



# Memorandum

**TO:** EXECUTIVE COMMITTEE

**FROM:** Kerry Adams Hapner

**SUBJECT:** ARTS COMMISSION BYLAWS

**DATE:** August 4, 2023

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## **RECOMMENDATION**

To forward the recommendation to the Arts Commission to review and accept the revised Rules for the Conduct of Business (Bylaws) of the San José Arts Commission.

## **BACKGROUND**

[Council Policy 0-4, Consolidated Policy Governing Boards and Commissions](#), requires most boards and commissions, with several exceptions, to operate under a standardized set of Bylaws developed by the Office of the City Clerk.

In August 2018, the Office of the City Clerk desired to amend Council Policy 0-4 to address various issues and inconsistencies. One of the amendments the City Clerk made pertains to the Bylaws for the Boards and Commissions.

## **ANALYSIS**

As amended, Council Policy 0-4 now requires:

- All City Commissions, except the Airport Commission, Appeals Hearing Board, Civil Service Commission, Salary Setting Commission, Board of Fair Campaign and Political Practices, and Planning Commission, to operate under a standardized set of Bylaws developed by the Office of the City Clerk. Any deviation from the standardized Bylaws must be approved by the Rules and Open Government Committee, or other designated Council Committee, of the City Council; and
- Commission websites to post Bylaws, annual workplan, supporting documents to agenda and minutes.

The revised Council Policy 0-4 was adopted by the City Council in March 2020. Upon approval, the selected Boards and Commissions are required to operate under the standardized Bylaws

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template. By-laws will also be required to be posted on the Commission's website for the public to view. On a limited basis, Bylaws may be customized to reflect items that may pertain to matters specific to a particular commission. Any such additions or modifications would have to be approved by the Commission as a whole and the appropriate City Council Committee.

/s/

KERRY ADAMS HAPNER  
Director of Cultural Affairs

Attachment: Draft of the Arts Commission Bylaws.

# COMMISSION BYLAWS TEMPLATE

## A RESOLUTION OF THE ARTS COMMISSION ADOPTING AND ESTABLISHING RULES FOR THE CONDUCT OF ITS MEETINGS PROCEEDINGS AND BUSINESS, AND REPEALING THE PREVIOUS RESOLUTION

*WHEREAS*, the Arts Commission has found it necessary and desirable to adopt Rules of Order for the conduct of its business, now therefore,

*BE IT RESOLVED BY THE* Arts Commission of the City of San Jose that the Commission does hereby adopt Rules of Order for the conduct of its business, as follows:

### RULES OF ORDER

#### ARTICLE I GENERAL PROVISIONS

**Section 100. DEFINITIONS.** As used in these rules, unless the context clearly indicates otherwise:

- (a) "Commission" means the Arts Commission;
- (b) "Brown Act" means the Ralph M. Brown Act, California Government Code Sections 54950 et seq., as amended.

**Section 101. GENERAL.** The name of the Commission, the number of its members, the members' qualifications, and their appointment, removal and terms of office shall be prescribed by San José Municipal Code Chapter 2.08.

**Section 102. OFFICE.** San Jose City Hall, 200 E. Santa Clara Street, San Jose, California, is designated as the office of the Commission.

**Section 103. REGULAR MEETING PLACE.** Except as the Commission may from time to time provide an alternate location, the regular meeting place of the Commission shall be in San Jose City Hall, 200 E. Santa Clara Street, San Jose, California in a room to be designated on the meeting agenda. If a meeting cannot be held at the regular meeting place of the Commission or other City property, meetings may be held at any place designated by the Chairperson.

**Section 104. RECORDS.** All books, records, papers, tapes and minutes of the Commission meetings shall be maintained in the Office of Cultural Affairs, San Jose City Hall, 200 E. Santa Clara Street.

**Section 105. FORMER COMMISSION MEMBERS.** Former Commission members shall be treated as members of the public. Emeritus members shall not be allowed.

