



April 25, 2019

TO: Board Of Directors
FROM: Renee Osborne, General Manager
SUBJECT: Agenda Item 12B – 5/2/2019 Board Meeting
Discussion of Director Compensation

President
Marshall E. Ochylski

Vice President
Charles L. Cesena

Directors
Matthew D. Fourcroy
Vicki L. Milledge
Christine M. Womack

General Manager
Renee Osborne

District Accountant
Robert Stilts, CPA

Unit Chief
Scott M. Jalbert

Battalion Chief
George Huang

DESCRIPTION

The Los Osos CSD Board of Director Bylaws were reviewed and approved at the February 7, 2019 Board of Directors meeting. Staff was asked to bring back a summary regarding the Board of Director Compensation for clarification of what meetings would be reimbursed during the 2018-2019 fiscal year and prior years, and a budget for the 2019-2020 fiscal year.

MOTION:

I move that the Board approve the Ad Hoc Committee and the Pre-Agenda meetings that were compensated in 2018-2019 and all prior fiscal years. I also recommend to the Board that the budget for the Board of Director compensation should be \$_____ for approved meetings and training for the 2019/2020 fiscal year.

or

I move that the Board approve the Ad Hoc Committee and Pre-Agenda meetings that were compensated in 2018-2019 and all prior fiscal years. I also recommend that the Board budget \$1000 for Training under GL code 7334 Director Training, and not carry over the unused compensation to a Director Training Reserve, and amend the Bylaws where this item is mentioned. Furthermore, I also recommend that the Board budget \$_____ for approved meetings under Board of Director compensation for the 2019-2020 fiscal year.

DISCUSSION

At the February 7, 2019 Board of Directors meeting, the amended Director Bylaws were reviewed and approved. The following are the approved meetings which Directors can request for compensation: Board of Director monthly meetings, committee meetings for both the Chair and the Vice Chair, LOCAC, WRAC, Fire Safe Council and Ad Hoc Committees. Each meeting is worth \$100, not to exceed \$100 in one day or \$600 in one month.

Also under discussion was whether or not Ad Hoc Committee meetings and Pre-Agenda meetings were or should be approved and compensated by previous and current Board of Directors from past fiscal budgets. If not approved, several past and current Board of Directors will need to reimburse the District. This item needs to be clarified.

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In addition, part of the Bylaws for Director Compensation includes a directive to place any director compensation declined into a "Director Training Fund". Since this item requires a large change in the Administrative Budget, staff has been directed to establish funding in the 2019/2020 budget, not the 2018/2019 budget. The Director Compensation budget could vary between \$19,000 to \$25,000 depending on Ad Hoc committee participation as noted in the table below.

Board Compensation Approved Meetings			
Board of Director Meetings	Annual	5X12	\$6,000
Four Standing Committees (Chair and Vice approved to attend)	Annual	8X12	\$9,600
Director Representation:	LOCAC	1X12	\$1,200
	WRAC	1X10	\$1,000
	Fire Safe Council	1X12	\$1,200
AD Hoc Committees (amount unknown)	?	?	
			\$19,000

SUMMARY

Staff is requesting direction on the following items:

Compensation

Attached are the Bylaws for 2016, 2017, and 2018. All note the same line which Directors misinterpreted.

9.2 The District President or in his/her absence the Vice President is authorized to receive one hundred dollars (\$100.00) as compensation for each County or State agency meeting attended by him/her, when he/she determines that District representation is necessary to protect and/or advance the interest of the District or its residents/customers.

Because of past practices and misinterpretation of the above line item, Staff asked for the 2018 Bylaws to be clearer as to what meetings should be compensated. Should all past Ad Hoc Committee meetings and Pre-Agenda meetings be approved since there was no clear definition of what meetings were approved for compensation?

Director Compensation Budget

- Should there be a cap on the amount put in the Director's Training fund?
- Should there be a cap on the Ad Hoc Committee amount allowed?
- Instead of a Director's Training fund as per the Bylaws, should we have a budget line item for Director Training instead and amend the Bylaws?

Past Director Compensation Budget Line items:

2016/2017 – \$10,100 Budgeted \$10,450 Compensated
 2017/2018 – \$12,000 Budgeted \$13,200 Compensated

FINANCIAL IMPACT

Fund 100, the Administrative Budget, affects all of the Funds. When Board of Directors don't claim their compensations, it decreases the fund's expenditures. Therefore, the other funds pay less saving money.

Currently, all Directors utilize the CSDA training website program. Most CSDA webinars are free to the District as SDRMA members. On occasion, there is a CSDA training locally, which usually costs between \$25 to \$50. The last time a Board of Director asked for out of the area training was in September of 2012 at a cost of \$550.

If the Board chooses to have a "Directors Training Fund", the Director's Compensation line item would need to increase in order to support their goal of a "Training Fund." Amount is unknown at this time.

Attachments

LOS OSOS COMMUNITY SERVICES DISTRICT
 Posted General Ledger Transactions - Posted GL Transactions-Standard

Document No	Transaction Description	GL Code	Fund Code	Debit
3111	01/27/11 CSDA Training - Director Moothart	7334	100	225.00
0115_EthicsTrng	01/22/15 Fee - Mandatory Ethics Trng (Cesena/Storm/Wright)	7334	100	150.00
0215_HarrassmentTrng	02/10/15 Fee - Harassment Trng (Cesena/Storm/Tornatzky/Wright)	7334	100	200.00
2012CSDA	09/24-27/12 Reimbursement-2012 CSDA Annual Conference	7334	100	550.00
030217CSDA	03/02/17 Debit Card/Kudart - CSDA (registration Leadership Conference)	7334	100	600.00
030617CSDA	03/06/17 Debit Card/Kudart - CSDA (registration Leadership Conference)	7334	100	<u>400.00</u>
Report Total				<u>2,125.00</u>



APPROVED
3/7/19

Date: February 21, 2019
TO: Board of Directors
FROM: Renee Osborne, General Manager

SUBJECT: Board Item 11G

President

Marshall E. Ochylski

Vice President

Charles L. Cesena

Directors

Matthew D. Fourcroy
Vicki L. Milledge
Christine M. Womack

General Manager

Renee Osborne

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DESCRIPTION

The Los Osos CSD Board of Director Bylaws were reviewed and approved at the February 7, 2019 Board of Directors Meeting. Staff was asked to bring back a summary regarding the Board of Director Compensation section.

MOTION:

I move to open a director's training reserve account, and for any unpaid director's fees to be moved to the training reserve account at the end of each fiscal year.

SUMMARY

Procedure Change:

As of January 2019, all Director Compensation forms are to be given directly to the General Manager and not to the payroll department. The General Manager will be responsible for reviewing and approving meetings to be compensated based on the meetings that were approved at the February 7, 2019 meeting.

Compensation:

The following are the approved meetings which Directors can request for compensation; Board of Director monthly meetings, committee meetings for both the Chair and the Vice Chair, LOCAC, WRAC, Fire Safe Council and Ad Hoc Committees. Each meeting is worth \$100, not to exceed \$100 in one day or \$600 in one month. Since this item requires a large change in the Administrative Budget, Staff has been directed to establish funding in the 2019/2020 budget.

Director Training Reserve:

Part of the Bylaws for Director compensation includes a directive to place any director compensation declined into a Director Training Fund. Staff will need a motion from the Board to direct Staff to open a reserve account for the Director Training Fund.

