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**BYLAWS OF THE CITY OF OAKLAND/ ALAMEDA COUNTY
COMMUNITY ACTION AGENCY
ADMINISTERING BOARD**

ARTICLE I

PURPOSE OF THE AGENCY

The Community Action Agency (CAA) has the responsibility to plan, develop and execute the Community Action Agency Program for alleviating poverty and working toward institutional change to enhance the ability of the poor in the City of Oakland/ Alameda County (excluding Berkeley) to achieve self-sufficiency.

ARTICLE II

ORGANIZATION OF THE CAA

The CAA is comprised of the Community Action Agency Governing Board ("Governing Board" also referred to herein as the "Oakland City Council"), the Community Action Agency Administering Board, and a staff.

- A. The Governing Board is the Oakland City Council.
- B. The Community Action Agency Administering Board shall be comprised of ~~45~~ 18 members or such additional number of members as are provided for by these Bylaws whose selection and terms of office are defined in Article IV.
- C. The Community Action Agency's staff is headed by a staff director who is appointed by the City Manager Administrator upon review and recommendations from the Community Action Agency Administering Board. Under administrative control of the City Manager Administrator, the staff director of the CAA is responsible for making recommendations to and receiving policy direction from the Governing Board (the Oakland City Council) regarding fiscal and program policies; for assuring compliance with conditions under the provisions of the Economic Opportunity Act Amendment of 1967, Section 211(e); for

administration of the Oakland City Council personnel, fiscal and program policies. The staff director exercises supervision and coordination of CAA staff and program activities and shall be considered as the Executive Director of the Community Action Agency. The staff director is responsible for daily conduct of his/her programs and staff within the City's overall administrative structure for management of programs and personnel. The CAA staff is constituted according to the staffing requirements specified by approved projects and programs within the Community Action Agency. Personnel policies will be determined by the Governing Board and shall be governed by the City's personnel regulations, appropriate employee organization memorandums of understanding and the State Department of Community Services And Development (CSD) regulations.

ARTICLE III

RESPECTIVE POWERS OF THE GOVERNING BOARD AND ADMINISTERING BOARD

The scope of the authority of the Governing Board and the Administering Board is based on the provision contained in the 1979 45 CFR 1062.200.

A. Powers of Governing Board

The Governing Board (the Oakland City Council), within the framework of the Economic Opportunity Act Amendments of 1967 as amended and the Community Services Administration Act of 1974 as amended, and PL97-35 and other applicable funding sources, will:

1. Have final approving authority for the position of Staff Director (Executive Director) after review and recommendation of the Administering Board.
2. Ensure all CAA staff positions are filled in accordance with established City personnel selection policies.

3. Make final determination of all personnel, fiscal, and program policies.
4. Make final determination of overall program plans and priorities.
5. Enforce compliance with all conditions of SCSD grants.
6. Have final approval authority for all program proposals and budgets.
7. Determine, subject to SCSD regulations and policies, all rules of procedure for the Governing Board.
8. To the extent permitted by law, have the power to delegate any of the above authorities to the Administering Board.

B. Delegation of Governing Powers by The Governing Board

The governing powers of the Governing Board (the Oakland City Council) outlined in Section "A", shall not be subject to concurrence, veto, or modification by any other local official or authority, unless pursuant to a delegation of powers by the Governing Board to the Administering Board.

C. Duties of Staff Director

The Staff Director, under the administrative supervision of the City Manager Administrator, shall be responsible to the Governing Board for the proper and efficient administration of the Governing Board's powers as outlined in "A" above.

D. Powers of the Administering Board

The Administering Board, within the framework of the Economic Opportunity Act Amendments of 1967, and the regulations and policy of SCSD and other applicable funding sources, will:

1. Receive advance notice of, review, and have the opportunity to make recommendations to the Governing Board on matters which concern the exercise of any powers of the Governing Board as defined in Section "A"

of the Article not explicitly delegated by the Oakland City Council to the Administering Board.

