



COMMUNITY ACTION PARTNERSHIP SOLANO JOINT POWERS AUTHORITY

BYLAWS of BOARD OF DIRECTORS OF THE CAP SOLANO JPA (CAP² BOARD)

ARTICLE 1. OVERVIEW

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 legal entity¹ known as the Community Action Partnership of Solano JPA.

1. 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, 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 Joint Powers Authority Act ("the Act") Government Code §6500, et seq., as a Joint Powers Agreement.

An amended and restated JPA took effect September 22, 2022 which was signed by all Agencies including the addition of the City of Dixon.

2. PURPOSE

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,

¹ "Legal entity" means Administrative Entity for state funding and Collaborative Applicant for federal funding.

state, local, and other funding to support the JPA's mission.

For the purposes of obtaining funding from federal, state, and other sources, the JPA functions as the Community Action Agency and the legal entity for the Housing First Solano Continuum of Care.

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 specifically described in the Agreement.

ARTICLE II. DEFINITIONS

The definitions of terms used in these Bylaws shall be the same as are contained in the Amended and Restated Joint Powers Agreement establishing the Community Action Partnership of Solano hereinafter called CAP Solano or the JPA, unless otherwise expressly provided.

ARTICLE III. OFFICES

CAP Solano's principal office for the transaction of business is located at 1000 Webster Street, Fairfield, CA. The Board of Directors may change the location of the principal office from time to time.

The Board may establish one or more subordinate offices at any place or places where CAP Solano is qualified to do business.

ARTICLE IV. MEETINGS OF THE BOARD OF DIRECTORS

1. Regular Meetings

a. Time Held

The Board of Directors shall set a regular time and place of meeting adopted by the Board of Directors in accordance with the Ralph M Brown Act. These meetings should, if at all possible, be scheduled at least one calendar year in advance. Unless otherwise changed by a majority vote of the Voting Directors at a regular meeting, these meetings shall be held at 6:30 p.m. on the 3rd Thursday of each month or at any other time as set by the Chair of the Board, or by a majority of the members of the Board as necessary. Should any of these days fall upon a legal holiday, the meeting of the Board shall be held on the same day of the following week.

b. 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.

c. Business to be Transacted

The Board shall review, modify if necessary, and adopt the annual operating budget prior to the commencement of the fiscal year.

At the first yearly regular meeting or as soon as may be convenient, the Board shall elect officers as required by the Agreement and these Bylaws.

At any meeting, the Board may transact any other business within its powers, and receive reports of the operations and affairs of CAP Solano in accordance with the Brown Act.

d. Notice

Notice of each regular meeting of the Board shall be properly noticed to the public in accordance with the Brown Act and shall be delivered to each Voting and Alternate Director with copies to each Member Agency at least 72 hours in advance of the meeting. In accordance with the Brown Act, the notice shall specify:

- i. The place, date and hour of the meeting.
- ii. Those matters which are intended to be presented for action by the Board.
- iii. The general nature of any proposal for action by the Board concerning a change in the JPA Agreement or these Bylaws, a change in the membership of CAP Solano, or any other matter substantially affecting the rights and obligations of the members.

Items not included in the noticed agenda may be added in accordance with Section 54954.2 of the California Government Code if the Board determines by a 4/5ths vote of the Board (or a unanimous vote if less than 4/5ths are present) that there is a need to take action immediately and that need for action arose after the agenda was posted.

2. Special Meetings

A special meeting of the Board of Director may be called at any time by the Chair of the Board, or by a majority of the members of the Board subject to the requirement for 24-hour written notice to the members and to requesting representatives of the media provided in Section 54956 of the California Government Code. The notice of a special meeting shall specify the time and place of the meeting and the business to be transacted. No other business shall be considered at the meeting.

3. Place of Meeting

Meetings shall be held at the Solano County Administration Center, or at some other location as determined by the Board. All meetings shall be open to the public, except such closed sessions as permitted by law and shall be properly noticed in accordance with the Brown Act.

4. Adjourned Meetings

Any meeting of the Board may be adjourned to any date and time when necessary for the

transaction of business, whether or not a quorum has been established. If a quorum is not established, no business other than adjournment may be transacted.

ARTICLE V. OFFICERS

1. Officers

The officers of the Board are the Chair, the Vice Chair, the Secretary, and the Treasurer and Auditor.

a. Chair. The JPA shall have a Chair selected by the Board and who shall perform the duties normal to said office. The Chair may sign contracts on behalf of the JPA and shall perform such other duties as may be imposed by the Board. Unless otherwise approved or designated by the JPA Board, the Chair shall serve as the Executive Director of the JPA

b. Vice-Chair. The JPA shall have a Vice-Chair who shall be a Director and who shall be elected 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 may elect a Chair pro tempore to exercise the powers and assume the duties of the Chair during the absence.

c. Secretary. The Board of Directors may designate a representative to serve as Secretary to the Board of Directors.

