

**AMENDED AND RESTATED**  
**BY-LAWS**  
**OF THE**  
**IRVINE ADVISORY COMMISSION FOR OLDER ADULTS**  
**OF THE**  
**CITY OF IRVINE**

## PREAMBLE

The Amended and Restated Bylaws of the Irvine Advisory Commission for Older Adults of the City of Irvine (“**Bylaws**”) were adopted by the City Council of the City of Irvine pursuant to Resolution No. 24-84 and pursuant to Irvine Municipal Code (“**IMC**”) Sections 1-4-201 and Division 8 of Title 3.

### 1. IRVINE ADVISORY COMMISSION FOR OLDER ADULTS CREATION, TITLE, AND AUTHORITY

1.1 Creation: The Irvine Advisory Commission for Older Adults (“**Commission**”) was created under and continues to exist under Division 4 of Title 1 and Division 8 of Title 3 of the IMC.

1.1.1 IMC Title 1, Division 4 generally governs or otherwise regulates the Commission’s powers, duties, limitations, and general purpose.

1.1.2 IMC Title 3, Division 8 specifically describes the creation, composition, appointment, duties, and meeting procedures for the Commission.

1.1.3 IMC Title 1, Division 15 establishes generally applicable rules regarding public meetings, the conduct of public business, notice and agenda requirements, conduct at meetings, procedures for minutes and recordings, and other matters.

1.1.4 Title 1, Divisions 4, 15, and Title 3, Division 8 are subject to change, consistent with City Council policies and State law, and each such Division shall take precedence over these bylaws and over any procedures adopted by the Commission.

1.2 Title: The Commission officially shall be known as the “Irvine Advisory Commission for Older Adults.” The term “Commission,” where used in these Bylaws, also shall refer to and mean the “Irvine Advisory Commission for Older Adults.”

1.3 Duties: The Commission was formed pursuant to IMC section 1-4-201 to perform assigned duties, as follows:

1.3.1 Act in an advisory capacity to the City Council in establishing policy on all matters pertaining to the special interests and concerns of older adults.

1.3.2 Act as a sounding board for individuals, schools, and organizations that have an interest in older adult activities and programs.

1.3.3 Consider the proposed annual budget for the City employees serving at the senior centers, and make recommendations with respect thereto to the City Council and the City Manager.

1.3.4 Advise in the planning of facilities, transportation, activities, and services and programs for the older adult community.

1.3.5 Recommend policies for the acquisition, development, use and improvement of land and facilities relating to senior citizens and subject to the rights and powers of the City Council.

1.3.6 Perform such other duties or studies as may be directed by the City Council.

1.4 Individual Member Duties: It shall be the duty of each Commission Member to take an active part in the Commission's deliberations and to act in whatever capacity the Commission Member may be called. Absence from three consecutive meetings without the formal consent of the Commission shall be deemed to constitute the retirement of the Commission Member, and the position shall automatically be vacant and therefore subject to the vacancy procedures as set forth in Section 2.1.4 below.

## **2. MEMBERS, OFFICERS AND STAFF**

### **2.1 Commission Members:**

2.1.1 Appointment: The Commission shall be comprised of seven members, all of which shall reside in the City. Commission members shall be appointed as follows: each member of the City Council shall appoint one member to the Irvine Advisory Commission for Older Adults, who shall serve at the pleasure of the member of the City Council who appointed such commissioner.

2.1.2 Staff Liaison: The City Manager or his/her designee shall appoint a staff member as liaison to the Commission.

2.1.3 Term and Removal: Each Commission member appointed by an individual City Council member serves at the will of such City Council member for a term expiring upon the expiration of such City Council member's term; provided, however, that a Commission member's term shall terminate on the date either that the Commission member resigns from office or that the appointing City Council member replaces the Commission member prior to the expiration of the Commission member's term.

2.1.4 Vacancy: Should any vacancy occur among the members of the Commission, the City Manager or his/her designee shall immediately notify the City Council member who appointed the

Commission member. Such City Council member shall fill the vacancy by appointment for the unexpired portion of the term.

2.1.5 Representation of Commission: No Commission member may speak on behalf of the Commission before any other board, commission, council, agency, or entity without prior authorization approved by a majority of the members of the Commission. Commission members shall represent themselves as members of the Commission speaking on their own behalf when presenting their views on Commission business that comes before any other commission, committee, board, or council of the City.

2.1.6 Disclosures: Commission members shall make such disclosures as are required by the Political Reform Act (Government Code Section 81000 *et seq.*) and other applicable state laws, and/or by resolutions or ordinances adopted by the City Council. Without limiting the foregoing, each Commission member shall file a Fair Political Practices Commission Statement of Economic Interest (Form 700) within thirty days after assuming office, annually thereafter for so long as they remain a Commission member, and promptly upon leaving office.