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**LOS OSOS COMMUNITY SERVICES DISTRICT
2016 BOARD OF DIRECTORS
BYLAWS AND RULES OF DECORUM**

1. OFFICERS OF THE BOARD OF DIRECTORS

1.1 The officers of the Board of Directors are the President and Vice President.

1.2 The President of the Board of Directors shall serve as Chairperson at all Board meetings. He/she shall have the same rights as the other members of the Board in voting, introducing motions, resolutions and ordinances, and any discussion or questions that precede said actions.

1.3 In the absence of the President, the Vice President shall act as President of the Board of Directors and shall serve as Chairperson over all meetings of the Board. If the President and Vice President of the Board are both absent, the remaining members present shall select one of themselves to act as Chairperson of the meeting.

1.4 The President and Vice President of the Board shall be elected annually at the first regular meeting of each calendar year.

1.5 The President, or in his/her absence the Vice President, shall be recognized as the official head of the District for all ceremonial purposes.

1.6 Generally the President, or in his/her absence the Vice President, is the designated representative of the Board of Directors to speak on official District position or policy.

2. MEETINGS

2.1 Subject to holiday and scheduling conflicts, the regular meeting of the Board of Directors shall be held on the first Thursday of each calendar month at the time and place designated by the Board of Directors at the beginning of each calendar year, or if a conflict exists, such other date and/or facilities within the District acceptable to the General Manager.

2.2 The regular public meeting of the Board of Directors shall be between 7:00 p.m. and 10:00 p.m. Closed sessions of the Board may be conducted prior to or at the conclusion of the regular public meeting. It shall be the policy of the Board of Directors to complete meetings, including closed sessions by 10:00 p.m. unless a majority of the Board of Directors present at the meeting elects to continue past the adjournment hour. If at the hour of 10:00 p.m. the Board of Directors has not concluded its business, the Board of Directors will review the remainder of the agenda and determine whether to extend the meeting beyond the hour of 10:00 p.m., continue any remaining items, or adjourn the meeting to another date and time.

2.3 Special meetings may be called at any time by the President of the Board of Directors, or by request of a majority of the members of the Board to the General Manager, by delivering written notice to each member of the Board and to each local newspaper of general circulation and radio or television station requesting notice in writing. The notice shall be delivered personally or by any other means and shall be received at least 24 hours before the time of the meeting as specified in the notice. The call and notice shall specify the time and place of the special meeting and the business to be transacted or discussed. No other business shall be considered at these meetings by the Board of Directors. The written notice may be dispensed with as to any member who at or prior to the time the meeting convenes files with the clerk or secretary

of the Board a written waiver of notice. The waiver may be given by facsimile. The written notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes.

The call and notice shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public.

2.4 Members of the Board of Directors shall attend all regular and special meetings of the Board unless there is good cause for absence.

2.5 No action or discussion may be taken on an item not on the posted agenda; provided, however, matters deemed to be emergencies or of an urgent nature may be added to the agenda under the procedures of the Brown Act.

Pursuant to the Brown Act:

(a) Board Members may briefly respond to statements or questions from the public; and

(b) Board Members may, on their own initiative or in response to public questions, ask questions for clarification, provide references to staff or other resources for factual information, or request staff to report back at a subsequent meeting; and

(c) A Board Member or the Board itself may take action to direct staff to place a matter on a future agenda.

2.6 The Chairperson shall determine the order in which agenda items shall be considered for discussion and/or actions taken by the Board. He/she shall vote on all questions and on roll call his/her name shall be called last.

2.7 A majority of the Board shall constitute a quorum. However, all actions must be approved by a minimum of three (3) Board members. Where there is a lack of a quorum, the Chairperson, or any Board member shall adjourn such meeting, or, if no Board member is present, the District secretary shall adjourn the meeting.

2.8 State laws are in place which attempt to eliminate any action by a Public Official, including members of the Board of Directors, which may create a conflict of interest. Laws which regulate conflicts of interest are very complicated. The following provides a brief summary of economic conflict related laws. Directors are encouraged to consult with District Legal Counsel and/or the FPPC at 1-800-ASK-FPPC (1-800-275-3772), if they have questions about a particular agenda item

(a). The general rule is that a member may not participate in the making of a governmental decision if it is reasonably foreseeable that the decision will have a material financial effect on the official or a member of his or her immediate family.

(b) Where there is a conflict of interest, the conflicted member, prior to consideration of the agenda item, shall disclose the nature of the conflict of interest and recuses himself or herself from hearing or deciding the matter and thereon step down from the dais and leave the room.

(c) Should the recusal of one or more conflicted members result in the lack of a quorum and the participation of a conflicted member is necessary for resolution of an item, the Board will follow the requirements of the California Political Reform Act to determine which conflicted members shall be allowed to participate.

2.9 The Board of Directors takes actions by motion, resolution, or ordinance.

(a) For each proposed action to be taken by the Board, the Chairperson shall identify the motion-maker and the second and either state the motion or direct Staff to state the motion prior taking the vote. The Chairperson shall announce the Board's decision on all subjects.

(b) A roll call vote shall be taken upon the passage of all ordinances and resolutions, and shall be entered in the minutes of the Board showing those Board members voting aye, those voting no, those not voting due to a conflict, and those abstaining.

(c) The passage of motions may be taken by voice vote. However, a roll call vote shall be taken on motions not passed unanimously by the Board.

(d) Unless a Board member states that he or she is not voting because of a conflict of interest, his or her silence shall be recorded as an affirmative vote.

(e) When hearing matters in their quasi-judicial capacity, Board Members shall disclose any relevant ex parte communications regarding that item prior to public comment.

2.10 The following applies to reconsideration of prior Board actions.

(a) After the passage of 12 months from the effective date of the motion, resolution or ordinance, the matter may be placed on the agenda pursuant to Section 3, below, or other provisions of the Brown Act.

(b) Prior to the passage of 12 months, any member of the Board of Directors or the General Manager may request the Board of Directors, by motion, to agree to reconsider a prior Board action at a subsequent meeting of the Board.

(c) The President of the Board of Directors, upon a determination that there is a need to take immediate action, may place an item on the agenda for reconsideration.

2.11 Any person attending a meeting of the Board of Directors may record the proceedings with an audio or video tape recorder or a still or motion picture camera in the absence of a reasonable finding that the recording cannot continue without noise, illumination, or obstruction of view that constitutes or would constitute a persistent disruption of the proceedings.

2.12 All video tape recorders, still and/or motion picture cameras shall remain stationary and shall be located and operated from behind the public speakers podium once the meeting begins. The Chairperson retains the discretion to alter these guidelines, including the authority to require that all video tape recorders, still and/or motion picture cameras be located in the back of the room.

3. AGENDAS

3.1 The General Manager, in cooperation with the Board President, shall prepare the agenda for each regular and special meeting of the Board of Directors. A Director may contact either the General Manager or the Board President and request an item to be placed on the regular meeting agenda no later than 4:30 p.m. twelve calendar days prior to the meeting date. Such a request must be also submitted in writing either at the time of communication with the General Manager or the Board President, or delivered to the office within the next working day.

3.2 Those items on the District Agenda which are considered to be of a routine and non-controversial nature are placed on the "Consent Agenda". These items shall be approved, adopted, and accepted, etc. by one motion of the Board of Directors; for example, approval of Minutes, approval of Warrants, various Resolutions accepting developer improvements, minor budgetary items, status reports, and routine District operations.

(a) Directors may request that an item be removed from the "Consent Agenda", and the Board will then take action separately on that item. Members of the public will be given an

opportunity to provide public comment on the "Consent Agenda"; however, only a member of the Board of Directors can remove an item from the "Consent Agenda". Items which are removed ("pulled") from the "Consent Agenda" will typically be considered at the conclusion of the regular Agenda unless a majority of the Board chooses an earlier time.

