

Orange County Historical Commission Bylaws
(Revised 6/7/2022)

Article I. Name of Organization

A. The name of this organization shall be the Orange County Historical Commission, hereinafter referred to as "Commission"

B. The official location and mailing address of the Commission shall be:

Irvine Ranch Historic Park
13042 Old Myford Road
Irvine, California 92602

Article II. Establishment of Commission

The members of the Commission are appointed by the Orange County ("County") Board of Supervisors ("Board") pursuant to Board Resolution No. 73-957 and reviewed in Resolutions 77-280, 80-27, and 80-1744.

Article III. Purpose and Functions

A. The purpose of the Commission shall be to work with the County in the areas of:

1. History
2. Archaeology
3. Paleontology
4. Archives
5. Historic Preservation

B. In accordance with (Board Resolution Nos. 73-957, 77-280, 80-27, and 80-1744, the functions of the Commission as they relate to the above subject areas are as follows:

1. Advise the Board of Supervisors, and render reports of programs and activities to the Board of Supervisors at such intervals and times as needed.
2. Identify buildings, sites, structures, objects, and districts of historical importance in Orange County, and promote their preservation and use.
3. Encourage efforts in related cultural and environmental fields.

4. Stimulate and encourage financial support for projects, particularly from private sources such as foundations and businesses.
5. Coordinate programs of a countywide nature and act as a liaison among local organizations.
6. Advise and aid public or private organizations in efforts to meet natural history, history, and other museum needs and explore the feasibility of county assistance in the search for grants or other appropriate funding.
7. Stimulate and encourage research, writing, and publication, particularly relating to Orange County.
8. Develop and maintain a central file of sources relating to Orange County's past.
9. Encourage and facilitate cooperation between local historical societies and organizations.
10. Assist and advise County agencies and departments in overseeing programs including the County Archives, historical facilities, and environmental review.

Article IV. Appointment and Membership

A. Membership of the Commission is to be composed as follows:

1. There shall be fifteen (15) members that comprise the Commission.
 - a. All members of the Commission shall be appointed by the Board with three members for each Supervisorial District.
 - b. Each member shall have the right to vote.

B. Qualifications for Commission Membership

1. The following criteria will be used for all membership appointments:
 - a. Residency and Voting Requirements: Except where the Board finds it is in the best interest of the County to waive voter and residency requirements, all members of the Commission shall be:
 - i. Registered voters in the County; and,
 - ii. Reside in the district of the nominating member of the Board of Supervisors, unless Supervisor representing

the district where the nominee resides provides written consent for the nomination.

C. Length of Commission Membership

1. All regular Commission member appointments shall be for a term concurrent with the term of office of the nominating member of the Board of Supervisors. A member of the Commission whose term of office is expiring with that of the nominating Supervisor shall have the option of reapplying for membership for appointment.
2. Any member may have membership terminated by a majority vote of the Board or the appointing authority.
3. Vacancies shall be filled in the manner of the original appointment.
4. Appointments made to fill a vacancy left by a member before the expiration of the term of that member shall be for the remaining term of that member.
5. Pursuant to Government Code section 1302, a member whose term has expired shall continue serving as a member until reappointed or replaced.

Article V. Commission Officers

A. Commission officers shall consist of:

1. Chair
 - a. It shall be the duty of the Chair to preside at meetings of the Commission, call special meetings when necessary, be responsible for the monthly agenda, and appoint committees. The Chair also shall be responsible for communicating Commission requests for Board action to the Board of Supervisors and for fulfilling any other responsibilities as determined by Administrative Procedure – Operation of County Committees and Commissions – 0112-13R. The Chair, or designee, shall have the sole authority to speak on behalf of the Commission in writing or at public meetings.

The Chair may invite participation on Committees by Orange County department heads, or designees, or others.

2. Vice-Chair
 - a. The Vice-Chair shall, upon request of the Chair, assist the Chair. The Vice-Chair shall perform the duties of the Chair in

the Chair's absence, resignation, or if the office of Chair is vacant.

