

# California Commission on the Status of Women and Girls

## By-Laws

### I. POWERS, AUTHORITY, AND FUNCTIONS

1.1 **Powers and Authority.** The Commission on the Status of Women ("Commission") shall have the powers and authority set forth in Government Code sections 8244 and 8246, as amended from time to time, and such other powers and authority as the California Legislature ("Legislature") shall from time to time establish.

1.2 **Functions.** The Commission shall:

- a. Advise the Legislature and the Governor on matters of particular concern to women;
- b. Initiate, promote, and take appropriate steps to inform the public about legislation and proposed legislation affecting women;
- c. Collect and disseminate information on issues of concern to California women;
- d. Coordinate group and individual activities throughout the state regarding Commission programs and priorities;
- e. Provide technical and consultative assistance and advice on matters relating to the needs of California women; and
- f. Perform such other functions as are set forth in Government Code, section 8245, as amended from time to time.

### II. MEMBERS

2.1 **Members.** The members of the Commission (individually, "member" or "Commissioner;" collectively, "members" or "Commissioners") shall be those individuals designated in Government Code section 8241, as amended from time to time.

2.2 **Term.** The terms of office of the members of the Commission shall be as set forth in Government Code sections 1774, 1774.2, and 8241, as amended from time to time.

2.3 **Compensation.** Public members of the Commission shall be entitled to reimbursement for expenses incurred in the performance of Commission business and the per diem set forth in Government Code section 8242, as amended from time to time.

2.4 **Commissioners' Activities.** Commissioners shall:

- a. Attend Commission meetings;
- b. Participate in project development and implementation;
- c. Serve on committees;
- d. Represent the Commission as requested by public invitation; and
- e. Work with the Legislature and the Governor's office to advocate the Commission's legislative priorities.

### III. MEETINGS

3.1 **Regular Meetings.** Regular meetings of the Commission shall be held no less than four (4) nor more than twelve (12) times during any fiscal year of the Commission.

3.2 **Special Meetings.** Special meetings of the Commission may be called by the Chairperson (as Hereinafter defined) or by a written request signed by any five (5) Commissioners and sent to the Chairperson (with a copy to the executive director of the Commission ("Executive Director")) no less than two (2) weeks prior to the date of the meeting. The written request shall contain an agenda of all items to be discussed and/or acted on at such meeting.

3.3 **Date and Location of Meetings.** The date and location of all regular meetings of the Commission shall be set by the Commission, subject to modification by the Executive Committee (as hereinafter defined) only in the event of a subsequent change of circumstances which could not have been anticipated at the time the Commission set such meeting date. The time of any regular meeting of the Commission shall be set by the Chairperson (as hereinafter defined). The time, date, and location of any special meeting of the Commission called by the Chairperson shall be set by the Chairperson. The time, date, and location of any special meeting requested by five (5) or more Commissioners may be designated by such Commissioners in their request for the meeting, or if no such designation is made, then the time, date, or location of such meeting not so designated shall be determined by the Chairperson. The time, date, and location of any committee or subcommittee meeting shall be determined by the chairperson of such committee or subcommittee.

#### 3.4 Quorum and Actions in the Absence of a Quorum.

a. **Commission meetings.** The presence of a majority of Commissioners holding Commission positions designated in Government Code section 8241, as amended from time to time, which are not currently vacant, shall constitute a quorum for the conduct of business at any meeting of the Commission. In the event of the absence of a quorum or the loss of a quorum at any Commission meeting, an ad hoc committee comprised of Commissioners present may vote to recommend actions to be taken by the Commission on agenda items. Action shall be taken by the Commission on any recommendation made by an ad hoc committee of Commissioners constituted pursuant to the preceding sentence at the next regularly scheduled meeting of the Commission at which a quorum is present. In the event a recommendation is made by an ad hoc committee as provided in this section 3.4a., the minutes of such committee meeting shall contain a summary of the discussion preceding the vote on the recommendation. The Chairperson (as hereinafter defined) or, in her or his absence, the Vice-Chairperson (as hereinafter defined) shall serve as chairperson of such ad hoc committee.

b. **Committee meetings.** A majority of the members of a committee or, where applicable, a subcommittee, shall constitute a quorum for the conduct of business at any committee or subcommittee meeting. In the event of the absence of a quorum or the loss of a quorum at any committee or subcommittee meeting, an ad hoc committee comprised of the members of such committee or subcommittee who are present may vote to recommend action to be taken by such committee or subcommittee on agenda items. Action on any recommendation made by such ad hoc committee shall be taken by the committee or subcommittee to which the ad hoc committee is making the recommendation in the same manner as is set forth in section 3.4a. above for action on recommendations by an ad hoc committee of Commissioners and the chairperson of such committee or subcommittee shall serve as chairperson of such ad hoc committee.

