

BYLAWS

THE OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE CITY SAN LEANDRO

ARTICLE I - THE OVERSIGHT BOARD

Section 1. Name of Oversight Board

The official name of the Oversight Board shall be the "Oversight Board for the Successor Agency to the Redevelopment Agency of the City of San Leandro" (hereinafter referred to as the "**Oversight Board**").

Section 2. Powers

The Oversight Board shall be vested with all the rights, powers, duties, privileges, and immunities established by the California Health and Safety Code Sections 34179, 34180, and 34181. The primary responsibility of the Oversight Board shall be to review and approve a Recognized Obligation Payment Schedule ("**ROPS**") for the Successor Agency to the Redevelopment Agency of the City of San Leandro (the "**Successor Agency**") for the following time periods: January 1 through June 30, and July 1 through December 31, for calendar years 2012, 2013, 2014, and 2015; and January 1, 2016 through June 30, 2016.

Section 3. Duration

The Oversight Board shall remain established until the sooner of (i) the date that all indebtedness of the former Redevelopment Agency of the City of San Leandro has been repaid, or (ii) July 1, 2016, at which time the Oversight Board shall be dissolved and replaced by a single oversight board for all successor agencies in Alameda County.

ARTICLE II - MEETINGS

Section 1. Place of Meeting

The regular place of meeting of the Oversight Board shall be at the Sister Cities Gallery within the City Hall of the City of San Leandro, 835 East 14th Street, San Leandro, California. The Oversight Board may hold its meetings at such other locations as the Oversight Board may from time to time designate in the order of adjournment, or notice of call of any special meeting.

Section 2. Regular Meetings

Regular meetings of the Oversight Board shall be held as needed to conduct

business. The Oversight Board shall meet at least semi-annually to review and approve the ROPS, and shall schedule additional meetings as needed to fulfill the obligations and responsibilities of the Oversight Board.

Section 3. Special Meetings

When he or she deems it necessary, the Chairperson of the Oversight Board may call a special meeting of the Oversight Board for the purpose of transacting the business designated in the call. In addition, the Chairperson shall call a special meeting of the Oversight Board upon the written request of four members of the Oversight Board. The means and method for calling special meetings shall be as set forth in the Ralph M. Brown Act, California Government Code Section 54950 *et seq.*, as it now exists or may hereafter be amended (the "Brown Act").

Section 4. Adjourned Meetings

The Oversight Board members may adjourn any meeting to a time and place specified in the order of adjournment. When an order of adjournment of any meeting fails to state an hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings. In adjourning any meeting, there shall be compliance with all procedures of the Brown Act.

Section 5. Quorum

Four (4) members of the Oversight Board shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. Every official act of the Oversight Board shall be adopted by a majority vote except in situations where the law calls for a vote of greater than a majority. A "majority vote" shall mean a majority of the full Board (i.e., four affirmative votes).

Section 6. Compliance with the Brown Act.

All meetings of the Oversight Board shall be noticed and conducted in compliance with the Ralph M. Brown Act, California Government Code Section 54950 *et seq.* The Secretary shall post the meeting notice and agenda for each meeting of the Oversight Board at San Leandro City Hall and on the website for the Successor Agency and Oversight Board. Agendas and notices shall be posted at least 72 hours in advance of each regular meeting and at least 24 hours in advance of each special meeting.

Section 7. No Secret Ballots, Proxy Voting, Alternate Members

All actions taken by the Oversight Board shall be taken in open session by roll call vote. Voting by secret ballot or by proxy is not permitted. Members of the Oversight Board shall be appointed pursuant to Health and Safety Code

Section 34179, which specifies the entities and individuals that have authority to appoint members to the Oversight Board. Members of the Oversight Board serve at the pleasure of the appointing entity or individual as specified in Health and Safety Code Section 34179. Alternates are not authorized to vote at Oversight Board meetings and do not count toward a quorum.

