

**NORTH SONOMA VALLEY MUNICIPAL ADVISORY COUNCIL
BYLAWS**

Approved by the Sonoma County Board of Supervisors on June 8, 2021

ARTICLE I - NAME

The name of this Municipal Advisory Council shall be the North Sonoma Valley Municipal Advisory Council (“North Sonoma Valley MAC”).

ARTICLE II - AUTHORITY AND PURPOSE

Section 1. The North Sonoma Valley MAC will make recommendations to the Board of Supervisors and other County decision makers through the District Supervisor on the following Advisory Topics when requested by the District Supervisor:

- a. Prioritization of transportation, transit, traffic calming, bicycle and pedestrian improvements
- b. Health and human safety-net services, including homelessness and housing
- c. Community projects such as art, clean ups and vegetation planting
- d. Fire services and community preparedness
- e. Additional topics as requested by the District Supervisor

Section 2. The duties of the North Sonoma Valley MAC shall include:

- a. Hold regular open and public meetings;
- b. Study and analyze the Advisory Topics;
- c. Keep the District Supervisor informed of any issues related to Advisory Topics within the North Sonoma Valley MAC boundaries;
- d. Provide advisory recommendations on the Advisory Topics to the Board of Supervisors and other County decision makers through the District Supervisor, and annual reports to the Board in coordination with the District Supervisor;
- e. Comply with Sonoma County Municipal Advisory Council Policies and Procedures.

Section 3. The North Sonoma Valley MAC shall not represent the community or communicate on behalf of the North Sonoma Valley MAC to any County of Sonoma body, any federal, state, other county, city, special district or school district, agency body or commission, or before any other organization on any matter concerning the community except as specifically provided in Sections 1 and 2 above.

ARTICLE III - MEMBERSHIP

Section 1. Membership. The membership of the North Sonoma Valley MAC shall be seven members with two alternates.

Requirements for membership include: members must reside or own a business within the boundaries of the Municipal Advisory Council, and be 18 years of age or older. There are no requirements for property ownership

or citizenship. Ideal candidates will create a diverse composition representative of the North Sonoma Valley MAC community.

The District Supervisor may select members based on the following criteria:

- a. To provide well rounded representation, the following groups and regions within the MAC Boundaries will have representation on the MAC when possible: the Sonoma Valley Citizen's Advisory Commission (SVCAC), and representatives from Kenwood, Glen Ellen and Eldridge. MAC appointees not representing the regions/groups outlined above will be as At Large. Every effort will be made to ensure geographic and sector diversity amongst the membership of the Council. Two alternates will also be appointed.
- b. The North Sonoma Valley MAC will have the following representation when possible:
 - i. Kenwood Area Community: 2 representatives
 - ii. Glen Ellen/Eldridge Area Community: 2 representatives
 - iii. Sonoma Valley Citizen's Advisory Commission (SVCAC): 1 representative
 - iv. At Large: 2 representatives
 - v. Alternates: Two alternates will be appointed to serve at the sole discretion of the District Supervisor
- c. The District Supervisor will solicit applications for SVCAC, regional, and at large members of the MAC.
- d. The District Supervisor will consider the potential representatives from the groups, review applications for members in collaboration with a small group of community members, and will recommend final nominations to the Board of Supervisors for appointment.

Section 2. Appointment Authority. The District Supervisor shall submit selected candidates to the Board of Supervisors for appointment. Appointments shall be posted in accordance with the Maddy Act (Government Code section 54970 et seq.).

Section 3. Terms. A membership term is a two-year period. North Sonoma Valley MAC members may be reappointed. Members may serve a maximum of two terms (four years in total). No member or alternate member shall serve more than two terms unless their appointing authority approves an exception to allow the commissioner or alternate commissioner to serve an additional term or terms.

Section 4. Initial Terms. The Board of Supervisors shall classify the initial members into two classes. Class A shall consist of four members; Class B shall consist of three members. One Class A alternate and one Class B alternate shall also be appointed. Class A shall have an initial membership term of two years. Class B shall have an initial membership term of one year. Thereafter, each member's term shall be two years. The District Supervisor shall determine which members shall serve the initial two-year term. The at-large appointed alternates shall have the same term as the at-large appointees, and shall serve in the absence of the at-large member.