- B. Terms for officers of the Commission shall be for one year.
- C. No person, except a member of the Board, may serve as Chair of a Board, Commission, or Committee ("BCC") for more than three consecutive terms.
- D. No person, except a member of the Board, may serve simultaneously as Chair for two or more BCCs.
- E. Election of officers shall be held annually during the last Commission meeting of each calendar year by majority vote, a quorum being present.
 - 1. Nominating Committee: A nominating committee composed of three (3) members shall be elected at the November meeting by Commission members. The committee shall select a committee chair and meet to select nominees for Chair and Vice-Chair. The committee chair shall report at the December meeting. Nominations from the floor may be made at the time of the election in December by any member. No nomination may be made without consent of the nominee.
 - 2. Special Election: A special election may be called by a majority of Commission members should either of the elected offices become vacant.
 - 3. Ad-hoc Chair: In the absence of the Chair and Vice-Chair, a majority of those members present may elect an ad-hoc Chair.
 - 4. Recall: The Chair and/or the Vice-Chair of the Commission may be recalled from office by a two-thirds (2/3) affirmative vote of members.
- F. Executive Officer: The Director of OC Parks shall appoint an Executive Officer. The Executive Officer shall be responsible for accurately recording Commission action in the summary action minutes, maintaining and distributing these summary action minutes, and including approval of the summary action minutes as an agenda item for the next regular Commission meeting. The official minutes of the Commission meeting shall be the audio recording of the meeting which shall be maintained for a period not less than three years. The Executive Officer shall assist in the preparation of the agenda and distribute the agenda for regular meetings to each member. The Executive Officer shall attend to correspondence and other business as directed by the Chair or by Commission action, maintain files and attendance records, and assist with the preparation of an annual budget. The Executive Officer shall be responsible for giving notice of meetings. Agency staff assigned to the Commission may assist the Executive Officer.

Article VI. Duties of Members

- A. Members shall attend meetings of the Commission and of committees to which they are appointed. The Executive Committee shall regularly review member attendance at Commission and committee meetings.
- B. Members shall notify the Chairperson of the Commission of any expected absence for a meeting by 5:00 p.m. of the day before a regularly scheduled Commission meeting, indicating good and sufficient reasons for the absence.
 - 1. Members shall **also** notify the Executive Officer of intended absences in advance of the scheduled meeting. The Executive Officer shall record absences in the summary action minutes of the Commission meeting.
- C. In the performance of its responsibilities, the Commission shall not engage in nor employ any unlawfully discriminatory practices in the provision of services or benefits, assignment of accommodations, treatment, employment of personnel or in any other respect on the basis of sex, race, color, ethnicity, national origin, ancestry, religion, age, marital status, medical condition, sexual orientation, physical or mental disability or any other protected group in accordance with the requirements of all applicable County, state, or federal laws.
- D. Members of the Commission shall comply with the County Equal Employment Opportunity and Anti-Harassment Policy and Procedures.
- E. Members of the Commission shall comply with County Code of Ethics.
- F. Members of the Commission shall operate strictly within designated purposes of the Commission.

Article VII. Committees and Subcommittees

- A. There shall be an Executive Committee comprised of:
 - 1. The Chairperson of the Commission.
 - 2. The Vice Chairperson of the Commission
 - 3. The immediate past Chair of the Commission.
 - 4. Commissioners, to be appointed by the Chair.

The Executive Committee shall meet at a time and place determined by the Chair to advise and assist in the conduct of the business of the Commission. It shall make reports and recommendations to the Commission. **The**

Executive Committee shall review the Commission Bylaws and suggest amendments to the Commission in accordance with Article XIII below.

- B. **Standing Committees:** The Commission Chair shall name all standing and special committees whose appointment or election is not otherwise provided for in these Bylaws. Standing committees shall carry out substantive responsibilities as listed in the Purpose of the Commission.

Terms of appointment to standing committees shall be for one year.

- C. **Ad Hoc Committees:** The Chairperson may establish ad hoc committees of less than a quorum of the Commission's membership to accomplish time-limited tasks that support the goals of the Commission.

Terms of appointment for ad hoc committees shall be for the period of time required to fulfill the ad hoc committee's purpose.

- D. **Subcommittees:** The Commission's potential purposes for subcommittees are sufficiently satisfied by the Commission's authority to create standing and ad-hoc committees to serve those purposes.