ARTICLE III - BOARD MEMBERS and OFFICERS

Section 1. Board Members and Officers

The Oversight Board shall be composed of seven members. The members shall elect one of their members as the Chairperson and one of their members as the Vice-Chairperson. All Oversight Board members shall be selected pursuant to the guidelines set forth in the California Health and Safety Code 34179. Other officials providing services to the Oversight Board shall be the City Manager of the City of San Leandro who shall serve as the Executive Director for the Oversight Board (the “**Executive Director**”) and such other employees of the San Leandro Successor Agency/and or City of San Leandro as deemed necessary by the Executive Director.

Section 2. Chairperson

The Chairperson of the Oversight Board shall preside at all meetings of the Oversight Board.

Section 3. Vice-Chairperson

The Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson.

Section 4. Secretary

The City of San Leandro shall provide a staff person to serve as the Secretary to the Oversight Board (“**Secretary**”). The Secretary shall keep the records of the Oversight Board, shall act as recording secretary at meetings of the Oversight Board, record all votes, and shall perform all duties incident to the office. The Secretary shall maintain a record of all official proceedings of the Oversight Board. The Secretary shall prepare agendas and meeting notices for meetings of the Oversight Board. In the absence of the Secretary, the Executive Director shall appoint a member of the Successor Agency’s staff to act as Secretary for the Board.

Section 5. Vacancies

When a seat of the Oversight Board becomes vacant, the position will be filled by a member appointed by the agency or individual who originally

appointed the former member. Such appointments are to take place within 60 days of the creation of the vacancy. The Governor may appoint individuals to fill any member position that remains vacant for more than 60 days.

Section 6. Compensation

Oversight Board members shall serve without compensation or reimbursement for expenses.

ARTICLE IV – LOCAL ENTITY

Pursuant to Health and Safety Code Section 34179(a), the Oversight Board shall be deemed a local entity for purposes of the Ralph M. Brown Act, the California Public Records Act, and the Political Reform Act of 1974.

ARTICLE IV - AMENDMENTS

These Bylaws may be amended by the Oversight Board at any regular or special meeting by a vote of the majority of the Oversight Board members; provided that no amendment shall be adopted unless at least seven (7) days prior written notice has been provided to all members of the Oversight Board and to the Executive Director. Notice of the amendment shall identify the sections of the Bylaws proposed to be amendment and shall include the proposed change.

RULES OF PROCEDURE

THE OVERSIGHT BOARD FOR THE SUCCESSOR AGENCY TO THE REDEVELOPMENT AGENCY OF THE CITY OF SAN LEANDRO

ARTICLE 1 – MEETINGS

Section 1. Regular Meetings

Regular meetings of the Oversight Board shall be held as needed to conduct business. The Oversight Board shall meet at least semi-annually, and shall schedule additional meetings as necessary. The meetings will be held at the Sister Cities Gallery within the City Hall of the City of San Leandro, 835 East 14th Street, San Leandro, California, or at such other locations as the Oversight Board may from time to time designate in the notice of call of any special meeting.

Section 2. Special Meetings

The Chairperson of the Oversight Board may, when he or she deems it necessary, and shall, upon the written request of four members of the Oversight Board, call a special meeting of the Oversight Board for the purpose of transacting the business designated in the call. The means and method for calling such special meeting shall be as set forth in the Ralph M. Brown Act, California Government Code Section 54950 et seq., as it now exists or may hereafter be amended (the "Brown Act").

Section 3. Adjourned Meetings

Oversight Board members may adjourn any meeting to a time and place specified in the order of adjournment. When an order of adjournment of any meeting fails to state an hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings. In adjourning any meeting, there shall be compliance with all procedures of the Brown Act.

Section 4. Quorum

Four (4) members of the Oversight Board shall constitute a quorum for the purpose of conducting its business and exercising its powers and for all other purposes, but a smaller number may adjourn from time to time until a quorum is obtained. Every official act of the Oversight Board shall be adopted by a majority vote except in situations where the law calls for a vote of greater than a majority. A "majority vote" shall mean a majority of the full Board (i.e., four affirmative votes).

