



**California Commission on Asian and Pacific Islander American
Affairs A California Commission
Gov. Code Section 8255-8260
BYLAWS**

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STATE OF CALIFORNIA
COMMISSION ON
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ARTICLE 1. OFFICES

SECTION 1. COMMISSION NAME

As designated in California Government code **8255 - 8260**, this commission shall be known as California Commission on Asian and Pacific Islander American Affairs.

SECTION 2. OFFICES

1. Principal office: The principal office of the Commission for the transaction of its business will be located in Sacramento County, California.
2. Other office(s): The Commission may also have offices at such other places where it is qualified to do business, as its business may require and as the Commission may, from time to time, designate.



ARTICLE 2. MISSION AND FUNCTIONS

SECTION 1. MISSION

The mission of the Commission shall be: To elevate the political, economic and social issues of Asians and Pacific Islanders by contributing to and strengthening how state government addresses the needs, issues, and concerns of the diverse and complex Asian and Pacific Islander American communities.

SECTION 2. FUNCTIONS

The functions of the California Commission on Asian and Pacific Islander American Affairs are to:

1. Advise the Governor and Legislature on how to respond most effectively to views, needs, and concerns of the state's Asian and Pacific Islander American communities.
2. Assist the state in being an effective liaison and conducting outreach with Asian and Pacific Islander American communities through information dissemination about Asian and Pacific Islander American communities concerning public and private programs beneficial to their interests.
3. Examine issues of access and cultural language sensitivity by state agencies, departments, and commissions.
3. Provide assistance to policymakers and state agencies in identifying Asian and Pacific Islander American communities' needs and issues and develop appropriate responses and programs.
4. Educate the public about hate crimes against Asian and Pacific Islander American communities.



ARTICLE 3. COMMISSIONERS

SECTION 1. COMMISSIONERS

The members of the Commission (individually, “member” or “Commissioner;” collectively, “members” or “Commissioners”).

SECTION 2. NUMBER

The Commission shall have thirteen (13) members or Commissioners. The number may not be changed unless authority is granted by legislation.

SECTION 3. TERMS OF OFFICE

Each commissioner shall hold office for four (4) years. Any vacancy in the membership of the commission shall not affect the powers of the commission and shall be filled in the same manner as the original appointment.

A commissioner whose term has expired may continue to serve until his or her successor is appointed. If the commissioner wishes to continue to serve, they must provide written notice to the Executive Director at least 30 days prior to their term expiring.

SECTION 4. COMMISSIONER ATTENDANCE

Commissioners are expected to attend all regularly scheduled meetings. If Commissioners miss more than two (2) meetings within a fiscal year with good cause, notification shall be sent to the appointing authority. “Good cause” is defined as illness, absence from the state, death of a family member, court appearance, or other highly extenuating circumstance.

SECTION 5. COMMISSIONER ROLES AND RESPONSIBILITIES

It shall be the duty of the commissioners to:

1. Perform any and all duties imposed on them collectively or individually by Government Code;
2. Collectively accomplish the Commission’s goals as adopted by the Commission and to attend Commission meetings in person or via teleconference;
3. Serve as a member of a committee, or other non-Commission body;
4. Represent the Commission in meetings, conferences, testimony in public hearings, and other speaking engagements, as advised by the Executive Director in consultation with the Commission Chair;
5. In consultation with the Executive Director, represent the Commission as requested by public invitations; and
6. Appropriately advise the Legislature, the Governor’s office, and State agencies to



respond to the needs of the AANHPI community

SECTION 6. COMMISSION REPRESENTATION

1. Every Commissioner retains the right to express their opinion on any subject whenever the Commissioner is acting as an individual and not on behalf of the Commission.
2. Commissioners who agree to represent the Commission and do so at the request of the Commission, agree to represent only the officially approved positions of the Commission or a complete and accurate presentation of issues under consideration by the Commission.
3. Commissioners whose personal positions conflict with the Commission's official positions must represent either the Commission's positions only or decline the request to represent the Commission.
4. A Commissioner is considered to be acting officially on behalf of the Commission whenever the Commissioner states or implies that they are acting as a representative or member of the Commission, whenever the Commissioner is authorized by the Commission to represent it, or the activity of the Commissioner results in an expense to the Commission.
5. Nothing shall prevent Commissioners from expressing their views as individuals in Commission meetings or activities when these views bear directly upon policy issues under discussion.