2.2 Officers: Officers of the Commission shall consist of a Chair and Vice Chair. The Chair and Vice Chair shall be elected by the membership of the Commission at the first regular meeting in January of each calendar year.

2.2.1 Chair: The Chair shall preside at all meetings and hearings of the Commission. The Chair may represent the Commission before the City Council or appoint other members to do so.

2.2.2 Vice Chair: The Vice Chair shall perform all of the duties of the Chair in the Chair's absence or disability and shall perform such other duties as may from time to time be assigned by the Chair.

2.2.3 Officer Vacancy: Should the Chair or Vice Chair cease to be a member of the Commission, the remaining Commission members shall elect a Chair or Vice Chair at the second regular meeting thereafter, by a majority vote of members present. The Chair or Vice Chair so elected shall serve in that office until the next regularly scheduled election of officers.

2.3 Staff:

2.3.1 Staff Liaison: The City Manager or his/her designee shall assign a staff liaison to the Commission who shall be an *ex-officio* member of the Commission and as such shall provide technical service to the Commission and shall attend all meetings.

- 2.3.2 City Manager and City Attorney: The City Manager and City Attorney shall be optional and as-needed advisors or consultants to the Commission and as such may be called upon as follows:
  - 2.3.2.1. City Manager: Upon request of the Chair for specific matters.
  - 2.3.2.2. City Attorney: Upon request of the Chair for specific matters and as a consultant to the professional staff.
- 2.3.3 Staff Direction: The Commission, or any one of its individual members, shall not direct the performance of significant staff work without the prior authorization of the City Manager.

### **3. MEETINGS AND AGENDAS**

- 3.1 Agendas: All meetings of the Commission shall be noticed via posting of the agenda in accordance with the notice and agenda requirements set forth in the IMC, Title 1, Division 15. Except as provided in IMC Section 1-15-107 and/or as otherwise provided in Government Code § 54954.2, no action shall be taken on matters not appearing on the posted agenda.
- 3.2 Initiating an Agenda Item:
  - 3.2.1 Commission Member-Initiated Items: Commission Members wishing to place items on the agenda shall adhere to the following:
    - 3.2.1.1. Agendized items shall be directly within the scope of the duties specifically assigned to the Commission under IMC Section 3-8-104 and/or Section 1.3 of these Bylaws.
    - 3.2.1.2. Agenda requests must be made during a meeting of the Commission. In order to move forward, there must be a consensus among Commission Members to place the item on the agenda of a future meeting.
    - 3.2.1.3. The City Manager or designee must approve all Commission Member-initiated items prior to an item's inclusion on an agenda.
  - 3.2.2 City Council-Initiated Items: The City Council may direct an item to be placed on the agenda by a majority vote of the City Council.
  - 3.2.3 Staff-Initiated Agenda Items: Staff may initiate such agenda items as are mandated by direction of the City Council, the IMC, City policy, and/or the processing of regular business of the City of Irvine with regard to matters assigned to the Commission under IMC Section 3-8-104 and/or Section 1.3 of these Bylaws.

### 3.3 Meetings:

- 3.3.1 Regular Meetings: Regular meetings of the Commission shall be held in the City Council Chamber, 1 Civic Center Plaza, Irvine, California, and remotely via Zoom as and to the extent allowable under Government Code section 54953, at 9:00 a.m., on the third Thursday of each month. Unless a majority of the members present votes otherwise, the meetings of the Commission shall adjourn at or before 12:00 p.m. If the business of the Commission has not been completed by 12:00 p.m., the Commission may vote to remain in session until all or a portion of its remaining business has been completed. All matters remaining after the Commission adjourns shall be continued to a subsequent regular meeting of the Commission.
- 3.3.2 Adjourned Meetings: Any regular meeting may be adjourned to a designated time and place and when so adjourned shall be considered as a regular meeting.
- 3.3.3 Special Meetings: Special meetings of the Commission may be called by the City Manager or designee or upon the written request of at least a majority of the Commission members. Special meetings shall be held at a time and place, and in the manner, required by IMC Title 1, Division 15.
- 3.3.4 Annual Meeting: The Annual Meeting of the Commission shall be the first regular meeting in January of each year. Such meeting shall commence with the election of a Chair and Vice Chair for the ensuing year and such other business as shall be scheduled by the Commission.
- 3.3.5 Meetings on Holidays: When a regular meeting falls on a holiday, the meeting shall be held on the next business day or on a day to which the previous meeting was adjourned.
- 3.3.6 Cancellation of Meetings: Whenever reasons exist, (for example, lack of a quorum, no business for Commission consideration, or other good and valid reason), a meeting may be canceled.
- 3.3.7 Additional Rules and Procedures; Order of Precedence: The meetings and procedures of the Commission shall be subject to and governed by the ordinances, resolutions, and applicable policies and procedures adopted by the City Council establishing rules and regulations for commissions. If and to the extent there is a conflict between these Bylaws and the rules and regulations applicable to Commission meetings established by the City Council, the rules and

regulations for Commission meetings established by the City Council shall govern.

