



COMMUNITY ACTION PARTNERSHIP SOLANO JOINT POWERS AUTHORITY

BYLAWS

CAP Solano JPA

Attention:

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Chair/Executive Director
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capsolanojpa.org

JPA Board of Directors

Kathy Lawton-Caesar, Chair
City of Suisun City

Emily Cantu, Vice-Chair
City of Vacaville

Anne Putney, Secretary
City of Vallejo

Kristin Kamm
City of Benicia

Dawn La Bar
City of Fairfield

Issac George
City of Rio Vista

Tonya Nowakowski
Solano County

ARTICLE I: PURPOSE

The Community Action Partnership of Solano, JPA shall be known as the CAP Solano, JPA. As used in these Bylaws, the words “JPA” shall refer to and mean the Community Action Partnership of Solano, JPA.

LEGAL AUTHORITY

The Solano Safety Net Consortium (the “Consortium”) was established in 1999 by a Joint Exercise of Powers Agreement ("Agreement") which was approved by the governing bodies of the following California cities: Benicia, Dixon, Fairfield, Rio Vista, Suisun City, and Vallejo, (the "Cities") and later, in October 2014, by Vacaville; as well as, the County of Solano (the "County"), (all signatories collectively referred to as the "Agencies"). The agreement was executed by the Mayor of each City, respectively, and the Chairperson of the Board of Supervisors of the County. Once executed in 1999, the Joint Powers Agency became the Community Action Partnership of Solano, JPA. The Agreement was authorized by the Joints Powers Authority Act ("the Act") Government Code §6500, et seq., as a Joint Powers Agreement.

The JPA has the powers common to the Agencies to provide homeless programs and other related services. The JPA has the power to do all acts necessary for the exercise of its common powers, including those powers enumerated in the Act and included in the Agreement.

The JPA was created for the purpose of exercising independent powers, separate and apart from the Cities and County. The duties of the JPA are to create a public entity to provide oversight and coordination of homeless and safety net services to the residents of the Agencies; to serve as the conduit for safety net funding support; to administer such funds and make grants available to other non-profit entities for services to the homeless; to set policy and be the central agency for the oversight and technical assistance for the operation of homeless shelters, transitional housing, homeless assistance centers, community action councils and other safety net services; and to undertake such other programs as the Board of Directors may authorize, including such duties and tasks required to receive and distribute federal, state, local, and other funding to support the JPA’s mission.



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ARTICLE II: ADMINISTRATION

- a. The JPA shall be a public entity separate and apart from each of the Agencies, and shall administer the Agreement.
- b. Board
 1. Created. The JPA shall be administered by a Board of Directors (the "Board"). The Board shall be called the "Board of Directors of the Community Action Partnership of Solano, JPA." All voting power of the JPA shall reside in the Board.
 2. Directors. The legislative bodies of each of the Agencies shall appoint by resolution one Director and one alternate.
 3. At-Large Director. The Board of Directors may, by resolution, appoint an additional Director and alternate. The Board may wish to appoint an At Large Director and alternate if there are an even number of Directors.
 4. Terms; Vacancies. Each Director and alternate shall serve a two-year term commencing on July 1 and ending on June 30 of the second year after their appointment. Each Director and alternate shall serve at the pleasure of the body that appointed them. Vacancies filled during a term shall be filled in the same manner as the original appointments and expire at the time of the original appointment.
 5. Compensation; Expenses. Directors and alternates shall not receive compensation for service on the Board. Directors and alternates may receive reimbursement for necessary expenses, incurred in connection with his or her services as a Director or alternate, with prior approval and pursuant to resolution of the board.
- c. Meetings of the Board. Meetings shall be held in accordance with Article III.
- d. Minutes. The Secretary (as defined in Article II, Paragraph (3) hereof) or Board staff shall keep minutes of the meetings of the Board, and shall, as soon as possible after each meeting, cause a copy of the minutes to be forwarded to each Director and alternate for review and to post a copy once they have been approved.
- e. Voting. Each Director (and potentially each alternate) shall have one vote. Said vote can only be exercised by the Director or alternate in attendance at the meeting and there shall be no voting taken by proxy. No alternate may vote if the Director for whom that alternate was appointed is in attendance at the time the vote is to be



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cast. In no event shall any Agency have more than one vote. Should any party elect to withdraw from the JPA, such party shall no longer have a vote in any JPA matter.