2. Oversee the administration of all SCSD policies and standard guidelines of all program, administrative, and financial policies and rules adopted by the Governing Board.
3. Select its own officers, Executive Committee and other committees, and under the direction of the Staff Director, have the assistance of the CAA staff in performing its functions.
4. Exercise those powers of the Governing Board as defined in Section "A" of this article which are specifically delegated to the Administering Board.
5. Provide advice, counsel and recommendations to the Governing Board on the final selection of the Staff Director in accordance with approved personnel practices and procedures.

ARTICLE IV

ADMINISTERING BOARD MEMBERSHIP

- A. The Administering Board shall consist of ~~fifteen~~-(15) eighteen (18) members unless an increase in membership occurs pursuant to the Petition process provided for in these Bylaws.
- B. Each member shall have an equal vote in all affairs of the Administering Board.
- C. Unless the membership of the Administering Board is increased to more than ~~fifteen~~-(15) eighteen (18) members through the petition process, the composition of the Administering Board shall be comprised of ~~five~~-(5) six (6) public official representatives, ~~seven~~-(7) nine (9) representatives of the poor, and three (3) representatives of private groups and interests.

1. PUBLIC OFFICIALS (five-~~(5)~~ six (6) seats)

- a. Public Officials, in order to be eligible to serve on the Administering Board, must be elected-public-officials currently holding office **and represent the highest area(s) of poverty** or if they-serve-as-designated-representatives-of such elected public officials designate a representative, they must have general governmental responsibilities which require them to deal with poverty-related issues.
- b. The Public Sector shall consist of the Mayor of the City of Oakland (1), the-At-Large-Council-Member, and three (3) other Oakland City Council Members selected by the Oakland City Council, and two (2) Alameda County Board of Supervisors. One of the Oakland City Council members and one of the Alameda County Board of Supervisors shall personally sit on the Administering Board. The Mayor and, three (3) of the Council Members, and one of the Alameda County Board of Supervisors may be represented by a designated representative of their individual choice. Designated representatives shall not be allowed to appoint or select alternates.

2. REPRESENTATIVES OF THE POOR (Seven-~~(7)~~ Nine (9) seats)

- a. There shall be a maximum of seven-~~(7)~~ nine (9) seats occupied by representatives from the designated CAA districts. The seven (7) Oakland Community Development Block Grant (CDBG) districts identified by the Governing Board as the poorest districts and two (2) low-income representatives from Alameda County will comprise the CAA districts to be represented on the Board.

- b. One representative of the poor shall be democratically elected and/or selected for by the membership of the seven (7) poorest Oakland CDBG districts; two representatives of the poor shall be democratically selected by residents of Alameda County; and each representative must be a resident of the district which he/she represents.
- c. The following rules and procedures shall govern the selection of members representing the poor.
 - (i) Neighborhood meetings will be held, and a democratic elections election and/or selection made for representation from those districts on the Administering Board.
 - (ii) The representatives of the poor must be at least 18 years of age, low-income where feasible, and a resident of the district which he/she represents.

3. REPRESENTATIVES OF PRIVATE GROUPS AND INTERESTS

(Three (3) Seats)

- a. The CAA Administering Board shall meet to determine the private organizations which would most strengthen and contribute to the current overall goals and objectives of the Community Action Agency.
- b. Once organizations have been selected, each organization must select a person to represent it. That person shall either live or work in Oakland/Alameda County (excluding Berkeley).
- c. Each of the private group representatives shall serve at the pleasure of the appointing organization. Private sector seats will be reevaluated as

necessary based upon CAA program priorities, and representation demands.

4. CONDITIONS OF BOARD MEMBERSHIP

The following conditions of membership apply to members of the Community Action Agency Administering Board according to the categories of membership indicated.

- a. Terms of office for representatives of the poor and of private groups and interests shall be staggered as determined by the Administering Board. Beginning with the terms of the representatives who take office following those Board members holding office on September 30, 2001, representatives' terms shall end December 31. After the initial staggered term, members shall be elected and/or selected or appointed to three-year terms.
- b. The term of membership to the Administering Board for public officials or their representatives shall be conterminous with the term of public office from which their board membership (arises) derives.