Section 5. Order of Business

(a) Agenda. The order of business of each meeting shall be as contained in the

Agenda prepared by the Secretary of the Board. The Agenda shall be a listing by topic of the subjects which shall be taken up for consideration in the following order:

- Call to Order
- Roll Call
- Matters for Consideration
- Public Comment
- Adjournment

(b) Preparation of Agenda. The staff of the Successor Agency shall be responsible for the preparation of the Agenda and related staff reports. The Oversight Board, by a majority vote, may direct a matter to be placed upon a future agenda.

(c) Delivery of Agenda. The Agenda and related staff reports will ordinarily be delivered to the board members via electronic mail and shall be received at least 72 hours preceding the meeting to which they pertain. The Agenda and staff reports shall also be available to the general public at the time they are sent to the board members.

(d) Roll Call. Before proceeding with the business of the Oversight Board, the Secretary of the Oversight Board shall call the roll of the board members and the names of those present shall be entered in the minutes. The order of roll call shall be alphabetical with the Chairperson called last.

(e) Approval of Minutes. Unless requested by a majority of the Oversight Board, action minutes of the previous meeting may be approved without public reading if the Secretary has previously furnished each board member with a copy thereof.

(f) Public Comment. Pursuant to Government Code 54954.3, each agenda for a regular meeting shall provide an item entitled "Public Comment." The purpose of such item shall be to provide an opportunity for members of the public to directly address the Oversight Board on items of interest to the public that are within the subject matter jurisdiction of the Oversight Board. In order to assure that the intent of Government Code 54954.3 is carried out, three (3) minutes is the amount of time allocated for each individual speaker.

(g) Call to Order. The meeting of the Oversight Board shall be called to order by the Chairperson. The person calling meetings to order shall be referred to as the "Presiding Officer." In the absence of the Chairperson, the meeting shall be called to order by the Secretary to the Oversight Board and the Board shall select a Temporary Chairperson, who shall serve as the Presiding Officer for the meeting.

(h) Participation of Presiding Officer. The Presiding Officer may move, second, and debate, subject only to such limitations of debate as are imposed on all board members, and he or she shall not be deprived of any of the rights and privileges of a board member by reason of his or her acting as Presiding Officer. However, the Presiding Officer is primarily responsible for the conduct of the meeting. If he or she desires to personally engage in extended debate on questions before the Oversight Board, he or she should consider temporarily turning his or her role as Presiding Officer over to another

board member.

(i) Question to be Stated. The Presiding Officer shall verbally restate each question immediately prior to calling for the vote. Following the vote, the Presiding Officer shall verbally announce whether the question carried or was defeated. The Presiding Officer may also publicly state the effect of the vote for the benefit of the audience before proceeding to the next item of business.

(j) Maintenance of Order. The Presiding Officer is responsible for the maintenance of order and decorum at all times. No person is allowed to speak who has not first been recognized by the Presiding Officer. All questions and remarks shall be addressed to the Presiding Officer.

Section 6. Rules, Decorum and Order

(a) Points of Order. The Presiding Officer shall determine all Points of Order subject to the right of any member to appeal to the Oversight Board. If any appeal is taken, the question shall be, "Shall the decision of the Presiding Officer be sustained?" in which event a majority vote shall govern and conclusively determine such question of order.

(b) Decorum and Order - Board Members.

(i) Any board member desiring to speak shall address the Presiding Officer and, upon recognition by the Presiding Officer, shall confine himself or herself to the question under debate.

(ii) A board member, once recognized, shall not be interrupted while speaking unless called to order by the Presiding Officer; unless a Point of Order is raised by another board member; or unless the speaker chooses to yield to questions from another board member.

(iii) Any board member called to order while he or she is speaking shall cease speaking immediately until the question of order is determined. If ruled to be in order, he or she shall be permitted to proceed. If ruled to be not in order, he or she shall remain silent or shall alter his or her remarks so as to comply with rules of the Oversight Board.

(iv) Any board member may move to require the Presiding Officer to enforce the rules and the affirmative vote of a majority of the Oversight Board shall require him or her to so act.