Section 5. Attendance. Members are expected to attend all meetings of North Sonoma Valley MAC. Absence from two consecutive or three cumulative absences from North Sonoma Valley MAC meetings in a twelve-month period may result in removal.

Section 6. Removal. The District Supervisor may, in his or her discretion, recommend removal of a member to the Board of Supervisors. A majority vote by the Board is necessary to remove a member.

Section 7. Vacancies. A vacancy shall exist when a member dies, or submits a written resignation to the District Supervisor, or has been removed as set forth in Section 6. When a vacancy occurs, the District Supervisor will fill the vacancy consistent with membership criteria and submit recommendations to the Board of Supervisors for appointment.

ARTICLE IV- MEETINGS

Section 1. Brown Act. All meetings of North Sonoma Valley MAC and, its committees and subcommittees, shall comply with the Brown Act (Government Code section 54950 et seq.).

Section 2. Regular Meetings. Regular meetings of North Sonoma Valley MAC shall be held regularly at an established date, time and place open to the public. Notice of the meeting time and place should be given to the public and the MAC members at least seventy-two (72) hours before the meeting. After conferring with the District Supervisor, the Chair or Vice Chair may cancel any regular meeting by giving written notice of at least seventy-two (72) hours before the regularly scheduled meeting time. This requirement of notification prior to cancellation shall not be waived.

Section 3. Special Meetings. The Chair may call and preside over special meetings. The Chair may call a special meeting by providing notice of the time, place, and agenda to each member and the public at least (twenty-four) 24 hours before the special meeting. Only items on the agenda of the special meeting may be considered at said special meeting.

Section 4. Quorum. A quorum of North Sonoma Valley MAC must be present at any regular or special meeting in order for a decision to be made on any matter. A quorum is defined as a majority of MAC membership (four members), or three members plus an alternate.

Section 5. Voting. While the North Sonoma Valley MAC will strive for consensus, every official action taken by the North Sonoma Valley MAC shall be adopted by a quorum vote. An alternate of the North Sonoma Valley MAC may vote under the following circumstances: 1) If an at large member of the MAC is absent from a meeting and the alternate replaces that MAC member for the full meeting; 2) If an at large member of the MAC recuses themselves from an item the alternate may replace that MAC member for the full meeting. If an alternate is sitting for a MAC member and the agenda includes items continued from a prior meeting, the alternate must state on the record that she/he has reviewed the relevant materials for the items on the agenda, including the minutes (if available) from the prior meeting.

Section 6. Abstention. When any member abstains from participation in any matter before the North Sonoma Valley MAC because of a conflict of interest, that member shall not be counted as present for purposes of determining whether or not there is a quorum.

Section 7. Secretary. Administrative support for the North Sonoma Valley MAC shall be provided by staff identified by the District Supervisor, through a voluntary agreement, a contract, or other appropriate means.

Section 8. Notice. North Sonoma Valley MAC meetings will be open and public, with notice of the time and place given to the public and North Sonoma Valley MAC members at least seventy-two (72) hours before the time of regular meetings and at least twenty-four (24) hours before special meetings.

Section 9. Public Comment. At each North Sonoma Valley MAC meeting, members of the public will be given the opportunity to directly address the items on the agenda before being voted on, and on Advisory Topics within the jurisdiction of the North Sonoma Valley MAC.

ARTICLE V – ADMINSTRATIVE ROLES

Section 1. The North Sonoma Valley MAC shall have a Chair and Vice Chair. The District Supervisor shall appoint the first Chair and Vice Chair. After that, the MAC will elect the Chair and Vice Chair annually. The Chair and Vice Chair will serve for one (1) calendar years, or until replaced by the District Supervisor, and will serve as the Chair and/or Vice Chair for no more than two consecutive years.

Section 2. Chair. The Chair shall preside at all meetings of the North Sonoma Valley MAC and call for special meetings. The Chair shall carry out the duties listed in the Sonoma County Municipal Advisory Council Policies and Procedures.

Section 3. Vice Chair. In the Chair’s absence, the Vice Chair shall assume the Chair’s responsibilities. The Vice Chair shall carry out the duties listed in the Sonoma County Municipal Advisory Council Policies and Procedures.