**ARTICLE II**  
**OFFICERS**  
**CHAIR AND VICE CHAIR**

**Section 200. ELECTION.** The Chair and Vice-Chair of the Commission shall be elected by the Commission from its membership by signed ballot vote or by oral vote at a Commission meeting.

**Section 201. TERMS OF OFFICE.** The Chair and Vice-Chair shall be elected for terms of one (1) year commencing at noon on the first meeting day of July, and continuing to the first meeting day of June of the succeeding year. Elections of the Chair and Vice-Chair shall be conducted at the first meeting of the Commission immediately following the expiration of the terms of office. The Chair and Vice-Chair shall serve at the pleasure of the Commission during the term of office and may be removed from office by the Commission at any time for any reason. [select appropriate month and language based on the Commissions terms].

**Section 202. VACANCIES IN OFFICE.** The office of the Chair or Vice-Chair shall become vacant before the expiration of his or her term of office upon the happening of any of the events set forth in sub-sections (A) and (B) of Section 2.08.050 of the City of San José Municipal Code, or upon such officer's absence pursuant to Section 2.08.060, unless excused by the Rules and Open Government Committee. If the Chair or Vice-Chair should cease to be a member of the Commission, or if for any other reason the office of the Chair or Vice-Chair should become vacant prior to the expiration of the term of office, the Commission shall elect a successor to the office of Chair or Vice-Chair for the unexpired portion of the term.

**Section 203. CHAIR, POWERS AND DUTIES.** The Chair shall have the following powers and duties:

- (a) The Chair shall preside at all meetings of the Commission.
- (b) The Chair shall conduct meetings in accordance with the San José Municipal Code, the approved Bylaws, Council Policy 0-4 (Consolidated Policy Governing Boards and Commissions), Council Policy 0-37 (Code of Conduct for Public Meetings in the Council Chambers and Committee Rooms), and Robert Rules of Order. It is the responsibility of the Chair to make sure that matters before the Commission are dealt with in an orderly, efficient manner.
- (c) The Chair shall sign all written resolutions of the Commission and all minutes of all meetings of the Commission which are approved by the Commission.

- (d) The Chair shall perform all other duties which may be required by the City of San José Municipal Code, by ordinance of the City of San Jose, or by resolution or order of the Commission consistent with the Municipal Code and the ordinances of the City of San Jose.

**Section 204. VICE CHAIR, POWERS AND DUTIES.** The Vice-Chair shall have the following powers and duties:

- (a) In the event of and during the absence of the Chair, he or she shall preside as Chair at all meetings of the Commission and shall have and perform all other powers and duties of the Chair; and
- (b) He or she shall perform all duties which may be required of the Vice-Chair by the City Charter, by ordinance or Council Policy of the City of San Jose, or by resolution or order of the Commission consistent with the Charter, ordinances and policies of the City of San Jose.

**ARTICLE III**  
**OFFICERS**  
**CHAIR PRO TEMPORE**

**Section 300.** In the event of vacancies in offices of the Chair and Vice-Chair, or in the event of the absence of the Chair and Vice-Chair, at the time of any meeting, the Commission may elect one of its members Chair Pro Tempore to preside over such meeting during such vacancies or absences. The Chair Pro Tempore shall have all the powers and duties of the Chair during such meeting.

**ARTICLE IV**  
**SECRETARY**

**Section 400. APPOINTMENT.** The Secretary shall be the City staff person designated to serve as such by the City Administration.

**Section 401. POWERS AND DUTIES.** The Secretary shall have the following powers and duties:

- (a) The Secretary shall attend all meetings of the Commission and shall record or keep minutes of all that transpires;
- (b) The Secretary shall attest all minutes of the meetings of the Commission;
- (c) The Secretary shall preserve, and be custodian of, all books, records, papers and tapes of the Commission. Whenever necessary he or she shall certify true copies of Commission documents; and

- (d) The Secretary shall provide to the Commission agendas and agenda packets, and submit Commission letters, communications and recommendations to the Council.
- (e) The Secretary shall perform all duties required of him or her by these rules and regulations, Council Policy 0-4 (Consolidated Policy Governing Boards and Commissions), and/or required of him or her by resolution or order of the Commission consistent with the City of San José Municipal Code and ordinances of the City of San Jose.

