



Yolanda Baldovinos
Agency Director

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April 13, 2010

Honorable Public Authority
Administration Building
Oakland, CA 94612

Dear Public Authority Members:

SUBJECT: Approval of Change to Public Authority for IHSS Bylaws

RECOMMENDATIONS:

In order to implement the recommended change to the Bylaws of the Public Authority for IHSS, it is recommended that your Board:

- Approve the change in the Public Authority for IHSS Bylaws, as recommended by the Public Authority for IHSS Advisory Board.

SUMMARY/DISCUSSION:

This letter requests action by your Board to approve the change recommended by the members of the Public Authority for IHSS Advisory Board (PAAB) at its meeting on April 1, 2010.

In Article III "The Advisory Board", the membership section is amended to reflect the change in administration of registry services. The eleventh seat on the Advisory Board is recommended to be defined as follows:

Section 3.3 Membership


Changes "IHSS Registry Representative" (since the Public Authority no longer contracts with CBOs for registry services) to the following: "A Specialist, with expertise in an area such as, but not limited to, disability rights, law, advocacy, media, finances, fund-raising, or government."

County Counsel has reviewed the PAAB bylaws and approved as to form.

FINANCING:

There is no financial impact resulting from your Board's approval of the recommended changes.

Sincerely,



Yolanda Baldovinos
Agency Director

Attachment: Bylaws of the Public Authority for In-Home Supportive Services

c: Auditor-Controller
County Administrator
County Counsel

V:\Board Letters\2010\05.11.10 - PAABBylaws

Public Authority for In-Home Supportive Services in Alameda County

Approved by BOS March 27, 2007

With change in Section 3.3 recommended by PA Advisory Board April 1, 2010

BYLAWS

ARTICLE I

Establishment and Name

1.1 Establishment. The Public Authority for In-Home Supportive Services in Alameda County has been established as a public agency separate and distinct from Alameda County ("County") by the County's Board of Supervisors through Ordinance No. 0-9381 (the "Ordinance") under the statutory authority of California Welfare and Institutions Code Section 12301.6 (the "Statute"). The Public Authority has the authority and all the powers necessary and convenient to act autonomously and independently in meeting the responsibilities of its mandate as specified in Welfare & Institutions Code 12301.

1.2 Name. The name of this public agency shall be the Public Authority for In-Home Supportive Services in Alameda County (the "Public Authority").

1.3 Components. The Public Authority is the name of the whole and includes a Governing Body, Advisory Board, Advisory Board Committees and Public Authority staff. The mission of the Public Authority is to provide the services and perform the functions specified in W&I Code 12301, to give IHSS consumers a voice in how and what IHSS and PA services are provided, to improve the availability and quality of IHSS, and to support services that enhance the lives of seniors and persons with disabilities who choose to live independently and with dignity in their own homes.

ARTICLE II

Governing Body

2.1 Purpose. The purpose of the Governing Body is to review and address policy issues regarding the delivery of in-home supportive services, to provide general policy direction and general oversight of the operation of the Public Authority, and to ensure that actions of the Public Authority enhance the situation of consumers and workers.

2.2 Powers. The Governing Body is the Public Authority's legal entity and may undertake all actions, engage in all businesses, and perform all functions authorized by the Statute, the Ordinance, or otherwise permitted by law.

2.3 Membership. Membership of the Governing Body consists of the five elected members of the Alameda County Board of Supervisors, acting in a separate and independent capacity as the Governing Body of the Public Authority.

2.4 Relationship. The Governing Body works in conjunction with the Advisory Board, which identifies and refers policy questions and recommendations to the Governing Body for final review and action.

2.5 Term of Appointment. Members of the Alameda County Board of Supervisors automatically become members of the Governing Body and shall continue to serve as long as they remain Supervisors. Term of Appointment is consistent with the Term of Appointment of the Board of Supervisors.

2.6 Chair. Elected by members of the Governing Body.

2.7 Meeting. The Governing Body meets quarterly to receive a report from the Public Authority Advisory Board and staff and meets at other times as needed to conduct Public Authority business, including approving spending and contracts, and to consider issues or requests brought to them by the Advisory Board and staff. Public Authority business may be scheduled on the Board of Supervisors' agenda but is conducted by the Governing Body in a separate capacity from their role as Supervisors.

