

**AMENDED AND RESTATED  
MARIN WOMEN'S COMMISSION BY-LAWS**

**ARTICLE I  
NAME**

The name of this Commission shall be the Marin Women's Commission ("Commission").

**ARTICLE II  
PURPOSE AND AUTHORITY**

The Commission was established in 1974 by the Marin County Ordinance No. 2078. The purpose of the Commission is to promote affirmative action and to eliminate the practice of discrimination and prejudice on account of sex in the areas of housing, education, community services, employment and related fields in accordance with Chapter 2.43 of the Marin County Code, as amended from time to time.

**ARTICLE III  
MEMBERSHIP**

- 3.1 Members. The members of the Commission (individually, "member" or Commissioner;" collectively "members" or "Commissioners") shall be as set forth in Section 2.43.040 of the Marin County Code as amended from time to time. The Commission shall consist of eleven members. Each supervisor of the Marin County Board of Supervisors shall appoint two members who shall be residents of the supervisorial district, and one at large member shall be appointed by the entire Marin County Board of Supervisors.
- 3.2 Term. The terms of office of the members of the Commission shall be as set forth in Section 2.43.040 of the Marin County Code as amended from time to time. Commissioners may serve two consecutive three-year terms and may reapply three years after the final term of service.
- 3.3 Reimbursement. Commissioners shall serve without compensation, but may receive reimbursement for expenses incurred in the performance of Commission business in accordance with Section 2.43.060 of the Marin County Code as amended from time to time.
- 3.4 Commissioners' Responsibilities. Commissioners shall:
- 3.4.1 Attend Commission Meetings;
  - 3.4.2 Participate in project development and implementation by the Commission;
  - 3.4.3 Serve on Commission committees; and
  - 3.4.4 Undertake such other activities as shall be appropriate to carry out the Commission's mandate as described in Section 2.43.070 of the Marin County Code as amended from time to time.

3.5 Attendance/Vacancies.

Appointed members may resign their appointment by submitting a letter of resignation to the Clerk of the Marin County Board of Supervisors, with a copy to the Department of Human Resources.

A vacancy shall exist and notification shall be sent to the Board of Supervisors of Marin County whenever any Commissioner fails to attend, without good cause having been entered in the Commission's minutes, more than three (3) consecutive regular regularly scheduled meetings of the Commission. "Good cause" is defined as illness, death of a family member, childbirth, or business necessity; or any family or personal event which conflicts with Commission business and is reported to the staff or a member of the Executive Committee prior to the Commission meeting (the exception being any emergency, which can be reported later).

The Board of Supervisors shall be advised, and the Commission will request, that a vacancy be declared when a Commissioner fails to attend 6 regularly scheduled business meetings within the immediately preceding 12-month period with or without good cause.

**ARTICLE IV  
OFFICERS AND DUTIES**

- 4.1 Officers. The officers of the Commission shall be the Chair(s), a Vice-Chair, and a Secretary/Treasurer.
- 4.2 Term. The term of office for the officers of the Commission elected pursuant to Article V of these Bylaws shall commence on the July 1 following the meeting at which they are elected and shall continue for a period of one year or until such later date as their successors are elected. No Commissioner shall simultaneously hold more than one office designated in Section 4.1 of these Bylaws. The Chair shall serve in this capacity for no more than 2 consecutive terms.
- 4.3 Vacancies. Notwithstanding any other provision contained in these Bylaws, any vacancy in the office of Chair, Vice-Chair, Secretary or any other elected position that occurs during the unexpired term of office shall be filled at the first regularly scheduled Commission meeting. The Chair or acting Chair shall take nominations from the floor to fill such a vacant position. The election of that position shall then be conducted by a roll call vote.
- 4.4 Resignation. Resignation of any elected position shall be presented in writing and be delivered to the Commission office. Commissioners shall be notified in writing of the resignation of any Officer as soon as practicable and no later than by the next scheduled Commission meeting.
- 4.5 Duties of the Chair(s) The Chair(s) shall:
- 4.5.1 Preside at all meetings of the Commission.
  - 4.5.2 Appoint all committees except the Nominating Committee.

- 4.5.3 Act as official spokesperson(s) for the Commission.
- 4.6 Duties of the Vice-Chair. The Vice-Chair shall:
  - 4.6.1 Perform the duties of the Chair(s) in the absence of the Chair(s)
  - 4.6.2 Serve in such capacities as may be assigned by the Chair(s).
- 4.7 Duties of the Secretary/Treasurer. The Secretary/Treasurer shall:
  - 4.7.1 Certify the resolutions of the Commission and such other documents as may be required.
  - 4.7.2 Review County prepared Commission budget and act as a liaison with County staff on budget matters
  - 4.7.3 Perform such other acts as assigned by the Commission.
- 4.8 Removal from Office. The Chair(s), the Vice-Chair or Secretary/Treasurer may be removed from office during her/his/their term of office only upon the affirmative vote of not fewer than a majority of appointed Commissioners at a duly called and constituted regular or special meeting of the Commission, provided that subject of removal of such officer shall have been noticed upon the agenda for that meeting.