5. CONDITIONS FOR TERMINATION OF MEMBERSHIP

The following conditions will govern grounds for the termination of membership on the Administering Board.

Membership on the Administering Board shall terminate on the occurrence of any of the following:

- An Administering Board member who is required to be a resident of the City of Oakland or Alameda County (excluding Berkeley). ceases to be a resident of the City of Oakland or Alameda County (excluding Berkeley).

- A representative of the poor ceases to reside within the district represented.
- The Administering Board member is convicted of a felony, or has a legal judgement of mental incompetence entered against him or her during his or her term in office.
- The Administering Board member accumulates three consecutive unexcused absences from regular meetings or accumulates six absences from such regular meetings in any six-month period. If a public official member has three accumulated consecutive unexcused absences from Board Meetings or six unexcused absences in any six-month period, the public official member shall be notified by a letter stating that the Administering Board is requesting the appropriate Public Official replace said public official member. The Administering Board shall, in writing, notify the Public Official of the said public official member's unexcused absences from Administering Board meetings, and request the Public Official City-Council to replace the said public official member.

In each of the above-mentioned conditions for termination, the member will be notified in writing of the cause for such termination and will be given the opportunity to respond prior to being removed from the Administering Board.

If as a result of redistricting of the CAA districts by the Governing Board/Alameda County (excluding Berkeley), a district has more than one sitting representative, then the term of all the representatives of the district but one shall terminate. In such an event, the representative to remain shall be chosen from among the sitting representatives by a random draw.

6. CODE OF ETHICS OF ADMINISTERING BOARD MEMBERS

The presiding officer shall maintain order in the meetings, having the authority to refuse the floor to any person, and may limit or extend the time allocated to any speaker. Each member of the Administering Board has a duty to:

- a. Refrain from accepting gifts or favors or promises of future benefits which might compromise or tend to impair independence of judgement or action.
- b. Provide fair and equal treatment for all persons and matters coming before the Board. Refrain from abusive conduct, personal charges or verbal attacks upon the character, motives, ethics or morals of other members of the Board, staff or public or other personal comments not germane to the issues before the Board.
- c. Learn and study the background and purposes of every item of business before voting.
- d. Faithfully perform all duties of office.
- e. Refrain from disclosing any information received confidentially concerning the business of the Agency, or received during any closed Executive Session of the Board held pursuant to state law.
- f. Decline any employment incompatible with public duty.
- g. Listen courteously and attentively to all public discussions at Board meetings and avoid interrupting other speakers, including other Board members, except as may be permitted by established *Robert's Rules of Order*.
- h. Faithfully attend all meetings of the Board unless unable to do so because of disability or some other compelling reason.

- i. Maintain the highest standard of public conduct by refusing to condone breaches of public trust or improper attempts to influence policy, and by being willing to censure any member who willfully violates the rules of conduct contained in this Code of Ethics.

7. VACANCIES

A vacancy shall occur when:

- A Board Member is notified by the Administering Board, in writing, of his/her termination of membership.
- A Board Member notifies the Administering Board, in writing, of his/her resignation.
- The Governing Board, (the Oakland City Council) removes a Public Official for cause.

When a vacancy occurs in the private groups and interest membership, the affected private groups or interest shall be notified, in writing, by the Chairperson to select a replacement. If the affected private group or interest should fail to appoint a replacement within thirty (30) days after receipt of said written notice, or if a private group or interest itself withdraws from membership, the Chairperson shall notify the CAA Board to approve a recognized community organization selected in accordance with the provision of Section 3.a of this Article. When a vacancy occurs among the membership of the poor representatives, and the remaining term is more than one year, the affected district shall democratically select a representative to fill the vacancy.

