

**BYLAWS OF THE ORANGE COUNTY VETERANS ADVISORY COUNCIL**

**ARTICLE I. Name of Organization**

- A. The name of this organization shall be Orange County Veterans Advisory Council, hereinafter referred to as "Council".
- B. The official location and mailing address of the Council shall be:  
1300 S. Grand Avenue, Building B, Santa Ana, CA 92705

**ARTICLE II. Establishment of Council**

The members of the Council are appointed by the Orange County ("County") Board of Supervisors ("Board") pursuant to the legislative mandates outlined in the Bylaws approved by the Board on September 26, 2023 under Agenda Staff Report 23-000694; the Bylaws approved by the Board on July 26, 2022 under Agenda Staff Report 22-000617; Resolution No. 15-106 dated September 22, 2015; Resolution No. 05-003 dated January 11, 2005; Resolution No. 80-1650 dated December 23, 1980; Resolution No. 78-441 dated March 28, 1978; and Resolution No. 79812 dated June 5, 1979.

**ARTICLE III. Purpose and Functions**

- A. The purpose of the Council is to work with the County to:
  - 1. Advise the County regarding issues important to Orange County Veterans (including their dependents).
  - 2. Promote equal economic opportunity in such areas as equity in health, housing, education, and employment for Orange County Veterans.
  - 3. Promote the protection of the dignity and integrity of every Orange County Veteran.
  - 4. Keep abreast of legislation that affects Veterans' rights and provide recommendations and input to the County in accordance with the Board's revised legislative policy guidelines to assure that the needs of Orange County Veterans are being addressed.
  - 5. Council recommendations on legislation must be approved by the majority vote of a quorum of the Council and submitted to the County Executive Office of Legislative Affairs through the Orange County Community Services office for recommendation to the Board. The Council shall not take positions on legislation without approval by the Board.
  - 6. Promote equal justice before the U.S. Department of Veterans Affairs and California Department of Veterans Affairs for Orange County Veterans.
- B. In accordance with the Bylaws approved by the Board on July 26, 2022 under Agenda Staff Report 22-000617; Resolution No. 15-106 dated September 22, 2015; Resolution No. 05-003 dated January 11, 2005; Resolution No. 80-1650 dated December 23, 1980; Resolution No. 78-411 dated March 28, 1978; and Resolution No. 79812 dated June 5, 1979, the functions of the Council are as follows:

1. Receive and hear specific complaints and problems of the Veteran community; discuss each matter with the appropriate public or private agency for their action; address when appropriate, make findings, and report those findings to the County.
  2. Provide liaison and assistance to various groups relative to the status of Veterans within Orange County. Work for the development of constructive community educational programs.
  3. Review, analyze and recommend to the County projects and service priorities relating to the Veteran community of Orange County.
  4. Collect and disseminate information to the County on issues of concern affecting Veterans of Orange County.
  5. Maintain a list of Veterans groups in the County and make available to all interested groups and persons, information compiled by the Council. Act as a liaison with Veterans organizations and obtain their views on subjects being studied.
  6. Develop and maintain a list of actively concerned Veterans which can be used for recruiting qualified Veterans to serve as members of the Council committees and advising the Board of appointments.
  7. Create and maintain a list of Veteran events.
- C. The Council shall submit to the County an annual report of Council activities by February 1 of each year.
- D. In the performance of its responsibilities, the Council shall not engage nor employ any 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 her requirements of all applicable County, state or federal laws, regulations or ordinances.

**ARTICLE IV: Appointment and Membership**

- A. Membership of the Council is to be composed as follows:
1. There shall be nine (9) members that comprise the Council.
    - a. Five (5) Council Members shall be appointed by the Board with each Supervisor nominating one Council Member from inside or outside of the District that the member represents, but may only nominate a person from outside of the District that the Board member represents with the concurrence, in writing, of the Board member who represents the District in which the proposed nominee resides. Four (4) Council Members shall be appointed by the Board as Members-at-Large.
- B. Qualifications for Council Membership
1. The following criteria will be used for all membership appointments:
    - a. Each Council Member must be a Veteran with an Honorable Discharge, and a resident of Orange County.

- b. 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 Council 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 Council Membership

1. All regular Council 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 Council whose term of office is expiring with that of the nominating Supervisor shall have the option of reapplying for membership for appointment.
2. All at-large Council member appointments shall be for a period of two years, subject to Article IV(B)(1)(b)(ii).
3. 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.
4. Pursuant to Government Code section 1302, a member whose term has expired may continue serving as a member until the member is reappointed, resigns, or is replaced.