- f. Bylaws. The Board may adopt and amend bylaws, rules and regulations for the conduct of its meetings or as are necessary for the purposes hereof.
- g. Fiscal Year. The fiscal year of the JPA shall be from July 1 of one year to June 30 of the following year, or any other twelve-month period hereafter designated by the Directors.
- h. Executive Advisory Committee. The Executive Advisory Committee (the "Committee") of the JPA shall consist of the Officers of the JPA Board. The members of the Committee shall establish procedures and regulations for the function of the Committee. The Committee shall perform such duties as are delegated by the Board, including performing the day-to-day business of the JPA, coordinating and overseeing JPA staff, and corresponding with outside agencies.
- i. Personnel. The Board shall be responsible for the regulation of all personnel activities, including but not limited to the selection, recruitment, discipline, and discharge of any JPA staff. The Board may designate the Board Chair or the Executive Committee to exercise the authority of the Board to perform any or all of the duties of this Section (i) and to take such action as is necessary and appropriate with regard to those duties.

ARTICLE III: OFFICERS AND EMPLOYEES

- a. Officers. Election and Terms of Officers: The Board shall elect Officers from among the Directors in January. The current officers may be re-elected. If a vacancy occurs outside of the normal election cycle, the Board shall elect a person from among the Directors to fill the unexpired term of the vacant office. The election results are effective immediately and the elected shall assume his/her duties immediately.
 - 1. Chair. The JPA shall have a Chair who shall be a Director and who shall be selected as Chair by the Board and who shall perform the duties normal to said office.
 - A. The Chair may sign contracts on behalf of the JPA and shall perform such other duties as may be imposed by the Board.
 - B. The Chair calls the meeting to order and announces the time of convening.



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- C. The Chair determines and announces the business of the Board and the order of matters to be taken up and acted upon.
 - D. The Chair recommends, for Board approval, creation and appointment of Committees to assist the Board in accomplishing its work, which may include standing committees to address matters of ongoing interest and/or ad hoc committees to address specific matters for a specific time period. Committees may consist of Board members and/or nonmembers to assist the Board in its work.
 - E. The Chair recognizes members of the Board and other speakers addressing the Board.
 - F. The Chair preserves order and decorum and may decide all questions of order, subject to appeal. In cases in which an appeal is made, the decision of the Chair prevails unless overridden by a majority vote of the Board.
 - G. The Chair should not take any action or impart any communication on behalf of or in the name of the Board unless authorized to do so by a majority vote of the Board.
 - H. The Chair shall be the Executive Director of the JPA and is authorized to execute contracts approved by the Board and to perform any duties necessary and appropriate for the day-to-day management and operation of the JPA.
- 2. Vice-Chair. The JPA shall have a Vice-Chair who shall be a Director and who shall be selected as Vice-Chair by the Board. In the absence of the Chair, the Vice-Chair shall perform the duties of the Chair and shall perform all duties normal to such office. In the absence of both the Chair and Vice-Chair, the Directors shall elect a Chair pro tempore to exercise the powers and assume the duties of the Chair during the absence.
 - 3. Secretary. The JPA shall have a Secretary who shall be selected by the Board and shall perform all duties normal to such office.
 - 4. Treasurer and Auditor. Pursuant to Sections 6505.5 and 6505.6 of the Act, the Treasurer of one of the cities or the county treasurer or a certified public accountant shall be designated by the Board as the Treasurer/Auditor of the JPA. The Treasurer/Auditor shall be the depository, shall have custody of all of the accounts, funds and money of the JPA from whatever source, shall have the duties and obligations set forth in Sections 6505 and 6505.5 of the Act and shall assure strict accountability of all funds and reporting of all



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receipts and disbursements of the JPA. As provided in Section 6505 and Section 6505.6 of the Act, the Treasurer/Auditor shall make arrangements with a certified public accountant for an annual independent audit of accounts and records of the JPA.