**ARTICLE V  
ELECTION OF OFFICERS**

- 5.1 Election Meeting. Except as provided in Section 4.3 above, all officers of the Commission shall be elected in accordance with the provisions of this Article at the regular meeting of the Commission held during the month of June ("Election Meeting").
- 5.2 Nominations. The Nominating Committee (see Article VII below) shall meet as necessary and no later than the month of May and shall select a slate of officers containing one nominee for each office. The Nominating Committee's slate of officers shall be made available to each member of the Commission, in writing, no fewer than two (2) weeks prior to the Election Meeting. Additional nominations may be submitted by any member of the Commission at the Election Meeting.
- 5.3 Vote. The election of officers shall be by show of hands or written, signed, and public ballot in accordance with the Brown Act as agreed to by the Commissioners at the time of voting.
- 5.4 Election. A majority of all votes cast for a particular office shall constitute an election.

## **ARTICLE VI MEETINGS**

- 6.1 Regular Meetings. The Commission shall meet at least at least once each calendar month per fiscal year at a regularly established time and place. In accordance with the Brown Act, all regular meetings of the Commission shall be public. The Commission shall post an agenda containing a brief general description of all items of business to be transacted at each regular meeting at least seventy-two (72) hours prior to such a meeting. The agenda shall indicate the time and place of each meeting.
- 6.2 Special Meetings. In accordance with the Brown Act, all special meetings of the Commission shall be public. Special meetings of the Council may be called by the Chair, or a majority of the appointed members of the Council. Any special meeting of the Council shall comply with the requirements of Government Code section 54956 of the Ralph M. Brown Act, as amended from time to time.
- 6.3 Committee Meetings. The time, date and location of any committee or subcommittee meeting shall be determined by the chair of such committee or subcommittee.
- 6.4 Notice of Meetings. The Commission shall post a public notice of all meetings in accordance with the Brown Act.
- 6.5 Quorum.
- 6.5.1 Commission meetings – Quorum Defined. The presence of a majority of Commissioners holding Commission positions designated in Section 2.43.040 of the Marin County Code, 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.
- 6.5.2 Committee meetings – Quorum Defined. A majority of the members of a committee shall constitute a quorum for the conduct of business at any committee meeting.
- 6.6 Business to be Conducted at Meetings.
- 6.6.1 Regular meetings. The business to be conducted at any regular meeting of the Commission shall be as set forth in the agenda provided with the notice of such meeting. No action may be taken on any item that was not included in the agenda for such meeting
- 6.6.2 Special meetings. The business to be conducted at any special meeting of the Commission shall be as set forth in the agenda for the special meeting, and no other business shall be considered at such special meeting.
- 6.6.3 Committee meetings. The business to be conducted at any committee meeting of the Commission shall be determined at the discretion of the committee members.
- 6.8 Voting. Voting shall be by a show of hands or by roll call. No proxy votes or votes by mail or email will be permitted.

- 6.9 Conduct of Meetings. All meetings shall be conducted in accordance with any and all applicable laws, these Bylaws, 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 Bylaws and Robert's Rules of Order, Newly Revised, as amended to the date thereof, the provisions of these Bylaws shall control.

## **ARTICLE VII COMMITTEES/COMMITTEE INFRASTRUCTURE**

- 7.1 Generally. The Commission shall have two standing committees, being an executive committee ("Executive Committee") and a nominating committee ("Nominating Committee"). All meetings of the standing committees shall be noticed and conducted in conformity with the Brown Act. The Commission shall also have such ad hoc committees as are deemed necessary from time to time to carry out the Commission's mandate. All committee members shall be appointed by the Chair, subject to the applicable provisions of Sections 7.2 and 7.4 of these Bylaws. Each committee shall elect its own Chair(s). The Chair of the Commission may be a member of any committee except the Nominating Committee.
- 7.2 Executive Committee. The Executive Committee shall be comprised of Commission Chair, Vice-Chair, the Secretary/Treasurer, and at the discretion of the Commission Chair, one additional Commissioner provided, however, that the Executive Committee shall consist of not fewer than three (3) nor more than four (4) members. The Executive Committee shall set the agenda for regular Commission meetings, make recommendations to the Commission and shall implement policies set by the full Commission.
- 7.3 Nominating Committee. The Nominating Committee shall be comprised of three (3) Commissioners elected by the Commission from a slate proposed by the existing Nominating Committee. The Nominating Committee shall designate the slate of candidates for election to office as described in Article V of these Bylaws. Additional nominations may be submitted by any member of the Commission at the Election Meeting. The election shall occur concurrently with the annual election of officers as provided in Article V. The current Commission Chair shall not be a member of this committee. Vacancies shall be addressed in accordance with Section 4.3.
- 7.4 Delegate/Alternate to the Association of California Commissions for Women (ACCW) and the National Association of Commissions For Women. In the event that the Commission joins these organizations, one Delegate and one Alternate shall be elected to serve a one-year term to each association. Vacancies shall be addressed in accordance with Section 4.3.
- 7.5 Ad Hoc Committees. The Chair shall appoint such ad hoc committees as s/he shall determine are necessary from time to time to carry out the Commission's mandate. Such ad hoc committees shall consist of no more than five (5) Commissioners, and may include persons who are not members of the Commission.

