

**FINAL**  
**CITY OF SANTA CLARA**  
**CHARTER REVIEW COMMITTEE**  
**BYLAWS**  
**[Charter Project]**

**1. Committee Established.** On July 15, 2025, the City Council of the City of Santa Clara (“City Council”) directed the formation of a Charter Review Committee (“CRC”) to assist with a comprehensive review and update of the City Charter (referred to here as the “Charter Project”). On September 16, 2025, the City Council took action to appoint the members of the CRC and to approve these Bylaws, thereby establishing the CRC for the purposes, and with the duties, rights and limitations, set forth herein.

**2. Purposes.** The purpose of the CRC is to work with City staff, with input from the community, to facilitate the implementation of the “Charter Project.” The Charter Project involves a process for comprehensive review of the City Charter to identify provisions in the Charter that should be corrected, clarified or modified for the Charter to be fully consistent with applicable state law, aligned with current best practices for City operations and, in general, easier to understand and apply. At the end of the process, the objective of the Charter Project is to produce a draft comprehensive Charter Amendment for presentation to the City Council and, if the City Council so directs, possibly the voters at the November 2026 Election.

**3. Duties.** To carry out its stated purposes, the CRC shall perform the following duties:

**3.1 Appointment of Chair and Vice Chair.** At its first or second meeting, the CRC, by majority vote, shall appoint a Chair and a Vice Chair from among its members. The Chair shall (a) act as the Presiding Officer of the CRC in accordance with the terms of City Council Policy 055 (Council Meeting Procedures and Protocols), (b) coordinate CRC meeting agendas with City staff, and (c) unless otherwise directed by a majority of the CRC, serve as the spokesperson for the CRC. If the Chair is absent or unavailable, the Vice-Chair shall perform these duties. The Chair and Vice-Chair shall serve in these roles throughout the term of the CRC.

**3.2 Schedule, Attend and Participate in CRC Meetings.** In accordance with a schedule approved by a majority of the CRC, CRC members shall be expected to regularly attend and actively participate in CRC meetings. In the event that a CRC member is appointed to one or more Subcommittees, the CRC member shall also be expected to regularly attend and actively participate in the meetings of such Subcommittee(s).

**3.3 Solicit and Consider Public Input.** The solicitation and consideration of public input is integral to the Charter Project. CRC members shall encourage stakeholders within the community to provide input to the CRC and shall work with staff to develop an outreach policy to further encourage such input.

**3.4 Make a Recommendation to the City Council regarding a Comprehensive Amendment of the City Charter.** To implement the Charter Project City staff will be preparing draft revisions to the City Charter for consideration and input by CRC Subcommittees and or the CRC itself. At the end of the process, the CRC will be expected to make a recommendation to the City Council on one or more proposed amendments to the City Charter. The proposed “top to bottom” review process is intended to be driven by practical and legal considerations, with the prime objective being to bring the Charter up to current “best practices” for City operations. It is not intended to

implement any major restructuring of City operations or to change the City's election process. In the end, it will be up to the Charter Review Committee to recommend, and the City Council to decide which, if any, of the proposed changes will be presented to the voters as part a comprehensive update to the City Charter. In order to coordinate with the City Council's summer meeting schedule, and to meet the timing requirements for submittals of measures to voters at the November 2026 election, the CRC shall endeavor to finalize and present its recommendation(s) to the City Council by no later than June 29, 2026.

**3.5 Comply with Applicable Laws and Ethics Standards.** By accepting appointment to the CRC, in the fulfillment of their duties, each member of the CRC agrees to comply with all applicable laws and the ethical standards set forth below:

- (a) While serving on the CRC, CRC members shall not make or influence a City decision involving City authority under the terms of the City Charter which will benefit the CRC member's outside employment, business, or a personal finance or benefit an immediate family member, such as a spouse, child or parent.
- (b) No CRC member shall use his or her position on the CRC to negotiate future employment with any person or organization, receive remuneration of any kind, or obtain any other benefit or advantage.
- (c) In their conduct on the CRC, CRC members shall comply with all applicable federal, state and local laws and regulations, including the policies, procedures, rules and regulations of the City of Santa Clara. Applicable laws and regulations shall include, without limitation, the Ralph M. Brown Act governing the conduct of CRC meetings, the Public Records Act, governing public access to any public records within their possession related to their CRC duties, and the City of Santa Clara Code of Ethics and Values.
- (d) A CRC member shall place the interests of the City above any personal or business interest of the member.

