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Expenditure Plan Oversight Committee Bylaws

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Expenditure Plan Oversight Committee Bylaws

Article 1: Definitions

1.1 Santa Clara Valley Open Space Authority (The Authority). The Authority is a special district created by the California Legislature in 1993 and is responsible for protecting greenbelts, natural resources, working lands, wildlife habitat and open space within its 1,000 square mile jurisdiction in Santa Clara County. The Authority is responsible for the implementation of the Measure Q funds as approved by voters in November 2014 and Measure T funds as approved by the voters in November 2020.

1.2 At-Large Member. One of the seven (7) Expenditure Plan Oversight Committee members.

1.3 Audit. The annual independent financial audit of Measure Q and Measure T revenues and expenditures performed by an independent third-party financial auditor.

1.4 Board of Directors (Board). The seven (7) member governing board of the Santa Clara Valley Open Space Authority.

1.5 Brown Act. California's open meeting law, the Ralph M. Brown Act, California Government Code, Sections 54950 *et seq.*

1.6 Committee Meeting. Any meeting of the Committee. All regular, special or standing sub-committee meetings of the EPOC will be announced in advance and will be open to the public. The EPOC shall meet at least once but no more than four times per year.

1.7 Committee Member. One of the seven (7) EPOC members. All Committee members are At-Large Members.

1.8 Fiscal Year. July 1 through June 30.

1.9 Measure Q. The measure approved by the voters authorizing a \$24 annual parcel tax for open space, wildlife habitat, clean water and increased public access collected and administered by the Santa Clara Valley Open Space Authority and governed by the Measure Q Expenditure Plan. The parcel tax authorized by Measure Q began July 1, 2015 and would have extended for 15 years through December 31, 2030. Measure Q was replaced by Measure T in November 2020.

1.10 Measure Q Expenditure Oversight Committee (MQEOC). The Measure Q Expenditure Oversight Committee consisted of seven (7) at-large members appointed by the Authority Board of Directors to review the revenues and expenditures collected under Measure Q. Members of the Committee were subject to the Brown Act. The MQEOC was renamed the Expenditure Plan Oversight Committee. after the passage of Measure T and the Committee assumed the responsibility to review the expenditures for Measure T as well as the remaining expenditures for Measure Q.

1.11 Measure Q Expenditure Plan. The plan for expending The Open Space, Wildlife Habitat, Clean Water and Increased Public Access Measure (Measure Q) funds, presented to the voters in November 2014.

1.12 Measure Q Project. Projects similar to examples of high-priority projects as described in the Measure Q Expenditure Plan.

1.13 Measure T. On November 3, 2020, voters approved Measure T, also called The Open Space, Wildlife Habitat, Clean Water and Increased Public Access Expenditure Plan, to renew and extend indefinitely, until ended by voters, the \$24 parcel tax originally approved by voters as Measure Q in 2014.

1.14 Measure T Project. Projects similar to examples of high-priority projects as described in the Measure T Expenditure Plan.

1.15 Santa Clara Valley Greenprint. A strategic conservation plan informed by a broad public engagement process that created a shared vision for the future of the region’s open space and that identifies high priority open space and natural resource lands as identified in the Plan. Proceeds from Measure Q and Measure T would be allocated to fund high priority projects distributed throughout the Authority’s jurisdiction.

1.16 2020 Measure T Expenditure Plan (2020 Plan). The plan for expending The Open Space, Wildlife Habitat, Clean Water and Increased Public Access Measure (Measure T) funds, presented to the voters in November 2020. While Measure T extended the \$24 parcel tax until changed by voters, there are key minor administrative differences between the 2020 Plan and the Measure Q Expenditure Plan.

Article 2: Purpose and Responsibilities

2.1 Committee Purpose. The Committee is appointed by the Authority Board of Directors pursuant to Measure T to ensure accountability, transparency and public oversight of all funds collected and allocated under Measure Q, until expended, and Measure T.

2.2 Committee Roles and Responsibilities. As defined by the 2020 Expenditure Plan, the roles and responsibilities of the Committee are to:

- 2.2.1** Review Plan expenditures on an annual basis to ensure they conform to the Plan.
- 2.2.2** Review the annual financial audit and report prepared by an independent auditor and submit the Committee’s recommendations and oversight report thereon.
- 2.2.3** The Committee does not oversee any other Authority financial information nor do they set policy or provide input or direction on financial matters pertaining to other Authority funds. All actions, including decisions about selecting projects for funding, will be made by the Board in public meetings in compliance with the Brown Act.

Article 3: Members

3.1 Number of Members. The EPOC will consist of seven (7) members. The seven members shall be at-large and appointed by the Board as required by the 2020 Expenditure Plan. Members are required to be residents within the Authority’s jurisdiction. In making appointments, the Board will seek to reflect the demographic diversity of its jurisdiction.

3.2 EPOC Membership Qualification. Each Committee member shall be a resident within the Authority’s jurisdiction who are neither elected officials of any government, nor employees from any agency or organization that directly benefits financially from the proceeds of the parcel tax. Members cannot be members of the Authority’s Board of Directors, the Authority’s Citizens’ Advisory Committee or be a member of paid staff (regular, temporary or seasonal).

3.3 Membership Term. Appointments shall be for four (4) years. There is no maximum number of terms a member may serve. Members shall serve until the Board appoints their successors, unless terminated. Members who wish to serve an additional term shall express in writing to Staff their interest to be reappointed by the Board.

