

## BYLAWS

### In-Home Supportive Services Public Authority of San Francisco

#### ARTICLE I

##### Establishment and Name

1.1 Establishment. The In-Home Supportive Services Public Authority has been established as a public agency separate and distinct from the City and County of San Francisco (“County”) by the County’s Board of Supervisors (“Supervisors”) through Ordinance No. 185- 95 +(the “Ordinance”) under the statutory authority of Welfare and Institutions Code Section 12301.6 (the “Statute”).

1.2 Name. The name of this public agency shall be the In-Home Supportive Services Public Authority (the “Authority”).

#### ARTICLE II

##### Board Membership

2.1 Members. The board of directors (“Board”) shall consist of the number of members set forth in the Ordinance, each of whom is duly appointed by the Supervisors and executes any documents of appointment required by the Supervisors. Board members must reside in the County and have: familiarity with, or knowledge of, personal assistance services; the capacity to understand their role to aid and assist the Authority in the administration of its duties; and the ability to participate in regularly scheduled meetings.

2.2 Term of Appointment. Each term shall commence upon the date of the Supervisors’ official approval. Each appointment to the Board shall be for a three-year term. A member may be reappointed, but may not serve more than a total of nine consecutive years on the Board.

2.3 End of Term. A member shall cease to be a member upon the earliest to occur of:



- (a) Completion of three consecutive terms; or
- (b) the effective date of the member's resignation, as shown in a written notice of resignation delivered to the Authority; or
- (c) the effective date of the member's removal from the Board pursuant to regulations detailed in section 2.6 below; or
- (d) the member's death.

#### 2.4 Recommendation of Commission or Council Member Representatives.

Recommendations of Commission or Council member representatives to the Authority Board shall be made according to the procedures set forth in the Ordinance. The Human Services Commission, Health Commission, Aging and Adult Services Commission, and the Mayor's Disability Council shall each recommend to the Authority, for forwarding to the Supervisors, a member from its respective Commission or Council. Recommendations for filling vacancies in these positions shall be made as soon as possible by the body from which that member came or with timely notice before the end of the respective member's formal service on the Commission or Council.

#### 2.5 Recommendation of Consumer, Worker and Union Member

Representatives. Recommendations of consumer, worker and union member representatives to the Authority shall be made in a manner consistent with the Ordinance.

2.6 Removal of Members. The Board, by an affirmative vote of two-thirds (2/3) of the Board members in office, excluding the vote of the member in question, may remove a Board member if he or she: (1) has missed three consecutive meetings; (2) no longer satisfies the requirements for "qualified applicants" set forth in the Ordinance; or (3) is convicted of a crime.

2.7 Compensation of Members. Board members shall receive compensation as established in the County's Annual Salary Ordinance for attending Board meetings. Additionally, members shall be reimbursed for all necessary expenses



incurred for representing the Board at regional, state and/or national meetings, conferences and workshops or other activities as authorized by the Board.

### **ARTICLE III Purpose, Mission and Powers**

3.1 Purpose and Mission. The purpose of the Authority is to assure the availability of independent providers for the In-Home Supportive Services (IHSS) Program through the establishment of a central registry, and related functions, and to perform any other functions, as may be necessary for the operation of the Authority, or related to the delivery of IHSS in the County. The mission of the Authority is to provide and promote a service delivery model of consumer-directed in-home support that maximizes the potential of older adults and people with disabilities to live independently and participate in their communities.

3.2 Powers. The Authority may undertake all actions, engage in all businesses, and perform all functions authorized by Statute or the Ordinance, or otherwise permitted by law, subject to the Statute, the Ordinance and other applicable laws. The Board has adopted Governance Policies as a means of fulfilling its policy governance role.

3.3 Interaction with Statute and Ordinance. To the extent these Bylaws are in any manner inconsistent with the Statute or Ordinance, the Statute or Ordinance shall govern.

### **ARTICLE IV Officers**

4.1 Officers. The officers of the Board shall be a President, a Vice President, a Secretary and a Treasurer.

4.2 Election of Officers. Annually, the Board shall elect officers from among its members, each of whom shall have the authority to perform duties consistent with the Statute and Ordinance as set forth in these Bylaws or as



determined by the Board from time to time. Each officer shall serve for a term of one (1) year or until his or her successor is selected. Prior to the annual meeting, staff will solicit interest in fulfilling officer duties from Board members. A slate of nominations will be presented at the annual meeting. Acting as a committee of the whole, nominations from the floor, if any, will be accepted. If there are single nominations for each office, a motion to accept the slate will be entertained. If there are multiple nominations, nominees for each office in this order: President, Vice-President, Secretary and Treasurer will be asked to leave the room to allow for further Board discussion and vote.

4.3 Removal of Officers. Any officer may be removed, without cause, at any Board meeting by the vote of a majority of the Board members in office. An officer shall immediately cease to be an officer if he or she ceases to be a member of the Board.

4.4 President. The President shall preside at meetings of the Board and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board. The President is the only Board member authorized to speak on behalf of Board policy positions and decisions, other than in circumstances where prior authorization has been specifically approved for another member.