5. Officers in Charge of Records, Funds and Accounts. Pursuant to Section 6505.1 of the Act, the Treasurer/Auditor shall have charge of, handle and have access to all accounts, funds and money of the JPA and all records of the JPA relating thereto; and the Secretary shall have charge of, handle and have access to all other records of the JPA.
6. General Counsel. The Board may appoint a General Counsel of the JPA who shall provide legal advice and perform such other duties as may be prescribed by the Board.
7. Other Employees. The Board shall have the power to appoint and employ such other employees, consultants and independent contractors as may be necessary to accomplish the purposes of this Agreement.
8. Assistant Officers. The Board may by resolution appoint such assistants to act in the place of the Secretary or other officers of the JPA (other than any Director) as the Board shall from time to time deem appropriate.
9. Removal and Reappointment. The Board may remove an Officer for cause by a 2/3 majority vote of filled seats. Cause must be presented to the Officer and they must have an opportunity to respond prior to a motion for removal being made or considered.
10. Nothing in this paragraph, however, shall authorize the Board to dismiss a Director or alternate from their seat on the Board, with the exception of the At-Large Director and alternate. Only the appointing jurisdiction may do so.

ARTICLE IV: MEETINGS

- a. Regular Meetings. Regular meetings of the JPA Board shall take place on a monthly basis on the fourth Thursday of each month at 10:00 am at the Fairfield Community Center unless the public posting denotes otherwise. 72-hours advance notice of meetings of the Board shall be given to the Directors and the public per all Brown Act regulations.
- b. Special Meetings. Special meetings of the Board may be called in accordance with the provisions of Section 54956 of the California Government Code: they may be called upon 24 hours' notice by the Chair of the Board or by a majority of the



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Directors; the call for a special meeting shall specify the time and place within the County where the meeting will take place; and no other business shall be considered at a special meeting except that for which the meeting was called and that which appears on the agenda.

- c. **Public Meetings.** All meetings of the Board and its standing Committees, including, without limitation, regular, adjourned regular and special meetings, shall be called, noticed, held and conducted in accordance with the Brown Act, Government Code section 54950, et sec., and shall be open to the public. All regular meetings of the Board shall be held upon at least 72-hours public notice which shall specify the date, time and place of the meeting. Meeting notice shall be posted at least 72 hours in advance. Written minutes of each meeting shall be taken and shall be public documents. Copies of minutes shall be sent to Directors and posted/made publicly available. Closed sessions shall be held in compliance with the Brown Act.
- d. **Meeting Materials.** All materials for Board members shall be delivered to members, to be received at least 72 hours prior to the meeting. The materials shall always include the agenda that was posted and available to the public at least 72 hours before the meeting.
- e. **Roberts' Rules.** The general procedure meetings shall be governed by Roberts' Rules of Order, Revised Edition.
- f. **Quorum.** A majority of the Board must be present to constitute a quorum for purposes of convening a meeting and transacting the business of the JPA. If a quorum is not present when the meeting is scheduled to commence, a majority of the Board present may cancel the meeting, delay its commencement or meet as a Committee of the Board for the purpose solely of discussion of issues. No proxy or absentee voting is allowed.
- g. **Voting.** Voting upon any question shall be by voice vote or by show of hands of the Board. If a Director abstains on any vote, the abstention shall be reflected in the minutes of the meeting. All votes and abstentions must be accurately reflected in the minutes.
- h. **Interruption of Meetings.** If a meeting is interrupted by the willful and disruptive behavior of any individual or group of persons so as to render orderly conduct of the meeting unfeasible, the Chair may order removal of the disorderly persons or may order the meeting room cleared and may continue the meeting after order is restored.
- i. **Changed Location of Meetings.** The Board may meet at locations within the County other than its regular meeting place if doing so would assist the Board in performing its duties and it is otherwise in the JPA's best interest; however, the location of the



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meeting must be posted per Brown Act regulations and Directors must be notified.