3.4 Meeting Procedures:

3.4.1 Duties of Presiding Officer: The Chair, or in the Chair's absence the Vice Chair, shall be the presiding officer, and shall assume the place and duties of such office immediately following selection. The Chair shall preserve strict order and decorum at all meetings of the Commission, state questions coming before the Commission, announce its decision on all subjects and decide all questions of order, subject, however, to an appeal to the Commission as a whole, in which event a majority vote of the Commission members present shall govern and conclusively determine such question of order. The Chair shall vote on all questions, and on roll call the Chair's name shall be called last. The seating arrangement for the Commission shall be determined by the Chair.

3.4.2 Regular Meeting Order of Business: All regular meetings shall be conducted in the order set forth in the following paragraphs. The Chair, or a majority of the Commission, may direct an agenda item to be taken out of order.

3.4.2.1. Call to Order: The meeting of the Commission shall be called to order by the Chair, in the Chair's absence, the Vice Chair.

3.4.2.2. Roll Call: The Recording Secretary shall record the attendance.

3.4.2.3. Pledge of Allegiance: The Chair or the Chair's designee shall lead the Pledge of Allegiance to the Flag of the United States of America.

3.4.2.4. Presentations: Presentations by Staff or others to the Commission.

3.4.2.5. Public Comment: The Chair shall ask if any person wishes to speak to the Commission on any item not listed on the agenda. Public comment time limitations and procedures are identical to the time limitations and procedures applicable to public comments before the City Council.

3.4.2.6. Announcements, Commission Reports: The chair shall ask if the Staff Liaison or members of the Commission have announcements as required by Assembly Bill 1234 or as otherwise relevant to the assigned tasks of the Commission.

- 3.4.2.7. Additions or Deletions to the Agenda: Additions may be made so long as such additions are in accordance with IMC Title 1, Division 15.
- 3.4.2.8. Consent Calendar: Any item which does not require specific findings of fact as required by law, may be placed on the Consent Calendar. The approval of minutes shall be included within this category. Any Commission Member may withdraw an item from the Consent Calendar for discussion. After all requests for removal have been made, the Consent Calendar shall be voted on as a single item. A majority vote for approval of the Consent Calendar shall constitute the approval of each item thereon. Each removed item shall then be voted on individually.
- 3.4.2.9. Commission Business: Items of Commission Business shall be considered in the following sequence: (i) the matter shall be called, (ii) staff shall provide a report, (iii) public comments on the item shall be received, subject to the same time limitations and procedures as are applicable to public comments before the City Council, (iv) the Commission shall deliberate on the item, and (v) the Commission shall consider appropriate motions on the item. A majority vote for approval of the item shall constitute approval of the item.
- 3.4.2.10. Adjournment. The meeting shall be adjourned.

3.4.3 Decorum:

- 3.4.3.1. By Commission Members: While the Commission is in session, Commission Members must preserve order and decorum, and a Commission Member shall neither, by conversation or otherwise, delay or interrupt the proceeding or the peace of the Commission, disturb any member while speaking or refuse to obey the orders of the Commission or the presiding officer, except as otherwise provided in these Bylaws.
- 3.4.3.2. By Other Persons: Each person who addresses the Commission shall do so in an orderly manner and shall not make personal, impertinent, slanderous or profane remarks to any member of the Commission, staff or general public. Any person who makes such remarks, or who utters loud, threatening, personal or abusive language, or engages in any other disorderly conduct which disrupts, disturbs or otherwise impedes the orderly conduct of any Commission

meeting shall, at the discretion of the presiding officer or a majority of the Commission, be barred from further addressing the Commission at the meeting. If such conduct thereafter continues so as to disrupt the orderly conduct of the public's business, the Chair shall order the person removed from the Commission's meeting location. Aggravated cases may be prosecuted on appropriate complaint signed by the Chair, a member of the Commission or any other authorized City representative. The members of Commission may, pursuant to Government Code section 54957.9, order the meeting room cleared and continue with the session when the orderly conduct of the meeting becomes unfeasible and order cannot be restored.