(b) When a Director has a minor question or requests clarification concerning a consent item which will not involve extended discussion, Staff may respond without "pulling" the item from the "Consent Agenda". Directors are encouraged to seek clarifications prior to the meeting if possible.

(c) When a Director wishes to consider/"pull" an item simply to register a dissenting vote, an abstention or conflict of interest, the Director shall inform the Chairperson that he/she wishes to register a dissenting vote, an abstention or conflict of interest, on a particular item without discussion. The item will be considered along with the rest of the Consent Agenda, and the District Secretary shall register a "no" vote, an abstention or conflict of interest, in the minutes on the item identified by the Director.

4. PUBLIC COMMENT AND RULES OF DECORUM

4.1 Policy. The purpose of oral presentation at District meetings, as well as written presentations, is to formally communicate to the Board of Directors on matters (1) listed on the Agenda, or (2) matters that are within the jurisdiction of the Board of Directors during general public comment. Such presentations are helpful to the Board in its decision-making process. The Board of Directors welcomes information and expressions of opinion from members of the public on any item which it may be considering. However, the Board of Directors is not required to provide a public forum for remarks or conduct in violation of the Rules of Decorum.

4.2 Public Comment. Subject to the following rules, the Board of Directors shall set aside 30 minutes on each agenda item for public comment:

(a) The Chairperson, after consideration of the length of the Agenda, the nature of the agenda item, and the meeting limitations of Section 2.2, may expand or further limit the 30 minute time allocation for public comment.

(b) Each public commenter shall be limited to 3 minutes unless shortened or extended by the Chairperson with consideration of the length of the Agenda, the nature of the agenda item, and the meeting limitations of Sections 2.2, above.

4.3 Rules of Decorum. The rules of decorum, below, shall apply to public comment and attendance at District meetings.

(a) Members of the audience shall not engage in disorderly or boisterous conduct, including the utterance of loud, threatening or abusive language, whistling, stamping of feet, clapping and talking (other than giving public comment) or other acts which disrupts the orderly conduct of the District meeting.

(b) Members of the audience who wish to address the Board on a particular item on the Agenda shall line up behind the podium or sit in the front two (2) rows next to the podium.

(c) No person shall address the Board of Directors without first being recognized by the Chairperson.

(d) Persons addressing the Board shall state their name and their general place of residence.

(e) Public comment and public testimony shall be directed to the Chairperson and shall be addressed to the Board of Directors as a whole. Persons addressing the Board of Directors shall not engage in a dialogue with individual Directors, District staff or members of the

audience. The Chairperson shall determine whether, or in what manner, the District will respond to questions.

(f) Persons addressing the Board are limited to one opportunity per Agenda item unless otherwise directed by the Chairperson in his/her discretion.

(g) A person cannot defer his/her time allocation to another person.

(h) When a group or organization wishes to address the Board on the same subject, the Chairperson may request that a spokesperson be chosen to speak for that group. The spokesperson's three (3) minute time allocation may be extended by the Chairperson in his/her discretion.

(i) Persons addressing the Board shall confine the subject matter of their comments to the Agenda item being considered by the Board of Directors.

(j) Each person addressing the Board of Directors shall do so in an orderly and civil manner and shall not engage in conduct which disrupts the orderly conduct of the District meeting.

(k) The Chairperson may rule a speaker out of order who is unduly repetitious or extending discussion of irrelevance.

(l) Except as provided below, persons who reference or read from documents such as reports, exhibits, or letters ("Documents") as part of his/her comment to the Board shall lodge the Document (or a copy) with the District Secretary at the end of the comment, to allow the Document to be appropriately referenced in the meeting Minutes and to allow District staff the opportunity to review and respond to the Document. The Chairperson has the discretion to strike a speaker's comments from the record for failure to lodge the referenced Documents. Upon request, the lodged Documents shall be returned to the speaker after 1:00 p.m. on the day following the meeting.

Exceptions:

- Speaker's presentation outline, however, Documents referenced in the outline shall be lodged.
- Documents that are in the Agenda packet.
- Documents that have been previously published by the District, so long as the speaker identifies the Document by date, author and the pages referenced or read from.
- For voluminous Documents the speaker need only lodge the cover sheet that identifies the author and date and the pages read from or referenced.

4.4 Enforcement of Rules of Decorum. Any person who violates the Rules of Decorum may, at the discretion of the Chairperson, be removed from the meeting. The Rules of Decorum shall be enforced in the following manner:

(a) Warning. The Chairperson shall warn the person who is violating the rules of decorum.

(b) Expulsion. If after receiving a warning from the Chairperson, the person persists in violating the rules of decorum the Chairperson shall order the person to leave the Board meeting room for the remainder of the meeting.

(c) Assisted Removal. If such person does not voluntarily remove himself/herself, the Chairperson may order any law enforcement officer who is on duty at the meeting, or who may be summoned to the meeting, to remove the person from the Board room.

(d) Restoration of Order. If order cannot be restored by the removal of individuals who are disrupting the meeting, the Board meeting will be continued under the provisions of Government Code §54957.9

4.5 Limitations (Government Code §59454.3(c)) The Rules of Decorum shall not be interpreted to prohibit public criticism of the policies, procedures, programs or services of the District, or the acts or omissions of the District Board of Directors.

5. PREPARATION OF MINUTES AND MAINTENANCE OF TAPES

5.1 The minutes of the Board shall be kept by the District Secretary and shall be neatly produced and kept in a file for that purpose, with a record of each particular type of business transacted set off in paragraphs with proper subheadings;

5.2 The District Secretary shall be required to make a record only of such business as was actually passed upon by a vote of the Board and, except as provided in Section 5.3 and 5.5 below, shall not be required to record any remarks of Board Members or any other person;

5.3 Directors may request for inclusion into the minutes brief comments pertinent to an agenda item, only at the meeting that item is discussed.

5.4 The District Secretary shall attempt to record the names and "community of residence" of persons addressing the Board, the title of the subject matter to which their remarks related, and whether they spoke in support or opposition to such matter; and

5.5 Whenever the Board acts in a quasi-judicial proceeding such as in assessment matters, the District Secretary shall compile a summary of the testimony of the witnesses.

5.6 Any tape or film record of a District meeting made for whatever purpose at the direction of the District shall be subject to inspection pursuant to the California Public Records Act. Consistent with Government Code Section 54953.5(b), the District will maintain the tapes and recordings for a 30-day period after the taping and/or recording. During the 30-day period, the District will provide, without charge, a video or tape player for inspection of said tapes and/or recordings. In addition to the 30-day requirement, the District will attempt to maintain tapes/and or recordings, without legal obligation to do so, for a minimum of 10 years after the date of the taping or recording. However, during this extended period, the District may not be able to provide a video or tape player to facilitate inspections.

6. AUTHORITY OF DIRECTORS

6.1 The Board of Directors is the unit of authority within the District. Apart from his/her normal function as a part of this unit, Directors have no individual authority. As individuals, Directors may not commit the District to any policy, act or expenditure.

6.2 Members of the Board of Directors shall exercise their independent judgment on behalf of the interest of the entire District, including the residents, property owners and the public as a whole.

6.3 Directors do not represent any fractional segment of the community, but are, rather, a part of the body which represents and acts for the community as a whole.

6.4 The primary responsibility of the Board of Directors is the formulation and evaluation of policy. Routine matters concerning the operational aspects of the District are to be delegated to professional staff members of the District.

7. AUTHORITY OF GENERAL MANAGER

7.1 The General Manager shall be responsible for those activities, functions, and duties pursuant to contract.

8. DIRECTOR GUIDELINES

8.1 Directors shall prepare themselves to discuss agenda items at meetings of the Board of Directors. Information may be requested from staff or exchanged between Directors before meetings.