SECTION 7. COMPENSATION & REIMBURSEMENT

Commissioners shall serve without compensation. However, they shall be entitled to reimbursement for expenses incurred in the performance of the Commission business only and necessary travel and per diem. In accordance with current state policy, Commissioners may be eligible to receive reimbursement for expenses such as:

1. Ground transportation
2. Per Diem
3. Short-term lodging
4. Personal vehicle mileage
5. Other actual and necessary business and/or travel costs incurred while conducting official state business per state reimbursement rates

Commissioners are encouraged to turn in reimbursement forms and receipts to staff within 30-days of travel.

Commissioners may not be compensated for rendering services to the Commission in any capacity.

SECTION 8. VACANCIES

Vacancies on the Commission shall exist:



1. On the death, resignation, or removal of any commissioners;
2. Any Commissioner may resign effective upon giving written notice to the appointing authority, Commission Chair, Secretary, and the Executive Director, unless the notice specifies a later time for the effectiveness of such resignation;
3. A Commissioner who desires to serve after their term has expired shall notify the Executive Director in writing, at least 30 days prior to the expiration of their term, of their intention to serve until reappointed or replaced by appointing authority office.
4. Whenever the number of authorized commissioners is increased by legislation.

Vacancies on the Commission may be filled only by the allotment allowed by the Governor, Senate, and Assembly.

SECTION 9. NON-LIABILITY OF COMMISSIONERS

The Commissioners shall not be personally liable for the debts, liabilities, or other obligations of the Commission.

SECTION 10: TRAINING & ORIENTATION

A. New Commissioners shall within 60 days of being appointed receive orientation in:

- (1) Commission governance, policies and procedures, including the Commission's Strategic Plan, Mission Statement, Vision Statement, Core Principles, and governance philosophy;
- (2) Commission strategic directives;
- (3) relevant laws and statutes;
- (4) and sexual harassment and abusive conduct prevention training.

B. At or before the orientation session, the new Commissioner will receive the following documents:

- 1) The Bagley-Keene Open Meeting Act
- 2) The Commission's Conflict of Interest Code
- 3) The Commission's By Laws
- 4) Any other documents that may be helpful to the Commissioner to fulfill the Commissioner's responsibilities on the Commission

C. As required by Government Code Sections 11146 through 11146.4 and 12950.1, within six months of beginning service as a Commissioner and at least every two years thereafter, Commissioners shall receive training on laws related to ethics, conflict of interest requirements, governmental transparency, open government, fair government processes, and sexual harassment and abusive conduct prevention.



SECTION 11: STATEMENT OF ECONOMIC INTEREST – FORM 700

Each Commissioner is required by the California Political Reform Act and the corresponding regulations to file a Statement of Economic Interests, Form 700: (1) within 30 days of being appointed; (2) on a yearly basis as prescribed by law; and (3) within 30 days of ending Commission membership.

SECTION 12: CONFLICT OF INTEREST

A. Presence of a conflict of interest prohibits Commissioners as public officials from participating in discussion about or taking action on an item. Provisions in California statutes, regulations, and case law define and provide guidelines related to conflict of interest. A Commissioner shall not make, participate in making, or in any way attempt to use the Commissioner's official position to influence a Commission decision in which the Commissioner knows or has reason to know the Commissioner has a financial interest (Government Code Section 87100). Additionally, Commissioners must be guided solely by the public interest, rather than by personal interest, when dealing with contracting in an official capacity (Government Code Section 1090 et seq.).

B. A Commissioner who has a financial conflict of interest shall do the following:

- 1) Notify the Executive Director as soon as possible if any agenda item presents a potential conflict of interest. This will prepare the Chair to announce the Commissioner's nonparticipation in any discussion, deliberation or vote when the item comes up.
- 2) Publicly identify, in enough detail to be understood by the public, the financial interest that causes the conflict of interest or potential conflict of interest.

Recuse themselves from discussing or voting on the matter or from attempting to use their position to influence the decision.



ARTICLE 4. MEETINGS

SECTION 1. REGULAR MEETINGS

Commission meetings are to be held as often as is necessary to enable the Commission to fully and adequately fulfill annual goals and objectives of the Commission, but not less than once each quarter, four (4) times per year. All meetings shall be open to the public pursuant to the Bagley-Keene Open Meeting Act.

SECTION 2. SPECIAL MEETINGS

Special meetings of the Commission may be called by the Commission Chair, Vice-Chair, the Secretary, or by any two Commissioners (in consultation with and with notice provided to the executive director of the Commission). The special meeting requires that notice be provided at least 48 hours before the meeting.

SECTION 3. COMMITTEE MEETINGS

Commission committee meetings are to be held as often as is necessary to enable the Commission committee to fulfill Commission goals and objectives. All meetings shall be open to the public pursuant to the Bagley-Keene Open Meeting Act.

