

BY-LAWS Attachment A
OF THE
SONOMA COUNTY HISTORICAL RECORDS COMMISSION

ARTICLE I: MEETINGS

Section 1: Regular meetings of the Sonoma County Historical Records Commission shall be held on the second Tuesday of each month at the time and place designated by action of the Commission. In the event of a conflict or other issue, a meeting may be rescheduled to another date and/or time by a majority vote of the Commission. Notice of the rescheduled meeting shall be posted at least 72 hours prior to the original or rescheduled meeting, whichever occurs first. All meetings of the Commission are subject to the provisions of the Brown Act.

Section 2: If all necessary business cannot be accommodated at a regularly scheduled meeting, an adjourned regular meeting may be scheduled. In such an instance, the regular meeting is adjourned to a time and place specified before the close of the of the regular meeting.

Section 3: A special meeting may be called in the event of an emergency. A special meeting may be called following the provisions of the Brown Act.

Section 4: Seventy-two (72) hours notice shall be given for all meetings.

Section 5: A quorum shall consist of a majority of the members of record of the Historical Records Commission.

ARTICLE II: CONDUCT OF BUSINESS

Section 1: No business shall be transacted at any meeting of the Historical Records Commission other than those matters named in the agenda thereof.

Section 2: All meetings shall be called to order by the Chairperson, or in his/her absence, by the Vice-Chairperson. In the absence of both Chairperson and Vice-Chairperson, the Secretary of the Historical Records Commission (county government representative) shall call the meeting to order and the voting members of the Commission shall elect a Chairperson pro tempore.

Section 3: The Chairperson of the Historical Records Commission shall vote on all matters and shall have equal privileges as a member including the right to surrender the chair for purposes of making motions or introducing resolutions.

Section 4: In the course of conduct of meetings of the Historical Records Commission the following rules shall apply:

- a) Voting: The Chairperson or any voting member of the Commission may call for a roll call vote or qualified ballot vote. Unless such vote is called for, action may be taken by voice vote in which event, unless a member expresses the fact that he/she is abstaining from voting or voices a dissenting vote, he/she will be presumed and recorded as voting. If a dissenting vote is voiced by any member present, a roll call vote shall be taken and recorded.
- b) General: Except as otherwise herein provided, unless waived by the Commission, Robert's Rules of Order shall be followed and their application may be demanded by any voting member at any time. Unless such application of Robert's Rules of Order is demanded by a member, the waiving thereof shall be presumed by all members present.

Failure to protest the minutes of any meeting at the next regular meeting attended by the protesting member shall preclude any member from challenging the correctness of the minutes or any vote indicated therein.

Section 5: The county government representative to the Historical Records Commission shall serve as the Commission Secretary. The Secretary (or a member of the representative's staff), shall keep a record of those members present and those absent at all official meetings of the Historical Records Commission, and an official record of all proceedings and actions of the Historical Records Commission. The minutes of the Historical Records Commission shall be approved by the Commission. The public reading of the minutes of any Historical Records Commission meeting may be dispensed with and the minutes approved if there are no objections.

ARTICLE III. NON-VOTING MEMBERSHIP

The Commission shall have the authority to appoint non-voting members. These shall include:

Section 1: The designate of the Sonoma County Landmarks Commission.

Section 2: The designate of the Sonoma County Records Inventory Project.

Section 3: Other non-voting members as the Commission deems appropriate.

ARTICLE IV: TERMS OF APPOINTMENT/VACANCIES

Section 1: Terms of appointment of Historical Records Commissioners shall be four years.

- a) Attendance: Should any member absent himself from three consecutive meetings, or five meetings in any one calendar year, regular or adjourned, without reason satisfactory to the Commission, the Commission shall notify the Commissioner that the Commission intends to recommend to the Board of Supervisors that such member be retired from said Commission.
- a) Following notification to a Commissioner, having been serially absent per the definitions and requirement of these bylaws, the Commission shall recommend to the Sonoma County Board of Supervisors that said Commissioner be retired and request the Board appoint a replacement to fill the vacancy for the remainder of the unexpired term.
- b) A request to fill a vacancy may include a recommendation of an eligible candidate for the seat. The request should detail the qualifications, background, or other pertinent information of the prospective commissioner.
- c) Following appointment by the Board of Supervisors and at the next regular meeting of the Commission, the new Commissioner shall be seated.