8.2 Directors shall at all times conduct themselves with courtesy to each other, to staff and to members of the audience present at Board meetings.

8.3 Differing viewpoints are healthy in the decision-making process. Individuals have the right to disagree with ideas and opinions, without being disagreeable. Once the Board of Directors takes action, Directors shall commit to supporting said action and not to create barriers to the implementation of said action.

8.4 Board Members, by making a request to the General Manager, shall have access to information relative to the operation of the District, including but not limited to statistical information, information serving as the basis for certain actions of Staff, justification for Staff recommendations, etc. If the General Manager cannot timely provide the requested information by reason of information deficiency, or major interruption in work schedules, workloads, and priorities, then the General Manager shall inform the individual Board Member why the information is not or cannot be made available. Board Members shall not request information directly from District staff, and staff shall communicate to Board Members only through the General Manager.

8.5 In handling complaints from residents and property owners of the District, said complaints should be referred directly to the General Manager.

8.6 When responding to constituent request and concerns, Directors should respond to individuals in a positive manner and route their questions to the General Manager.

8.7 When approached by District personnel concerning specific District policy, Directors should direct inquires to the General Manager. The chain of command shall be followed.

8.8 In seeking clarification for policy-related concerns, especially those involving personnel, legal action, land acquisition and development, finances, and programming, said concerns shall be referred directly to the General Manager.

8.9 The Directors and General Manager shall develop and follow a written policy to facilitate open discussions between District Management and Directors regarding current issues, Director concerns, and District projects.

8.10 Except during an open and public meeting, a majority of the Board of Directors shall not use a series of communications of any kind, directly or through intermediaries, to discuss, deliberate, or take action on any item of business that is within the subject matter of the District.

8.11 Section 8.10 shall not be construed as preventing District management staff from engaging in separate conversations or communications with members of the District Board of Directors in order to answer questions or provide information regarding a matter that is within the subject matter jurisdiction of the District, so long as that management staff person does not communicate to members of the Board of Directors the comments or positions of any other member or members of the Board of Directors.

9. DIRECTOR COMPENSATION

9.1 Each Director is authorized to receive one hundred dollars (\$100.00) as compensation for each regular, adjourned or special meeting of the Board attended by him/her and for each day's service rendered as a Director by request of the Board.

9.2 Each Director is authorized to receive fifty dollars (\$50.00) as compensation for each required training session, or other function/meeting attended by him/her as a Director at the request of the Board.

9.3 The District President or in his/her absence the Vice President is authorized to receive \$50.00 as compensation for each County or State agency meeting attended by him/her, when he/she determines that District representation is necessary to protect and/or advance the interest of the District or its residents/customers.

9.4 In no event shall Director compensation exceed \$200 per day.

9.5 Pursuant to Sections 61047 e. seq. of the Government Code, Director compensation shall not exceed \$600 in any one calendar month.

10. DIRECTOR REIMBURSEMENT

10.1 The Travel and Reimbursement Policy of the District governs all reimbursements of expenses to Directors.

11. COMMITTEES

11.1 The Board may create standing committees at its discretion. Standing committees shall be advisory committees to the Board of Directors and shall not commit the District to any policy, act or expenditure. Each standing committee shall consider District related issues assigned to it by the Board of Directors.

(a) Each standing committee shall meet monthly as determined by the Committee Chairperson. There are no quorum requirements for standing committee meetings. All recommendations to the Board of Directors shall be supported by a minimum of two voting members.

(b) Subject to the availability of public membership, standing committees shall be comprised of five public voting members and one public alternate, none of whom shall be Directors; and one Director appointed by the President as the non-voting Chairperson and one person appointed by the President as the Vice Chairperson. In the absence of both Chairperson and Vice Chairperson the President may assign a Board Member to temporarily act as the Committee Chairperson in order that the Committee may meet as established by the previously adopted schedule.

Depending on the number of applications, the Board retains the discretion to alter Standing Committee membership on a case-by-case basis.

(c) The General Manager shall be an ex-officio member of all standing committees. The Committee Chairperson and Committee Vice Chairperson are non-voting members appointed for the sole purpose of conducting the meeting, enabling conversation, facilitating discussions, and forwarding recommendations to the Board.

(d) Voting committee members shall hold office for two years, serving without compensation. Two committee member vacancies shall occur in the odd numbered years and three committee member vacancies shall occur in the even numbered years. The alternate shall hold office for a one year term. The District Board of Directors reserves the ability to extend the dates in this paragraph up to 31 days.

(e) On or before January 31st or as otherwise established by the Board of Directors of each year, members of the public who reside within the boundaries of the District are invited to apply for specific committee assignments by completing an application. Members of the public who reside within the boundaries of County Service Area No. 9, Zone I are eligible to apply to the Emergency Services Advisory Committee (ESAC) only.

The General Manager shall prepare an appointments list of all standing committees. This list shall be known as the local appointment list and will be provided to the Board of Directors at the first meeting in February or other date established by the Board of Directors.

(f) The local appointment list shall be made available to the members of the public and shall be posted at the District office and the District's web site.

(g) Whenever an unscheduled vacancy occurs on a standing committee, the alternate shall complete the term of the departing member. A special vacancy notice shall be posted at the District office, the public library, the District's web site, and other places as directed by the Board of Directors, not earlier than twenty days before, or not later than twenty days after the vacancy occurs inviting the public to apply for the alternate position, and if no alternate position is available to fill the vacancy(s).

Final appointment of committee members shall not be made by the Board of Directors for at least ten working days after the posting of the Notice at the District's office.

(h) Notwithstanding Section 11.1(f), above, the Board of Directors may, if it finds an emergency exists, fill the unscheduled vacancy immediately. The person appointed to fill the vacancy shall serve only on an acting basis until final appointment is made pursuant to Section 11.1(f), above.

(i) A committee member will automatically be removed if he/she has three unexcused absences or misses four meetings in one calendar year.

(j) All standing committee members will receive Brown Act training and all meetings shall be conducted as public meetings in accordance with the Brown Act. Summary notes for each meeting of each committee shall be forwarded to the LOCSB Board of Directors as a public record.

(k) At the request of the Chairman, the Board President may appoint persons to a subcommittee to assist a standing committee in making recommendations to the Board of Directors. The duties of the subcommittee shall be outlined at the time of appointment and the subcommittee shall be considered dissolved when its final report has been made to the standing committee.

11.2 Ad Hoc Committees. The Board President shall appoint such ad hoc committees comprised of two or less Directors as may be deemed necessary or advisable by himself/herself and/or the Board. The duties of the ad hoc committees shall be outlined at the time of appointment, and the committee shall be considered dissolved when its final report has been made. Ad hoc committees shall timely provide the District General Manager with their recommendations and/or reports.

12. ETHICS TRAINING

12.1 Ethics Training (AB1234)

(a) Pursuant to sections 53234 et seq. of the Government Code all Directors and designated District personnel shall receive at least 2 hours of ethics training every two years.

(b) Each newly elected Board member and designated District personnel shall receive ethics training no later than six months from the first day of service with the District and thereafter shall receive ethics training at least once every two years.

12.2 Harassment Prevention Training (AB1825)

(a) Pursuant to the content of section 7288.0 (c) of California's Fair Employment and Housing Act mandates all Directors and designated District personnel shall receive at least 2 hours of sexual harassment training every two years.

(b) Each newly elected Board member and designated District personnel shall receive harassment prevention training no later than six months from the first day of service with the District and thereafter shall receive harassment prevention training at least once every two years.