SECTION 4. DATE AND LOCATION OF MEETINGS

The time of any regular meeting of the Commission shall be set by the Commission Chair and Executive Director.

In the event of change of circumstances which could not have been anticipated at the time of the Commission set the meeting date, the rescheduling of all regular meetings of the Commission shall be held upon agreement by the Executive Committee and the Executive Director.

The time, date, and location of any special meeting of the commission called by the Commission Chair shall be set by the Commission Chair and the Executive Director. The time, date, and location of any committee or subcommittee meeting shall be determined by the Chairperson of such committee or subcommittee, in consultation with staff.

Any meeting may be held by conference telephone, electronic video screen communication, or other communications equipment. Participation in a meeting through use of conference telephone constitutes presence in person at that meeting so long as all commissioners participating in the meeting are able to hear one another. Participation in a meeting through use of electronic video screen communication or other communications equipment (other than



conference telephone) constitutes presence in person at that meeting if all of the following apply:

1. Each commissioner participating in the meeting can communicate with all of the other commissioners concurrently;
2. Each commissioner is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose, or to interpose an objection to, a specific action to be taken by the Commission; and
3. The Commission adopts and implements some means of verifying 1) that all persons participating in the meeting are commissioner of the Commission or are otherwise entitled to participate in the meeting, and 2) that all actions of, or votes by, the Commission are taken and cast only by commissioner and not by persons who are not commissioner .

SECTION 5. NOTICE OF MEETINGS

Notice of any regular meetings or special meetings of the Commissioner of any committee of the Commission consisting of more than two (2) individuals shall be sent by the executive director (or designee) to the public and to each commissioner at least ten (10) days prior to the date of the meeting.

All meeting notices shall set forth the time, date, and location of the meeting and shall contain an agenda listing the items to be discussed and/or acted on at such meeting. All notices of Commission meetings shall contain a notation that in the event a quorum is not present to meet as such Commission the Commissioners who are in attendance shall meet as an ad hoc committee of Commissioners, as the case may be to conduct the business contained in the agenda and to vote to recommend actions for the Commission.

In addition, the notice shall also be posted on the website or other effective social media platforms such as Facebook or Instagram.

SECTION 6. QUORUM FOR MEETINGS

A quorum for a regular meeting shall consist of seven (7) commissioners. No business shall be considered by the Commission at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair of the meeting shall entertain at such meeting is a motion to adjourn.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken.

The commissioners present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of commissioners from the meeting, provided that any action thereafter taken



must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the articles of incorporation or bylaws of this Commission.

SECTION 7. BUSINESS TO BE CONDUCTED AT MEETINGS

The business to be conducted at any Commission, committee, or subcommittee meeting shall be as set forth in the agenda provided with the notice of such meeting. As provided in Government Code section 11125, no action may be taken on any item that was not included in the agenda for such meeting.

Agenda items are placed on the Commission's meeting agenda with the approval of the Chair and Executive Director. Individual Commissioners wishing to place items on the agenda should contact the Chair and the Executive Director.

SECTION 8. CONDUCT OF MEETINGS

Meetings shall be governed by Roberts Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with these bylaws, with the articles of incorporation of this Commission, or with provisions of law.

1. All meetings begin "on the record" with a roll call to establish quorum. If the meeting fails to establish a quorum, the meeting may convene, recess and adjourn but no business can be conducted until quorum is met.
2. Motions - Action cannot happen without a Motion by one of the Commissioners, and it must be "seconded" by a different member. The Motion follows their discussion of the action item, usually with a presentation and possibly also with public comment.

SECTION 9. VOTING

After a motion is made, seconded, and public comment has been heard, the Commission may vote. A Commissioner must be present to vote.

1. Voting
 - i. The Commission can use an "all in favor say aye" vote for in-person meetings. but if not clear go to roll call.
 - ii. The Commission must use a roll call vote for action items when the meeting is by teleconference.
 - iii. A majority of Commissioners present at the meeting must vote in favor of an action item for its passage. A Commissioner who is disqualified in a matter because of financial contributions, financial interest, or another conflict is not entitled to vote. The Commissioner is required to announce at the meeting that the Commissioner will not participate and disclose the reasons for the disqualification on the record. This information is noted in the meeting minutes.



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- iv. A Commissioner may “abstain” from voting if the Commissioner is entitled to participate but chooses not to. The reason for abstaining need not be disclosed on the record.



ARTICLE 5. OFFICERS AND DUTIES

SECTION 1. NUMBER OF OFFICERS

The officers of the Commission, designated as the “Executive Committee,” shall be a Chair, Vice Chair, and Secretary. There may be a member-at-large (“Member-at-Large”).