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 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. 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.

2. Selection

At the first regular meeting of the calendar year, the Chair and the Vice Chair shall be elected by majority vote of the Voting Directors present. The selection of Chair shall rotate between each of the Member Agencies according to the initial rotation, attached as Exhibit A, unless modified by a majority vote of the Voting Directors.

3. Term of Office

The Chair and Vice Chair shall be selected for a period of one year or until such time as a successor has been selected by the Board pursuant to these Bylaws. In the event of a vacancy, the Board shall fill the vacancy within 30 days from the date of such vacancy.

4. Absence of Chair

During the absence of the Chair, the Vice Chair shall preside. In the event that both the Chair and Vice Chair are absent, the remaining members will select someone to temporarily preside.

5. Removal and Vacancies

The Board of Directors may remove an officer at any time upon a majority vote of the Voting Directors. In the event that the office of Chair or Vice Chair becomes vacant, the Board, within 30 days from the date of such vacancy, will select one of its Voting Directors to fill that office.

6. 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. **7.**

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.

ARTICLE VI. PUBLIC PARTICIPATION

1. Policy

The policy of the Board is to permit public participation in Board meetings. The Chair may expand or limit the time for addressing any agenda item, including comments during the Items from the Public portion of the agenda. All persons who wish to speak on any agenda item should fill out a Speaker Card and deliver it to the Clerk before the Board considers the particular item unless invited to speak by the Chair or a Director. Persons making comments shall first be recognized by the Chair and may be asked to give their name for the record but may not be prohibited from speaking if no name is provided.

2. Time Limit

As a general policy, each speaker shall be limited to a three (3) minute comment, unless the agenda notes a different time limit for an item or additional time granted by the Chair. The speaker's comments should be directed to the Chair and the Board as a whole and not to any particular Director or staff member.

3. Opportunity for Public Comment

At each regular meeting, the Board will hear public comments, designated as “Items from the Public,” on any subject matter within the jurisdiction of the Board and which is not an item on the agenda. The public will be offered an opportunity to speak on all items on the agenda.

ARTICLE VII. MOTIONS DURING MEETINGS

1. Actions by Motion

Action of the Board shall be taken by motion and shall require the affirmative vote of a majority of the Voting Directors. Any action of the Board may be proposed by the motion of any Member. Such a motion, if seconded by any Member, shall be on the floor and must be considered. If a motion is not seconded, the motion fails for lack of a second, and the Chair shall so declare.

2. Withdrawal of Motions

A motion may be withdrawn by its maker at any time before adoption or rejection, with the consent of the second. Absent the consent of the second, the motion shall remain on the floor. The second to a motion may be withdrawn by the second at any time before adoption or rejection of the motion. Upon withdrawal of the second, the motion will be lost for lack of a second and so declared by the Chair unless seconded by another Member.

3. Debate of Motion

a) After a motion has been seconded, any Member may discuss the subject of the motion. When no Member wishes to discuss the motion further, the Chair shall call for a vote on the motion. At any time after a motion has been seconded, any Member who has the floor may call for the question. The Chair may call for the vote if it appears that further discussion will be repetitious or that a majority of the Members present concur in the call.

b) If a motion with a second contains two or more separable propositions, the Chair may, and on request of a Member shall, divide the motion.

c) When an “original motion” or question is under debate, no motion shall be received unless:

- (1) To adjourn;
- (2) To lay on the table;
- (3) To consider the previous question;
- (4) To postpone to a certain date;
- (5) To refer to committee;
- (6) To amend;
- (7) To postpone indefinitely.

These motions shall have preference in the above order.

- d) A motion to adjourn or a motion to fix time of adjournment shall be decided with debate.
- e) At any time after a motion has been seconded, any Member may move to table the motion. If the motion to table is seconded, the Chair shall forthwith call for a vote on such motion. A motion to table shall include all amendments to the original motion. A motion to table an item is not debatable and no further discussion or debate shall be permitted on either the original motion or the motion to table. If the motion to table does not pass, consideration of the original motion will continue. If the motion to table does pass, the original motion will remain on the floor but may not again be considered at that meeting unless a motion to remove the original motion from the table is passed. The original motion may then be considered and voted upon at the next regular meeting of the Board unless again tabled. If not considered at such meeting, it will be deemed lost. For the purposes of this subsection, an adjourned meeting shall be considered a separate meeting.
- f) A motion to consider the previous question shall preclude all amendment from debate to the main question and shall be put in the form "shall the main question be put to a vote."
- g) A motion to refer to committee shall specify the purpose of the committee, the length of time the committee shall serve, and the times and methods by which the committee shall report to the Board.