8. PETITION PROCESS

- a. Any community agency or representative group of the poor which feels inadequately represented on the Administering Board may petition for adequate representation.
 - i. Any community agency or representative group of the poor may file a written petition to the Administering Board for adequate representation. Said petitions must contain 50 members' signatures of said representative group.
 - ii. The community representative group petitioning for adequate representation shall show that the attendance at its meeting is over 50 members. The petitioning community representative group shall demonstrate that it does not discriminate in its membership because of race, sex, age, sexual orientation, religion, national origin or disability. Said petition by the community representative shall be submitted at any regularly scheduled meeting of the Administering Board.
 - iii. When a petition conforms to the submission compliance requirements, the Administering Board shall:
 - Schedule and conduct a Public Hearing before the Administering Board within 60 days of receipt of petition.
 - Determine:
 - (a) The authenticity of the petition and the structure and membership of the community representative group.

- (b) If the structure and nature of the petitioner conforms to the spirit and intent of the Community Action Agency's purposes and objectives.
 - (c) If the petitioner, in part, cannot be adequately represented by the existing structure of the Administering Board.
 - (d) If the presence of the petitioner's representative on the Board would, in fact, enhance the programs of the Community Action Agency.
- iv. The findings made by the Administering Board after conducting the scheduled Public Hearing as to the determination of eligibility for the petitioner for representation on the Administering Board shall be reported, in writing, to the Governing Board, and to the petitioner and shall include a statement of the Community Action Board's reasons for its determination. The final determination of the petitioner's eligibility for representation on the Administering Board shall be made by the Governing Board (the Oakland City Council). The Governing Board shall either accept or reject the Administering Board's determination of petitioner's eligibility and shall notify the State Department of Community Services And Development (SCSD).
- v. The Governing Board's determination that the petitioner's eligibility for representation on the Administering Board is

justified and required so that petitioner can be adequately represented in the Community Action Agency's purposes and objectives, then the community representative group will select a representative to the Administering Board.

- vi. If the petition process results in the placement of an additional representative of private groups interests on the Administering Board, the ratio of at least one-third (1/3) representatives of the poor will be maintained. In no event will total Administering Board membership exceed twenty-four (24). If the petition process will cause membership to exceed twenty-four, the Administering Board will investigate those private groups and interests represented and make recommendations to the Governing Board (the Oakland City Council) as to those private groups and interests to be represented on the Administering Board to maintain a total maximum membership of twenty-four (24). The selection of a person to fill an additional seat on the Administering Board from private groups and interests will be in accordance with Section C.3 of these Bylaws.

ARTICLE V

OFFICERS OF THE ADMINISTERING BOARD

The Officers of the Administering Board shall consist of Chairperson, Vice-Chairperson, Secretary, and a Treasurer.

The officers shall serve a term of two years. Election of each officer shall be at the regular monthly meeting of the Administering Board in December bi-ennially to take effect in the following January. Unless otherwise provided herein by these bylaws, interim elections shall be called by the Administering Board Chairperson to fill unexpired terms resulting from vacancies to various officer positions. Unexpired terms of one year or less may be filled by appointment of the Board Chairperson. Removal of any officer from his/her position may be initiated by any Administering Board member through introduction of a motion, provided the issue of such removal was made an item of a called or regular meeting Agenda prior to the meeting. Removal of said officer requires a two-thirds vote of the total membership.

A. CHAIRPERSON

The chairperson shall preside over all meetings of the Administering Board, and provide the initiative and leadership necessary to the proper functioning of the meetings with assistance of the Staff Director. The Chairperson shall serve as the Administering Board's principal channel of communication with the Oakland City Council, Alameda County Board of Supervisors, and the Staff Director, and the principal channel of communication with the Administering Board's wishes to the Staff Director in its role of providing overall policy and program direction to the Community Action Agency Program. The Staff Director shall consult with the Chairperson of the Administering Board on plans, projects, progress and problems of the program, and communicate the need for Administering Board actions to the

Administering Board. The Chairperson shall keep the Administering Board apprised of the City Manager's Administrator's role as the organizational element through which administration of the CAA's paid staff and its several projects and programs are affected by the Administering Board. The Chairperson of the Administering Board shall also serve as Chairperson of the Executive Committee.

B. VICE-CHAIRPERSON

The Vice-Chairperson, in the absence or inability of the Chairperson to act, shall exercise all the powers and perform all the duties of the Chairperson. In the event the Office of Chairperson is vacated in mid-term, the Vice-Chairperson shall succeed to the Office of Chairperson.