3.4 Attendance. Members will actively support Committee activities and regularly attend meetings. If any member is absent from two of any four consecutive regular Advisory Board meetings, unless such absence is with the permission of the Chair, or Vice-Chair in absence of the Chair, the member's seat shall be deemed vacated.

3.5 Termination. A member's term shall terminate on the occurrence of any of the following:

3.5.1 The member voluntarily resigns by written notice to the Chair of the Committee or Authority staff.

3.5.2 The Member fails to continue to meet the qualifications for membership, including attendance and residency requirements.

3.5.3 The Member violates Authority policy.

3.6 Vacancies. The Board shall appoint a qualified person to fill the vacant member position.

3.6.1 Notice of vacancy shall be provided to the public prior to appointment of a qualified person to the Committee and recruitment efforts will strive to reach candidates from across the jurisdiction's diverse demographic.

Article 4: Officers

4.1 Officers. The officers of the EPOC are Chairperson and Vice Chairperson.

4.2 Duties. The Chairperson shall preside at all meetings and will represent the EPOC before the Board to report on EPOC activities. In the absence of the Chairperson, or in the event of his/her inability to act, the Vice Chairperson shall perform all the powers and duties of the Chairperson. If both the Chairperson and Vice Chairperson are absent or unable to act, the Committee may select a Chairperson pro tempore who shall perform all the powers and duties of the Chairperson.

4.3 Election. Elections for Chairperson and Vice Chairperson shall be held at the first regular meeting of each year. The Committee shall choose one of its members as Chairperson, and another Vice Chairperson, who shall act for the Chairperson in his/her absence or incapacity. Each office shall be voted on separately by roll call vote. The candidate receiving a majority vote of the Committee shall be elected and will assume office at the meeting. Officers shall be eligible for re-election.

Article 5: Meetings

5.1 Open and Public Meetings. All EPOC meetings shall be open and public and governed by the Brown Act.

5.2 Meetings. The EPOC shall have a meeting at least once but no more than four times per year. Prior to publication of the Committee's Annual Report the Committee shall hold a public meeting to review and finalize the draft Report.

5.3 Quorum. For purposes of decision making, a quorum shall consist of at least half (50 percent) plus one of the total number of members appointed at the time a decision is made. Meetings will not be held with less than 50 percent plus one member present.

5.4 Agenda. All meetings shall have a published agenda pursuant to the Brown Act. All business items on the agenda must adhere to the purpose of the Committee. The Chair shall review the agenda in advance of distribution and shall set the agenda with the Authority's staff. Members may request the Chair to add an item.

5.5 Distribution of Agenda. The agenda, with supporting material, shall be distributed to members and any other interested parties who request it.

5.6 Rosenberg's Rules of Order. The rules contained in Rosenberg's Rules of Order, Revised 2011, *Simple Rules of Parliamentary Procedure for the 21st Century* shall govern the proceedings of the EPOC to the extent that the person presiding over the proceeding determines that such formality is required to maintain order and make process, and to the extent that these actions are consistent with these bylaws.

5.7 Place of Meetings. EPOC meetings shall be held at the Authority Administrative offices, at a time convenient to Committee members and the public or at some other location agreed to by the Committee and Staff within the boundaries of the Santa Clara Valley Open Space Authority, which is available to members of the public and complies with state and federal laws regarding accessibility.

5.8 Meeting Conduct. EPOC members shall conduct themselves during meetings in a manner that encourages respectful behavior and provides a welcoming, inclusive and safe environment characterized by an atmosphere of mutual trust and respect for each Committee member, staff member and members of the public. Members shall work with each other and staff to respectfully, fairly, and courteously deal with conflicts if they arise.

Article 6: Records and Notices

6.1 Minutes. Minutes of all meetings, consisting of actions taken and the time and place of holding each meeting (action minutes), shall be kept on file at the Authority office. Authority staff will prepare draft action minutes for each meeting. Previous meeting action minutes will be included in meeting packets prior to each regular EPOC meeting. Audio/Video recordings of the meeting shall be made by the Clerk or his/her designee and utilized in combination with the action minutes to provide an official record. Any recording of a meeting shall be posted on the Agency website and made available to the public according to the California Public Records Act (Government Code § 6250, et seq.).

6.2 Attendance Roster. A member roster and a record of member attendance shall be kept on file at the Authority office.

Article 7: General Matters

7.1 Per Diem. Committee members shall not be entitled to a per diem stipend for meetings.

7.2 Compensation. Committee members shall not receive compensation.

7.3 Conflicts of Interest, and Violations of Law or Authority Policies. A conflict of interest exists when any Committee member has, or represents, a financial interest in any Measure Q or Measure T project or expenditure. In the event of a conflict of interest, a Committee member shall declare the conflict and immediately resign from the Committee. Failing to declare a conflict of interest and resign from the Committee when a conflict of interest exists, or violating any law or Authority policy, shall be grounds for immediate removal from the Committee by the Board upon recommendation by the Committee or Staff.

7.4 Public Statements. No member of the Committee may make public statements on behalf of the Committee without authorization by affirmative vote of the Committee.

7.5 Conflict with Governing Documents. In the event of any conflict between these bylaws and the 2020 Expenditure Plan or other provisions of law, the 2020 Expenditure Plan or law shall prevail.

7.6 Staffing. The Authority will provide all staffing to the Committee including preparation and distribution of meeting agendas, packets, and minutes; preparation of reports; and tracking of attendance.

7.7 Economic Interest. Each Committee member shall in a timely manner prepare and file a statement of economic interest in the form required by law.