#### **4. Membership.**

**4.1 Composition.** The CRC shall be comprised of thirteen (13) total members appointed by the City Council and selected as follows: (a) Seven (7) members selected by the City Council and Mayor representing each of the six (6) City Council Districts (selected by the City Councilmember representing that District), and one (1) "at large" position (selected by the Mayor); and (b) Six (6) members selected by lottery, to include one resident from each of the six Council Districts.

**4.2 Qualifications.** To be qualified, both Council-selected and lottery-selected CRC members must be registered voters and residents of the voting Districts they represent or, in the case of the Mayor's selection, the City at large. CRC members must retain such qualifications throughout their tenure. Simultaneous membership on another City Board, Commission or Committee is allowed.

**4.3 Term.** Except as otherwise provided herein, each member shall serve for the from the date of the first meeting of the CRC until the dissolution of the CRC. Unless otherwise directed by the City Council, the CRC shall be dissolved (30) days after CRC makes its final recommendation and report to the City Council regarding a comprehensive Charter amendment, which is scheduled to occur on or before June 29, 2026.

**4.4 Removal; Vacancy.** The Council may remove any Committee member for cause, which includes failure to attend two consecutive Committee meetings without reasonable

excuse or for failure to comply with the Committee Ethics Policy. Upon a member's removal, the seat shall be declared vacant. The City, in accordance with the established selection process for the subject member shall fill any vacancies on the Committee. The City shall make best efforts to fill vacancies within 45 days. Pending the filling of any vacancy or vacancies, provided there are at least seven (7) CRC seats that are filled, the CRC may proceed with the conduct of CRC business.

## **5. Limitations on Authority; No Compensation.**

**5.1 Limitation on Authority.** Although City staff will be available to assist the CRC in its duties, neither the CRC nor any CRC member shall have the authority to direct City staff in any matter. Individual members of the CRC retain the right to address the City Council as an individual, however no individual CRC member shall have the authority to formally represent the CRC before the City Council, or otherwise, unless they have been authorized to do so by a majority vote of the CRC.

**5.2 No Compensation.** CRC members are volunteers and shall not be compensated for their services.

## **6. Meetings.**

**6.1 Frequency.** The CRC shall meet as needed in order to fulfill its duties to facilitate implementation of the Charter Project. It is anticipated that the CRC may need to meet as frequently as monthly. At the end of each CRC meeting, if the next meeting has not already been scheduled, the CRC should identify their next meeting date.

**6.2 Location.** All meetings shall be held within the City at a location or locations to be determined.

**6.3 Procedures and Protocols.** The CRC shall be subject to the Ralph M. Brown Public Meetings Act of the State of California, Government Code Section 54950 et seq. (the "Brown Act"), and shall conduct its meetings in accordance with the provisions thereof. In addition, to the extent practicable, the CRC shall conduct its meetings in accordance with the City Council Policy 055 (Council Meeting Procedures and Protocols).

**6.4 Voting.** A majority of the number of CRC members (seven (7) members) shall constitute a quorum for the transaction of any CRC business. The affirmative vote of a majority of CRC members in attendance at any meeting shall be sufficient to take any action; provided, however, at least seven affirmative votes shall be required to make any recommendation to or request of the City Council.

**6.5 Ad Hoc Subcommittees.** To facilitate review and recommendations on subsections of the City Charter, the CRC may elect to form one or more Ad Hoc Subcommittees. Ad Hoc Subcommittees shall be comprised of no less than three (3) and no more than five (5) CRC members. Ad Hoc Subcommittees are not subject to the Brown Act and can meet privately, at times and locations to be determined by Subcommittee members that are mutually convenient to the members and any supporting City staff.

**7. Staff Support.** The City shall provide the CRC with the necessary technical and administrative assistance in furtherance of its purposes. Such support shall include: training in applicable laws and procedures (e.g., the Brown Act, the Public Records Act, Meeting Management Protocols), technical support at CRC meetings, and presentations on current challenges, shortcomings

and recommendations for revisions to the City Charter.

**8. Implementing Rules; Amendment of Bylaws.** If necessary, by majority vote, the CRC may adopt additional rules and procedures to facilitate CRC operations that are consistent with these Bylaws. Any proposed amendment to the Bylaws must be approved by a majority vote of the City Council.