## **ARTICLE VIII RECORDS, REPORTS AND FISCAL YEAR**

8.1 Records. The Commission shall keep or cause to be kept the following records:

8.1.1 Minutes of all regular and special meetings of the Commission, showing the time and place of each meeting, the notice given, the names of the Commissioners present, and the business conducted. The minutes shall also contain the names of the absent Commissioners and whether the absence was an excused (EA) or unexcused (UA) absence from any regular meeting of the Commission. The minutes shall be written and presented for correction and approval at the next regular meeting.

8.1.2 Minutes of all Committee meetings of the Commission showing the time and place of each meeting, the names of the Commissioners present, and the business conducted. The minutes shall also contain the names of the Commissioners absent. The minutes shall be written and presented for correction and approval no later than at the next Committee meeting.

8.1.3 Adequate and correct books of account, showing its assets, liabilities, receipts, disbursements, gains and losses.

8.2 Reports. The Commission shall prepare a biennial report of its activities during the preceding budget years and goals for the upcoming two-year budget cycle, and render a copy of such report to the County Administrator of Marin County.

8.3 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.

## **ARTICLE IX EXECUTIVE SECRETARY**

In the event the Board of Supervisors shall make the services of a staff person available to the Commission, the Chair may designate such staff person as the "Executive Secretary" of the Commission and may assign duties to the Executive Secretary which may include but shall not be limited to preparation and keeping of Commission minutes and other pertinent records; execution of Commission policy; and making reports to the Commission regarding actions taken by the Board of Supervisors relevant to the Commission's mandate.

## **ARTICLE X STANDING RULES**

The Commission may in its discretion adopt Standing Rules governing the conduct of its business, provided that such Standing Rules shall not be in conflict with these Bylaws or any applicable laws of any governmental authority or agency having jurisdiction over the Commission and provided further that such Standing Rules may be adopted, amended, modified, or repealed by majority vote of the Commissioners present at any duly called and constituted meeting of the Commission.

## **ARTICLE XI GOVERNING PROVISIONS; 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 Bylaws, the applicable law(s) shall control and such Bylaws provision(s) shall be considered null and void; provided, however, that any and all provision of these Bylaws not so affected shall remain in full force and effect.

**ARTICLE XII  
EFFECTIVE DATE; AMENDMENTS**

- 12.1 Effective Date. These Bylaws shall be effective upon final approval of the Board of Supervisors and shall supersede any and all Bylaws previously adopted by the Commission and any and all resolutions adopted by the Commission which may be in conflict with the provisions contained herein.
- 12.2 Amendments. Proposed amendments to these Bylaws shall be submitted in writing to the Chair. Upon receipt of any such proposed amendment(s) the Chairperson shall immediately appoint a Bylaws committee ("Bylaws Committee"). The Bylaws Committee shall review the proposed amendment(s) for action by the full Commission at its next regularly scheduled meeting. Any such proposed amendment and the recommendation of the Bylaws Committee relative thereto shall be transmitted to the full Commission together with the agenda of the Commission meeting at which such Bylaws amendments(s) are to be considered. Notwithstanding any provision to the contrary contained herein, no adoption, amendment, deletion, modification, or ratification of these Bylaws shall be effective unless first approved by a vote of two-thirds (2/3) of the Commissioners present at a duly called and constituted regularly scheduled meeting of the Commission. Nothing herein is intended to, nor shall it, preclude the Chair from appointing a Bylaws Committee to review and make recommendations to the Commission regarding the Bylaws at any time the Chair believes a review of the Bylaws may be appropriate.

Proposed amended bylaws will be sent to County Counsel for review and then to the Board of Supervisors for their consideration and final approval.

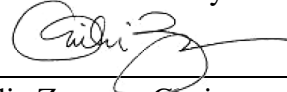
Amended      2-11-02  
                  11-20-03  
                  5-04  
                  9-23-08  
                  10-22-13  
                  4-25-17

**CERTIFICATE OF CHAIR**

THIS IS TO CERTIFY:

That I am the duly elected, qualified, and acting Chair of the **MARIN COUNTY WOMEN'S COMMISSION** and the above and foregoing Bylaws were adopted as the Bylaws of said commission on the 25<sup>th</sup> day of April, 2017

**IN WITNESS WHEREOF**, I have hereunto subscribed my hand this 25<sup>th</sup> day of April.



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Cecilia Zamora, Chair