3.5 Standing Rules:

3.5.1 Quorum: At any meeting of the Commission, a quorum shall consist of more than half of the filled seats of the Commission. No action shall be taken in the absence of a quorum, except that those members present shall be entitled by motion to adjourn the meeting to another date.

3.5.2 Voting:

3.5.2.1. One Vote Per Member: The Chair, Vice Chair, and each Commission member shall be entitled to one vote.

3.5.2.2. Proxy Vote: No proxy votes are permitted.

3.5.2.3. Roll Call: A roll call shall be taken upon the passage of all resolutions. Such votes shall be recorded in the minutes of the proceedings of the Commission. Upon the request of any Commission member, a roll call vote shall be taken and recorded on any vote. Whenever a roll call vote is in order, the Recording Secretary shall call the names of the members in alphabetical order, except that the name of the presiding officer shall be called last; provided, however, that when a voting light system is available, the simultaneous use of the voting light system shall serve as the roll call vote.

3.5.2.4. Disqualification and Abstention from Voting: Except as otherwise provided by law, no member of the Commission shall be permitted to abstain from voting unless such disqualification shall be identified as a legal conflict of interest mandating such disqualification, or by unanimous

vote of the remainder of the Commission present. Unapproved disqualifications and abstentions shall be recorded by the Recording Secretary in the minutes as an affirmative vote.

3.5.2.5. Majority Vote: A majority vote of the members present shall be necessary for the recommendation of any proposed action, resolution, or other voting matter except where otherwise set forth in these Bylaws or controlling law.

3.5.2.6. Tie Votes: Tie votes shall be recorded as a failure of action to pass. A tie vote on a motion defeats the motion.

3.5.2.7. Absence from Meeting: Any member absent from a meeting shall not be allowed to vote on any matter discussed at that meeting (and continued to a subsequent meeting) until said member has watched/listened to the official recording of the meeting, reviewed the minutes, if prepared, and all correspondence pertaining to the subject, and discussed the matter with staff.

3.5.2.8. Silence Constitutes an Affirmative Vote: Unless a member of the Commission has been permitted to and abstains from voting, pursuant to section 3.2.5.4 above, such member's silence shall be recorded as an affirmative vote.

### 3.5.3 Signature:

3.5.3.1. Minutes: The minutes of each Commission meeting shall be signed by the officer presiding over the meeting at which the minutes are approved.

3.5.3.2. Other Documents: In all other matters, the Chair shall have the power to execute, verify or attest to documents on behalf of this Commission.

3.5.4 Procedural Questions: The presiding officer shall rule on all procedural questions.

3.5.5 Suspension of Rules: The Commission may suspend any of these rules by a unanimous vote of the members present to the extent that such suspension does not conflict with controlling state law.

### 3.5.6 Rules of Debate:

3.5.6.1. Presiding Officer May Debate and Vote: The presiding officer may move, second and debate from the Chair,

subject only to such limitations of debate as are by these rules imposed on all members of the Commission, and shall not be deprived of any of the rights and privileges of a member of the Commission by reason of acting as the presiding officer.

- 3.5.6.2. Getting the Floor; Improper References to be Avoided: Every member of the Commission desiring to speak shall address the Chair, and upon recognition by the presiding officer, shall confine their remarks to the question under debate, avoiding all personalities and indecorous language.
- 3.5.6.3. Interruptions: A member of the Commission, once recognized, shall not be interrupted when speaking unless it be a call to order, or as herein otherwise provided. A member of the Commission called to order shall cease speaking until the question of order be determined, and if in order, shall be permitted to proceed.
- 3.5.6.4. Motion to Reconsider: A motion to reconsider any action taken by the Commission may be made only on the day such action was taken. Such motion must be made by one of the prevailing side but may be seconded by any member of the Commission and may be made at any time and have precedence over all other motions. It shall be debatable. Nothing herein shall be construed to prevent any member of the Commission from making or remaking the same or other motion at a subsequent meeting of the Commission.
- 3.5.6.5. When Remarks of Commission Members Entered in Minutes: A member of the Commission shall have the right, upon request to the presiding officer, to have an abstract of his or her statement on any subject under consideration by the Commission entered in the minutes. Such an abstract shall contain the statement of each other Commission member who addresses the subject at that time.
- 3.5.6.6. When Synopsis of Debate Entered in Minutes: The Recording Secretary may be directed by the presiding officer, with consent of the Commission, to enter in the minutes a synopsis of the discussion on any subject under consideration by the Commission.
- 3.5.6.7. Rules of Order: Except as otherwise provided in these Bylaws, Robert's Rules of Order, Newly Revised shall

govern the conduct their scope of the Commission's powers and duties under these Bylaws.