

PIMA COUNTY / TUCSON WOMEN'S COMMISSION

ADOPTED BY THE COMMISSION ON NOVEMBER 15, 2017
2018 CHANGES UNANIMOUSLY VOTED BY PCTWC ON MAY 2, 2018

ARTICLE I

Name and Location

Section 1. NAME: The name of this organization is and shall be the Pima County / Tucson Women's Commission.

Section 2. LOCATION: The principal location for the transaction of business shall be the City of Tucson, State of Arizona.

ARTICLE II

Purpose

Section 1. To provide Pima County and the City of Tucson, an official agency, the Pima County / Tucson Women's Commission, to assist women to achieve equality of opportunity in all aspects of life in our Republic, and to take positive action to expose, eliminate, and prevent the practice of discrimination against women.

ARTICLE III

Membership

Section 1. COMPOSITION: The Pima County / Tucson Women's Commission shall be composed of up to twenty (20) members. The membership of the Commission shall reflect the ethnic backgrounds, and diversity of women in Pima County.

Section 2. QUALIFICATIONS: Commissioners shall be persons with demonstrated knowledge and understanding of problems and issues concerning women and who are committed to the achievement of the goals of the Commission.

Section 3. APPOINTING AUTHORITY: The Pima County Board of Supervisors may each appoint one (1) member of the Pima County / Tucson Women's Commission. The City of Tucson Mayor and Council Members may each appoint one (1) member of the Commission. The Commission shall a good faith effort to obtain such appointments from the Board of Supervisors and the Mayor and Council. The Commission shall make good faith effort to appoint eight (8), who will be eligible to serve upon ratification by the Mayor, Council, and the Board of Supervisors. The eight (8) Commissioners appointed by the Pima County / Tucson Women's Commission shall be selected by an affirmative majority vote of the seated Commissioners.

Section 4. TERMS:

- A. Each Commissioner term shall be defined as a 4-year service; the term of each Commissioner appointed by the Board of Supervisors and Mayor and Council shall be co-terminus with the term of the appointing official.
- B. Of the eight (8) Commissioners selected by the Commission and ratified jointly by the Board of Supervisors and by the Mayor and Council, all shall be appointed to one term (four years) and may be re-elected/re-appointed for another term, in accordance with Section 3 Appointing Authority.
- C. Commissioners selected by the Commission and ratified by the County Supervisors and Mayor and Council may serve no more than eight consecutive years. If a vacancy occurs in a seat appointed by the Commission and ratified by Board of Supervisors and Mayor and Council, the person appointed to fill that vacancy shall be appointed to a 4-year term as Commissioner, which shall be filled for the remainder of the term. County and City policy govern the terms of Commissioners appointed by the County Supervisors and Mayor and Council.

Section 5. COMMITTEE RESPONSIBILITY: Each and every Commissioner will be asked to serve as a member of a committee while serving as a commissioner.

Section 6. ATTENDANCE RESPONSIBILITY: As per Tucson Code Section 10A-134(e), any Commissioner who misses four (4) consecutive full commission meetings for any reason or who fails to attend for any reason at least forty (40) percent of the full commission meetings called in a calendar year is automatically and immediately removed as a member of the body. If the Commissioner was appointed by the Mayor and Council or the Board of Supervisors, the Chair of the Commission will send a letter to the official who appointed her/him, stating the number of meetings s/he has missed and the attendance policy.

A Commissioner or *ad hoc* committee member who misses three (3) or more consecutive meetings of a Committee meeting will be removed from the committee for quorum purposes. Any member of the Executive Committee who misses three (3) or more consecutive meetings will be removed from his/her position as member.

Section 7. REMOVAL AND RESIGNATION: Any Commissioner appointed by the Commission and ratified by the County Supervisors and Mayor and Council may be removed by a majority of the full Commission at any meeting of the Commission at which a quorum is present when, in the judgment of the Commission, the best interests of the organization shall be served thereby. Commissioners appointed by a County Supervisor or City Council Member serve at the pleasure of the appointing authority. A Commissioner may resign at any time by giving written notice to the Chair of the Commission. Her/his resignation will be effective immediately unless otherwise stated, and she/he will be automatically removed from any committees she/he serves on.

Section 8. When applicable, the Executive Director shall serve in a non-voting ex-officio capacity at Commission meetings and Committee meetings.

