

**SPRINGS MUNICIPAL ADVISORY COUNCIL
BYLAWS**

Approved by the Sonoma County Board of Supervisors on November 13th, 2018

ARTICLE I - NAME

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

ARTICLE II - AUTHORITY AND PURPOSE

Section 1. The Springs MAC will make recommendations to the Board of Supervisors and other County decision makers on the following Advisory Topics in the Springs MAC boundaries:

- a. Use Permit Applications and planning topics when referred by the Sonoma Valley Citizens Advisory Council
- b. Prioritization of Transportation and Transit Improvements when requested by the District Supervisor
- c. Health and Human Safety-Net Services when requested by the District Supervisor
- d. Community projects such as art, clean ups and vegetation planting when requested by the District Supervisor
- e. Additional Topics Requested by the District Supervisor

Section 2. The duties of Springs 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 Springs MAC boundaries;
- d. Provide advisory recommendations on the Advisory Topics and annual reports to the Board in coordination with the District Supervisor;
- e. Comply with Sonoma County Municipal Advisory Council Policies and Procedures.

ARTICLE III - MEMBERSHIP

Section 1. Membership. The membership of Springs MAC shall be seven members.

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 Spring MAC community.

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

- a. The District Supervisor will identify interest groups within the MAC Boundaries.
- b. The District Supervisor will evaluate the interest groups to determine the number of representatives from each interest group that will serve on the MAC. This scoping exercise will inform the composition of the MAC for well-rounded representation. The Springs MAC will have the following representation:
 - Sonoma Valley Unified School District: one representative
 - Sonoma Valley Citizens Advisory Council: one representative
 - Business Community: one representative

At Large: four representatives; one alternate

- c. The District Supervisor will solicit applications for at-large member of the MAC.
- d. The District Supervisor will consider the potential representatives from the interest groups, review applications for the at-large members, and will select final nominations to submit 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. Springs MAC members may be reappointed. Members may serve a maximum of two terms (four years in total).

Section 4. 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. Class A shall have an initial membership term of three years. Class B shall have an initial membership term of two years. Thereafter, each member's term shall be two years. The District Supervisor shall determine which members shall serve the initial three-year term.

Section 5. Attendance. Members are expected to attend all meetings of Springs MAC. Absence from two consecutive or three cumulative absences from Springs 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 Springs 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 Springs MAC shall be held monthly at a place open to the public and at a consistent date and time. Notice of the meeting time and place should be given to the public and the MAC members at least 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 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 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 the Springs MAC members 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 Springs MAC will strive for consensus, every official action taken by Springs MAC shall be adopted by a quorum vote. An alternate of the Springs MAC may vote under the following circumstances: 1) If a member of the MAC is absent from a meeting and the alternate replaces the MAC member for the full meeting; 2) If a member of the MAC recuses themselves from an item the alternate may replace the 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 Springs 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. An alternate may fill the MAC member's seat as outlined in sections four and five.

Section 7. Secretary. As discussed in the Policies and Procedures, administrative support for the Springs MAC shall be provided by staff identified by the District Supervisor, through a voluntary agreement, a contract, or other appropriate means.

Section 8. Notice. Springs MAC meetings will be open and public, with notice of the time and place given to the public and Springs MAC members at least 72 hours before the time of regular meetings and at least 24 hours before special meetings.

Section 9. Public Comment. At each Springs 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 Springs MAC.

ARTICLE V – ADMINISTRATIVE ROLES

Section 1. The Springs 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 calendar year, 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 Springs 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 Springs MAC may establish single-purpose committees or subcommittees, consisting of less than a quorum of MAC members and up to three community 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. All committees and subcommittees shall comply with the Brown Act.

ARTICLE VII - CONTRACTS

Section 1. The Springs 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. Springs MAC members will not involve themselves in official Springs 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. Springs 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 Springs MAC by a quorum vote of MAC members, provided that copies of the proposed amendments are sent to all members of Springs MAC at least ten 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 Springs MAC meeting proceedings. The Springs MAC administrative staff shall be responsible for minutes and will be responsible for the sending of minutes to all Springs MAC members, the District Supervisor, and members of the public who request them. A record of minutes will be maintained by Springs MAC secretary.

ARTICLE XI – RECORDS

Section 1. Records of all Springs MAC agendas, minutes, meeting materials, records of action, annual reports, and external communications from at least the prior two years shall be maintained by Springs 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, Robert's Rules of Order shall be the parliamentary authority of Springs MAC.

ARTICLE XIII – LEGAL COMPLIANCE

Springs 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 shall be interpreted to be inconsistent with the ordinances of the Sonoma County Board of Supervisors.

ARTICLE XIV – COMMUNICATIONS

Section 1. Springs 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 Springs MAC will coordinate requests for information from County staff with the District Supervisor. The request will be communicated through the Chair of the Springs MAC and not through individual members of the MAC.

Section 3. In accordance with the Policies and Procedures, the Springs MAC may not represent the community to any federal, state, other county, city, special district or school district, agency or commission, or any other organization on any matter concerning the community.

ARTICLE XV - 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 November 13, 2018.

James Gore, Chair, Sonoma County Board of Supervisors