consider the business of the Keyes MAC, consisting of one (1) member, but not more than two (2) members of the Keyes MAC.

A standing committee is one that has continuing subject matter jurisdiction (i.e., a permanent committee that is designed to handle an issue or issues on a continual basis) and is subject to the notice and posting requirements of the Brown Act. An ad-hoc committee is one that has a defined purpose and limited time frame to consider that issue and is subject to the Brown Act.

VII. Methods for Amending the Bylaws

The Keyes MAC may amend its Bylaws in the following manner: (1) the amendment must be submitted in writing at the scheduled meeting preceding the one at which it is to be voted upon, with a copy for each Council member; (2) at the next scheduled meeting, the amendment shall be placed on the agenda for discussion and action, (3) action to approve amendment of the Bylaws will include transmitting the amended Bylaws to the Board of Supervisors for its consideration and approval, and (4) upon approval by the Board of Supervisors, the amendment will be considered adopted and the Bylaws amended.

Notwithstanding the foregoing process for the Keyes MAC to amend its Bylaws, the Board of Supervisors independently may amend these Bylaws by resolution adopted by majority vote.

VIII. Parliamentary Authority

The Keyes MAC adopts the rules contained in the Robert's Rules of Order to govern it in all situations not governed by these Bylaws or any special rules of order of the Keyes MAC.

IX.
Vacancies

Vacancies on the Council shall exist: (1) on the death, resignation or removal of any member, and (2) whenever the number of authorized members is increased. The Board of Supervisors or the Keyes MAC may declare vacant the seat of a council member who has missed three unexcused absences from the regular meeting dates during any twelve-month period or has been declared of unsound mind by a final order of court or has been convicted of a felony. Any member may resign effective upon giving notice to the Chair of the Keyes MAC or the Board of Supervisors, unless the notice specifies a later time for the effectiveness of such resignation. If a position on the Keyes MAC should become vacant prior to the expiration of the term, the Board of Supervisors may appoint a person to serve the remainder of the term as set forth in Section III of these Bylaws.

X.
Non-Liability of Members and Officers

The members shall not be personally liable for debts, liabilities, or other obligations of the Keyes MAC.