13. CORRESPONDENCE DISTRIBUTION POLICY

13.1 All letters approved by the Board of Directors and/or signed by the Chairperson on behalf of the District shall be distributed to the District Board of Directors as herein provided.

13.2 All letters and other documents received by the District that are of District-wide concern as determined by District staff shall be delivered to the District Board of Directors as herein provided.

13.3 All letters and other documents to be delivered to the Board of Directors shall be accumulated and placed in each Director's Information Packet and delivered with the Agenda when a Board meeting is scheduled. Items of a more urgent matter will be e-mailed to all Directors and placed in Director's mailboxes.

14. BOARD BYLAW REVIEW POLICY

14.1 The Board Bylaw Policy shall be reviewed annually at the first regular meeting in January and considered for adoption at the first regular meeting in February.

15. RESTRICTIONS ON RULES

15.1 The rules contained herein shall govern the Board of Directors in all cases to which they are applicable and to the extent that they are not inconsistent with State or Federal laws.

15.2 The Board of Directors, by resolution, may amend these bylaws from time to time.

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**LOS OSOS COMMUNITY SERVICES DISTRICT
2017 BOARD OF DIRECTORS
BYLAWS AND RULES OF DECORUM**

1. OFFICERS OF THE BOARD OF DIRECTORS

1.1 The officers of the Board of Directors are the President and Vice President.

1.2 The President of the Board of Directors shall serve as Chairperson at all Board meetings. He/she shall have the same rights as the other Directors in voting, introducing motions, resolutions and ordinances, and any discussion or questions that precede said actions.

1.3 In the absence of the President, the Vice President shall act as President of the Board of Directors and shall serve as Chairperson over all meetings of the Board. If the President and Vice President of the Board of Directors are both absent, the remaining Directors present shall select one of themselves to act as Chairperson of the meeting.

1.4 The President and Vice President of the Board of Directors shall be elected annually at the first regular meeting of each calendar year.

1.5 The President, or in his/her absence the Vice President, or other designated member of the Board of Directors, shall be recognized as the official head of the District for all ceremonial purposes.

1.6 Generally the President, or in his/her absence the Vice President, is the designated representative of the Board of Directors to speak on official District position or policy.

2. MEETINGS

2.1 Subject to holiday and scheduling conflicts, the regular meeting of the Board of Directors shall be held on the first Thursday of each calendar month at the time and place designated by the Board of Directors at the beginning of each calendar year, or if a conflict exists, such other date and/or facilities within the District acceptable to the General Manager.

2.2 The regular public meeting of the Board of Directors shall be between 7:00 p.m. and 10:00 p.m. Closed sessions of the Board of Directors may be conducted prior to or at the conclusion of the regular public meeting. It shall be the policy of the Board of Directors to complete meetings, including closed sessions by 10:00 p.m. unless a majority of the Board of Directors present at the meeting elects to continue past the adjournment hour. If at the hour of 10:00 p.m. the Board of Directors has not concluded its business, the Board of Directors will review the remainder of the agenda and determine whether to extend the meeting beyond the hour of 10:00 p.m., continue any remaining items, or adjourn the meeting to another date and time.

2.3 Special meetings may be called at any time by the President of the Board of Directors, or by request of a majority of the members of the Board of Directors to the General Manager, by delivering written notice to each member of the Board of Directors and to each local newspaper of general circulation and radio or television station requesting notice in writing. The notice shall be delivered personally or by any other means and shall be received at least 24 hours before the time of the meeting as specified in the notice. The notice shall specify the time and place of the special meeting and the business to be transacted or discussed. No other business shall be considered at these meetings by the Board of Directors. The written notice may be dispensed with as to any member who at, or prior to, the time the meeting convenes files with the District Secretary of the Board of Directors a written waiver of notice. The waiver may be given by facsimile. The written notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes.

The call and notice shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public.

2.4 Directors shall attend all regular and special meetings of the Board of Directors unless there is good cause for absence.

2.5 No action or discussion may be taken on an item not on the posted agenda; provided, however, matters deemed to be emergencies or of an urgent nature may be added to the agenda under the procedures of the Brown Act.

Pursuant to the Brown Act:

(a) Directors may briefly respond to statements or questions from the public; and

(b) Directors may, on their own initiative or in response to public questions, ask questions for clarification, provide references to staff or other resources for factual information, or request staff to report back at a subsequent meeting; and

(c) The Board President or the Board of Directors itself may take action to direct staff to place a matter on a future agenda.

2.6 The Chairperson shall determine the order in which agenda items shall be considered for discussion and/or actions taken by the Board of Directors. He/she shall vote on all questions and on roll call his/her name shall be called last.

2.7 A majority of the Board of Directors shall constitute a quorum. However, all actions must be approved by a minimum of three (3) Directors. Where there is a lack of a quorum, the Chairperson, or any Director shall adjourn such meeting, or, if no Director is present, the District secretary shall adjourn the meeting.

2.8 State laws are in place which attempt to eliminate any action by a Public Official, including members of the Board of Directors, which may create a conflict of interest. Laws which regulate conflicts of interest are very complicated. The following provides a brief summary of economic conflict related laws. Directors are encouraged to consult with District Legal Counsel and/or the FPPC at 1-800-ASK-FPPC (1-800-275-3772), if they have questions about a particular agenda item

(a) The general rule is that a Director may not participate in the making of a governmental decision if it is reasonably foreseeable that the decision will have a material financial effect on the official or a member of his or her immediate family.

(b) Where there is a conflict of interest, the conflicted Director, prior to consideration of the agenda item, shall disclose the nature of the conflict of interest and recuses himself or herself from hearing or deciding the matter and thereon step down from the dais and leave the room.

(c) Should the recusal of one or more conflicted Directors result in the lack of a quorum and the participation of a conflicted Director is necessary for resolution of an item, the Board of Directors will follow the requirements of the California Political Reform Act to determine which conflicted members shall be allowed to participate.

2.9 The Board of Directors takes actions by motion, resolution, or ordinance.

(a) For each proposed action to be taken by the Board of Directors, the Chairperson shall identify the motion-maker and the second and either state the motion or direct Staff to state the motion prior taking the vote. The Chairperson shall announce the Board of Directors' decision on all subjects.

(b) A roll call vote shall be taken upon the passage of all ordinances and resolutions, and shall be entered in the minutes of the Board of Directors showing those Directors voting aye, those voting no, those not voting due to a conflict, and those abstaining.

(c) The passage of motions may be taken by voice vote. However, a roll call vote shall be taken on motions not passed unanimously by the Board of Directors.

(d) Unless a Director states that he or she is not voting because of a conflict of interest, his or her silence shall be recorded as an affirmative vote.

(e) When hearing matters in their quasi-judicial capacity, Directors shall disclose any relevant ex parte communications regarding that item prior to public comment.

2.10 The following applies to reconsideration of prior actions by the Board of Directors.

(a) After the passage of 12 months from the effective date of the motion, resolution or ordinance, the matter may be placed on the agenda pursuant to Section 3, below, or other provisions of the Brown Act.

(b) Prior to the passage of 12 months, any Director or the General Manager may request the Board of Directors, by motion, to agree to reconsider a prior action by the Board of Directors at a subsequent meeting of the Board of Directors.

(c) The President of the Board of Directors, upon a determination that there is a need to take immediate action, may place an item on the agenda for reconsideration.

2.11 Any person attending a meeting of the Board of Directors may record the proceedings with an audio or video tape recorder or a still or motion picture camera in the absence of a reasonable finding that the recording cannot continue without noise, illumination, or obstruction of view that constitutes or would constitute a persistent disruption of the proceedings.