C. SECRETARY

The Secretary, in the absence or inability of the Chairperson and the First Vice-Chairperson to act, shall exercise all of the powers and perform all of the duties of the Chairperson. The Secretary is responsible to ensure that minutes of each official meeting of the Administering Board are recorded, and that any errors in the minutes are presented to the Administering Board for correction. The Secretary is also the official custodian of documents and records of the Administering Board, including minutes, committee reports, and correspondence to the Administering Board. The Secretary is empowered to obtain services and assistance through the Staff Director in the recording of the minutes and in maintaining custodial files of the Administering Board's documents and records.

D. TREASURER

The Treasurer shall serve as the Chairperson of the Finance Committee of the Board. The Treasurer of the Administering Board shall have access to financial records of the CAA, but otherwise shall exercise no custodial or investment control over the assets and finances of the CAA, since those responsibilities rest with the Governing Board (the Oakland City Council).

ARTICLE VI

COMMITTEES OF THE ADMINISTERING BOARD

A. The Administering Board shall have one ~~six~~ standing committee~~s~~, the Executive Committee, ~~The~~ Personnel and Training, Program Planning, Fund Development, Advocacy and the Finance committee~~s will serve as ad-hoc committees on an as needed basis~~. Each committee shall serve as a working extension of the Administering Board in its consideration of issues, opportunities and plans in the area of the committee's particular attention. As such, the committee shall receive assignments from and report its findings and recommendations to the Administering Board. In special instances the ~~Executive~~ Committee may be empowered by the Administering Board to act for the full Board in deliberating an issue and reaching a decision or taking an action.

The composition of each committee shall fairly, but need not exactly, reflect the composition of the full Administering Board, except as specified in Paragraph B.1 of this Article below. The committee members will be selected by the Community Action Agency Board Chairperson. A committee quorum shall consist of 50% of the total committee membership, including vacancies.

B. The composition and responsibilities of each committee are as follows:

1. THE EXECUTIVE COMMITTEE

The Executive Committee shall have at least three (3) members and include as one of its members the Administering Board Chairperson.

The composition of this committee shall be at least one representative from the public officials, one representative of the poor and one representative of private groups and interest. Membership shall fairly reflect the proportion that each of these three groups represents on the Administering Board. The Administering Board Chairperson shall serve as Chairperson of the Executive Committee.

- a. The Executive Committee may act for the Administering Board on matters which cannot await the next scheduled meeting of the Board, as determined by the Executive Committee, and notify the Board, at its next meeting, of that action.

2. PERSONNEL AND TRAINING COMMITTEE

The Committee Chairperson shall be selected by the Chairperson of the Administering Board and the committee membership shall fairly, but need not exactly, reflect the composition of the Administering Board.

- a. The Personnel and Training committee reviews the requirements for staff in conjunction with the CAA budgeting process and will address similar issues as necessary.

3. PROGRAM PLANNING COMMITTEE
The Committee Chairperson shall be selected by the Chairperson of the Administering Board and the committee membership shall fairly, but need not exactly, reflect the composition of the Administering Board.
 - a. The Program Planning committee is responsible for working to implement the agencies strategic plan, and identify/develop programs and services that support the agency's mission.

4. FUND DEVELOPMENT COMMITTEE
The Committee Chairperson shall be selected by the Chairperson of the Administering Board and the committee membership shall fairly, but need not exactly, reflect the composition of the Administering Board.
 - a. The Fund Development committee is responsible for leveraging and maximizing existing funds and identifying new funding opportunities/activities.

5. ADVOCACY COMMITTEE
The Committee Chairperson shall be selected by the Chairperson of the Administering Board and the committee membership shall fairly, but need not exactly, reflect the composition of the Administering Board.
 - a. The Advocacy committee is responsible for providing advocacy, support, and education to increase awareness and to assist in the development of strategies to impact issues that affect the low-income population.