**ARTICLE V. Council Officers**

A. Council officers shall consist of:

1. Chairperson and Vice Chairperson.
2. Chairperson:
  - a. The duties of the Chairperson shall be to preside at meetings, decide points of order, announce all business, entertain motions, put motions to vote, and announce vote results.
  - b. The Chairperson shall appoint and may remove committee members and Chairpersons.
  - c. The Chairperson may call special meetings of the Council.
  - d. The Chairperson or his or her designee may represent the Council at public functions.
  - e. If the Vice Chairperson position is vacated the Chairperson shall appoint a member to the Vice Chairperson for the remainder of that period.
3. Vice Chairperson:
  - a. The Vice-Chairperson shall perform the duties of the Chairperson in his or her absence.
  - b. If the Chairperson becomes vacant, the Vice Chairperson shall succeed to the Chairperson for the balance of the term of office.
4. Terms for officers of the Council shall be for one year and officers shall serve until their successors are elected.
5. No person, except a member of the Board, may serve as Chairperson of the Council for more than two (2) consecutive terms.

6. No person, except a member of the Board, may serve simultaneously as Chairperson for two or more Boards, Commissions, and Committees.

B. Elections

1. Election of officers shall be held annually during the last Council meeting (November) of each calendar year by majority vote, a quorum being present.
2. Nominations will be taken from the floor (and members can self-nominate) at the November Council meeting.
3. For elections involving two candidates running for the same position, in the case of a tie, the tie shall be broken by a coin toss. If the meeting is conducted remotely, the coin toss shall be conducted on video and visible through the duration of the coin toss. The County shall conduct the coin toss.
4. For elections involving more than two candidates running for the same position, in the case of a tie involving the two candidates with the highest votes, a runoff election shall be held between the candidates with the two highest votes. If a tie remains, it shall be broken by coin toss, as described above. In the case of a three-way tie, a runoff election shall be held for all three candidates. If a tie remains, all three candidates shall have one representative coin toss, conducted by the County. The winning candidate is the candidate whose coin differentiates itself from the other two.

**ARTICLE VI. Duties of Members**

- A. Members shall attend meetings of the Council and of committees to which they are appointed. The Executive Committee shall regularly, at a minimum two times a year, review member attendance at Council and committee meetings.
- B. Members shall notify the Chairperson of the Council of any expected absence for a meeting by 5:00 p.m. of the day before a regularly scheduled Council meeting.
- C. In the performance of its responsibilities, the Council 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 Council shall comply with the County Equal Employment Opportunity and Anti-Harassment Policy and Procedures.
- E. Members of the Council shall comply with County Code of Ethics.

- F. Members of the Council shall operate strictly within designated purposes and functions of the Council, as described more fully in Article III.

**ARTICLE VII. Committees and Subcommittees**

- A. There shall be an Executive Committee comprised of:

- 1. The Chairperson of the Council.
- 2. The Vice Chairperson of the Council.
- 3. Immediate past Chairperson.

The Executive Committee shall hold meetings at the request of the Chairperson.

- B. Standing Committees: The Council shall have two (2) standing committees:

- 1. Veterans Communication Committee
- 2. Veterans Events/Outreach Committee

Each Council member should serve on at least one standing committee as necessary. Terms of appointment to standing committees shall be for one year and shall be made annually at the Council's November meeting.

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

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

- D. When appropriate, committees may call on other knowledgeable individuals who are not Council members to act as consultants to the committees. Said individuals shall receive no remunerations, shall not have voting privileges and shall be subject to all conflict of interest statutes, bylaws, regulations, and ordinances.

**ARTICLE VIII. Meetings and Actions**

- A. The Council shall, at its last regular meeting of each calendar year, adopt a schedule of regular meetings for the following calendar year and transmit that schedule in writing to members, the County, and the public at large. The Council will remain dark, at the least, in July and December.
- B. All Council 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. Council meetings shall be held at a regular time and, date, and at a location within Orange County, California identified by the Council that satisfies the access requirements of the Americans with Disabilities Act, and at no additional cost to the County other than mileage reimbursement for County staff.

- C. Public Comment: Members of the public may make comments on specific agenda items at the time the item is being discussed by the Council. For actions items, the Chairperson will invite public comments to be made before the Council takes a final vote on the subject. Public comments concerning subjects not on the agenda for this meeting may be made at the beginning of the meeting. The Council may not take action on items, which are not on the agenda; unless an emergency condition is deemed to exist and is so voted by the Council. (Note: The Council Chairperson may establish a reasonable public participation time limit as necessary).
- D. Special meetings of the Council may be called either by the Chairperson or at the request of a majority of Council members. 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).
- F. Voting Majority: Decisions and acts made by quorum vote of the members at any duly constituted meeting shall be regarded as acts of the Council, 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 Council members may designate a substitute to attend a Council meeting on their behalf and vote on any action item by the submitting the member’s signed proxy to the Council Chairperson at the start of the meeting.