2.12 All video tape recorders, still and/or motion picture cameras shall remain stationary and shall be located and operated from behind the public speaker's podium once the meeting begins. The President retains the discretion to alter these guidelines, including the authority to require that all video tape recorders, still and/or motion picture cameras be located in the back of the room.

3. AGENDAS

3.1 The General Manager, in cooperation with the Board President and Board Vice President, shall prepare the agenda for each regular and special meeting of the Board of Directors. A Director may contact either the General Manager or the Board President and request an item to be placed on the regular meeting agenda no later than 4:30 p.m. twelve calendar days prior to the meeting date. Such a request must be also submitted in writing either at the time of communication with the General Manager or the Board President, or delivered to the office within the next working day.

3.2 Those items on the District Agenda which are considered to be of a routine and non-controversial nature are placed on the "Consent Agenda". These items shall be approved, adopted, and accepted, etc. by one motion of the Board of Directors; for example, approval of Minutes, approval of Warrants, various Resolutions accepting developer improvements, minor budgetary items, status reports, and routine District operations.

(a) Directors may request that an item be removed from the "Consent Agenda", and the Board of Directors will then take action separately on that item. Members of the public will be given an opportunity to provide public comment on the "Consent Agenda"; however, only a member of the Board of Directors can remove an item from the "Consent Agenda". Items which are removed ("pulled") from the "Consent Agenda" will typically be considered at the conclusion of the regular Agenda unless a majority of the Board of Directors chooses an earlier time.

(b) When a Director has a minor question or requests clarification concerning a consent item which will not involve extended discussion, Staff may respond without “pulling” the item from the “Consent Agenda”. Directors are encouraged to seek clarifications prior to the meeting if possible.

(c) When a Director wishes to consider/“pull” an item simply to register a dissenting vote, an abstention or conflict of interest, the Director shall inform the Chairperson that he/she wishes to register a dissenting vote, an abstention or conflict of interest, on a particular item without discussion. The item will be considered along with the rest of the Consent Agenda, and the District Secretary shall register a “no” vote, an abstention or conflict of interest, in the minutes on the item identified by the Director.

4. PUBLIC COMMENT AND RULES OF DECORUM

4.1 Policy. The purpose of oral presentation at meetings of the Board of Directors, as well as written presentations, is to formally communicate to the Board of Directors on matters (1) listed on the Agenda, or (2) matters that are within the jurisdiction of the Board of Directors during general public comment. Such presentations are helpful to the Board of Directors in its decision-making process. The Board of Directors welcomes information and expressions of opinion from members of the public on any item which it may be considering. However, the Board of Directors is not required to provide a public forum for remarks or conduct in violation of the Rules of Decorum.

4.2 Public Comment. Subject to the following rules, the Board of Directors shall set aside 30 minutes on each agenda item for public comment:

(a) The Chairperson, after consideration of the length of the Agenda, the nature of the agenda item, and the meeting limitations of Section 2.2, may expand or further limit the 30 minute time allocation for public comment.

(b) Each public commenter shall be limited to 3 minutes unless shortened or extended by the Chairperson with consideration of the length of the Agenda, the nature of the agenda item, and the meeting limitations of Sections 2.2, above.

4.3 Rules of Decorum. The rules of decorum, below, shall apply to public comment and attendance at District meetings.

(a) Members of the audience shall not engage in disorderly or boisterous conduct, including the utterance of loud, threatening or abusive language, whistling, stamping of feet, clapping and talking (other than giving public comment) or other acts which disrupts the orderly conduct of the meeting of the Board of Directors.

(b) Members of the audience who wish to address the Board of Directors on a particular item on the Agenda shall line up behind the podium or sit in the front two (2) rows next to the podium.

(c) No person shall address the Board of Directors without first being recognized by the Chairperson.

(d) Persons addressing the Board of Directors shall state their name and their general place of residence.

(e) Public comment and public testimony shall be directed to the Chairperson and shall be addressed to the Board of Directors as a whole. Persons addressing the Board of Directors shall not engage in a dialogue with individual Directors, District staff or members of the audience. The Chairperson shall determine whether, or in what manner, the District will respond to questions.

(f) Persons addressing the Board of Directors are limited to one opportunity per Agenda item unless otherwise directed by the Chairperson in his/her discretion.

(g) A person cannot defer his/her time allocation to another person.

(h) When a group or organization wishes to address the Board on the same subject, the Chairperson may request that a spokesperson be chosen to speak for that group. The spokesperson's three (3) minute time allocation may be extended by the Chairperson in his/her discretion.

(i) Persons addressing the Board of Directors shall confine the subject matter of their comments to the Agenda item being considered by the Board of Directors.

(j) Each person addressing the Board of Directors shall do so in an orderly and civil manner and shall not engage in conduct which disrupts the orderly conduct of the meeting of the Board of Directors.

(k) The Chairperson may rule a speaker out of order who is unduly repetitious or extending discussion of irrelevance.

(l) Except as provided below, persons who reference or read from documents such as reports, exhibits, or letters as part of his/her comment to the Board of Directors shall lodge the document (or a copy) with the District Secretary at the end of the comment, to allow the document to be appropriately referenced in the meeting Minutes and to allow District staff the opportunity to review and respond to the document. The Chairperson has the discretion to strike a speaker's comments from the record for failure to lodge the referenced documents. Upon request, the lodged documents shall be returned to the speaker after 1:00 p.m. on the day following the meeting.

Exceptions:

- Speaker's presentation outline, however, documents referenced in the outline shall be lodged.
- Documents that are in the Agenda packet.
- Documents that have been previously published by the District, so long as the speaker identifies the document by date, author and the pages referenced or read from.
- For voluminous documents the speaker need only lodge the cover sheet that identifies the author and date and the pages read from or referenced.

4.4 Enforcement of Rules of Decorum. Any person who violates the Rules of Decorum may, at the discretion of the Chairperson, be removed from the meeting. The Rules of Decorum shall be enforced in the following manner:

(a) Warning. The Chairperson shall warn the person who is violating the rules of decorum.

(b) Expulsion. If after receiving a warning from the Chairperson, the person persists in violating the rules of decorum the Chairperson shall order the person to leave the Board of Directors' meeting room for the remainder of the meeting.

(c) Assisted Removal. If such person does not voluntarily remove himself/herself, the Chairperson may order any law enforcement officer who is on duty at the meeting, or who may be summoned to the meeting, to remove the person from the Board of Directors' meeting room.

(d) Restoration of Order. If order cannot be restored by the removal of individuals who are disrupting the meeting, the meeting of the Board of Directors will be continued under the provisions of Government Code §54957.9

4.5 Limitations (Government Code §59454.3(c)) The Rules of Decorum shall not be interpreted to prohibit public criticism of the policies, procedures, programs or services of the District, or the acts or omissions of the District Board of Directors.

5. PREPARATION OF MINUTES AND MAINTENANCE OF TAPES

5.1 The minutes of the meetings of the Board of Directors shall be kept by the District Secretary and shall be neatly produced and kept in a file for that purpose, with a record of each particular type of business transacted set off in paragraphs with proper subheadings;

5.2 The District Secretary shall be required to make a record only of such business as was actually passed upon by a vote of the Board of Directors and, except as provided in Section 5.3 and 5.5 below, shall not be required to record any remarks of Board Members or any other person;

5.3 Directors may request for inclusion into the minutes brief comments pertinent to an agenda item, only at the meeting that item is discussed.

5.4 The District Secretary shall attempt to record the names and "community of residence" of persons addressing the Board of Directors, the title of the subject matter to which their remarks related, and whether they spoke in support or opposition to such matter; and

5.5 Whenever the Board of Directors acts in a quasi-judicial proceeding such as in assessment matters, the District Secretary shall compile a summary of the testimony of the witnesses.