Article VIII. Meeting and Actions

- A. **Meeting Time:** The Commission shall meet regularly at a time to be determined by the Commission, generally on the **first** Tuesday of each month at the Orange County Hall of Administration, located at 333 W. Santa Ana Blvd., Santa Ana, California, or as rescheduled by the Commission. As per Brown Act regulations, all changes will be posted publicly 72 hours prior to the meeting date/time on the meeting agenda.

- B. The Commission shall, at its first meeting of each year, adopt a schedule of regular meetings and transmit that schedule in writing to members, the Board, and the public at large.

- C. All Commission meetings shall be open, public and noticed in conformance with the provisions of the Ralph M. Brown Act, California Government Code section 54950 et seq., as amended and held at a location within Orange County, California that satisfies the access requirements of the Americans with Disabilities Act.

- D. Special meetings of the Commission may be called either by the Chairperson, or by the Vice-Chair in the Chair's absence, or at the request of a majority of Commission members made to the Executive Officer of the Commission. Notice of special meetings shall:

1. Be delivered to members personally, by mail or electronically, and must be received no later than 24 hours in advance of the meeting.

2. State the business to be considered and whether alternative technological means may be used such as telephone or video conferencing, as technological resource availability permits and as permissible by the Ralph M. Brown Act.

E. Quorum Requirements

1. Quorum requirements are as follows:
 - a. General Meetings: Quorum shall be no less than 50%+1 of the membership.
 - b. Executive Committee: Quorum shall be no less than 50%+1 of the Committee membership. However, if there are unfilled vacancies in the membership of the Executive Committee, then the quorum requirement will be proportionately reduced.
 - c. Standing Committees: Quorum shall be the members present, but no less than three (3).
2. If a quorum is not present at a meeting, the meeting may be held by agreement among the members present, but no official action may be taken.

F. Voting Majority: Decisions and acts made by majority vote of the members at any duly constituted meeting shall be regarded as acts of the Commission, except as otherwise provided by these Bylaws.

1. Members choosing to abstain from voting on specific actions will not affect majority requirements. Abstentions are considered a “non-vote” – neither a vote in the affirmative nor in the negative. However, in order for an action to be passed, a majority of the quorum casting votes must vote in the affirmative.

For example: If, at a standing committee meeting, six (6) voting members of the committee are present to vote, and on a particular motion, three (3) vote in the affirmative, two (2) vote in the negative, and one (1) member abstains, the motion passes.

G. Voting by Proxy: Members of the Board and the County Executive Officer who serve as Commission members may designate a substitute to attend a Commission meeting on their behalf and vote on any action item by submitting the member’s signed proxy to the Commission Chairperson at the start of the meeting.

H. Minutes: The Clerk of the Commission shall prepare and publish the minutes for each meeting of the Commission.

- I. Cancellation: The Chair, or Vice-Chair in the Chair's absence, may cancel a meeting when the agenda does not warrant a meeting or when a quorum will not be available. Members will be given notice of cancellation 24 hours in advance, when possible.

Article IX. Compensation and Reimbursement

- A. Compensation: Each member of the Commission shall be eligible to receive a sum of \$75 for attendance at a Commission meeting, subject to a maximum reimbursement as specified by the Board. Attendance of less than one-half of a regular meeting shall be considered an absence and not subject to remuneration.
- B. Reimbursement: Commission members may be reimbursed for actual expenses incurred while performing within the scope of their duties to the extent permitted by applicable County policy. All requests for reimbursement shall be submitted in accordance with the policies and procedures adopted by the County on a form approved by the County Auditor-Controller.

Article X. Removal and Resignation of Members

- A. Removal: The Board may, at any time and without cause, remove any Commission member from office prior to the expiration of his/her term of office by majority vote of the Board.
- B. Resignation: Resignation of Commission members shall be effected by a written letter of resignation submitted to the Chairperson of the Commission and to the Board.
- C. The Chairperson shall notify the Clerk of the Board in writing of any vacancies within 10 days of learning the existence of any such vacancy.

Article XI. Authority

- A. Parliamentary Authority: The Chairperson shall preside and manage Commission meetings using parliamentary procedure consistent with these bylaws, any special rules of order the Commission may adopt, and any applicable County, state, and federal law.
- B. When circumstances demand that action be taken before the next scheduled Commission meeting the Commission may authorize and grant its full authority to the Executive or any standing committee to act on its behalf to make specific, limited, independent recommendations to the County, a quorum of the Commission being present.