6. FINANCE COMMITTEE

The Administering Board Treasurer shall serve as Committee Chairperson of the Finance Committee. The Committee exercises the following responsibilities:

- a. The Finance Committee reviews and analyzes the CAA's financial policies and procedures and information reporting systems, with a view toward maximizing their effectiveness as tools in management decisions.
- b. The Committee shall review, in detail each quarter, programs which deviate significantly from the budget, reporting to the Administering Board the cause of the variance and expenditure rate, the corrective action necessary, the person responsible for said corrective action, and the date at which corrective action is expected to bring the deviation into alignment.
- c. The Finance Committee shall review audits in detail, identify financial management weaknesses, and make recommendations to the Administering Board to resolve any cost questions in internal and external audits.

D. OTHER COMMITTEES

In addition to the Executive, the Personnel and Training, Program Planning, Fund Development, Advocacy, and Finance committees, the Administering Board operates with other **ad-hoc** committees as the need arises to provide special services, analyses review, investigation or research for the Administering Board. Such committees and each committee Chairperson shall be appointed by the

Administering Board Chairperson. The purpose of the committees appointed under this paragraph shall be stated in the direction creating such committee(s) so as to permit the committee Chairperson to report accomplishments of the committee to the Administering Board, and such committees shall cease to function upon completion of the specific assignment for which the committee was activated. No committee shall disband without having submitted a final written report to the Administering Board, including its final recommendations. Dissolution of the committee shall be by declaration of the Administering Board Chairperson unless the Administering Board approves a motion to continue the committee in existence.

ARTICLE VII

MEETINGS OF THE ADMINISTERING BOARD

The meetings of the Administering Board shall be as follows:

A. **Regular Meetings**

1. Regular meetings of the Administering Board shall be held on the second Monday of each month (unless changed by Board action) at a place and time determined during the preceding Board meeting. If a regular meeting would otherwise fall on a holiday, it shall instead be held on the next scheduled regular meeting day unless otherwise noticed seven (7) days in advance.
2. Written notice of the regular meeting of the Administering Board with previous minutes and the meeting agenda of the forthcoming meeting shall be sent to each Administering Board member at least seven (7) days prior to the meeting and shall be posted. Special meetings may be called upon notice which is received upon at least two business days prior to the meeting. Special meetings held other than in the regular meeting place

require 15 days notice. Meetings may be canceled only upon receipt of two (2) business days' notice.

3. Written notice of regular meetings shall also be sent to any person, organization, corporation or entity requesting said notice of the Secretary and upon notification by said person's organization, corporation or entity of the address where said notice is to be mailed.

In the event the business calendared on the agenda of any regular meeting is not completed at the said regular meeting, the said regular meeting may be continued to a subsequent date by approved motion of the Administering Board, and this meeting shall be considered to be a continuation of the regular meeting so long as a majority of the members of the original meeting are in attendance.

TIME, PLACE, AND NOTICE OF PUBLIC MEETINGS

All public meetings shall be held at a time and place convenient to the public. Public notice of each meeting shall state the time and place at which the meeting shall be held and the agenda for the meeting, and shall be given not less seven (7) days before the day of the meeting. Notice of a meeting shall be given by:

- a. Forwarding a formal notice of the meeting to each person who has submitted a written request for copies of such notice;
- b. forwarding a formal notice of the meeting to every member of the principal representative board of the agency; and
- c. posting in the City Clerk's Office and an external bulletin board accessible twenty-four hours a day at least seventy-two (72) hours prior to the meeting.

B. Special Meetings

1. Special meetings of the Administering Board may be called upon motion and approval by a majority of the members of the Administering Board or by the Executive Committee or by the Chairperson.
2. Written notice of special meetings of the Administering Board shall be delivered to each Board member's address at least two business days prior to said meeting, together with the agenda containing the items to be considered at said special meeting.
3. Written notice of regular meetings shall also be sent to any person, organization, corporation or entity requesting said notice of the Secretary and upon notification by said person, organization, corporation or entity of the address where said notice is to be mailed.
4. Only the agenda item or items will be discussed at the special meetings.

C. Notification of Meeting

The Secretary, utilizing the services of the CAA staff as requested through the Staff Director, notifies each Administering Board member of each regular meeting and each special meeting.