4.5 Vice President. In the absence of the President, the Vice President shall perform all duties of the President, and when so acting shall have all powers of, and be subject to all restrictions upon, the President. The Vice President shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

4.6 Secretary. The Secretary shall keep or cause to be kept a book of minutes for all meetings and actions of the Board and its committees. The Secretary shall give, or cause to be given, notice of all meetings of the Board required by law and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

4.7 Treasurer. The Treasurer shall keep and maintain, or cause to be kept and



maintained, adequate and correct books and records of accounts of the funds, properties and business transactions of the Authority and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board.

## **ARTICLE V**

### **Board Meeting Procedures**

5.1 Brown Act and Sunshine Ordinance. The meetings, meeting notices, agendas, and procedures of the Board shall comply with the Ralph M. Brown Act (“Act”) and the San Francisco Sunshine Ordinance (Chapter 67 of the San Francisco Administrative Code). In the event of inconsistency between these Bylaws and the Act and/or Sunshine Ordinance, the Act and/or Sunshine Ordinance shall govern.

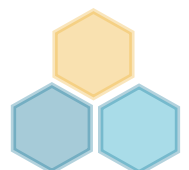
5.2 Quorum. A majority of the members of the Board then holding office shall constitute a quorum for the transaction of business. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members, as long as any action taken meets the requirements of Section 5.8 (a).

5.3 Robert’s Rules. The Board follows a Robert’s Rules of Order format in the conduct of its Board and committee meetings.

5.4 Regular, Special and Emergency Meetings. Regular meetings of the Board shall be held on the dates and times established by the Board. Special meetings of the Board may be called by the President or by a majority of the members in office and may be held at any place within the County at a time that has been designated in the notice of the meeting. Emergency meetings of the Board may be held as permitted by the Act and/or Sunshine Ordinance. The Board shall meet no less than quarterly each year.

5.5 Open Meetings. Except as provided in section 5.6, meetings of the Board shall be open to the public. Public participation in meetings shall be allowed as follows.

(a) The public shall be provided with an opportunity to directly address



the Board regarding any item on the public meeting agenda that is of interest to the public after the Authority's discussion of the item but before action is taken. Notwithstanding the foregoing, the failure of the Board to provide an opportunity for such public participation shall not invalidate any action taken or any resolution adopted by the Board.

(b) An opportunity shall be provided at the end of each regular meeting for oral communications by members of the public on items not included in the agenda that are within the subject matter jurisdiction of the Authority.

(c) The President may establish reasonable limits on the amount of time allotted to each speaker on a particular item, and may establish reasonable limits on the total time allotted for public testimony on a particular item or the total time allotted for the oral communications referred to in subpart (b) above. When further discussion is required, the Authority may vote to extend the time for comment during the meeting or continue public comment to a subsequent meeting.

5.6 Closed Session. The Board and its committees may meet in closed session to the extent permitted by applicable law. The Authority shall report actions taken in closed session to the public as required by applicable law.

5.7 Adjournment and Notice of Adjournment. A majority of the members present, whether or not constituting a quorum, may adjourn any meeting or continue any meeting to another time and place. Notice of the time and place of a continued meeting shall be given if the meeting is adjourned for more than twenty-four (24) hours.

5.8 Voting.

a. Actions on Agenda. All official acts of the Board that are on the meeting agenda shall require the affirmative vote of a majority of the members present at a meeting at which a quorum has been constituted. The required vote shall exclude the vote of any member prohibited from voting on the matter due to a conflict of interest.



b. Actions Not on Agenda. No action shall be taken on any item not appearing on the posted agenda unless (1) two-thirds of Board members in office, or, if less than two-thirds of such Board members are present, all of the members present, by unanimous vote, determine that there is a need to take immediate action and that the need for action came to the attention of the Authority subsequent to the agenda being posted; or (2) the item was posted in an agenda for a meeting of the Board held not more than five calendar days earlier, where the item was continued to the meeting where action is being taken.

c. Absentee Voting. Absent Board members may not vote, whether by proxy or written ballot, unless such means of voting is necessary to reasonably accommodate the Board member under the Americans with Disabilities Act or any other applicable law.

5.9 Resolutions. All official acts of the Authority shall be made either by resolution or by motion, duly made, seconded and adopted by vote of the members.

5.10 Minutes. The Secretary or his or her designee shall prepare the minutes of each Board meeting. The minutes shall be an accurate summary of the Board's consideration of each item on the agenda and an accurate record of each action taken by the Board. Once approved, the Secretary or his or her designee shall sign minutes and keep them with the proceedings of the Board.

## **ARTICLE VI**

### **Committees and Procedures**

6.1 Committees. The Board may establish such standing or special ad hoc committees as it may deem necessary. Every committee shall consist of at least one Board member. The function and membership of each such committee shall be determined from time to time by resolution or motion of the Board, and committee members shall be appointed by and serve at the pleasure of the Board. All committees shall be advisory only and shall not have the authority to act on behalf of the full Board.