(v) Except where specifically authorized by Oversight Board action, no board member shall make any statement or give the appearance or indicate in any way that he or she is representing the Oversight Board.

(c) Decorum and Order - Staff. Employees of the Successor Agency providing

services to the Oversight Board shall observe the same rules of procedure and decorum applicable to Oversight Board members. The Executive Director shall ensure that all persons providing such services observe such decorum. Any Successor Agency staff members, including the Executive Director, desiring to address the Oversight Board or members of the public shall first be recognized by the Presiding Officer. All remarks shall be addressed to the Presiding Officer and not to any one individual board member or member of the public.

(d) Decorum and Order – Members of the Public. Members of the public attending Oversight Board meetings shall observe the same rules of order and decorum applicable to the Oversight Board. Any person making impertinent and slanderous remarks or who becomes boisterous while addressing the Oversight Board or while attending the Oversight Board meeting shall be removed from the room and such person may be barred from further audience before the Oversight Board. Unauthorized remarks from the audience, stamping of feet, whistles, yells and similar demonstrations shall not be permitted by the Presiding Officer.

(e) Enforcement of Decorum. As set forth in Government Code Section 54957.9, in the event that any meeting is willfully interrupted by a group or groups of persons so as to render the orderly conduct of such meeting infeasible and order cannot be restored by the removal of individuals who are willfully interrupting the meeting, the board members may order the meeting room cleared and continue in session. Only matters appearing on the agenda may be considered in such a session. Duly accredited representatives of the press or other news media, except those participating in the disturbance, shall be allowed to attend any session held pursuant to this section. Nothing in this section shall prohibit the Oversight Board from establishing a procedure for readmitting an individual or individuals not responsible for willfully disturbing the orderly conduct of the meeting.

(f) Conflict of Interest. All board members are subject to the provisions of California Law, such as Chapter 7, Title 9, of the California Government Code, relative to conflicts of interest, and to conflicts of interest codes adopted by the Oversight Board.

(g) Limitation of Debate. No board member normally should speak more than once upon any one subject until every other board member choosing to speak thereon has spoken.

(h) Dissents and Protests. Any board member shall have the right to express dissent from or protest to any action of the Oversight Board and have the reason entered in the minutes. If such dissent or protest is desired to be entered in the minutes, this should be made clear by language such as, "I would like the minutes to show that I am opposed to this action for the following reasons ... "

(i) Procedures In Absence of Rules. In the absence of a rule herein to govern a point or procedure, Robert's Rules of Order, Newly Revised, shall be used as a guide.

(j) Rulings of Presiding Officer Final Unless Overruled. In presiding over Oversight Board meetings, the Presiding Officer shall decide all questions of interpretation

of these rules, points of order or other questions of procedure requiring rulings. Any such decision or ruling shall be final unless overridden or suspended by a majority vote of the board members present and voting.

Section 7. Addressing the Oversight Board

(a) Manner of Addressing the Oversight Board. Any member of the public desiring to address the Oversight Board shall wait to be recognized by the Presiding Officer. After being recognized, he shall state his name and address for the record.

All remarks and questions shall be addressed to the Presiding Officer and not to any individual board member, staff member or other person. No person shall enter into any discussion without being recognized by the Presiding Officer.

(b) Time Limitation. For time limitation applicable to public comment, see Article I, Section 5(f). This limitation shall not apply to any staff presentation.

(c) Addressing the Oversight Board After Motion Is Made. After a motion has been made, no member of the public shall address the Oversight Board without first securing permission by a majority vote of the Oversight Board.

(d) Limitations Regarding Public Comments and Reports. The making of oral communications to the Oversight Board by any member of the public during the "Public Comments" portion of the agenda shall be subject to the following limitations:

At any time, before or after the oral communication is commenced, the Presiding Officer may if he or she deems it preferable, direct that the communication be made instead either to the Executive Director or other appropriate staff member during regular business hours, or in writing for subsequent submittal to board members.