ARTICLE IV

Powers and Duties of the Pima County / Tucson Women's Commission

The Pima County / Tucson Women's Commission shall serve without remuneration. Subject to applicable laws and these bylaws, the Commission shall have all power and authority granted by law to the organization including, without limitation, the following;

Section 1. MISSION: To implement such activities as are necessary to achieve the mission of the Commission, including to: A to H

- A. Serve as a clearinghouse by collecting, coordinating and disseminating information concerning women.
- B. Consult and confer with the Mayor and City Council, and with the Board of Supervisors, on matters relevant to the Commission.
- C. Study and examine by meetings, conferences, public hearings and other appropriate methods those conditions indicating discrimination or differential impact of policies encountered by women. In case of complaints by women in which gender is an integral part, the Commission may initiate its own studies and investigations of the discriminatory practices and seek to resolve such matters through consultation, advice, referral and other actions.
- D. Conduct public hearings within the scope and function of the Commission at which testimony may be taken under oath. At any hearing before the Commission, anyone testifying shall be protected by due process of law.
- E. Act as conciliator or mediator upon request to disputes or controversies within the scope of the Commission.
- F. Recommend necessary procedures, programs, and/or legislation to promote and ensure equal rights and opportunity for all women.
- G. Request of any City or County department information, services, facilities, and any other assistance for the purpose of furthering the objectives of the Commission.
- H. Consult and cooperate with federal, state, County, City, and other public agencies and women's commissions on matters relevant to the Commission.

Section 2. DELEGATION: To select, appoint and remove an Executive Director of the Commission, and to prescribe the duties and delegate such powers to the Officers and employees of the Commission as may be necessary and required in the transaction of the business of the Commission not inconsistent with these bylaws.

Section 3. FIX COMPENSATION: to fix the compensation of employees of the Commission and to provide for bonding where it is appropriate to fairly ensure the faithful performance of duties.

Section 4. ADOPT POLICIES: To adopt, amend and rescind from time to time such rules and regulations, as in their discretion may be necessary and desirable for the conduct of the business and affairs of the Commission, and to prescribe penalties for the breach thereof.

ARTICLE V

Strategic Plan

Section 1. ADOPT STRATEGIC PLAN: The Commission shall adopt a strategic plan setting its priorities, action and focus at least once every two (2) years.

Section 2. REVIEW AND UPDATE: The Commission will review, evaluate, and revise, as needed, the priorities and focus of the current strategic plan at least once each fiscal year. At the end of each two-year period the Commission will implement a community survey, a public hearing, or other activities necessary to assess the needs of women in Pima County and to create a new two-year strategic plan.

Section 3. RESPONSIBILITY: The Executive Committee shall initiate the annual review of the Strategic Plan. The Executive Committee shall also initiate the development of the new two-year plan. The full Commission must act on the adoption of the Strategic Plan and any changes to it. The Commission Chair in the absence of a Strategic Plan Committee Chair will be ultimately responsible in keeping track of progress or lack thereof, updating and reporting to the full commission at its monthly meeting on the status of strategic plan activities.

ARTICLE VI

Meetings of the Commission

***Section 1. NUMBER: The Commission shall hold a minimum of four (4) meetings of the full commission per year.**

Section 2. AGENDAS: Agendas for regular meetings of the full Commission must be distributed to all Commissioners and posted on the Commission Website at least 48 hours in advance of the meeting, and must also be submitted to the offices of the City Clerk and the County Clerk of the Board at least 48 hours in advance of the meeting.

***Section 3. QUORUM: The presence in person of fifty-one percent of seated members of the Commission entitled to vote at a full Commission meeting shall constitute a quorum for the transaction of business. The presence of forty percent (40%) of the members of any committee members who are entitled to vote shall constitute a quorum for the transaction of business for that committee.**

Section 4. WITHDRAWAL OF QUORUM: The Commission members present at a duly called or duly held meeting at which a quorum exists may continue to transact business until adjournment.

Section 5. VOTING: All votes of Commissioners shall be in person. All questions put to the full Commission shall be considered validated upon a simple majority vote of the voting members thereof, unless a larger number is specified in the bylaws or amendments.

Section 6. ANNUAL MEETING: The Annual Meeting of the Commission shall be held in June, and officers elected at that meeting shall take office on July 1. A waiver of this requirement may occur if the Commission membership is low and a quorum cannot be met.

Section 7. SPECIAL MEETINGS: Special Meetings may be called at any time by the Executive Committee or by written notice signed by the Chair and the Executive Director (if applicable). Notice of special meetings shall be given in the same manner as for regular meetings.

ARTICLE VII

Officers

Section 1. OFFICERS: The Officers of the Commission shall be Chair, Vice-Chair/Chair-Elect, Treasurer, one at-large member as an Alternate Treasurer and shall include a Secretary in the absence of an Executive Director. When there is an Executive Director of the Commission, the Executive Director shall serve as ex-officio Secretary of the Commission. The officers shall comprise as the Executive Committee. In the succession of the Commission Officers, the Vice-Chair as a Chair-Elect will serve as the Chair in the following year, unless the sitting Chair is re-elected for a second year by a majority vote from Commissioners. The Vice-Chair may then continue to serve as the Chair-Elect during the second year of the sitting Chair, and will automatically become the Chair after the second year of the re-elected Chair.