D. Rules Governing Meetings of the Administering Board

1. No action of the Administering Board shall become effective without receiving the affirmative vote of a majority of the quorum present. A quorum consists of a majority of the total membership of the Administering Board including vacancies. Member's attendance is recorded by the Secretary or staff at each meeting. The presiding officer convenes the meeting at the appointed time or upon arrival of the quorum, whichever occurs later. No meeting is held if the quorum is not in

attendance within forty-five (45) minutes of the scheduled starting time, in which case the presiding officer so advises the members present, who are then free to depart. The presiding officer shall, upon losing a quorum after having convened a meeting, dismiss the meeting after having established that a quorum of members is no longer on the premises.

2. Every meeting of the Administering Board is public except those which, under personnel policies and rules of the CAA, must be held in executive session and must comply with the provisions of the Ralph M. Brown Act. Approval of such a motion for executive session requires an affirmative vote of two-thirds (2/3) of the members present and a report of any action taken in closed session must be read in the next regular open meeting.
3. A closed session meeting may be held for the purpose of discussing the selection of an Executive Director in accordance Oakland Municipal Code Section 2.20.110.
4. The Secretary of the Administering Board ensures the recording of the minutes of each Administering Board meeting. For reasons of practicality, the Board may require the Staff Director to furnish a Recording Secretary to take the minutes during the board meetings and to transcribe the minutes for the Board Secretary.
5. *Roberts' Rules of Order - Newly Revised* serves as the rules for the conduct of the Administering Board meetings, and for parliamentary procedure at each meeting, except:
 - a. Where *Robert's Rules* may be suspended by a simple majority vote of the Administering Board Members present, then where *Robert's Rules* offer alternatives in procedures and conduct, and the alternative which is to apply is adopted by approved motion at the time the issue exists. Such alternative procedure shall be followed.

Such a motion may be approved by a simple majority of those Board Members present.

- b. Proxy voting by any Administering Board Member shall be prohibited at meetings of the Administering Board and its Committees.

ARTICLE VIII

MEETINGS OF THE ADMINISTERING BOARD COMMITTEES

Each committee of the Administering Board shall conduct its meetings and discharge its duties in accordance with rules which the Committee sets for itself on the occasion of its first meeting following appointment of its slate of members. The first meeting of a committee shall be called by its Chairperson during a regular meeting of the Administering Board, or by personally contacting each member of the Committee with announcement of the meeting if such a meeting is required before the next regular meeting of the Administering Community Action Agency Board.

No decisions or recommendations shall be developed by any Committee except in a session attended by at least a majority of the number of voting members of the Committee. All Committees shall keep minutes and present them to the Administering Board.

The Executive Committee shall keep minutes of each meeting, and the minutes of each meeting shall be presented at the next regular meeting of the Administering Board, accompanied by motion of the Executive Committee Chairperson for the Board's ratification of decisions and actions taken by the Executive Committee acting for the Administering Board. The quorum requirement for the Executive Committee shall be one-half (1/2) of the total committee members plus one (1) of the total number of voting members of the Executive Committee.

ARTICLE IX

AMENDMENT OF BYLAWS

A. AMENDMENT OF BYLAWS BY THE ADMINISTERING BOARD

1. These Bylaws may be amended, or new Bylaws adopted, at any regular meeting of the Administering Board provided that notice of the proposed action shall have been sent to each member of the Administering Board at least fifteen (15) days before said meeting. A two-thirds (2/3) vote of the total Administering Board membership shall be required to amend and/or adopt new Bylaws.
2. The Administering Board may amend, without consent of the Governing Board, only those elements of these Bylaws which do not give itself powers that are reserved for the Governing Board (the Oakland City Council). Amendments may include:
 - a. Definition of the offices of the Administering Board;
 - b. Definition of the method, frequency and timing by which each Administering Board Officer is elected to his or her office;
 - c. Definition of the standing committees of the Administering Board and the method of selecting the Chairperson and members of each;
 - d. Definition of the prerogative of the Administering Board to establish ad hoc or temporary committees of the Board; and
 - e. Definition of the rules for the conduct of official meetings of the Administering Board or any of its committees during the presence of a quorum for such meetings.
3. The Administering Board may recommend Bylaws amendment to the Governing Board, which amendments are not provided for in Paragraph "B" above. Said recommendations are stated in a letter or memorandum from the Administering Board Chairperson.