Section 8. Motions

(a) Processing of Motions. When a motion is made and seconded, it shall be stated by the Presiding Officer before debate. A motion so stated shall not be withdrawn by the mover without the consent of the person seconding it.

(b) Motions Out of Order. The Presiding Officer may at any time, by majority consent of the board members, permit a board member to introduce a resolution or motion out of the regular agenda order.

(c) Division of Question. If the question contains two or more divisional propositions, the Presiding Officer may, and upon request of a board member shall (unless appealed), divide the same.

(d) Procedure of Motions. When a motion is before the Oversight Board, no motion shall be entertained except the following, which shall have precedence in the following order:

- Adjourn
- Fix hour of adjournment
- Table
- Limit or terminate discussion
- Amend
- Postpone

(e) Motion to Adjourn. (not debatable) A motion to adjourn shall be in order at any time, except as follows:

- When repeated without intervening business or discussion.
- When made as an interruption of a board member while speaking.
- When discussion has been ended, and vote on a motion is pending.
- While a vote is being taken.

(f) Motion to Fix Hour of Adjournment. Such a motion shall be to set a definite time at which to adjourn and shall be debatable and shall be amendable by unanimous vote.

(g) Motion to Table. A motion to table shall be used to temporarily by-pass the subject. A motion to table shall be undebatable and shall preclude all amendments or debate of the subject under consideration. If the motion shall prevail, the matter may be "taken from the table" at any time prior to the end of the next regular meeting.

(h) Motion to Limit or Terminate Discussion. Such a motion shall be used to limit or close debate on, or further amendment to, the main motion and shall be undebatable. If the motion fails, debate shall be reopened; if the motion passes, a vote shall be taken on the main motion.

(i) Motion to Amend. A motion to amend shall be discussed only as to the amendment. A motion to amend an amendment is possible but no additional motions to further amendments may be made. Any amendment shall relate to the original motion and not introduce a different matter. Amendments shall be voted first, then the main motion as amended. Alternatively, the original maker of the main motion may agree to revise the original motion and if the second agrees to second the revised motion, the Oversight Board may vote on the main motion as revised.

Section 9. Voting Procedure

(a) Voting Procedure. In acting upon every motion, the vote shall be taken by roll call vote. The vote on each motion shall then be entered in full upon the record. The order of voting shall be alphabetical with the Chairperson voting last. The Secretary shall call the names of all members of the board when a roll call vote is ordered or required. Members shall respond "aye," "no" or "abstain." Any action or motion of the board shall require four (4) affirmative votes. Any member may change his or her vote before the next order of business.

(b) Failure to Vote. A board member who abstains due to reasons of conflict shall, for purpose of the item under consideration, be considered as if absent. A board member abstaining for reasons other than conflict shall be counted as present for purposes of a quorum. A board member who leaves the dais solely to avoid participating in a specific item shall, in absence of a conflict, be counted as if they were present but abstaining.

(c) Reconsideration. Any board member who voted with the majority may move a reconsideration of any action at the same meeting. If the motion to reconsider passes, then the original item may be reconsidered at that time or agendaized for the next meeting which meets any applicable noticing requirements. After a motion for reconsideration has once been acted upon, no other motion for reconsideration thereof shall be made without unanimous consent of the Oversight Board.

Section 10. Official Actions

(a) The Actions of the Oversight Board will be in the form of “motion”, thereafter recorded by minute entry.

ARTICLE II - MISCELLANEOUS

Section 1. Amendments to Bylaws and Rules of Procedure

The Bylaws and Rules of Procedure of the Oversight Board may be amended by the Oversight Board at any regular or special meeting by a vote of the majority of the Oversight Board members, provided that no such amendment shall be adopted unless at least seven days' written notice thereof has been previously given to all board members of the Oversight Board. Such notice shall identify the section or sections of the Bylaws and Rules of Procedure proposed to be amended.

Section 2. Rules Directory

To the extent not required by State laws, these rules of procedure shall be considered directory only, and compliance herewith shall not be considered mandatory or jurisdictional.