

BYLAWS
of
THE COMMUNITY ASSESSMENT OVERSIGHT COMMITTEE
of the
Pajaro Regional Flood Management Agency

PRFMA

January 2023

Article 1. Definitions

- 1.1 “Appointing Party” means each of the individual members of the Pajaro Regional Flood Management Agency Board of Directors.
- 1.2 “Assessment District” means the measure approved by property owners in 2022 for levee operations and maintenance, and implemented by the PRFMA Board.
- 1.3 “Brown Act” means California’s open meeting law, the Ralph M. Brown Act, California Government Code, Sections 54950 *et seq.*
- 1.4 “CAOC” or “Committee” means the Community Assessment Oversight Committee.
- 1.5 “Expenditure Plans” collectively means the multi-year plan for expenditure of PRFMA’s Assessment revenues for levee operations and maintenance, as amended from time to time by the PRFMA Board.
- 1.6 “Member” means a member of the CAOC.
- 1.7 “PRFMA” means the Pajaro Regional Flood Management Agency.
- 1.8 “PRFMA Board” means the governing board of the Pajaro Regional Flood Management Agency, comprised of five member agency officials.

Article 2. CAOC Purpose and Responsibilities

- 2.1 The specific CAOC responsibilities are:
 - 2.1.1 To oversee, review, and advise the PRFMA regarding the expenditure of funds generated by the proposed assessment district.
 - 2.1.2 To review financial reports, annual audit documents, and annual budget proposals. Specific decisions regarding the approvals of contracts, maintenance plans and schedules payment of bills, legal issues, bond sales, oversight of any grant funds, investment of cash reserves, and the selection of professional consultants and personnel will remain the sole responsibility of the Board of Directors and are deemed to be outside the scope of duties

and responsibilities of the CAOC.

- 2.1.3 To make regular progress reports to the PRFMA during its operation, but no less than one report by June 30th by each year and not more than quarterly.
- 2.1.4 To perform such other duties as the PRFMA Board directs by motion or resolution.

Article 3. Members

- 3.1 Five (5) Members will be seated.
- 3.2 Qualification for Membership. Each CAOC member shall be a resident and/or business owner within the boundaries of the PRFMA assessment district.
- 3.3 Selection of Members:
 - 3.3.1 Each PRFMA Board member (Appointing Party) shall select one Member to represent his or her area.
- 3.4 Term of Membership:
 - 3.4.1 Each Member shall serve at the pleasure of his/her Appointing Party. A Member's term shall terminate on the occurrence of any of the following:
 - 3.4.1.1 The Member voluntarily resigns by written notice to the CAOC chair with copies to the Executive Director and the CAOC.
 - 3.4.1.2 The term of a Member expires and the Member is not reappointed by the Appointing Party.
 - 3.4.1.3 The Member fails to continue to meet the qualifications for membership, including residing and/or owning a business within the assessment district boundary and attending at least one-half of all CAOC meetings within any 12-month period.
 - 3.4.1.4 The Member passes away or otherwise becomes incapable of continuing to serve.
- 3.4 Meeting Attendance: CAOC members will be expected to actively support Committee activities and regularly attend meetings. Accordingly, more than three consecutive absences may be cause for removal from the Committee.
- 3.5 Vacancies. An Appointing Party shall have the right to appoint a person to fill the unexpired term of any vacant Member position on CAOC. CAOC shall be responsible for notifying an Appointing Party of such vacancy and for urging expeditious appointment of a new member, as appropriate.

Article 4. Meetings

- 4.1 Open and Public; Public Comment: All meetings of CAOC shall be open and public and governed by the Brown Act. Public comment shall be allowed at all CAOC meetings. Comments by a member of the public in the general public comment period or on any agenda item may be limited to five minutes per speaker. At the discretion of the chair, the time limit may be increased or reduced, but not to less than two minutes.
- 4.2 Regular Meetings. CAOC will hold no fewer than two meetings per year. In December of each year, CAOC shall establish the schedule of regular meetings for the ensuing year. Meeting dates and times may be changed and additional regular meetings scheduled during the year by action of CAOC.
- 4.3 Special Meetings. Special meetings may be called by the chair or by a majority of the Members requesting the same in writing given to the chair, with copies to the Executive Director of PRFMA, specifying the matters to be considered at the special meeting. The chair shall cause notice of a special meeting stating the matters to be considered to be given to all CAOC members and posted and published in accordance with the Brown Act, at least 24 hours prior to any special meeting.
- 4.4 Agenda:
 - 4.4.1 Only matters set forth on a posted and published agenda may be discussed or acted upon at a meeting, except as provided in the Brown Act.
 - 4.4.2 Items for a regular agenda may be submitted by any Member not later than three weeks prior to the meeting or at such later time as may be permitted by the chair. Supporting material for an agenda item shall be submitted at the same time.
 - 4.4.3 The agenda for a regular meeting shall be posted not less than 72 hours prior to the meeting; the agenda for a special meeting shall be posted not less than 24 hours prior to the meeting. Copies of the agenda, with supporting material and the prior meeting minutes, shall be emailed to members and any other interested parties who request it, not later than the time the agenda is required to be posted. CAOC shall also endeavor to have the agenda posted on the PRFMA website, provided at the meeting, and otherwise made widely available.
- 4.5 Quorum. The presence at the meeting, in person or by communications equipment, of a majority of the Members entitled to vote shall constitute a quorum for the transaction of business. The number of "Members entitled to vote" shall not include any vacancies. Every act or decision done or made by the majority of the Members present at a meeting duly held at which a quorum is present shall be regarded as the action of CAOC. Members present at a duly called or held meeting at which a quorum is present may continue to discuss agenda items until adjournment, notwithstanding the withdrawal of enough Members to leave less than a quorum, but no action may be taken without a quorum present.
- 4.6 Place of Meetings. Meetings of CAOC shall be held at any place within the assessment district boundaries or at the facilities of any of the PRFMA member agencies. Meeting

locations shall be accessible in compliance with the Americans with Disabilities Act of 1990 (41 U.S.C., Section 12132) or regulations promulgated there under, shall be accessible by public transportation, and shall not be in any facility that prohibits the admittance of any person, or persons, on the base of race, religious creed, color, national origin, ancestry, or sex, or where members of the public may not be present without making a payment or purchase.