SECTION 2. ELECTION AND TERM(S) OF OFFICE

Any Commissioner may serve as an officer of this Commission if they have completed at least one year as a Commissioner. The Commission shall elect a Chair, Vice Chair, Secretary, and Member at large at a Commission meeting, where a quorum is present, preferably held in October and no later than December. Officers shall be elected by a majority of the Commissioners present and shall assume all duties starting January 1 following the election. Each officer is elected to a one-year term. A Chair, Vice Chair, and Secretary may be elected to the same office for two (2) full terms; however, the Chair may serve beyond two terms if elected by a two-thirds vote of the Commissioners present.

An officer shall hold office until he or she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first. No Commissioner shall simultaneously hold more than one of the offices.

SECTION 3: DUTIES OF THE CHAIR

1. The Chair, with input from Commissioners and Executive Director, sets the Commission’s meeting agenda, prioritizing and scheduling agenda items as appropriate, and presides at all full commission meetings and public hearings of the Commission.
2. The Chair appoints the Commissioners to committees, except the Executive Committee.
3. The Chair, in consultation with the Executive Director shapes Commission business, including but not limited to advocating on legislation, community engagement, and convening appropriate Commission meetings, public hearings, community events.
4. The Chair, in partnership with the Executive Director, provides leadership in fulfilling the Commission’s mandate in Government Code 8257.
5. The Chair serves as liaison with the public.
6. The Chair serves as the chair of the Executive Committee.

SECTION 4: DUTIES OF VICE CHAIR

1. The Vice Chair, in the absence of the Chair, or in the event of his/her/their inability or refusal to act, shall perform all the duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on, the Chair.
2. The Vice Chair serves as the acting Chair in the event of a vacancy in the office of the



Chair.

3. The Vice Chair serves as a member of the Executive Committee.
4. The Vice Chair performs such other duties as the Chair may deem necessary and may request to facilitate the conduct of the Commission's business.

SECTION 5: DUTIES OF THE SECRETARY

1. The Secretary keeps a roster of Commissioners containing the name, email and address of each Commissioners, and, in the case where any Commissioner has been terminated, resigned, or have termed out, the Secretary shall record such facts in the Commissioner roster together with the date on which such Commissioner ceased.
2. The Secretary sees that all notices are duly given in accordance with the provisions as required by law.
3. The Secretary is the custodian of all Commission meeting minutes and prepare meeting minutes for approval.
4. The Secretary takes roll during Commission meetings.
5. The Secretary serves as a member of the Executive Committee.
6. The Secretary performs such other duties as the Chair may deem necessary and may request to facilitate the conduct of the Commission's business.

SECTION 6: DUTIES OF MEMBER AT LARGE

1. The Member-at-large serves as a member of the Executive Committee.
2. The Member-at-large performs such other duties as the Chair may deem necessary and may request to facilitate the conduct of the Commission's business.

SECTION 7: VACANCIES

Notwithstanding any other provision contained in these by-laws, any vacancy in an officer position which occurs during an unexpired term of office shall be filled by the Chair, or Acting Chair, until an election can be held at the first regularly scheduled Commission meeting following the occurrence of such vacancy. At such meetings, the acting Chair shall take nominations from the floor to fill such vacant position(s). The election of such officer(s) shall then be conducted by a roll call vote.



ARTICLE 6: COMMITTEES AND ADVISORY BODIES

SECTION 1. EXECUTIVE COMMITTEE

The Executive Committee shall comprise of the elected officers of the Commission. At no time, however, shall the Executive Committee consist of less than three (3) or more than five (5) members. The Executive Committee shall have the authority to act on behalf of the full commission.

SECTION 2. COMMITTEES

The Commission may establish one or more committees as necessary to provide expertise pursuant to Government Code 8255-8260. Such committees may provide guidance, review materials, and make recommendations to the full Commission.

1. Each committee shall be responsible for electing a Chair and Vice Chair for their respective committees. The election should happen at the first opportunity after the election of Commissions' officers and the formation of committee membership.
2. Ideally each standing committee shall have a minimum of two (2) Commissioners and a maximum of seven (7) Commissioners.
3. If a committee member cannot attend a committee meeting the member shall notify the Committee Chair and the committee staff member of such absence in advance of the committee meeting. If a committee member misses more than one committee meeting without notice or three committee meetings in a calendar year with notice, the Committee Chair has discretion to decide whether it is in the best interest of the committee to have that committee member replaced.

SECTION 3. ADVISORY BODIES

Committee Chair and Vice Chair may convene an ad hoc advisory body with expertise on topics specified by the Commission. Participants of the advisory body shall be selected by the Committee Chair and Vice Chair. Advisory bodies shall only inform and make recommendations to the committee. An advisory body may be dissolved by the Committee Chair and Vice Chair.