- j. Meeting Cancellation. A notice of cancellation of a regular meeting shall be given to Directors by phone, fax, first class mail or email and posted in a location open and accessible to the public at least 24 hours before the meeting was scheduled to commence.
- k. Public Comment. On any matter included in the agenda for action by the Board, members of the public shall be allowed to address the Board before action is taken. On any matter not listed on the agenda put within the jurisdiction of the Board, members of the public may address the Board during the public comment period.
 - The Chair may limit the time allowed for comment from members of the public before action is taken on an agenda item to 3 (three) minutes per speaker. These limits may be waived by the Chair or by majority vote of the Board.

ARTICLE V: AGENDAS

- a. Legal Requirements. The Brown Act requires that the agenda for each meeting be posted in places accessible to the public at least 72 hours prior to the meeting and that action may be taken only on posted agenda items. Action may be taken on non-posted items as an exception only in the following instances:
 - 1. Matters where the need to act arises after the deadline for posting the agenda and for which all Directors present or two-thirds of the entire body have made such a determination; and/or
 - 2. Emergency situations which arise when there is a threat of severe impairment to the Public Health and Safety.
 - 3. Matters which are not on the posted agenda and which do not fall within one of the above exceptions may not be acted upon. Such matters may, however, be placed upon the posted agenda of a future meeting for possible action.
- b. Agenda Format. Each agenda shall include the type of meeting (regular or special), date, time and place of meeting, items to be considered with a brief general description of the item of business to be considered.
 - 1. Call to Order
 - 2. Roll Call: The agenda shall state the current number of Directors necessary to form a quorum.



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3. Presentations
4. General Public Comment: Each agenda shall include an item for any member of the public to comment on any matter within the jurisdiction of the Board.
5. Additions or Deletions from the Agenda
6. Approval of the Agenda
7. Consent Calendar: Each regular meeting agenda shall include the approval of the previous regular meeting's minutes, as well as any special meetings that occurred in the interim.
8. Old Business & Standing Agenda Items: If an agenda item is not covered sufficiently during the allotted time, it may be scheduled under Old Business at a designated future meeting.
 - A. Standing Reports may be made as necessary:
 - B. Report of the Chair/Executive Director of the Board on items of interest to the Board.
 - C. Report of the Secretary on items of interest to the Board.
 - D. Report of the Treasurer-Auditor on items of interest to the Board.
 - E. Committee Reports on items of interest to the Board.
9. New Business: If a new item of business requires the attention of the Board and it does not fall within any of the standing reports, it may be scheduled under new business.
10. Staff Report: If the Board has requested information from the Staff and it does not fall under another agenda item, it may be scheduled under staff report.
11. Comments from Board Members
12. Adjournment



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ARTICLE VI: RELATIONSHIP TO TRIPARTITE ADVISORY BOARD

The JPA receives advice and counsel from the Tripartite Advisory Board as the Community Action Agency for purposes of the Community Service Block Grant program and reports to the Tripartite Advisory Board on outcomes and performance. From time to time, the JPA Board will be called upon to appoint individuals to the Tripartite Advisory Board. The appointment of those individuals shall be pursuant to the following:

a. Low Income Representation

- The JPA Board shall designate the Continuum of Care, composed predominately of and representing low-income people in the service area, to elect members from within their group to the Tripartite Advisory Board or if necessary, will choose someone from among their elected officers/board members to serve on the Tripartite Advisory Board.

b. Private Sector Representation

- The JPA Board shall select individuals who are officials or members of business, industry, labor, religious, law enforcement, education, or other major groups and interest in the community served to serve as Private Board Members for the Tripartite Advisory Board.

c. Public Sector Representation

- The JPA Board shall select elected public officials, holding office on the date of selection, or their representatives, except that if the number of such elected officials reasonably available and willing to serve on the board is less than one-third of the membership of the board, appointive public officials or their representatives may be counted in meeting the one third requirement.

ARTICLE VII: FIVE-YEAR REGIONAL STRATEGIC PLAN

On March 17, 2017, the JPA Board voted to approve “Neighbors Helping Neighbors: Forward Together” (“Neighbors Helping Neighbors”), Housing First Solano’s five-year regional strategic plan to respond to homelessness in Solano County.