Article 5. Officers

- 5.1 Officers. The officers of CAOC shall be a chair and secretary, and such other officers as CAOC may designate from time to time. Each officer must be a duly appointed Member of CAOC. No Member may hold more than one office.
- 5.2 Election of Officers. Officers shall be elected by the Members. Officers shall serve for a term of one year and may be removed by CAOC at any time. A Member receiving a majority of votes shall be deemed to have been elected and shall assume office at the meeting following the election, unless elected to fill a vacancy in which case the newly-elected officer shall assume office immediately. Officers are limited to two consecutive terms. However, a Member may be re-elected after at least one year of membership without holding an officer position.
- 5.3 Removal and Resignation of Officers. Any officer may resign from office (with or without resigning from CAOC) at any time by giving written notice to the CAOC chair, with copies to the Executive Director of PRFMA. A resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, acceptance of the resignation shall not be necessary to make it effective.
- 5.4 Vacancies in Offices. A vacancy in any office because of death, resignation, removal, disqualification or any other cause shall be filled in the manner prescribed in these bylaws for regular election to that office.
- 5.5 Chair. The chair shall preside at all meetings of CAOC and may make reports to the PRFMA Board.
- 5.6 Secretary. In the absence or disability of the chair, the secretary shall perform all the duties of, have all the powers of, and be subject to all the restrictions upon, the chair. The secretary shall have such other powers and perform such other duties as from time to time may be prescribed to him or her respectively by the CAOC, the bylaws, or the chair.
- 5.7 In the absence of the chair or secretary at a meeting, the Members shall, by consensus, appoint one Member to preside over that meeting.

Article 6. Subcommittees

6. Establishment. CAOC may establish subcommittees when and as necessary or advisable to

make nominations for office of CAOC, to draft a report or other document, or for any other purpose within the purview of CAOC.

- 6.1 Subcommittee Membership. CAOC members shall be appointed to subcommittees by CAOC, or by the chair, if CAOC delegates the appointment of a particular subcommittee to the chair. No subcommittee shall have fewer than three members nor shall a subcommittee have sufficient members to constitute a quorum of CAOC. The members of a subcommittee shall elect a chair from among their number.

Article 7. Records and Notices

- 7.1 Minutes. CAOC shall cause to be kept at the offices of PRFMA a record of minutes of all meetings and actions of CAOC and its subcommittees with the time and place of holding, the names of those present at CAOC meetings and subcommittee meetings, and the proceedings.
- 7.2 Roster; Attendance Records. CAOC shall cause to be kept at the offices of PRFMA a roster of Members and a record of Member attendance.
- 7.3 Notices. The CAOC chair shall cause notice of all meetings of the Members required by the bylaws or by law to be given. Notices shall be in writing and shall be given by posting. The chair shall endeavor to cause meeting notices also to be given to CAOC members by personal delivery, telecopier, US Mail, or email, and any other notice required or permitted to be given under these bylaws may be given by any of these means.

Article 8. General Matters

- 8.1 Rules of Order. Rosenberg's Rules of Order shall govern the proceedings of CAOC and subcommittees thereof to the extent that the person presiding over the proceeding determines that such formality is required to maintain order and make process and to the extent said rules are not inconsistent with these bylaws or the Brown Act.
- 8.2 Public Statements. No member of CAOC may make public statements on behalf of CAOC without authorization by affirmative vote of CAOC, except for the chair, or in his or her place the vice chair, and only when making a regular report of CAOC activities and concerns to the PRFMA Board.
- 8.3 Expenses. CAOC members shall serve without compensation for meetings attended in accordance with policies established by the PRFMA Board.
- 8.4 Conflict. In the event these bylaws conflict with any provision of the PRFMA Community Assessment Oversight Committee Charter or the Brown Act, the conflicting provision in the PRFMA Charter or the Brown Act shall prevail. In the event these bylaws conflict with resolutions or motions of the PRFMA Board, the resolutions or motions of the PRFMA Board shall prevail.

- 8.5 Amendments. These bylaws may be amended, repealed or altered, in whole or in part, by a resolution adopted at a duly-constituted CAOC meeting at which a quorum is present.
- 8.6 Member Materials. Before the first meeting of a new Member's term, the chair shall provide or cause to be provided to the new Member a copy of each of the following, together with such other materials as the chair may deem advisable for a new member to have: a roster of CAOC Members; a roster of PRFMA Board members; the CAOC Charter; the Expenditure Plans; these bylaws, as amended to date; the Brown Act as then in effect; and minutes, whether approved or not, of the most recent regular CAOC meeting and any special CAOC meetings held after the most recent regular meeting.

Certificate of Chair

I, [name of chair], am the duly elected chair of the Community Assessment Oversight Committee (CAOC) for the Pajaro Regional Flood Management Agency, and I hereby certify that the foregoing is a true and correct copy of the bylaws of CAOC as of ____, 20__.

Adopted: [date]