ARTICLE 7: EXECUTIVE DIRECTOR

SECTION 1. DUTIES OF EXECUTIVE DIRECTOR

1. The Executive Director is appointed and discharged by the Commission. The Executive Director acts under the authority of, and in accordance with strategic direction from the Commission.
2. The Executive Director in consultation with the Chair works with the Legislature, Governor's office, and State agencies to maintain lines of communications.
3. The Executive Director represents the Commission and advances its goals by working with California's constitutional officers, federal, state and local agencies, community-based organizations, private sector leaders, and other stakeholders within the Asian American Native Hawaiian and Pacific Islander (AANHPI) communities.
4. The Executive Director presents to the Commission the annual budget and expenditures at the beginning of the fiscal year for Commission adoption, a mid-year expenditure report, and a close-of-year expenditure report. The Executive Director has the authority to administer the approved budget without additional approval from the Commission.
5. The Executive Director fulfills the responsibilities set forth in the Executive Director's duty statement and implements the delegated authority specified in the Bylaws.
6. The Executive Director is authorized to perform and oversee day to day operations of the commission, including staffing. Day to day operations includes working with lateral state agencies (i.e. Department of Finance) to meet all legal requirements and to fulfill the Commissions mission.

SECTION 2. EXECUTIVE DIRECTOR AUTHORITY TO ADVOCATE ON LEGISLATION

1. The Commission is authorized to advise the Governor and Legislature regarding actions the State may take to address issues relating to the social and economic development, and the rights and interests of AANHPI communities. As part of this authority, the Commission may advocate on legislation.
2. The Executive Director, or the Executive Director's designee, is authorized on behalf of the Commission to advocate on legislation:
 - a. When the legislation advances a formally established position of the Commission;
 - b. When the legislation furthers the interest of the Commission; or
 - c. After full discussion with and at the direction from the full Commission.
 - d. The Executive Director shall give an update of all advocacy efforts, except confidential budget proposals, taken on behalf of the Commission at the next Commission meeting following the advocacy efforts.



SECTION 3. EXECUTIVE DIRECTOR CONTRACT AUTHORITY

The Executive Director shall have the authority to take all actions necessary to enter into contracts on the Commission's behalf in the amount of \$100,000 or less and to enter into Interagency Agreements

SECTION 4. EVALUATION

The Commission shall in closed session evaluate the Executive Director's performance on an annual basis. Prior to the closed session evaluation, the Chair and Vice Chair and/or a designee from the Commission will provide the Executive Director with a performance review to be discussed in the closed session evaluation. The evaluation will be based on the performance goals and professional development objectives adopted by the Commission and the Executive Director's duty statement.



ARTICLE 8: GOVERNING PROVISIONS

SECTION 1. APPLICABLE LAWS; SEVERABILITY.

Any and all applicable laws of any governmental authority or agency having jurisdiction over the Commission are hereby incorporated by reference as if fully set forth herein. In the event of a conflict between such applicable law(s) and any provision of these by-laws, the applicable law(s) shall control and such by-laws provision(s) shall be considered null and void; provided, however, that any and all provisions of these by-laws not so affected shall remain in full force and effect.



ARTICLE 9: AMENDMENT OF BYLAWS AND EFFECTIVE DATE

SECTION 1. AMENDMENT

Proposed amendments by any Commissioner or the Executive Director to these by-laws shall be submitted in writing to the Chair and Executive Director 30-days before the next scheduled regular meeting. Upon his or her receipt of any such proposed amendment(s), the Chair shall immediately appoint a Governance Committee to review the proposed amendment(s) and submit its recommendation for action by the full Commission at its next scheduled meeting. Any such proposed amendment and the recommendation of the Governance Committee shall be transmitted to the full Commission together with the agenda of the Commission meeting at which such by-laws amendment(s) are to be considered. Notwithstanding any provision to the contrary contained herein, no adoption, amendment, deletion, modification, or ratification of these **by-laws shall be effective unless approved by a vote of two-thirds (2/3) of the Commissioners present at a duly called and constituted meeting of the Commission.** Nothing herein is intended to, nor shall it, preclude the Chair from assigning the Governance Committee to review and make recommendations to the Commission regarding the by-laws at any time the Chair believes a review of the by-laws may be appropriate.

SECTION 2. EFFECTIVE DATE

These by-laws shall be effective upon their adoption at a regularly scheduled meeting of the Commission and shall supersede any and all by-laws previously adopted by the Commission and any and all resolutions adopted by the Commission which may be in conflict with the provisions contained herein.