- a. The JPA Board shall establish an Implementation Planning Committee to advance the core strategies in service of Neighbors Helping Neighbors and provide feedback on JPA planning. The Committee shall report to the JPA and recommend annual implementation plans for the Board’s approval. The JPA Board shall appoint



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Implementation Planning Committee members such that all of the following stakeholder groups are represented throughout the five-year implementation of Neighbors Helping Neighbors:

1. Business community;
2. Faith-based organizations;
3. Formerly homeless individuals and/or people currently experiencing homelessness in Solano County;
4. Healthcare providers;
5. Housing and supportive service providers, including those currently involved in the Continuum of Care, as well as those who are not;
6. Jurisdictions;
7. Law enforcement / criminal justice;
8. Mental health and substance abuse treatment and service providers;
9. Property owners, landlords;
10. Providers with specific experience working with priority subpopulations:
Youth, Families and Children, Older Adults and Seniors, Veterans,
Chronically Homeless;
11. Public Housing Authorities;
12. School system / Dept. of Education;
13. Strategic Planning Work Group members; and
14. Workforce development.

b. Annual Plans. Each annual implementation plan shall include:



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1. The activities to be accomplished to move the plan strategies forward (including an identification of which strategy/goal each activity is intended to support);
2. The parties (individuals or organizations) responsible for each activity;
3. The deadline for completion of each activity;
4. A measurement or metric to determine whether/when each activity is accomplished; and
5. To the extent possible, what necessary future activities will be possible once those included are accomplished.

ARTICLE VIII: CONFLICTS OF INTEREST

- a. Directors are subject to the conflict of interest laws and regulations under 2 CFR 200.317; 2 CFR 200.318; 24 CFR 578.95(a); the California Political Reform Act, Government Code sections 81999 et seq.; California Government Code sections 1090 et seq., the common law prohibition against bias, or any applicable conflict policy for the County of Solano. The JPA also has adopted a Conflict of Interest Code as required by the laws of the State of California. This code is incorporated herein by this reference. If any member of the Board believes he or she may have a conflict of interest on a matter, he or she must seek advice of the City Attorney or County Counsel before voting on such matter.
- b. The Board shall apply a reasonableness standard in determining whether a conflict exists. If a Director has a conflict of interest, he or she shall declare the conflict on the record, refrain from discussing the issue with the Board, and recuse him or herself from voting on the matter.
- c. Each director shall file a Form 700 Statement of Economic Interests annually in accordance with statutory deadlines.

ARTICLE IX: MAINTENANCE OF RECORDS

Files containing Board minutes, correspondence, documents and records shall be maintained in accordance with the following records schedule:



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- a. Financial records, supporting documents, statistical records, and all other records pertinent to a CSBG award shall be retained for a period of five years from the date of submission of the final expenditure report or, for awards that are renewed quarterly or annually, from the date of the submission of the quarterly or annual financial report, as authorized by the Federal awarding agency.
- b. The JPA Board shall retain documentation of Continuum of Care program compliance with environmental review requirements established under 24 CFR part 50. The JPA Board shall supply all available, relevant information necessary for HUD to perform, for each property, any environmental review required by 24 CFR part 50. The JPA Board shall carry out mitigating measures required by HUD or select an alternate eligible property. Such documentation shall confirm that the JPA Board is not operating any Continuum of Care program under which it, its project partners, and their contractors acquires, rehabilitates, converts, leases, repairs, disposes of, demolishes, or constructs property, or commits or expends HUD or local funds for such eligible activities under this part, until HUD has performed an environmental review under 24 CFR part 50 and the JPA Board has received HUD approval of the property.
- c. The JPA shall establish and maintain standard operating procedures for ensuring that Continuum of Care program funds are used in accordance with the requirements of 24 CFR 578.103 and shall establish and maintain sufficient records to enable HUD to determine whether it is meeting the requirements of this part, 24 CFR 578.103 as applicable.
- d. The JPA shall document the types of supportive services provided under any Federal grant program and the amounts spent on those services. The JPA Board shall review these records annually and adjust any service packages offered to program participants as necessary.
- e. In its role as the Collaborative Applicant to the Housing First Solano Continuum of Care, the JPA shall retain, for a period of five calendar years, the following documentation related to establishing and operating a Continuum of Care:
 1. Evidence that the Housing First Solano Continuum of Care Board meets the requirements of 24 CFR 578.5(b);
 2. Evidence that the Housing First Solano Continuum of Care has been established and operated as set forth in 24 CFR 578.103(b), including published agendas and meeting minutes, an approved Governance Charter