- a. The Governing Board, by recorded vote, rejects a motion before the Oakland City Council to accept the recommended amendment;
or
- b. The Governing Board (the Oakland City Council), by recorded vote, may move to table or otherwise postpone its vote on a motion to accept or reject the recommended amendments.

B. AMENDMENT OF BYLAWS BY THE GOVERNING BOARD

The Governing Board (the Oakland City Council), upon its favorable consideration of a motion before it to amend these Bylaws made by its own initiative, shall submit the proposed amendment for consideration and recommendation to the Administering Board before voting final approval of the amendment. The Governing Board (the Oakland City Council) shall communicate the proposed amendment to the Administering Board in time for the Administering Board members to be notified, at least fifteen (15) days in advance of the next regular meeting of the Governing Board that the meeting's agenda includes consideration of a proposed amendment of the Bylaws by the Governing Board (the Oakland City Council). A two-thirds (2/3) vote of the total Administering Board membership shall be required to recommend approval or—rejection to the Governing Board (the Oakland City Council) of the proposed amendment of the Bylaws.

The Chairperson of the Administering Board shall communicate the results of such a vote to the Governing Board (the Oakland City Council). The absence of such a communication to the Governing Board (the Oakland City Council) within two (2) working days after the second regular meeting of the Administering Board following receipt of the proposal for amendment of the Bylaws by the

Administering Board Chairperson shall be considered by the Governing Board as approval by the Administering Board of the proposed change to the Bylaws.

In the event that the Administering Board rejects the Governing Board's (the Oakland City Council's) proposed amendment of the Bylaws, then, and in that event, the Governing Board (the Oakland City Council), within thirty (30) days, shall reconsider its recommended amendment to the Bylaws and set a date, time and place for the meeting to reconsider its recommended amendment to the Bylaws and give written notification of said meeting to the Administering Board. The Governing Board's (the Oakland City Council) approval and adoption or rejection by a majority vote of the proposed amendment of the Bylaws at said meeting will be final.

ARTICLE X

A. Conflict of Interest

I. Prohibition Against Acceptance of Gifts and Gratuities.

a. Employees of the CAA, delegate agencies, members of employees' immediate family, and members of the CAA Governing Board and Administering Board, are prohibited from accepting gifts, money and gratuities and purchasing and renting goods, space and service from:

- (i) Persons receiving benefits or services under any program financially assisted by the State of California Department of Community Services And Development, or
- (ii) Any person or agency performing services under contract, or
- (iii) Persons who are otherwise in a position to benefit from the actions of any employee or Board member.

- b. Members of employees' immediate family shall include any of the following persons: father, mother, husband, wife, son, daughter, brother, sister, father-in-law, mother-in-law, son-in-law, daughter-in-law, brother-in-law and sister-in-law.
2. Any Administering Board member that possibly might personally profit from a decision made by the Administering Board must make a full disclosure of it and get the facts into the minutes of the Board meeting. Such decisions must be supported by a majority of the board members who have no personal interest in the matter.

The CAA and its delegate agencies shall comply with all provisions noted in order to prevent conflicts of interests in connection with the purchase and rental of goods, space, and services for use in programs assisted under the State of California Community Services and Development (CSD).

B. Compensation

Administering Board members are not allowed to be paid compensation except for allowances to those members whose income is below the poverty guidelines. Administering Board members may also be reimbursed for their expenses to attend official meetings up to four (4) meetings per month based on Federal regulations regarding allowances and reimbursements for Policy making bodies.

All major decisions about allowances and reimbursements shall be made by the full Administering Board.

C. Requirements for Inspection and Examination

Books and records of the CAA shall be made available to the public pursuant to the provisions and restrictions of Federal Regulations. A copy of the amended Bylaws shall be maintained on file with the City Clerk's office.