c. **Notice of Meetings.** Notice of any regular or special meeting of the Commission or of any committee of the Commission consisting of more than two (2) individuals shall be sent by the Executive Director to the public and to each Commissioner at least ten (10) days prior to the date of the meeting as provided in Government Code section 11125, as amended from time to time. Any

and all information required to be included in the notice of a special meeting called by the Chairperson (as hereinafter defined) and any and all information required to be included in the notice of a meeting of any committee or subcommittee consisting of more than two (2) individuals, shall be transmitted to the Executive Director no less than twelve (12) days prior to the date of any such meeting if by telephone, or no less than two (2) weeks prior to the date of any such meeting if by mail, to enable the Executive Director to timely notice the meeting. All meeting notices shall set forth the time, date, and location of the meeting and shall contain an agenda listing the items to be discussed and/or acted on at such meeting. All notices of Commission, committee, and subcommittee meetings shall contain a notation that in the event a quorum is not present to meet as such Commission, committee, or subcommittee, the Commissioners who are in attendance shall meet as an ad hoc committee of Commissioners, committee members, or subcommittee members present, as the case may be to conduct the business contained in the agenda and to vote to recommend actions for the Commission, committee, or subcommittee.

d. **Business to be Conducted at Meetings.** The business to be conducted at any Commission, committee, or subcommittee meeting shall be as set forth in the agenda provided with the notice of such meeting. As provided in Government Code section 11125, no action may be taken on any item that was not included in the agenda for such meeting.

e. **Attendance.** Notification shall be sent forthwith to the appointing authority whenever any public member fails to attend, without good cause, three (3) regularly scheduled meetings in a 12 month period, beginning the 12 month period with the first absence. "Good cause" is defined as illness, absence from the state, death of a family member or court appearance.

f. **Voting.** Voting shall be by a show of hands or by roll call, except that any vote for the election of an officer or officers of the Commission shall be by roll call, only, as provided in Sections 4.6 and 5.3 below. The basic requirement for approval of an action is a majority vote which is "more than half" of the votes cast by persons legally entitled to vote.

g. **Conduct of Meetings.** All meetings shall be conducted in accordance with any and all applicable laws, these by-laws, and Robert's Rules of Order, Newly Revised, as amended from time to time; provided, however, that in the event of a conflict between these by-laws and Robert's Rules of Order, Newly Revised, as amended to the date thereof, the provisions of these by-laws shall control.

#### IV. OFFICERS AND DUTIES

4.1 **Officers.** The officers of the Commission shall be a chairperson, ("Chairperson"), a vice-chairperson ("Vice Chairperson"), a second vice-chairperson, ("Second Vice Chairperson"), a member-at-large ("Member-at-Large"), and a second member-at-large ("Member-at-Large").

4.2 **Term.** The term of office for the officers of the Commission shall commence immediately terminate upon the adjournment of the following Election Meeting (as hereinafter defined). No Commissioner shall simultaneously hold more than one of the offices designated in section

4.3 **Duties of the Chairperson.** The Chairperson shall:

- a. Preside at all meetings of the Commission;
- b. Appoint the members of all committees of the Commission, except the Executive Committee (as hereinafter defined);
- c. Designate the chairperson of each committee other than the Executive Committee;
- d. Provide leadership in fulfilling the Commission's mandate;

- e. Work regularly with the Executive Director;
- f. Work with the Legislature and the Governor's office to maintain lines of communication;
- g. Serve as liaison with the public; and
- h. Serve as the chairperson of the Executive Committee (as hereinafter defined) and as an ex-officio, non-voting, member of all committees.

**4.4 Duties of the Vice-Chairpersons.** The Vice-Chairpersons shall:

- a. In the absence of the Chairperson, preside at Commission meetings and perform such additional duties as are required by the Commission and necessitated by the absence of the Chairperson;
- b. Serve as acting Chairperson in the event of a vacancy in the office of Chairperson;
- c. Serve as members of the Executive Committee (as hereinafter defined); and
- d. Perform such other duties as the Chairperson may deem necessary and may request to facilitate the conduct of the Commission's business.