Section 2. ELECTION OF OFFICERS: The Officers of the Commission shall be elected by an affirmative majority vote of the Commissioners at the annual meeting, or when an officer has completed her/his term or has resigned from the Commission or the position of Officer.

Section 3. NOTICE OF INTENT TO RUN FOR OFFICE. Any Commissioner interested in serving as an Officer of the Commission shall submit a letter of intent to the Chair which shall be distributed to all Commissioners no less than ten (10) days prior to the meeting at which elections shall be held. Commissioners seeking office shall be entitled to speak at the meeting regarding her/his candidacy.

Section 4. TERMS OF OFFICE. The Officers of the Commission may serve a term of office of up to two (2) years and the same to be re-elected for another two-year term for a total of 4-years (2-terms) service.

Section 5. REMOVAL OR RESIGNATION OF OFFICERS. Any Officer of the Commission may resign at any time by giving written notice to the Chair of the Commission. In the case of an

officer resignation the commissioner replacing the officer will complete the incomplete term. Any Officer of the Commission may be removed from office by two-thirds (2/3) vote of the Commissioners at any meeting of the full Commission, provided that the Officer has received written notice from the Commission Chair or Vice Chair/Chair-Elect at least ten (10) days prior to the meeting at which the matter will be discussed.

A special election to fill vacancies may be conducted at any time when an officer has completed her/his term or has resigned from the Commission or the position of Officer. The outgoing Chair, Vice-Chair/Chair-Elect, Secretary, Treasurer and At-Large Member/Alternate Treasurer agree to remain on the respective Committees for ninety (90) days after the date of her/his resignation or term completion to facilitate the transition and act as mediator.

Section 6. DUTIES OF OFFICERS: Duties of Officers of the Commission are as follows:

- A. Chair. The Chair of the Commission shall be the principal officer of the Commission and shall have general supervision of the Commission. She/he shall preside at all meetings of the full Commission and shall cast the deciding vote in the event of a tie. In the absence or disability of the Chair, the Vice-Chair/Chair-Elect shall act in her/his stead. In the absence of both the Chair and the Vice-Chair/Chair-Elect, the Secretary (if available) or Executive Director shall act in the Chair's or Vice-Chair/Chair-Elect's stead. The Chair of the Commission shall chair the Executive Committee. In the absence of the Chair, the Vice-Chair/Chair-Elect shall fulfill such duties as required to maintain the Commission's functioning in relation to its purpose and mission.
- B. Vice-Chair/Chair-Elect. In the absence or disability of the Chair, the Vice-Chair/Chair-Elect of the Commission shall perform all of the duties and have all of the power of the Chair. As appropriate, the Vice-Chair/Chair-Elect shall assist in the establishment and maintenance of systems and mechanisms for retention, recruitment and evaluation of human resources; assist in the establishment and maintenance of personnel policies and procedures; review policies with respect to staffing and compensation; serve as a grievance officer as necessary in a staff dispute; review and report annually on the implementation of the affirmative action plan; assist in the development and review of policies with respect to consultants, attorneys, and other supplemental staff; recruit and coordinate volunteers; assist in the establishment of a system to monitor and acknowledge volunteer efforts; coordinate the recruitment and selection of Commissioners; coordinate and monitor Commissioner participation in committees.
- C. Treasurer. The Treasurer of the Commission shall have the care and custody of the funds, money and property of the Commission. She/he shall be responsible in ensuring Commission is making informed decisions in regards to budget. The Treasurer with the assistance of the At-Large Member/Alternate Treasurer shall recommend to the Executive Committee and the Commission the policies and procedures for the care and custody of Commission money and property; review and report on all accounting, auditing and other financial information; assist in the preparation of and review of the annual audit report; assure that all accounting records are available as needed for audit and inspection; establish a financial accounting system in compliance with General

Accounting and Audit Procedures and the American Institute of Certified Public Accountants audit guidelines; assist in the preparation and review of monthly financial reports and the annual budget; assist in the development and review of purchasing practices and expenditure controls; assure the timely deposit of and responsible management of funds; assure maintenance of inventory records of all Commission equipment and property; review employee benefit package as recommended by the Vice-Chair/Chair-Elect, in light of the budget and financial policies.

- D. At-Large Member/Alternate Treasurer. The At-Large member/Alternate Treasurer of the Executive Committee shall work closely with the Treasurer and perform the duties of the Treasurer in his/her absence. This position is also responsible for the development and recommendation of policies and procedures for the care and custody of Commission property.
- E. Secretarial Duties. In the absence of an Executive Director, a Commission Secretary shall be elected and shall be responsible for the transcription of meeting minutes of the Commission. The Secretary is ultimately responsible for the submission of Minutes and other correspondence as required to the City and/or the County. In the absence or disability of the Secretary, the commission may delegate any commissioner in attendance to perform the recording of minutes of that meeting.