ARTICLE III

The Advisory Board

3.1 Description and Purpose. The purpose and duties of the Advisory Board are to establish service and policy recommendations for Public Authority and IHSS programs, to recommend to the Governing Body the hiring of the executive director, to give the executive director broad operational and policy direction, to review his/her work performance, and to work with Public Authority staff and consultants or evaluators in identifying the strengths and weaknesses of PA services and operations and in identifying and seeking funding to further develop and refine the program.

The Advisory Board has the authority and responsibility to advocate for legislation and federal, state or local proposals that enhance and protect the IHSS program and the quality of lives of seniors and persons with disabilities, and that support the PA's mission. Advisory Board members engage in outreach activities that educate and inform the community and the media about the mission and services of both IHSS and the PA.

3.2 Powers. The Advisory Board's powers are derived from the Governing Body, as defined in Alameda County's enabling legislation and the Interagency Agreement. The Advisory Board serves as and satisfies the requirements of the IHSS and Public Authority Advisory Committee as defined by State Statute and County Ordinance. The Advisory Board exercises the powers specified in these Bylaws and delegated by the Governing Body.

3.3 Membership. Eleven members are appointed by the Governing Body for the positions specified below, based on representation guidelines developed in Statute and Ordinance. The Advisory Board recruits and recommends nominees for membership to the Governing Body for appointment.

Consumers: Six representatives who are past or present users of IHSS in Alameda County, three under the age of 60 and three 60 years or older.

Advocates: Two representatives who have worked to improve the condition of IHSS consumers, one an advocate for the elderly and one for persons with disabilities.

Workers: Two representatives who are current providers of IHSS services IHSS in Alameda County, one a family member provider and one a non-family provider. A provider member's tenure on the Board will end if s/he does not work as an IHSS provider for three consecutive months.

A Specialist with expertise in an area such as, but not limited to, disability rights, law, advocacy, media, finances, or government.

In addition to the above Advisory Board members, two past or present IHSS consumers shall be appointed as Alternate Members for Consumer representatives. Alternates are expected to attend all meetings of the Advisory Board but shall not, as alternates, vote at Advisory Board meeting. When a consumer representative is absent, an alternate serves in their stead with full voting privileges. If more than one alternate is available for a single position, the participating alternate will be initially selected by lot and then alternate for subsequent meetings. Alternate members are encouraged to attend and participate at committee meetings and may be appointed official, voting members of committees other than Operations.

Public Authority staff serve as *ex officio* members of the Advisory Board, providing information and technical assistance, but are not voting members.

3.4 Terms. Advisory Board members serve staggered two-year terms. Board Members may serve a maximum of three consecutive two-year terms, or a maximum of seven consecutive years if the member's first term is an appointment of one year or less to fill a position vacated in mid-term.

Unless a member is appointed to take a position vacated before the departing member's term has ended, each term shall commence on the first day of January and end on the last day of December, two years thereafter. An individual shall not be a member until he or she executes any documents or condition of appointment required by the Public Authority. Any delay by the Public Authority in appointing a member shall not extend the term to which an individual is appointed.

After an absence of one year, a former member who served the maximum of three uninterrupted two-year terms or a total of seven years may qualify to apply and be considered for appointment to return as a board member.

3.5 End of Term of Advisory Board. A member shall cease to be a member upon the earliest occurring of:

- (a) end of term; or
- (b) the receipt by the Governing Body of the member's written notice of resignation indicating the effective date of resignation; or
- (c) the date of lawful action to remove a member from the Advisory Board; or
- (d) the member's death.

3.6 Procedure for Filling Vacancies on the Advisory Board.

Recommendations of members of the Advisory Board shall be made consistent with requirements set forth in the Statute and Ordinance for a reasonable, open and fair selection process. To fill vacancies, the Recruiting, Nominating and Orientation Committee shall send out recruitment notices annually by June 15, review applicants resumes and narratives describing their qualifications and interview candidates by September 30 and send to the Advisory Board a slate of recommended and qualifying candidates no later than September 30. The Advisory Board shall review the nominations at their October meeting, select a slate of prospective members, using the Voting Procedures currently dated January 9, 2003 in Appendix A, and forward their recommendations to the Governing Body by October 15 for approval by December 31 for appointment effective January 1. Vacancies occurring mid-term may be filled as soon as possible using the same nomination and approval procedure.