ARTICLE V: OFFICERS AND ELECTIONS

Section 1: The officers of the Historical Records Commission shall be a Chairperson, a Vice-Chairperson and a Secretary. The Chairperson and Vice-Chairperson shall be elected from among the voting members of the Historical Records Commission. The Secretary of the Historical Records Commission shall be the county government representative (a member of the representative's staff may perform the duties of the Secretary pursuant to Article II, Section 5).

Section 2: Officers of the Historical Records Commission shall be elected at the first regular meeting in January, except that in the event that such election cannot be held at such meeting, it shall be held at the next meeting of the Historical Records Commission which is attended by at least two-thirds (2/3) of the total voting membership of the Historical Records Commission.

Section 3: Officers of the Historical Records Commission shall assume the duties and obligations of their offices at the meeting of the Historical Records Commission next occurring after the meeting at which such election is held.

Section 4: In the event that any office of the Historical Records Commission becomes vacant prior to an annual meeting of the Historical Records Commission, an election to fill such vacancy for the unexpired term of such office shall be held at the next meeting of the

Historical Records Commission attended by at least two-thirds (2/3) of the total voting membership of the Historical Records Commission.

Section 5: A nominee for any Historical Records Commission office must secure the vote of a majority of the voting members of the Historical Records Commission to be elected to any office. In the event that there is more than one nomination for any office, the voting on such nominations shall be by secret ballot. In the event that there is only one nomination for any office, the voting on such nomination shall be in the manner directed by the Chairperson and shall be either by secret ballot or by roll call vote of the voting members of the Historical Records Commission.

Section 6: No person shall serve two consecutive terms as Chairperson or two consecutive terms as Vice-Chairperson of the Historical Records Commission.

ARTICLE VI: DUTIES AND OBLIGATIONS OF OFFICERS

Section 1: The duties of the elected officers of the Historical Records Commission shall be as prescribed to the Historical Records Commission. Any officer of the Historical Records Commission who is absent from three (3) consecutive meetings of the Historical Records Commission, without reason satisfactory to the Commission, shall be deemed to have resigned from such office and an election to fill the vacancy so created shall be held according to the rules adopted by the Historical Records Commission. Any officer of the Historical Records Commission may be removed from office by a vote of two-thirds (2/3) of the total voting membership of the Historical Records Commission.

Chairperson

Section 2: The Chairperson of the Historical Records Commission shall preside at all meetings of the Historical Records Commission at which he/she is present. The Chairperson of the Historical Records Commission shall exercise general guidance and supervision over the business and operations of the Historical Records Commission and shall present to the Historical Records Commission such matters as in his/her judgment require the attention of said Historical Records Commission.

Vice-Chairperson

Section 3: In the absence of the Chairperson of the Historical Records Commission, the Vice-Chairperson of the Historical Records Commission shall for that occasion accede to the duties and obligations of the office of Chairperson of the Historical Records Commission.

Secretary

Section 4: The Secretary (county government representative) shall perform the duties required by law, together with such additional duties that may be prescribed by the Historical Records Commission for such office. The Secretary (or his or her staff member) shall keep a true and complete record of the proceedings of the Historical Records Commission and shall have charge of all records, documents, papers, books, and other evidence pertinent thereto.

ARTICLE VII: AMENDMENTS TO BY-LAWS

Section 1: These By-laws and Rules of Organization may be amended at any regular meeting of the Historical Records Commission by a majority vote of the voting membership of the Historical Records Commission.

Adopted on this date: _____

By the following Roll Call Vote:

Lewis: _____ Markwyn: _____ Stanley: _____ Coughlan _____ Hoskins _____

Attest:

Secretary or designate