**4.5 Duties of the Members-at-Large.** The Members-at-Large shall:

- a. Serve as members of the Executive Committee (as hereinafter defined); and
- b. Perform such other duties as the Chairperson may deem necessary and may request to facilitate the conduct of the Commission's business.

**4.6 Vacancies.** Notwithstanding any other provision contained in these by-laws, any vacancy in an officer position which occurs during an unexpired term of office shall be filled by the Chair, or Acting Chair, until an election can be held at the first regularly scheduled Commission meeting following the occurrence of such vacancy. At such meeting, the acting Chairperson shall take nominations from the floor to fill such vacant position(s). The election of such officer(s) shall then be conducted by a roll call vote.

## **V. ELECTION OF OFFICERS**

**5.1 Election Meeting.** Except as provided in section 4.6 above, all officers of the Commission shall be elected in accordance with the provisions of this Article V at a regular meeting of the Commission which will be held when feasible during the first quarter of the Commission's fiscal year ("Election Meeting").

**5.2 Nominations.** No later than June 30 of any fiscal year of the Commission, the Chairperson shall appoint a nominating committee ("Nominating Committee") which shall be comprised of no less than three (3) nor more than five (5) Commissioners. A minimum of one member of such Nominating Committee shall be a member of the current Executive Committee (as hereinafter defined). The Nominating Committee shall select a slate of officers. The Nominating Committee's suggested slate of officers shall be made available to each member of the Commission no less than two (2) weeks prior to the Election Meeting. Additional nominations may be submitted by any member of the Commission; provided, however, that any such additional nomination(s) shall be submitted in writing to the current Chairperson and to the chairperson of the Nominating Committee no less than seven (7) days prior to the Election Meeting. Notwithstanding any other provision contained herein, however, nominations may be made from the floor at any Election Meeting if two-thirds (2/3) of those Commissioners present at such meeting vote to open such meeting to nominations from the floor.

**5.3 Vote.** The election of officers shall be by roll-call vote.

## VI. COMMITTEES

6.1 **Generally.** The Commission shall have an executive committee ("Executive Committee"), and such ad hoc committees as are deemed necessary from time to time to carry out the Commission's mandate. As provided in section 4.3b. above, committees shall be appointed by the Chairperson. Subcommittees shall be appointed by the chairperson(s) of the applicable committee(s).

6.2 **Executive Committee.** The Executive Committee shall be comprised of the elected officers of the Commission. At no time, however, shall the Executive Committee consist of less than three (3) or more than five (5) members. The Executive Committee shall make recommendations to the Commission and shall implement policies set by the full Commission.

## VII. FISCAL YEAR

7.1 **Fiscal Year.** The fiscal year of the Commission shall commence July 1 of each calendar year and shall terminate June 30 of the following calendar year.

## VIII. GOVERNING PROVISIONS; SEVERABILITY

8.1 **Applicable Laws; Severability.** Any and all applicable laws of any governmental authority or agency having jurisdiction over the Commission are hereby incorporated by reference as if fully set forth herein. In the event of a conflict between such applicable law(s) and any provision of these by-laws, the applicable law(s) shall control and such by-laws provision(s) shall be considered null and void; provided, however, that any and all provisions of these by-laws not so affected shall remain in full force and effect.

## IX. EFFECTIVE DATE; AMENDMENTS

9.1 **Effective Date.** These by-laws shall be effective upon their adoption at a regularly scheduled meeting of the Commission and shall supersede any and all by-laws previously adopted by the Commission and any and all resolutions adopted by the Commission which may be in conflict with the provisions contained herein.

9.2 **Amendments.** Proposed amendments to these by-laws shall be submitted in writing to the Chairperson. Upon his or her receipt of any such proposed amendment(s), the Chairperson shall immediately appoint a by-laws committee ("By-Laws Committee"). The By-Laws Committee shall review the proposed amendment(s) and shall submit its recommendation as to such proposed amendment(s) for action by the full Commission at its next regularly scheduled meeting. Any such proposed amendment and the recommendation of the By-Laws Committee relative thereto shall be transmitted to the full Commission together with the agenda of the Commission meeting at which such by-laws amendment(s) are to be considered. Notwithstanding any provision to the contrary contained herein, no adoption, amendment, deletion, modification, or ratification of these by-laws shall be effective unless approved by a vote of two-thirds (2/3) of the Commissioners present at a duly called and constituted meeting of the Commission. Nothing herein is intended to, nor shall it, preclude the Chairperson from appointing a By-Laws Committee to review and make recommendations to the Commission regarding the by-laws at any time the Chairperson believes a review of the by-laws may be appropriate.