4. Amendment of Motions

A motion on the floor may be amended by motion at any time before adoption or rejection. If the motion to amend fails, the original motion will be voted upon. If the motion to amend passes, the amendment is adopted and, thereafter, the original motion, as amended, will be voted upon.

5. Motion to Reconsider

A motion to reconsider any action taken by the Board, whether acting in a legislative or quasi-judicial capacity, may be made at the same meeting, at a recessed or adjourned session of that meeting, or at the next subsequent meeting; provided, however, that the Board may only reconsider a resolution or motion authorizing or relating to the approval of a contract before the actual execution of the contract. Only a Member who voted with the prevailing side may make the motion. After a vote on the motion, there shall be no other motion to reconsider the same question without the unanimous consent of the Board within that calendar year.

ARTICLE VIII. FISCAL YEAR

The fiscal year of CAP Solano shall be from July 1 to June 30.

ARTICLE IXI. ADVISORY COMMITTEES

1. Power to Create

In addition to the Technical Advisory Committee, the Board may create and appoint advisory

committees when deemed necessary for the proper conduct of the Board's business. The Board shall direct the committees to perform acts or study matters that are within the Board's authority to perform or resolve and that are legally delegated. The Board shall not assign nor delegate to the committees to any action or undertaking which state law or the Agreement identifies as a duty or function of a district administrative or executive officer.

2. Chair's Authority to create Ad Hoc Committee

The Chair, in his or her sole discretion, may create and appoint ad hoc committees when deemed necessary for the proper conduct of the CAP Solano' business.

ARTICLE X. RELATIONSHIP OF JPA TO TRIPARTITE ADVISORY BOARD

As the Community Action Agency, the JPA receives advice and counsel from the Tripartite Advisory Board 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:

1. 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.

2. 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.

3. 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 XI. AMENDMENTS

These Bylaws may be amended at any time by a majority vote of the Voting Directors.

ARTICLE XII. PARLIMENTARY PROCEDURE

These Bylaws shall govern the proceedings of the Board. In all situations not covered by these Bylaws or any provision of law, the proceedings shall be determined by a majority Vote of the Voting Directors.

ARTICLE XIV. COMMUNICATION WITH MEMBER AGENCIES

Copies of each Board agenda will be forwarded to each member agency and copies of the minutes from each Board meeting will be distributed upon their approval by the Board.

ARTICLE XV. CONFLICTS OF INTEREST

1. Each member of the Board is 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.

2. The JPA will adopt 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 will inform the Board of the conflict and excuse themselves from the meeting or deliberations during such discussions

3. The Board shall apply a reasonableness standard in determining whether a conflict exists. If a member of the Board 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.

4. Each member of the Board shall file a Form 700 Statement of Economic Interests annually with the County in accordance with statutory deadlines.

5. Each member of the Board is required to review and sign the Conflict of Interest Annual Statement which will be provided to the Board on an annual basis.

ARTICLE XVI. COMPLIANCE WITH POLICIES AND PROCEDURES

The Board shall maintain policies and procedures for the JPA and the Continuum of Care which are incorporated by reference. There policies and procedures include the following key elements which must adhered to:

1. Conflict of Interest and Code of Conduct Policy
2. Conflict of Interest Annual Statement
3. Personnel

4. Maintenance of Records
5. Financial Management
6. Internal Controls
7. Grievance Policy
8. Procurement
9. HMIS Policies and Procedures
10. Subrecipient Monitoring
11. Drug Free Workplace
12. Liability

Adopted: October 20, 2022

Revised: November 17, 2022

Exhibit A
CAP² Solano Proposed Rotation of Chair/Vice Chair

1st year 2023

Solano County, Chair
Benicia, Vice Chair
Fairfield, Former Vice Chair

5th year 2027

Rio Vista, Chair
Suisun, Vice Chair
Fairfield, Former Chair

2nd year 2024

Benicia, Chair
Dixon, Vice Chair
Solano County, Former Chair

6th year 2028

Suisun, Chair
Vacaville, Vice Chair
Rio Vista, Former Chair

3rd year 2025

Dixon, Chair
Fairfield, Vice Chair
Benicia, Former Chair

7th year 2029

Vacaville, Chair
Vallejo, Vice Chair
Suisun, Former Chair

4th year 2026

Fairfield, Chair
Rio Vista, Vice Chair
Dixon, Former Chair

8th year 2030

Vallejo, Chair
Solano County, Vice Chair
Vacaville, Former Chair