3.7 Removal of Advisory Board Members. The Advisory Board, in accordance with the Removal Procedure agreed upon by the Advisory Committee October 3, 2002 (in Appendix B), by a two-thirds affirmative vote, not counting the vote of the member in question, may recommend to the Governing Body that a member be removed based upon any applicable lawful criteria, including, but not limited to, a pattern of conduct that violates the Rules of Conduct established by the Advisory Board.

Participation requirements: All Advisory Board Members are required to attend meetings of the committee to which they are assigned and meetings of the Advisory Board, if such meetings are scheduled. Members are subject to removal from the Board under the following conditions:

- (a) two consecutive, unexcused absences from Advisory Board meetings or two consecutive, unexcused absences from their assigned committee meetings; or
- (b) the aggregate number of absences, excused or unexcused, reaches 50% in any twelve-month period.

The Chair of the Advisory Committee shall determine if the absence is excused due to good cause and shall send a reminder letter, as a courtesy, to any member with two consecutive excused or unexcused absences. If the member disagrees with the Chair's decision regarding whether the absence is unexcused, the member may bring the question to the Advisory Board meeting for a vote.

3.8 Relationships. Advisory Board members attend the quarterly Governing Body Meetings. The Chair of the Advisory Board reports to the Governing Body at its meetings. These reports include a summary of Public Authority activities and identification of issues and concerns for discussion and decision by the Governing Body.

ARTICLE IV

Officers of Advisory Board

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

4.2 Election of Officers. Each year, the Advisory Board shall elect officers, each of whom shall have the authority to perform duties consistent with the Statute and Ordinance and as set forth in these Bylaws and/or other documents which the Advisory Board may from time to time determine. Officers shall be elected in March of each year and shall assume responsibilities of office on April 1. Each officer shall be a duly appointed member and shall serve for a term of one year or until his or her successor is selected.

4.3 Removal of Officers. Any officer may be removed for cause by the Advisory Board at any meeting by a two-thirds affirmative vote of the full membership. The process to remove an officer shall comply with the Brown Act, allowing for discussion prior to a vote to remove. An officer shall immediately cease to be an officer in the event he or she ceases to be a member of the Advisory Board. If an officer leaves office prior to the end of his/her normal term; a replacement may be appointed by the Operations and Coordination Committee until an election is held. A special election may be called by the Operations and Coordination Committee. If the Chair is unable to complete the term, he/she will be replaced by the Vice Chair.

4.4 Chair. The Chair shall, subject to the control of the Advisory Board, have general supervision, direction and control of the business and affairs of the Advisory Board. The Chair shall develop the agenda for the Advisory Board meeting [and include, if possible, items suggested by members and staff,] and, with approval of the Advisory Board, appoint committees and committee chairs, and, if present, shall preside at meetings of the Advisory Board. The Chair shall appoint, with Advisory Board approval, a consumer Advisory Board member to serve on the Public Authority bargaining team that negotiates with the union representing the IHSS workforce.

4.5 Vice Chair. In the absence of the Chair, the Vice Chair shall perform all duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chair. The Vice Chair [may] be asked by the Chair to serve as the official time-keeper for the Advisory Board meetings and shall have such other powers and perform such other duties as from time to time may be prescribed by the Advisory Board or the Chair.

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

4.7 Treasurer. The Treasurer shall be Chair of the Funding and Finance Committee. He or she shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records or accounts of the funds, properties and business transactions of the Public Authority.

ARTICLE V

Meeting Procedures

5.1 Brown Act. Except as modified by law, the meetings, meeting notices, agendas, and procedures of both the Governing Body and the Advisory Board shall be governed by any applicable provisions of the Ralph A. Brown Act ("Act"). In the event of any inconsistency between these Bylaws and applicable provisions of the Act, the Act shall govern.

5.2 Meetings. Regular meetings of either the Governing Body or the Advisory Board shall be held at any place, normally within the County, and at any time, that has been designated by the members. Special meetings shall be held at the request of the Chair or a majority of the respective members at any place within the County at a time that has been designated in the notice of the meeting. Regular meetings shall be held monthly by the Advisory Board. Annually, the full membership of the Governing Body shall meet with the Advisory Board to discuss topics of mutually-agreed upon importance. Each quarter, the Advisory Board sends a report to the Governing Body summarizing activities and services provided and highlighting issues of concern and will be available to answer any questions when the report is presented. The Advisory Board and Governing Body may meet at other times as needed. The Governing Body and Advisory Board will not hold their regular meetings in the month of August. Emergency meetings of either the Governing Body or the Advisory Board may be held as permitted by the Act.