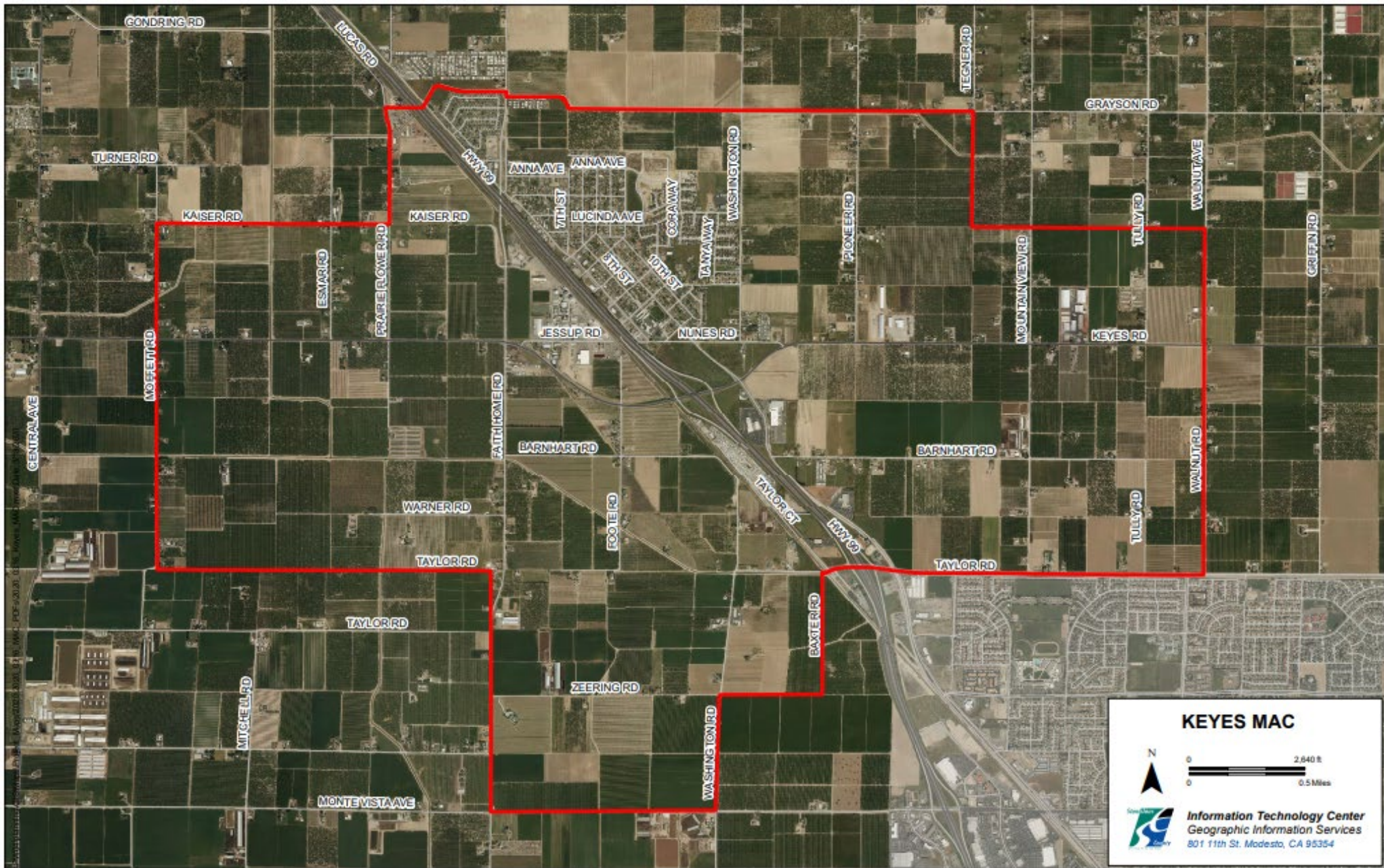
XI.
Fiscal Year

The fiscal year of the Keyes MAC shall be the same as for Stanislaus County.

XII.
Records and Reports

The Keyes MAC shall keep minutes of all its meetings, and the meetings of any committees of the Keyes MAC indicating the time and place of holding such meetings, whether regular or special, how called, the given notice, the name of those members present, and the nature of the proceedings and all action taken by the Keyes MAC.

Attachment A



KEYES MUNICIPAL ADVISORY COUNCIL BY-LAWS

I.

~~FORMATION AND ORGANIZATION~~Formation of Organization

~~SECTION 1. COUNCIL NAME~~

This ~~Council~~ shall~~will~~ be known as the Keyes Municipal Advisory Council (Keyes MAC), as established by ~~Stanislaus County Board of Supervisors r~~Resolution #91-399, March 12, 1991, amended on April 28, 1992, and December 8, 1992, and July 17, 2018, by the Stanislaus County Board of Supervisors (Board of Supervisors) pursuant to Government Code Section 31010. The Keyes Municipal Advisory Council will be referred to as "Keyes MAC" in the remainder of the By-Laws.

~~SECTION 2. BOUNDARIES OF THE KEYES MUNICIPAL ADVISORY COUNCIL~~

~~Boundaries shall be identified in Attachment One.~~The boundaries served by the Keyes MAC are identified in Attachment A.

II.

~~PURPOSE~~Purpose

~~SECTION 1. OBJECTIVES AND PURPOSES~~

The ~~Council~~Keyes MAC will advise the Board of Supervisors on matters of public health, welfare, safety, planning and public works, and other such matters as the Board of Supervisors may designate which affect the territory and inhabitants ~~within Keyes MAC~~of the unincorporated community of Keyes, California; and, represent this community to any governmental agency or other organization on matters concerning the community.

III.