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that is reviewed and updated annually, a written process for selecting a board that is reviewed and updated at least once every five years, evidence required for designating a single HMIS for the Continuum, and monitoring reports of recipients and subrecipients; and

3. Evidence that the Housing First Solano Continuum of Care has prepared the application for funds as set forth in 24 CFR §578.9, including the designation of the eligible applicant to be the collaborative applicant.
- f. If any litigation, claim, or audit is started before the expiration of the five-year period, the records shall be retained until all litigation, claims or audit findings involving the records have been resolved and final action taken.
- g. All documents, correspondences, minutes and records are made available to Board members and a website is maintained to readily make documents available to members of the public.

ARTICLE X: FINANCIAL MANAGEMENT SYSTEM

The JPA shall establish policies and procedures governing its financial management system. The policies and procedures for the JPA's financial management system shall be consistent with Subpart E—Cost Principles of 2 CFR 200.302 regarding financial management; 2 CFR 200.305 with regards to payment; 2 CFR 200.328 regarding monitoring and reporting program performance; 2 CFR 200.333 regarding retention requirements for records; 2 CFR 200.334 regarding requests for transfer of records; 2 CFR 200.335 regarding methods for collection, transmission and storage of information; 2 CFR 200.336 regarding access to records; and 2 CFR 200.337 regarding reporting requirements and restrictions on public access to records). The system similarly shall be compliant with 2 CFR 200.450 with regards to lobbying.

ARTICLE XI: INTERNAL CONTROLS

The JPA Board shall:

- a. Establish and maintain effective internal controls over all Federal awards that provides reasonable assurance that the non-Federal entity is managing the Federal award in compliance with Federal statutes, regulations, and the terms and conditions of the Federal award. These internal controls shall follow guidance in “Standards for Internal Control in the Federal Government” issued by the



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Comptroller General of the United States or the “Internal Control Integrated Framework”, issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

- b. Comply with Federal statutes, regulations, and the terms and conditions of the Federal awards.
- c. Evaluate and monitor the JPA’s compliance with statutes, regulations and the terms and conditions of Federal awards.
- d. Take prompt action when instances of noncompliance are identified including noncompliance identified in audit findings.

ARTICLE XII: PROCUREMENT

The JPA shall establish procurement procedures which reflect applicable [State](#), local, and tribal laws and regulations, provided that the procurements conform to applicable Federal law and the standards identified in 2 CFR 200.318 and 2 CFR 200.319.

ARTICLE XIII: HMIS LEAD

In its role as HMIS Lead to the Housing First Solano Continuum of Care, the JPA shall comply with the Housing First Solano Continuum of Care HMIS Policies and Procedures Manual.

ARTICLE XIV: SUBRECIPIENT MONITORING

Pursuant to 24 CFR 578.23(c)(ii), the JPA Board shall monitor subrecipients at least annually. The JPA Board shall follow the monitoring policies and procedures outlined in CPD Monitoring Handbook 6509.2 and any of its future revisions.

ARTICLE XV: DRUG FREE WORKFORCE

The JPA shall operate in accordance with the [Drug-Free Workplace Act](#) of 1988 ([41 U.S.C. 701, et seq.](#)) and [HUD's](#) implementing regulations at [2 CFR part 2429, and any amendments to those provisions hereafter.](#)

ARTICLE XVI: SEPARABILITY



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If any section, subsection, paragraph or phrase of these bylaws is for any reason held to be illegal or unconstitutional, such decision shall not affect the validity of the remaining portion of the bylaws.

ARTICLE XVII: LIABILITY

Each officer shall be covered by their respective jurisdictions and the JPA shall carry general liability insurance.

ARTICLE XVIII: AMENDMENTS

Proposed bylaw amendments shall be presented at a regular meeting of the Board and voted on at the next regular meeting. These bylaws thereto may be amended only at a meeting with a quorum present, by a two-thirds majority vote of the Board members present.

Adopted: May 25, 2017