## **ARTICLE V** **MEETINGS**

**Section 500. GENERAL.** Except as otherwise provided by this article, meetings of the Commission shall be open and public and shall comply with the requirements of the Brown Act and the City Council's Consolidated Open Government and Ethics Resolution.

**Section 501. REGULAR MEETINGS.** Regular meetings of the Commission shall be at the time and place designated by the Commission in coordination with the City Administration. If the time scheduled for a regular meeting falls on a City Holiday, the regular meeting shall be held on the next succeeding business day.

**Section 502. SPECIAL MEETINGS.** A special meeting may be called at any time by the Chair of the Commission, or by a majority of its membership, in accordance with the Brown Act and the additional rules of procedure as described in the City Council's Consolidated Open Government and Ethics Resolution. The agenda shall specify the time and place of the special meeting and the business to be transacted; no other business shall be considered by the Commission at the special meeting.

**Section 503. ADJOURNMENT – ADJOURNED MEETINGS.** The Commission may adjourn any regular, adjourned regular, special or adjourned meeting to a time and place specified in the order of adjournment; a majority of members present, even though less than a quorum may so adjourn. If all members are absent from a regular or adjourned regular meeting, the Secretary of the Commission may declare the meeting adjourned to a stated time and place; and he shall cause a written notice of the adjournment to be given in the manner provided in Section 502 for special meetings. A copy of the order or notice of adjournment shall be posted conspicuously on or near the door of the place where the regular, adjourned regular, special or adjourned special meeting was held within twenty-four (24) hours after the time of adjournment.

When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings.

**Section 504. CONTINUANCE.** A convened meeting, or any meeting ordered or noticed to be held, may by order or notice of continuance, be continued or recontinued to any subsequent meeting of the Commission in the same manner and to the same extent set forth in Section 503 for the adjournment of meetings; provided, if a hearing is continued to a time less than twenty-four (24) hours after the time specified in the notice or order of hearing, a copy of the order or notice of continuance shall be posted immediately following the meeting which orders or declares the continuance.

## **ARTICLE VI** **MEETING AGENDA AND PROCEDURE**

**Section 600. AGENDA.** The Commission shall provide for an agenda. No discussion may be held of any item that is not on the agenda. The Secretary shall prepare and distribute the agenda for the Commission.

**Section 601. QUORUM.** Six (6) members, being a majority of the total number of seats of the Commission, whether filled or vacant, shall constitute a quorum to transact business. Less than a quorum may adjourn the meeting or adjourn the meeting to a stated time. **[quorum is 50% of seats, plus 1. Change the quorum as appropriate for your commission]**

**Section 602. VOTING.** No action shall be taken by the Commission except by affirmative vote of a simple majority of those voting, as long as there is a quorum present.

**Section 603. MANNER AND RECORDATION OF VOTES.** Voting by members of the Commission shall be by “ayes” and “noes,” and the result of each vote shall be entered by the Secretary in the record of the Commission proceedings. Upon the request of any Commission member, a roll call vote shall be taken on any matter upon which a vote is called, and each vote shall be recorded by the Secretary to the record of the Commission proceedings.

**Section 604. ORDER OF BUSINESS.** At regular meetings of the Commission the order of business shall be conducted in accordance with the requirements of the Brown Act and the City Council’s Consolidated Open Government and Ethics Resolution. The order of business may be changed at any meeting by the Commission.

ADOPTED this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_, by the following vote:

AYES: Commissioners –  
NOES: Commissioners –  
ABSENT: Commissioners –

\_\_\_\_\_

Chair

Arts Commission

Attest:

Arts Commission

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Tina Iv - Secretary