5.3 Meeting Procedures. The Governing Body and Advisory Board shall adopt reasonable procedures for conducting meetings in a respectful and orderly fashion.

5.4 Open Meetings. Except as provided in section 5.5, meetings of both the Governing Body and the Advisory Board shall be open to the public. Public participation in meetings shall be allowed as follows:

(a) An opportunity for members of the public to directly address both the Governing Body and the Advisory Board on any item of the public meeting agenda of interest to the public shall be provided after discussion of the item but before action is taken.

Notwithstanding the foregoing, the failure of either the Governing Body or the Advisory Board to provide an opportunity for such public participation shall not invalidate any action taken or resolution adopted by either the Governing Body or the Advisory Board.

(b) Each agenda shall provide an opportunity for communications by members of the public on items not on the agenda which are within the subject matter jurisdiction of the Public Authority at the end of each regular meeting agenda.

(c) Members of the Governing Body or the Chair of the Advisory Board 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 amount of time allotted for public testimony on a particular item or total amount of time allotted for the oral communications referred to in subpart (a) and (b) above. When further discussion is required, both the Governing Body and the Advisory Board may vote to allot time in the agenda of their current or subsequent meeting.

5.5 Closed Sessions. The Governing Body, or the Advisory Board and its committees, may meet in closed sessions to the fullest extent permitted by applicable law. The Public Authority shall report actions taken at closed session to the public as required by applicable law. Minutes for closed sessions shall be kept in a closed session minute book and contain only those topics discussed and decisions made at the closed meeting. The closed sessions minute book shall be confidential and not be a public record and shall be made available only to the members, except as otherwise required by applicable law.

5.6 Adjournment. A majority of the members present, whether or not constituting a quorum, shall vote on a motion to adjourn any meeting or continue any meeting to another time and place.

5.7 Notice of Adjournment. Notice of the time and place of holding a continued meeting need not be given unless the meeting is adjourned for more than twenty-four hours.

5.8 Quorum. A majority of its members holding office must be present or participating by teleconference to constitute a quorum for the transaction of business for either the AB or GB. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of members, if any action taken is approved by at least a majority of the number of members required for a quorum for that meeting.

5.9 Voting. All official acts of both the Governing Body and the Advisory Board shall require the affirmative vote of a majority of the members present and voting at a meeting with quorum present. A two-thirds vote of the members present and voting at a meeting with quorum present shall be required to add an item of business not appearing on a posted agenda or to remove an officer. Members may vote and be considered present when participating by electronic means (e.g. audio or video conferencing), in accordance with the Brown Act.

5.10 Absent member voting. Absent members participating by electronic means (e.g. audio or video conferencing) may vote. When absent and not participating by electronic means, they may not vote by proxy or written ballot, consistent with the requirements of the Brown Act.

5.11 Resolutions. All official acts of the Governing Body or the Advisory Board shall be acted upon in accordance with the Brown Act and taken either by resolution or motion, duly made, seconded and adopted by vote of the members.

5.12 Minutes. The Secretary or his/her designee of the Governing Body and the Secretary or designee of the Advisory Board shall prepare, or cause to be prepared, the minutes of each meeting of the Governing Body and the Advisory Board respectively. The minutes shall be an accurate summary of consideration of each item on the agenda and an accurate record of each action taken. At a subsequent meeting, the Secretary shall submit the minutes for approval by a majority vote of the members in attendance at the meeting covered by the minutes. Once approved, the Secretary shall sign the minutes and keep them with the proceedings of the Public Authority. Advisory Board meetings shall be recorded on audio tape and the recording kept for at least 12 months.

ARTICLE VI

Advisory Board Committees and Procedures

6.1 Committee Mission. The Advisory Board has established six (6) Standing Committees

The committees and their missions are:

Bylaws Committee: The Bylaws Committee is responsible for developing the bylaws stating the powers and purposes of the Public Authority and defining its basic operating policies. The committee constructs Bylaws to delineate the functions of each constituent unit according to the organizational structure of the Public Authority and defines the responsibilities of each component. The Bylaws Committee will meet at least once a year to review the Bylaws and assess their appropriateness in addressing the purposes and needs of the organization. Changes in the Bylaws are recommended for approval by the Advisory Board and sent to the Governing Body for adoption.