5.6 Any tape or film record of a District meeting made for whatever purpose at the direction of the District shall be subject to inspection pursuant to the California Public Records Act. Consistent with Government Code Section 54953.5(b), the District will maintain the tapes and recordings for a 30-day period after the taping and/or recording. During the 30-day period, the District will provide, without charge, a video or tape player for inspection of said tapes and/or recordings. In addition to the 30-day requirement, the District will attempt to maintain tapes/and or recordings, without legal obligation to do so, for a minimum of 10 years after the date of the taping or recording. However, during this extended period, the District may not be able to provide a video or tape player to facilitate inspections.

6. AUTHORITY OF DIRECTORS

6.1 The Board of Directors is the unit of authority within the District. Apart from his/her normal function as a part of this unit, Directors have no individual authority. As individuals, Directors may not commit the District to any policy, act or expenditure.

6.2 Members of the Board of Directors shall exercise their independent judgment on behalf of the interest of the entire District, including the residents, property owners and the public as a whole.

6.3 Directors do not represent any fractional segment of the community, but are, rather, a part of the body which represents and acts for the community as a whole.

6.4 The primary responsibility of the Board of Directors is the formulation and evaluation of policy. Routine matters concerning the operational aspects of the District are to be delegated to professional staff members of the District.

7. AUTHORITY OF GENERAL MANAGER

7.1 The General Manager shall be responsible for those activities, functions, and duties pursuant to contract.

8. DIRECTOR GUIDELINES

8.1 Directors shall prepare themselves to discuss agenda items at meetings of the Board of Directors. Information may be requested from staff or exchanged between Directors before meetings.

8.2 Directors shall at all times conduct themselves with courtesy to each other, to staff and to members of the audience present at meetings of the Board of Directors.

8.3 Differing viewpoints are healthy in the decision-making process. Individuals have the right to disagree with ideas and opinions, without being disagreeable. Once the Board of Directors takes action, Directors shall commit to supporting said action and not to create barriers to the implementation of said action.

8.4 Directors, by making a request to the General Manager, shall have access to information relative to the operation of the District, including but not limited to statistical information, information serving as the basis for certain actions of Staff, justification for Staff recommendations, etc. If the General Manager cannot timely provide the requested information by reason of information deficiency, or major interruption in work schedules, workloads, and priorities, then the General Manager shall inform the individual Director why the information is not or cannot be made available. Directors shall not request information directly from District staff, and staff shall communicate to Directors only through the General Manager.

8.5 In handling complaints from residents and property owners of the District, said complaints should be referred directly to the General Manager.

8.6 When responding to constituent request and concerns, Directors should respond to individuals in a positive manner and route their questions to the General Manager.

8.7 When approached by District personnel concerning specific District policy, Directors should direct inquires to the General Manager. The chain of command shall be followed.

8.8 In seeking clarification for policy-related concerns, especially those involving personnel, legal action, land acquisition and development, finances, and programming, said concerns shall be referred directly to the General Manager.

8.9 The Directors and General Manager shall develop and follow a written policy to facilitate open discussions between District Management and Directors regarding current issues, Directors concerns, and District projects.

8.10 Except during an open and public meeting, a majority of the Board of Directors shall not use a series of communications of any kind, directly or through intermediaries, to discuss, deliberate, or take action on any item of business that is within the subject matter of the District.

8.11 Section 8.10 shall not be construed as preventing District management staff from engaging in separate conversations or communications with Directors in order to answer questions or provide information regarding a matter that is within the subject matter jurisdiction of the District, so long as that management staff person does not communicate to Directors the comments or positions of any other directors.

9. DIRECTOR COMPENSATION

9.1 Each Director is authorized to receive one hundred dollars (\$100.00) as compensation for each regular, adjourned or special meeting of the Board of Directors, each required training session, or other function/meeting attended by him/her as a Director and for each day's service rendered as a Director by request of the Board of Directors.

9.2 The District President or in his/her absence the Vice President is authorized to receive one hundred dollars (\$100.00) as compensation for each County or State agency meeting attended by him/her, when he/she determines that District representation is necessary to protect and/or advance the interest of the District or its residents/customers.

9.3 In no event shall Director compensation exceed \$100.00 per day.

9.4 Pursuant to Sections 61047 *et seq.* of the Government Code, Director compensation shall not exceed \$600.00 in any one calendar month.

9.5 Any Director who declines to receive the above compensation or any portion thereof shall have the compensation he/she is owed placed in a Director training fund that shall be used for the purpose of training Board Members in topics relevant to their service.

10. DIRECTOR REIMBURSEMENT

10.1 The Travel and Reimbursement Policy of the District governs all reimbursements of expenses to Directors.

11. COMMITTEES

11.1 Standing Committees.

The Board of Directors may create and abolish Standing Committees at its discretion. Standing Committees shall be advisory committees to the Board of Directors and shall not commit the District to any policy, act or expenditure. Each Standing Committee shall consider District related issues assigned to it by the Board of Directors.

(a) Standing Committees shall conduct business at all times in a manner consistent with these Bylaws, applicable laws, and Board Policy.

(b) The General Manager, in cooperation with the Committee Chairperson, shall prepare the agenda for each Standing Committee meeting. Nothing may be placed on the agenda of any Committee that is not included in that Standing Committee's Work Plan or in other separate direction from the Board of Directors. Consideration of any other matters are *ultra vires* and void acts.

(c) Each Standing Committee shall meet at most monthly as determined by the Committee Chairperson, provided there is pending consideration of something within the Committee's Work Plan or specific direction from the Board of Directors. There are no quorum requirements for Standing Committee meetings. Recommendations to the Board of Directors shall include all opinions of members of the Standing Committee on each issue raised for their recommendation and shall include the number of members concurring in each opinion. The opinion receiving the most concurrence is the majority report. Other opinions are minority reports.

(d) Subject to the availability of public membership, Standing Committees shall be comprised of up to five public members, none of whom shall be Directors; and one Director appointed by the President as the non-voting Chairperson and one Director appointed by the President as Alternate. The Alternate only needs to attend if the Chairperson is unable to attend. In the absence of both Chairperson and Alternate the President may assign a Board Member to temporarily act as the Committee Chairperson in order that the Standing Committee may meet as established by the previously adopted schedule.

Depending on the number of applications, the Board of Directors retains the discretion to alter Standing Committee membership on a case-by-case basis.

(e) The General Manager shall be an ex-officio member of all Standing Committees. The Committee Chairperson and Committee Alternate are non-voting members appointed for the sole purpose of conducting the meeting, enabling conversation, facilitating discussions, and forwarding recommendations to the Board of Directors.

(f) Each Director shall appoint one voting member to each Standing Committee. The appointee shall serve at the pleasure of the Director who appointed them. The Board of Directors may also remove any Standing Committee member with or without cause.

(g) On or before January 31st or as otherwise established by the Board of Directors of each year, members of the public who reside within the boundaries of the District are invited to apply for specific Standing Committee assignments by completing an application. Members of the public shall be eligible to serve on only one Standing Committee at a time. Members of the public who reside

within the boundaries of County Service Area No. 9, Zone I are eligible to apply to the Emergency Services Advisory Committee (ESAC) only.

The General Manager shall prepare an appointments list of all Standing Committees. This list shall be known as the local appointment list and will be provided to the Board of Directors at the first meeting in February or other date established by the Board of Directors.

(h) The local appointment list shall be made available to the members of the public and shall be posted at the District office and the District's web site.