~~COUNCIL MEMBERSHIP~~Membership

~~SECTION 1. MEMBERSHIP~~

~~Members shall be registered voters within the Keyes MAC boundaries. Council is composed of five members who reside in the Keyes MAC boundaries.~~

~~SECTION 2. TERM OF MEMBERSHIP~~

~~The term of each member is four (4) years or until their successors are elected. The terms of members initially elected are staggered with two (2) member's terms expiring December 3-1. These elections shall conform to state general election procedure (California Election Code 23500 et seq.).~~The Keyes MAC is composed

of five (5) members who shall be registered voters residing within the boundaries of the Keyes MAC and appointed by the Board of Supervisors. The term of each member is four (4) years or until their successors are appointed; provided however, the initial term for two (2) members shall be two (2) years, and thereafter, the term shall be four (4) years for those seats. Upon expiration of the term of office, or if a vacancy occurs prior to the expiration of the term, the Board of Supervisors shall appoint a qualified person to serve the remainder of the term.

IV.

~~OFFICERS AND DUTIES~~Officers & Duties

~~SECTION 1. ELECTION OF OFFICERS~~

- A. The ~~Council shall~~Keyes MAC shall, at its first official meeting each calendar year, nominate and elect a Chair, Vice Chair, and Secretary. These persons shall serve for (1) one year and may serve multiple one-year terms as an officer at the discretion of the Keyes MAC.

~~SECTION 2. DUTIES OF CHAIR~~

- B. The duties of the Chair are: ~~to be spokesperson for the Keyes MAC; and, to assume duties of the officers when a vacancy is declared or when the duties are not performed in a timely manner.~~(1) to prepare the agenda for each meeting, (2) to call the members of each meeting to order, (3) to enumerate the business of the meeting and the order in which it is to be acted upon, (4) to recognize members who are entitled to the floor, (5) to state and put to a vote all questions which are properly moved, (6) to maintain order throughout the meeting, (7) to sign all necessary documents, letters, etc., that state the official business of the Keyes MAC.

~~SECTION 3. DUTIES OF THE VICE-CHAIR~~

- C. The duties of the Vice-Chair are: ~~to assume the duties of the Chair when he/she is absent; and, to assume all duties of the Chair if the Chair is unable to fulfill those duties.~~

~~SECTION 4. DUTIES OF THE SECRETARY/TREASURER~~

- D. The duties of the Secretary/~~Treasurer~~ are: ~~to read the minutes at request of the Council; to maintain a complete and official copy of all agendas and minutes of the Keyes MAC; to send agenda and minutes of each meeting to the chair and Board of Supervisors; and, to conduct correspondence of the Council.~~(1) to record minutes of all regular meetings and all special

meetings of the Keyes MAC in accordance with Section XII of these Bylaws, (2) to maintain a register of those who attend each meeting of the Keyes MAC, (3) to notify officers and/or committees of their appointment, (4) to maintain an official copy of the Bylaws, (5) to send out written notices of meetings to all persons or entities who have requested such notice pursuant to the California Government Code, Section 54954.1, (6) to prepare and send official correspondence of the Keyes MAC, and (7) to have at each meeting a list of committees and their members as well as the Bylaws of the Keyes MAC and copies of the minutes of all previous meetings.

V.

MEETINGSMeetings

SECTION 1. REGULAR MEETINGS

In compliance with the Brown Act (Government Code, Section 54950 et seq.) the
The Keyes MAC shall hold at least four meetings in a calendar year (a minimum of one every quarter) to be held in a public building which that is accessible and can reasonably and safely accommodate all those residents and/or property owners within the Keyes MAC boundaries who may wish to attend the meeting. A regular convenient time and place for each meeting will be established and announced by the CouncilKeyes MAC.

SECTION 2. SPECIAL MEETINGS

The Council may, through public notification, call for those special meetings it deems necessary.The Keyes MAC, through public notification in accordance with the Brown Act, call for those special meetings it deems necessary. The Chair may cancel regular scheduled meetings due to lack of quorum or lack of business for consideration by the Keyes MAC.

SECTION 3. CANCELLATION OF MEETINGS

Chair may cancel regularly schedule regularly scheduled meetings with prior notice and consent of two other members.

SECTION 4. VIEWS OF THE PUBLIC

If the CouncilKeyes MAC wishes, it may seek the views of those present at a meeting by calling for an advisory vote by those in attendance. Only residents or property owners within the Keyes MAC boundaries may vote on issues before the CouncilKeyes MAC. Any such vote is for advisory purposes only. Residents within the Keyes MAC boundaries are allowed to address the MAC per cited Government Code.Participants of any meeting may be challenged, and the

Secretary asked to verify their status as a resident or property owner within the boundaries of the Keyes MAC. The public vote in a meeting shall carry by a majority of those voting.