Funding and Finance Committee: The Finance Committee is responsible for overseeing the funding and financing of all services and functions of the IHSS Public Authority. The Committee is chaired by the Treasurer and works with staff and consultants to:

1. review and refine the program budget for approval by the Advisory Board and Governing Body;
2. monitor and oversee expenditures to ensure they are within budget;
3. be informed about the PA claim rate and the funding of the PA; and
4. assist other committees and staff in identifying and seeking funds to further develop and refine the IHSS program.

Legislation and Policy Committee: The Legislation and Policy Committee is responsible for tracking (at the federal, state and local levels), policy, legislation, and regulations affecting personal assistance services and the Public Authority. The Committee, with the assistance of staff and consultants:

1. monitors, analyzes, and reacts to proposed federal, state, and County legislation on an ongoing basis;
2. works with state and county agencies in developing and refining effective regulations and procedures to operate and improve the program;
3. works with other Committees of the Public Authority in identifying problems and needs of IHSS consumers and workers and advocates for changes to improve that system.
4. ensures the availability of the services and supports on which IHSS consumers rely to live safely and independently.

Program Services Committee: The Program Services Committee is responsible for developing and overseeing the operation of the county-wide worker registry and all other services provided by the Public Authority. The ongoing mission of the committee is to monitor the needs of IHSS consumers and workers and develop or adapt services to better meet those needs.

Recruitment, Nomination and Orientation Committee: The Recruitment, Nomination and Orientation Committee is responsible for the identification and development of Advisory Board membership. Annually, or more often as needed to fill vacancies, the Committee identifies and sends to the Advisory Board for consideration a list of candidates who have applied and who qualify for consideration as new Advisory Board members. The Committee is responsible for:

- 1) Recruitment: Identify potential candidates to serve on the Advisory Board and its Committees and encourage their participation.
- 2) Nomination: Review potential candidates, both those recruited and those referred by Advisory Board members and the public, and develop a list of candidates who qualify for consideration by the Advisory Board.
- 3) Orientation: Develops and recommends to the Advisory Board plan to assist new Advisory Board members in learning and understanding their role and responsibilities and to assist new and existing members in gaining greater understanding of the issues related to the delivery of IHSS services.

Operations and Coordination Committee: The Operations and Coordination Committee is the leadership group for the Advisory Board. The Committee coordinates the work of all Advisory Board Committees and is responsible for identifying issues for consideration and organizing materials for presentation to the full Advisory Board. The Committee monitors relevant developments in health, aging and social services, makes recommendations to the Advisory Board with respect to program policy and direction, reviews the work of Public Authority staff in implementing the Registry and other services, works with Public Authority staff and technical consultants to identify program strengths and weaknesses, and identifies and seeks funding to further develop and refine the program.

6.2 Committee Members.

The Operations and Coordination Committee is chaired by the Chair of the Advisory Board, and is composed of Advisory Board Officers and the Chairs of Standing Committees. Only Advisory Board members can vote in the meetings of the Operations and Coordination Committee. The County Liaison is an *ex officio* member of the Advisory Board and the Operations and Coordination Committee.

All other committees are composed of at least three and no more than six Advisory Board members and are chaired by an Advisory Board member. All Advisory Board members are expected to serve on at least one committee. Following the election of officers, Advisory Board members are asked to indicate their preferences for committee participation. The Chair of the Advisory Board shall make committee appointments taking into account the preferences of the Advisory Board members and shall appoint a chair and vice-chair for each committee. The Advisory Board Chair's slate of committee members, chairs and vice-chairs shall be presented to the Advisory Board for adoption. An Advisory Board or committee member may ask that the Advisory Board review or reconsider the appointment of a committee member or chair or vice-chair be reviewed at a PAAB meeting.

Advisory Board members chair all Standing Committees and all Work Groups. Only Advisory Board members can vote at committee meetings. Non-Advisory Board members may be appointed to committees in a non-voting capacity.

Except for Operations and Coordination Committee, all Advisory Board Committees and Work Groups may choose to include some members from outside of the Advisory Board, as needed to perform their jobs. Nomination of Committee members from outside the Advisory Board are made by Committee Chairs to the Chair of the Advisory Board and are approved by the Advisory Board. Committees may establish their own operating procedures and guidelines governing decision-making consistent with the Advisory Board's Rules of Conduct. Meeting schedules shall be set by a majority of the committee members and shall reflect the committee's role and needs.