ARTICLE VIII

Committees

Section 1. AD HOC COMMITTEES: All committees are subject to laws governed by the Arizona Open Meeting Law. The Commission will form *ad hoc* committees as deemed necessary. Each *ad hoc* committee will be formed for a specific purpose and for a limited time period. When the specific task has been completed, the ad hoc committee will be disbanded.

- A. AD HOC COMMITTEE CHAIR. A Commissioner with project ideas and offering a project proposal for commission approval, by *de facto* becomes the Committee Chair upon full Commission approval of such proposal. The Chair of an *ad hoc* committee will submit an income and expense budget, a timeline, a list of potential underwriters to be approached, and a general outline for the event, to be approved by the Executive Committee prior to starting a commission sponsored program, soliciting donations for expending commission funds. Upon full Commission approval of project proposal, the Committee Chair shall be responsible in recruiting *ad hoc* members. Committee chairs shall be elected by the full Commission for a period of one (1) year, or on an as needed basis.
- B. MEMBERSHIP TO AD HOC COMMITTEES. Any Commissioner interested in serving as a committee or ad hoc committee member may announce her/his desire to serve on a committee during a regular Commission meeting. Membership of *ad hoc* committees is not limited to Commissioners; however, committees or *ad hoc* committees shall be

chaired by Commissioners. The membership of an *ad hoc* committee must include at least two Commissioners.

- C. AD HOC COMMITTEE AGENDAS AND MINUTES. All members of a Commission committee must be notified of committee meetings by phone, mail, or email 24 hours in advance of the meeting, and the agenda must be publicly posted at the Commission or on a Commission Website 24 hours in advance of the meeting. The Committee and Ad Hoc Committee Chair(s) of more than two commissioners in the committee shall have Minutes taken at all committee meetings. Minutes shall be sent to all committee members and to members of the Executive Committee, and shall be filed with the City and County Clerk's offices.

Section 2. THE EXECUTIVE COMMITTEE

- A. COMPOSITION AND ROLE OF THE EXECUTIVE COMMITTEE. The Executive Committee shall consist of the Commission Chair, Vice Chair/Chair-Elect, Secretary (if available) or Executive Director, Treasurer and At-Large Member/Alternate Treasurer. The Executive Committee shall establish general guidelines and direction for executing the mission of the Commission; develop and review Commission policies; act on urgent business that cannot await a full Commission meeting; assist in the development of reports to funding agencies and review all reports to funding agencies; set Commission meeting agendas; direct and coordinate the work of the various Commission committees and *ad hoc* committees; and where pertinent, recruit, retain, and evaluate the performance of the Executive Director. The Executive Committee will review and approve as deemed appropriate and aligned with the commission's mission and goals each ad hoc committee's submitted income and expense budget, timeline, list of potential underwriters to be approached, and general outline for the event prior to ad hoc committees' starting a commission sponsored program, soliciting donations or expending commission funds.

Section 3. Any responsibility not delegated to a particular committee or ad hoc committee in these bylaws is the responsibility of the full Commission.

ARTICLE IX

Financial Transactions

Section 1. Except as otherwise provided by these Bylaws, the Pima County / Tucson Women's Commission may authorize any Officer or Officers, its agent or agents, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Commission.

Section 2. All checks, drafts or other orders for the payment of money and all notes, bonds or other evidence of indebtedness issued in the name of the Commission shall be signed by such Officer or Officers, agent or agents, employee or employees of the Commission and in such manner as shall from time to time be determined by resolution of the Commission.

Section 3. All funds of the Commission shall be deposited from time to time to the credit of the Commission in such depositories as the Commission may select.

ARTICLE X

Accounting System and Reports

Section 1. The Commission shall cause to be established and maintained an appropriate accounting system in accordance with generally accepted principles of accounting.

Section 2. The fiscal year of the organization shall commence on the first (1st) day of July of each year and end on the thirtieth (30th) day of June of the next succeeding year.

Section 3. As soon as practicable after the first day of June each year, the Commission shall adopt a budget for the next fiscal year.

ARTICLE XI

Equal Opportunity

The Commission will ensure that no individual is discriminated against with regard to service on the Commission, employment with the Commission, services provided by the Commission, access to information or any other activity of the Commission because of race, creed, national origin, gender, age, marital status, sexual orientation, religious belief, mental or physical ability, political belief or economic status.

ARTICLE XII

Amendments

These Bylaws may be amended at any regular meeting of the Commission by a two-thirds (2/3) vote of those present and voting, provided written notice of the proposed change(s) has been given to all Commissioners at least ten (10) days prior to the meeting at which the voting takes place. Bylaws amendments adopted by the Commission shall take effect immediately upon adoption.