H. Minutes: The County shall prepare and publish the minutes for each meeting of the Council.

**ARTICLE IX. Compensation and Reimbursement**

A. Compensation: Council members shall not be eligible to receive compensation or reimbursement of expenses.

**ARTICLE X. Removal and Resignation of Members**

A. Removal:

1. The Board may, at any time with or without cause, remove any Council member from office prior to the expiration of his/her term of office by majority vote of the Board.
2. The Chairperson may present to the Council general membership a recommendation to the Board for removal of any member(s) based on cause or absenteeism.
3. Removal of Cause: Cause shall be defined as the member is unable effectively to represent the categorical seat to which he/she is appointed due to change of employment or status or other reasons that substantially alters the member's qualifications which were present and considered in making the initial appointment or interfere with the individual's ability to properly function as a member of the Council.
4. Removal for Absenteeism: Any member of the Council who fails to attend three consecutive regular meetings, or half of the regular meetings (five (5) regular meetings) in a calendar year shall automatically vacate the position of Commissioner.
5. Recommendation for removal of a member shall require a majority vote of the Council, a quorum being present.

B. Resignation: Resignation of Council members shall be effected by a written letter of resignation submitted to the Chairperson of the Council and to the County.

C. The Chairperson shall notify the County in writing of any vacancies within 5 days of learning the existence of any such vacancy.

**ARTICLE XI. Authority**

A. Parliamentary Authority: The Chairperson shall preside and manage Council meetings using parliamentary procedure consistent with these bylaws, any special rules of order the Council may adopt, and any applicable County, state, and federal law.

B. 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 Council.
2. No standing or ad hoc committee shall have independent authority to commit the Council to any policy or action without the prior approval of the general membership of the Council.

**ARTICLE XII. Conflict of Interest**

1. Members of the Council 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.
2. Members of the Council shall not vote nor attempt to influence any other Council member on a matter under consideration by the Council or any of its committees or subcommittees:
  - a. Regarding the provision of services by such member or by an entity that such member represents; or
  - b. That would provide direct financial benefit to such member or the immediate family of such member; or
  - c. Engage in any other activity constituting a conflict of interest under County, state, or federal law.
3. 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.
4. Council members shall complete ethics training and any other training as required by County policy and Assembly Bill 1234 (Government Code sections 53234 through 53235.2).
5. Neither the Council nor any of its members shall promote, directly or indirectly, a political party, political candidate, or political activity using the name, emblem, council title/position or any other identifier of the Council.
6. No assets or assistance provided by County to the Council shall be used for sectarian worship, instruction, or proselytization, except as otherwise permitted by law.

**ARTICLE XIII. Adoption and Amendment of Bylaws**

- A. County Recommended Amendments:
  1. A quorum of the Council being present, shall be required to review and recommend or oppose Bylaw amendments being presented for Board approval. The Bylaws become effective upon approval of the Board. Council and County staff positions will be stated in the Agenda Staff Report seeking Board approval.
- B. Council Recommended Amendments:
  1. Any member of the Council may propose amendments to these Bylaws.
  2. Proposed amendments shall be submitted in writing and made available to each member of the Council in compliance with the Brown Act.



3. A quorum being present, shall be required to consider Bylaw amendments being presented. An affirmative vote of a quorum (50% +1 of those present) shall be required to recommend Bylaw amendments for Board approval. Any amendments to the Bylaws become effective upon approval by the Board. Council and County staff positions will be stated in the Agenda Staff Report seeking Board approval.

**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 the County shall be provided to support the Council in conjunction with the work of the Council.

The Council establishment and operation shall be at no cost to the County, except for general clerical administrative support provided by the County

Bylaws Revisions/Updates:

1. Original Bylaws dated: December 23, 1980  
Revised by the Council: June 12, 1985  
Board approved: July 9, 1985
2. Revised by the Council: August 11, 2004  
Board approved: January 11, 2005
3. Revised by the Council: March 13, 2013  
Board approved: June 18, 2013
4. Revised by the Council: May 21, 2013  
Board approved: September 22, 2015
5. Revised by the Council: July 13, 2021  
Board approved: July 26, 2022
6. Revised by the Council: June 14, 2023  
Board approved: September 26, 2023