6.3 Committee meetings. All meetings and procedures of the Advisory Board's committees shall be in conformity with any applicable provisions of the Ralph Brown Act and of law. Subject to such provisions, meetings of any committee shall be held at such times and places as are determined by the Advisory Board or by any such committee. A majority of the authorized number of members of any such committee shall constitute a quorum for the transaction of business. The Executive Director and the Chair of the Advisory Board shall be *ex officio* members of each committee to which they are not otherwise appointed as members. Except as otherwise provided in section 5.5, the meetings of the committees shall be open and public.

Each committee will operate within the same basic framework and Rules of Conduct established by the Advisory Board. The Operations and Coordination Committee may convene an inactive committee or review conduct or attendance of members appointed to committees and suggest removal, or any other action, necessary to keep the committee effective.

6.4 Committee Notices. All committees shall comply with the notice, agenda and procedural requirements otherwise applicable to the Advisory Board in these Bylaws except for ad hoc work groups which are small, composed solely of less than a quorum of the members of the Advisory Board, and which are not standing committees with either a continuing subject matter jurisdiction or a meeting schedule fixed by resolution or other formal action of the Advisory Board.

6.5 Committee Minutes. The chair person of the committee or 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. When possible, the draft of the minutes shall be sent to the committee chair by email, fax or regular mail or reviewed by phone, prior to distribution. At a subsequent meeting, the chair person or designee shall submit the minutes to the committee for approval by a majority vote of the members in attendance at the meeting covered by the minutes. Once approved, copies of the minutes shall be forwarded to the committee members and to the Executive Director. Minutes of closed session shall be maintained as a closed session minute book and available only to members of the committee, the Governing Body or Advisory Board, and PA staff as appropriate.

6.6 Fees and Compensation of Members. Members of the Governing Body shall not receive a stipend or additional compensation for attending meetings or performing PA work. Members of the Advisory Board may receive a stipend in the amount approved by the Governing Body as compensation for attending a monthly maximum of four Advisory Board, or PAAB committee meetings or other authorized PAAB work groups of which they are assigned as members. This stipend shall be in addition to reimbursement for their reasonable cost of hiring a personal care assistant or travel costs to meetings or other appropriate PAAB expenses incurred in conformity with applicable law and Public Authority policy and procedures. Advisory Board members may serve the Public Authority in any other capacity as an agent, employee or otherwise, and receive compensation for those services, if so agreed by the Governing Body. Members will recuse themselves from any votes on matters in which they have a financial interest.

ARTICLE VII
Indemnification of Members, Officers,
Employees, and Other Agents

7.1 Indemnification. To the extent permitted by law, each member, officer, committee member, employee, and agent, now or hereafter serving the Public Authority (and his/her heirs, executors and administrators), shall be indemnified and held harmless by the Public 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 reasons of his/her being or having been a member, officer, committee member, employee or other agent of the Public Authority.

7.2 Definitions. As used herein, the term “costs and expenses” includes but is not limited to attorneys’ fees, court costs, and amounts paid in settlement or judgment by any member, officer, committee member, employee or agent (and his/her heirs, executors and administrators) other than the amounts paid by the Public Authority itself. Such right to indemnification shall be conditioned upon prompt notice to the Public Authority of any claim, action, suit or proceeding against such person which might reasonably result in a claim for indemnification and such person’s cooperation with the Public Authority in its defense against such claim.

ARTICLE VIII
Conflict of Interest

8.1 Conflict of Interest Code. The Public Authority may adopt and promulgate, and thereafter amend, a Conflict of Interest Code pursuant to the provisions of Title 9, Chapter 7, Section 87300, et seq. of the California Government Code (Summary in Appendix C) and other applicable law. Members shall attend ethics training as required by law.

ARTICLE IX
Records and Reports

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

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

ARTICLE X

Execution of Documents

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

10.2 Checks, Drafts, Evidence of Indebtedness. All checks, drafts, or other orders for payment of money on behalf of or payment to the Public Authority shall be signed or endorsed by such persons as determined by either motion or resolution of the Governing Body.

10.3 Deposits. All funds of the Public Authority shall be deposited from time to time to the credit of the Public Authority in such banks, trust companies, or other depositories as the Governing Body may select.

ARTICLE XI

Program Staffing Employment

11.1 Appointment and Tenure. The Governing Body shall appoint a County Liaison to serve as described below. The Advisory Board shall recommend to the Governing Body an Executive Director who shall manage the affairs and activities of the Public Authority. The Executive Director shall report to and work at the discretion of the Advisory Board subject to any personnel policies adopted by the Advisory Board and any provisions in an employment contract between the Executive Director and the Public Authority.

