

**Organization Bylaws  
of  
YOUTH VENTURES**

**A California Joint Powers Authority**

**Updated September 11, 2007**

**I.**

**Charter**

The name of this Joint Powers Authority (“JPA”) and its public purposes under California Government Code Section 6500 shall be as stated in the Joint Powers Agreement Creating The Youth Ventures Joint Powers Authority, dated December 13, 2006, signed by all charter Members as of June 8, 2007.

The initial signatories to the Joint Powers Agreement (“Members”) are the City of Oakland, Alameda County, and Oakland Unified School District. All present and future signatories to the Joint Powers Agreement, including those admitted into the JPA subsequent to its initial chartering, shall be considered Members of the JPA.

**II.**

**Governance**

The JPA shall be governed by a Board of Trustees (“Board”).

- A. Responsibilities and Duties – The Board shall have fiduciary responsibility for the affairs and business of the JPA. Trustees shall only act in the name of the JPA when it shall be regularly or specially convened by the Chairperson of the Board after due public notice of such meeting.
- B. Composition – The governing bodies of each of the separate Members of the JPA shall appoint their official representatives to the Board. The total number of appointed Trustees shall not be fixed, however the total number of votes to be exercised by all Trustees shall not exceed the maximum specified in the most recent applicable version of the JPA Agreement.
- C. Orientation – New Trustees shall receive an orientation from the Board Chairperson and/or staff.

- D. Compensation and Loans – Trustees shall receive no compensation from the JPA. Trustees shall receive no loans from the JPA. The Board may authorize reimbursement of documented expenses incurred by Trustees or alternative Trustees. Only disinterested Trustees may vote on such authorizations.
- E. Liability – Trustees shall not be held personally liable as a result of their participation on the Board.
- F. Board Officers – The Board shall vote at the first Board meeting of each fiscal year, or as needed, to appoint from its Trustees a Chairperson, a Treasurer, and any other Board Officers deemed necessary for the operation of the Board (for example, Vice-Chairperson).
  - a. The Chairperson of the Board shall be responsible for directing all meetings of the Board, administering the meeting agenda and conducting board business.
  - b. The Treasurer of the Board will exercise any fiscal oversight or signatory responsibilities where legally required by government statute or regulation.
  - c. Other Officers designated by the Board may exercise any necessary Board functions specified by the Board where legally required by government statute or regulation. For example, a Vice-Chairperson of the Board may be appointed to take the place of the Chairperson in the absence of the Chairperson of the Board.
- G. Meetings – The Board of Trustees shall adopt a schedule of regular meeting times and locations at the first Board meeting of the initial calendar year and each subsequent fiscal year thereafter. All meetings of the Board shall be open and public in accordance with the requirements of the Ralph M. Brown Act (“Brown Act”). All Board meetings are to be noticed to Trustees, subscribers, and to the public in advance along with agendas and related items in accordance with any requirements of the Brown Act.
- H. Closed Sessions – Meetings of the Board of Trustees may only be held in closed session for reasons specifically authorized by law. Any special noticing provisions for closed sessions required under the Brown act will apply.
- I. Notices – All meetings of the Board will be noticed in accordance with any requirements of the Brown Act, including regularly scheduled meetings, special meetings, closed sessions, and emergency meetings as defined by the Act. Special meetings of the Board may be called by the Chairperson of the Board when he or she deems it in the best interest of the organization. Members of the public may subscribe in writing to request inclusion in distribution lists of Board meeting notices, agendas, and related materials in accordance with any requirements of the Brown Act.

- J. Records – Action minutes and attendance shall be recorded for every meeting of the Board and made available to the public in accordance with any requirements of the Brown Act.
- K. Voting – The total number of votes to be exercised by all Trustees shall not exceed the maximum specified in the most recent applicable version of the JPA Agreement. The Board may adjust the limit on the total number of votes by a 2/3 majority vote. The Trustees representing each Member of the JPA shall exercise a proportion of the total votes based upon a schedule of population and financial contribution determined by the Board. The Board reserves the right to revise the JPA voting and financial contribution structure as necessary to incorporate new Members and/or address demographic shifts within Alameda County. Unless otherwise specified in these Bylaws or the JPA Agreement, Board action shall require a simple majority of votes of Members represented by Trustees present provided the required quorum is established.
- L. Proxies – Trustees may exercise all votes allocated to the JPA Member they represent. JPA Members may only be represented by Trustees present. No JPA Members may assign their own voting rights to Trustees representing other jurisdictions. No Trustees may exercise votes via speakerphone, teleconference line, or electronic mail.
- M. Quorums – A minimum of 50% of all Trustees shall be required to be present in person for any official business to be conducted by the Board. Minimum votes required for action shall remain as described above (II-K).
- N. Committees – The Board shall vote to appoint Trustees to chair or to be members on standing and ad-hoc Committees of limited or unlimited duration such as Fundraising and Audit Committees.
  - a. The Board shall approve the scope of work of any Committee.
  - b. The Board shall approve the membership of any Committee.
  - c. Committees shall determine their own meeting schedule and shall report back to the Board as frequently requested by the Board.
  - d. The Chairperson of the Board will appoint a standing Audit Committee. The Audit Committee will be independent of staff management and no paid managers of the JPA will serve on this committee.
  - e. Committees shall be subject to any applicable requirements of the Brown Act.
- O. Order of Business – Unless otherwise directed by the Board or specified in the JPA Agreement, the Chairperson shall conduct meetings based upon Robert’s Rules of Order and standard parliamentary procedure. Actions taken during Board meetings

shall be recorded either in writing or by audio recorder. The agenda and order of business for Board meetings shall be administered by the Chairperson of the Board, and may include:

- a. Roll Call of Trustees Present
  - b. Open Forum/Public Comment
  - c. Approval of Minutes of Preceding Meeting
  - d. Staff Reports
  - e. Committee Reports
  - f. Adjournment
- P. Public Comment – Each member of the public may address any agenda item prior to action taken thereon, subject to previously adopted time constraints which are reasonable and uniformly applied. Unless otherwise determined by the Chairperson, this constraint shall be a maximum of 2 minutes per person per item. This time limit may be adjusted in advance for reasons announced by the Chairperson, for example time allocated for the meeting; number and complexity of items, or number of persons wishing to speak. In addition, an Open Forum period of up to 15 minutes is to be included on every meeting agenda, subject to the per-person time limits described above. Speaker time may or may not be allowed to be voluntarily assigned or transferred among members of the public at the sole discretion of the Chairperson.

### **III.**

#### **Finance**

The Board will approve financial controls to be implemented by staff. The Board will review financial statements and reports and receive annual organization budgets. The Board will also receive reports of the Board's independent Audit Committee.

### **IV.**

#### **Amendments**

These Bylaws may be altered, amended, repealed or added to by official action of the Board.