ARTICLE VI - COMMITTEES AND SUBCOMMITTEES

Section 1. The North Sonoma Valley MAC may establish single-purpose committees or subcommittees, consisting solely of less than a quorum of MAC members on an as-needed basis by a quorum vote. All committees and subcommittees shall have a life of one year, with the possibility of extension by the MAC after review. The Scope of Work for a given committee or subcommittee shall also be approved by the MAC by a quorum vote. The committees and subcommittees can conduct research, meet with members of the community and develop recommendations to bring back to the MAC in an open and public meeting within one year. If the committees and subcommittees continue for a longer term, they will become standing committees and must comply with the open and public meeting requirements of the Brown Act.

ARTICLE VII - CONTRACTS

Section 1. The North Sonoma Valley MAC and/or members thereof shall not have the power or authority to bind the County of Sonoma by any contract or agreement.

ARTICLE VIII - CONFLICT OF INTEREST/GRIEVANCES

Section 1. Conflict of Interest. North Sonoma Valley MAC members will not involve themselves in official North Sonoma Valley MAC activities that could materially benefit them personally, their business interests, or the interests of organizations that they represent. In a conflict of interest, the member will abstain from voting, and the abstention will be recorded in the minutes.

Section 2. Members and staff will comply with State of California laws regarding conflict of interest for publicly appointed bodies, including the Political Reform Act. The North Sonoma Valley MAC will implement the procedure for resolving conflicts of interest in the Sonoma County Municipal Advisory Council Recommended Policies and Procedures.

ARTICLE IX - AMENDMENTS

Section 1. A recommendation to the Board of Supervisors to amend these bylaws may be made at any regular meeting of the North Sonoma Valley MAC by a quorum vote of MAC members, provided that copies of the proposed amendments are sent to all members of the North Sonoma Valley MAC at least ten (10) days prior to the meeting at which such action is taken. The amendment will not be effective until and unless it is approved by majority vote of the Board of Supervisors.

ARTICLE X – MINUTES

Section 1. There shall be minutes of the North Sonoma Valley MAC meeting proceedings. North Sonoma Valley MAC administrative staff shall be responsible for minutes and will be responsible for the sending of minutes to all North Sonoma Valley MAC members, the District Supervisor, and members of the public who request them. A record of minutes will be maintained by the North Sonoma Valley MAC secretary.

ARTICLE XI – RECORDS

Section 1. Records of all North Sonoma Valley MAC agendas, minutes, meeting materials, records of action, annual reports, and external communications from at least the prior two years shall be maintained by the North Sonoma Valley MAC Secretary and retained at a location designated by the District Supervisor. These records shall be available for public inspection and copying as required by the Public Records Act (Government Code section 6250 et seq.).

ARTICLE XII - PARLIAMENTARY AUTHORITY

Except as otherwise provided by law, these bylaws, or rules adopted by the Board of Supervisors, Rosenberg's Rules of Order shall be the parliamentary authority of North Sonoma Valley MAC. In the event of a conflict between Rosenberg's Rules of Order and the Sonoma County Code, provisions of County Code shall prevail.

ARTICLE XIII – LEGAL COMPLIANCE

North Sonoma Valley MAC shall comply with the legal requirements of the County of Sonoma, the State of California, and with federal funding sources. Nothing in these bylaws, adopted Recommended Policies and Procedures or parliamentary rules shall be interpreted to be inconsistent with the ordinances and/or other enactments of the Sonoma County Board of Supervisors.

ARTICLE XIV – COMMUNICATIONS

Section 1. North Sonoma Valley MAC members will establish a Community Engagement Plan at the start of each calendar year, to be approved by the District Supervisor.

Section 2. The North Sonoma Valley MAC will coordinate requests to County staff for information with the District Supervisor. Any such request will be communicated through the Chair of the North Sonoma Valley MAC to staff of the District Supervisor's Office, and not by individual members of the MAC or by the Chair directly to other County staff members.

ARTICLE XIII - EFFECTIVE DATE

These bylaws and future amendments thereto, unless otherwise specified, shall become effective upon adoption by the Sonoma County Board of Supervisors.

Approved by the Sonoma County Board of Supervisors on *June 8, 2021*.

Supervisor Name, Chair, Sonoma County Board of Supervisors