1. Such actions taken on behalf of the Commission by a committee will be presented as an information item at the next regular Commission meeting.
 2. Such actions will not require further action by the Commission.
- C. Executive Committee – When unforeseen circumstances demand that action be taken before the next scheduled Commission meeting, the Executive Committee is authorized to take action on behalf of the Commission.
1. Commission members shall be notified either in writing or electronically within 72 hours of any such Executive Committee action.
 2. Such action is subject to review and ratification by the general membership of the Commission at its next meeting.
- D. Standing and Ad Hoc Committees
1. Standing and ad hoc committees shall have no independent authority and shall be limited to exercising only those specific functions granted to them by the Commission.
 2. No standing or ad hoc committee shall have independent authority to commit the Commission to any policy or action without the prior approval of the general membership of the Commission.

Article XII. Conflict of Interest

- A. Members of the Commission and any of its committees or subcommittees shall abstain from voting on any issue in which they may be personally interested to avoid a conflict of interest in accordance with County, state, and federal laws and shall refrain from engaging in any behavior that conflicts with the best interest of the County.
- B. Members of the Commission shall not vote nor attempt to influence any other Commission member on a matter under consideration by the Commission or any of its committees or subcommittees:
1. Regarding the provision of services by such member or by an entity that such member represents; or
 2. That would provide direct financial benefit to such member or the immediate family of such member; or
 3. Engage in any other activity constituting a conflict of interest under County, state, or federal law.

- C. If a question arises as to whether a conflict exists that may prevent a member from voting, the Chairperson or designee may consult with designated County staff to assist them in making that determination.
- D. In order to avoid a conflict of interest or the appearance of such conflict, all nominees to become members of the Commission shall disclose on forms provided by the County information regarding their private economic interests that may be implicated by their service on the Commission
- E. Commission members shall timely file Statements of Economic Interests (Form 700) and other financial disclosures as required by law.
- F. Commission members shall complete ethics training as required by County policy and Assembly Bill 1234 (Government Code sections 53234 through 53235.2).
- G. Neither Commission nor any of its members shall promote, directly or indirectly, a political party, political candidate, or political activity using the name, emblem, or any other identifier of Commission.
- H. No assets or assistance provided by County to Commission shall be used for sectarian worship, instruction, or proselytization, except as otherwise permitted by law.

Article XIII. Adoption and Amendment of Bylaws

- A. Adoption: An affirmative vote of at least 50%+1 of those voting, a quorum being present, shall be required to recommend these Bylaws for Board approval. These Bylaws become effective upon approval by the Board.
- B. Amendments:
 - 1. Any member of the Commission or the Executive Committee may propose amendments to these Bylaws.
 - 2. Proposed amendments shall be submitted in writing and made available to each member of the Commission no less than five days prior to consideration before a vote can be taken.
 - 3. An affirmative vote of at least 50%+1 of those voting, a quorum being present, shall be required to recommend Bylaws amendments for Board approval Any amendments to the Bylaws become effective upon approval by the Board.

Article XIV. Severability

Should any part term, portion or provision of these Bylaws be determined to be in conflict with any law or otherwise unenforceable or ineffectual, the remaining parts,

terms, portions or provisions shall be deemed severable and their validity shall not be affected thereby, provided such remaining portions or provisions can be construed in substance to constitute the provisions that the members intended to enact in the first instance.

Article XV. Staffing Support

Staff support from OC Parks shall be provided to support the Commission in conjunction with the work of the Commission.

Article XVI. Budget and Funding

- A. Budget: The Executive Officer, in conjunction with the Chair and OC Parks/Financial Services, shall prepare the proposed Commission budget each year. The budget shall be reviewed by the Commission and be included in the OC Parks budget submitted to the CEO and Board of Supervisors.
- B. Provision of Services: Services shall be provided to the Commission by OC Parks. OC Parks shall include funds in the yearly budget request for Commission operations and shall provide staff support to carry out the work of the Commission. Commission expenditures and staff support will be monitored and controlled within OC Parks cost accounting system.