~~SECTION 5. QUORUM~~

A majority of the ~~Council Membership~~Keyes MAC membership shall constitute a quorum for the conduct of business. ~~All special and regular meetings of this Council shall comply with California Government Code Sections 454950 et seq. (The Brown Act) and shall require at least three (3) affirmative votes to take action on any matter.~~

VI.

~~COMMITTEES~~Committees

~~SECTION 1. COMMITTEE APPOINTMENTS~~

The Chair may appoint, as needed, standing or ad-hoc committees ~~that exist for a specified period of time, or special committees that are created to consider special issues. The committees may~~the business of the Keyes MAC, consisting of ~~include~~ one (1) member, but not more than two (2) members of the Keyes MAC.

A standing committee is one that has continuing subject matter jurisdiction (i.e., a permanent committee that is designed to handle an issue or issues on a continual basis) and is subject to the notice and posting requirements of the Brown Act. An ad-hoc committee is one that has a defined purpose and limited time frame to consider that issue and is subject to the Brown Act.

VII.

~~AMENDMENTS~~Methods for Amending the Bylaws

~~SECTION 1. AMENDMENTS~~

The Keyes MAC may amend its By~~L~~aws in the following manner: (1) the amendment must be submitted in writing at the ~~monthly-scheduled~~ meeting proceeding preceding the one at which it is to be voted upon, with a copy for each Council member; (2) at the next ~~monthly-scheduled~~ meeting, the amendment shall be ~~approved by the majority of the Council. Amendments to the By-Laws must be approved by the Board of Supervisors.~~placed on the agenda for discussion and action, (3) action to approve amendment of the Bylaws will include transmitting the amended Bylaws to the Board of Supervisors for its consideration and approval, and (4) upon approval by the Board of Supervisors, the amendment will be considered adopted and the Bylaws amended.

Notwithstanding the foregoing process for the Keyes MAC to amend its Bylaws, the Board of Supervisors independently may amend these Bylaws by resolution adopted by majority vote.

VIII.

PARLIAMENTARY AUTHORITYParliamentary Authority

The Keyes MAC adopts the rules contained in the Robert's Rules of Order to govern it in all situations not governed by the se Bylaws or any special rules of order of the CouncilKeyes MAC.

SECTION 3. VACANCIESSIX.

Vacancies

~~Members may resign effective upon written notice or specified date. Council may declare seat vacant when member has three unexcused absences over a twelve month period. Members must notify chair when they will be absent. The Board of Supervisors will be notified of absences and declared vacancy within seven working days.~~ Vacancies on the Council shall exist: (1) on the death, resignation or removal of any member, and (2) whenever the number of authorized members is increased. The Board of Supervisors or the Keyes MAC ~~The council members~~ may declare vacant the seat of a council member who has missed three unexcused absences from the regular meeting dates during any ~~twelve month~~twelve-month period, or has been declared of unsound mind by a final order of court, or has been convicted of a felony. Any member may resign effective upon giving notice to the Chair~~person~~ of the CouncilKeyes MAC or the Stanislaus County Board of Supervisors, unless the notice specifies a later time for the effectiveness of such resignation. If a position on the Keyes MAC should become vacant prior to the expiration of the term, the Board of Supervisors may appoint a person to serve the remainder of the term as set forth in Section III of these Bylaws.

SECTION 4. COUNCIL SEAT REPLACEMENT

~~If a council position should become vacant, the Board of Supervisors shall appoint a person to serve the remainder of the term.~~

X.

Non-Liability of Members and Officers

The members shall not be personally liable for debts, liabilities, or other obligations of the Keyes MAC.

XI.
Fiscal Year

The fiscal year of the Keyes MAC shall be the same as for Stanislaus County.

XII.
Records and Reports

The Keyes MAC shall keep minutes of all its meetings, and the meetings of any committees of the Keyes MAC indicating the time and place of holding such meetings, whether regular or special, how called, the given notice, the name of those members present, and the nature of the proceedings and all action taken by the Keyes MAC.

Attachment A