11.2 County Liaison. The work of the Public Authority is inexorably linked with the IHSS Program in the Department of Adult & Aging Services in the Social Services Agency. The position of County Liaison is established to ensure and enhance the effectiveness of both of these programs in meeting the needs of IHSS consumers and workers. The County Liaison holds a unique position as a staff member of the County and a liaison to the Public Authority. The County Liaison reports to the Public Authority on County activities related to IHSS and, under the direction of the Advisory Board, provides assistance, consultation and guidance regarding County activities related to support of the operation of the Public Authority. The Executive Director collaborates with the County Liaison on County related Public Authority activities. The County Liaison is an *ex officio* member of the Advisory Board and the Operations and Coordination Committee.

11.3 Executive Director. The Executive Director shall be responsible for, and have the necessary authority to carry out the policies, procedures and practices of the Public Authority. The Executive Director is recommended by the Advisory Board to the Governing Body and works under the Advisory Board's direction but is appointed by the Governing Body. In County related activities the Executive Director works through and collaborates with the County Liaison. The Executive Director hires, supervises and, if necessary, fires all Public Authority staff. The Executive Director is responsible for providing staff services to the

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

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

That the foregoing Bylaws, comprising 17 pages, including this page, constitute the Bylaws of the Public Authority, as duly adopted by the Governing Body of the Public Authority at a regular meeting, duly called on the 1st day of April, 2010, at Oakland California.


Secretary

APPROVED AS TO FORM
RICHARD E. WINNIE

By 

Appendix B
PAAB Procedure for Removal of a PAAB Member

On October 3, 2002, the Advisory Board of the Public Authority for IHSS in Alameda County discussed and agreed upon the following steps for removal of an Advisory Board member. This procedure was developed after consultation with the County Counsel.

- Approve a motion to put "removal of a specified Board member" on the agenda, as an action item, for the next Advisory Board meeting.
- Send a letter to the member in question informing him/her of the proposed action, the procedure that will be followed, and the basis for the proposed action.
- Send and post the Board agenda, listing the removal of the member as a proposed action item on the agenda.
- Schedule 15 minutes at the next Board meeting for Board members to make and discuss their proposed motion. Schedule 20 minutes for a response from the member in question. Allow each Advisory Board member to speak for up to two minutes on the proposal. Allow members of the public to speak for up to two minutes each on the proposal prior to the Board voting on the motion.
- If a quorum exists and the motion passes by an affirmative vote of two-thirds of the members present (not counting the vote of the member in question), the recommendation to remove the member is sent to the Governing Body.
- If the Governing Body adopts the Board's recommendation to remove the member, it is effective immediately.

Governing Body, when requested, and to the Advisory Board and committees; overseeing the development and operation of the Registry and other services; working with the Advisory Board, its committees and others in identifying and addressing policy, program operations and future development issues; and performing other duties as specified in the Executive Director's job description and employment contract.

ARTICLE XII

Fiscal Year

12.1 Fiscal Year. The fiscal year of the Public Authority shall correspond with the fiscal year for the County of Alameda and commence on July 1 and end on June 30 of each year.

ARTICLE XIII

Miscellaneous Procedures

13.1 Purchasing, Hiring, Personnel. The Governing Body may adopt and amend as needed, either by motion or resolution, procedures, practices and policies for Public Authority activities including purchasing and acquiring the use of equipment and supplies; acquiring, constructing and leasing real property, and improvements; hiring employees; managing personnel; entering into services/vendor contracts, and for all other matters as deemed appropriate. Any of these responsibilities may be delegated to the Advisory Board, the County or Public Authority staff. These policies shall be kept with the minutes of the proceedings of the Public Authority.

ARTICLE XIV

Bylaws and Amendment of Bylaws

14.1 Bylaws. These Bylaws are adopted by the Governing Body and Advisory Board to establish operating rules and procedures. To the extent these Bylaws are in any manner inconsistent with the Statute or Ordinance, the Statute or Ordinance shall govern.

14.2 Amendment of Bylaws. The Advisory Board may recommend changes to the Governing Body, which may, by majority vote, adopt, amend, or repeal these Bylaws, except that change to any provision of these Bylaws requiring a two-thirds vote must also be passed by a two-thirds vote.