6.2 Committee Meetings. All meetings and procedures of the Board's



committees shall be in conformity with the Act and/or Sunshine Ordinance and other applicable laws. Subject to such provisions, meetings of any committee shall be held at such times and places as are determined by the Board or by the committee. Except as otherwise provided in section 5.6, committee meetings shall be open and public.

6.3 Committee Notices. All committees shall comply with the notice, agenda, and procedural requirements otherwise applicable to the Board contained in these Bylaws.

6.4 Committee Minutes. The chair of the committee or his or her designee shall prepare the minutes of each meeting of such committee. The minutes shall be an accurate summary of the committee's consideration of each item on the agenda and an accurate record of each action taken by the committee.

## **ARTICLE VII**

### **Indemnification of Members, Officers, Employees, and Other Agents**

7.1 Indemnification. To the extent permitted by law, each Board member, officer, and employee, now or hereafter serving the Authority (and his/her heirs, executors and administrators) shall be indemnified and held harmless by the Authority from and against all costs and expenses which may be imposed upon or reasonably incurred by such person in connection with or resulting from any claim, action, suit, or proceeding in which such person may be involved by reason of his/her being or having been a member, officer, or employee of the Authority and arising from his or her acts or omissions with the scope of his or her duties as a member, officer or employee.

7.2 Definitions. As used in these Bylaws, the term "costs and expenses" includes but is not limited to attorneys' fees, court costs, and amounts paid in settlement or judgment by any Board member, officer, or employee (and his/her heirs, executors and administrators) other than the amounts paid by the Authority itself. Such indemnification right shall be conditioned upon prompt notice to the Authority of any claim, action, suit of proceeding against such person that might reasonably result in a claim for indemnification and such





person's cooperation with the Authority in its defense against such claim.

## **ARTICLE VIII Conflict of Interest**

8.1 Conflict of Interest Code. The Authority may adopt and promulgate, and thereafter amend, a Conflict of Interest Code pursuant to California Government Code Section 87300 et seq.

## **ARTICLE IX Records and Reports**

9.1 Public Records. All documents and records of the Authority that are not exempt from disclosure by law shall be public records under the California Public Records Act (California Government Code Section 6250 et seq.).

9.2 Inspection. To the extent required by law, any County, State, of Federal agency (including the Health Care Financing Administration and U.S. Comptroller General) or any official representative or designee of such agency may inspect applicable Authority records. Such inspections shall not be deemed a waiver by the Authority of any exemption from disclosure under the California Public Records Act.

## **ARTICLE X Execution of Contracts**

10.1 Contracts and Instruments. The Authority may authorize any officer (s), agent (s), or employee (s) to enter into or execute any contract or instrument in the name of and on behalf of the Authority and such authority may be general or confined to specific instances. Unless authorized or ratified by the Authority, no officer, agent or employee shall have the power or authority to bind the Authority to any contract or to render it liable for any purpose or for any amount or for any amount.

10.2 Checks, Drafts, Evidence of Indebtedness and Deposits. All checks, drafts, and other orders for payment of money on behalf of or to the Authority shall be



signed and/or endorsed by persons expressly authorized under its Governance Policies.

## **ARTICLE XI Executive Director**

11.1 Appointment and Tenure. The Board shall appoint or hire an Executive Director who shall be the Authority's direct executive representative in managing its affairs and activities under the Governance Policies. The Executive Director shall be employed by the Board subject to the Authority's Personnel Policies and/or any employment contract between the Executive Director and the Authority.

11.2 Duties. The Executive Director shall be responsible for and have the necessary authority to carry out the policies, procedures and practices of the Authority, and shall appoint employees in executive, administrative and management positions for the Authority. All such personnel shall serve at the pleasure of the Executive Director subject to the Authority's Personnel Policies.

## **ARTICLE XII Fiscal Year**

12.1 Fiscal Year. The fiscal year of the Authority shall commence on July 1 and end on June 30.

## **ARTICLE XIII Miscellaneous Procedures**

13.1 Board Procedures. Without amending these Bylaws, the Board, by motion or resolution, may adopt and amend its Governance Policies or other policies and procedures in any manner not inconsistent with these Bylaws.

## **ARTICLE XIV Amendment of Bylaws**

14.1 Amendment of Bylaws. The Board may, by a vote of the majority of



Board members in office, adopt, amend, or repeal these Bylaws. Notwithstanding the foregoing, the Board may not amend or repeal any provision of these Bylaws requiring a two-thirds vote except by a two-thirds vote of members in office.

#### CERTIFICATE OF PRESIDENT

I, the undersigned, do hereby certify:

That I am the duly elected and acting President of the Board of the In-Home Supportive Services Public Authority, an independent local public agency; and

That the foregoing Bylaws, comprising 10 pages, including this page, constitute the Bylaws of the Authority, as duly adopted by the Board of the Authority at a regular meeting, duly called on July 8, 2014 at San Francisco, California.

Kenzi Robi, Governing Body President