(i) Whenever an unscheduled vacancy occurs on a Standing Committee, a special vacancy notice shall be posted at the District office, the public library, the District's web site, and other places as directed by the Board of Directors, not earlier than twenty days before, or not later than twenty days after the vacancy occurs inviting the public to apply for appointment as a committee member.

Final appointment of Standing Committee members shall not be made by the Board of Directors for at least ten working days after the posting of the Notice at the District's office.

(j) Notwithstanding Section 11.1(g), above, the Board of Directors may, if it finds an emergency exists, fill the unscheduled vacancy immediately. The person appointed to fill the vacancy shall serve only on an acting basis until final appointment is made pursuant to Sections 11.1(f) and (g), above.

(k) A Standing Committee member will automatically be removed if he/she has three unexcused absences or misses four meetings in one calendar year.

(l) All Standing Committee members will receive Brown Act training and all meetings shall be conducted as public meetings in accordance with the Brown Act. Summary notes for each meeting of each Standing Committee shall be forwarded to the Board of Directors as a public record.

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1.2 The President of the Board of Directors shall preside at all Board meetings. He/she shall have the same rights as the other Directors in voting, introducing motions, resolutions and ordinances, and any discussion or questions that precede said actions.

1.3 In the absence of the President, the Vice President shall act as President of the Board of Directors and shall preside over all meetings of the Board. If the President and Vice President of the Board of Directors are both absent, the remaining Directors present shall select one of themselves to act as the official head and preside over the meeting.

1.4 The President and Vice President of the Board of Directors shall be elected annually at the first regular meeting of each calendar year.

1.5 The President, or in his/her absence the Vice President, or other designated member of the Board of Directors, shall be recognized as the official head of the District for all ceremonial purposes.

1.6 Generally the President, or in his/her absence the Vice President, is the designated representative of the Board of Directors to speak on official District position or policy.

2. MEETINGS

2.1 Subject to holiday and scheduling conflicts, the regular meeting of the Board of Directors shall be held on the first Thursday of each calendar month at the time and place designated by the Board of Directors at the beginning of each calendar year, or if a conflict exists, such other date and/or facility within the District acceptable to the General Manager.

2.2 The regular public meeting of the Board of Directors shall be between 7:00 p.m. and 10:00 p.m. Closed sessions of the Board of Directors may be conducted prior to or at the conclusion of the regular public meeting. It shall be the policy of the Board of Directors to complete meetings, including closed sessions by 10:00 p.m. unless a majority of the Board of Directors present at the meeting elects to continue past the adjournment hour. If at the hour of 10:00 p.m. the Board of Directors has not concluded its business, the Board of Directors will review the remainder of the agenda and determine whether to extend the meeting beyond the hour of 10:00 p.m., continue any remaining items, or adjourn the meeting to another date and time.

2.3 Special meetings may be called at any time by the President of the Board of Directors, or by request of a majority of the members of the Board of Directors to the General Manager, by delivering written notice to each member of the Board of Directors and to each local newspaper of general circulation and radio or television station requesting notice in writing. The notice shall be delivered personally or by any other means and shall be received at least 24 hours before the time of the meeting as specified in the notice. The notice shall specify the time and place of the special meeting and the business to be transacted or discussed. No other business shall be considered at these meetings by the Board of Directors. The written notice may be dispensed with as to any member who at, or prior to, the time the meeting convenes files with the District Secretary of the Board of Directors a written waiver of notice. The waiver may be given by facsimile. The written notice may also be dispensed with as to any member who is actually present at the meeting at the time it convenes.

The call and notice shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public.

2.4 Directors shall attend all regular and special meetings of the Board of Directors unless there is good cause for absence.

2.5 No action or discussion may be taken on an item not on the posted agenda; provided, however, matters deemed to be emergencies or of an urgent nature may be added to the agenda under the procedures of the Brown Act.

Pursuant to the Brown Act:

(a) Directors may briefly respond to statements or questions from the public; and

(b) Directors may, on their own initiative or in response to public questions, ask questions for clarification, provide references to staff or other resources for factual information, or request staff to report back at a subsequent meeting; and

(c) The Board President or the Board of Directors itself may take action to direct staff to place a matter on a future agenda.

2.6 The President shall determine the order in which agenda items shall be considered for discussion and/or actions taken by the Board of Directors. He/she shall vote on all questions and on roll call his/her name shall be called last.

2.7 A majority of the Board of Directors shall constitute a quorum. However, all actions must be approved by a minimum of three (3) Directors. Where there is a lack of a quorum, the President, or any Director shall adjourn such meeting, or, if no Director is present, the District Secretary shall adjourn the meeting.

2.8 State laws are in place which attempt to eliminate any action by a Public Official, including members of the Board of Directors, which may create a conflict of interest. Laws which regulate conflicts of interest are very complicated. The following provides a brief summary of economic conflict related laws. Directors are encouraged to consult with District Legal Counsel and/or the FPPC at 1-800-ASK-FPPC (1-800-275-3772), if they have questions about a particular agenda item

(a) The general rule is that a Director may not participate in the making of a governmental decision if it is reasonably foreseeable that the decision will have a material financial effect on the official or a member of his or her immediate family.

(b) Where there is a conflict of interest, the conflicted Director, prior to consideration of the agenda item, shall disclose the nature of the conflict of interest and recuse himself or herself from hearing or deciding the matter and step down from the dais and leave the room.

(c) Should the recusal of one or more conflicted Directors result in the lack of a quorum and the participation of a conflicted Director is necessary for resolution of an item, the Board of Directors will follow the requirements of the California Political Reform Act to determine which conflicted members shall be allowed to participate.

2.9 The Board of Directors takes actions by motion, resolution, or ordinance.

(a) For each proposed action to be taken by the Board of Directors, the President shall identify the motion-maker and the second and either state the motion or direct Staff to state the motion prior to taking the vote. The President shall announce the Board of Directors' decision on all subjects.

(b) A roll call vote shall be taken upon the passage of all ordinances and resolutions, and shall be entered in the minutes of the Board of Directors showing those Directors voting aye, those voting no, those not voting due to a conflict, and those abstaining.

(c) The passage of motions may be taken by voice vote. However, a roll call vote shall be taken on motions not passed unanimously by the Board of Directors.

(d) Unless a Director states that he or she is not voting because of a conflict of interest, his or her silence shall be recorded as an affirmative vote.

(e) When hearing matters in their quasi-judicial capacity, Directors shall disclose any relevant ex parte communications regarding that item prior to public comment.

2.10 The following applies to reconsideration of prior actions by the Board of Directors.

(a) After the passage of 12 months from the effective date of the motion, resolution or ordinance, the matter may be placed on the agenda pursuant to Section 3, below, or other provisions of the Brown Act.

(b) Prior to the passage of 12 months, any Director or the General Manager may request the Board of Directors, by motion, to agree to reconsider a prior action by the Board of Directors at a subsequent meeting of the Board of Directors.

(c) The President of the Board of Directors, upon a determination that there is a need to take immediate action, may place an item on the agenda for reconsideration.

2.11 Any person attending a meeting of the Board of Directors may record the proceedings with an audio or video tape recorder or a still or motion picture camera in the absence of a reasonable finding that the recording cannot continue without noise, illumination, or obstruction of view that constitutes or would constitute a persistent disruption of the proceedings.

2.12 All video tape recorders, still and/or motion picture cameras shall remain stationary and shall be located and operated from behind the public speaker's podium once the meeting begins. The President retains the discretion to alter these guidelines, including the authority to require that all video tape recorders, still and/or motion picture cameras be located in the back of the room.

3. AGENDAS

3.1 The General Manager, in cooperation with the Board President and Board Vice President, shall prepare the agenda for each regular and special meeting of the Board of Directors. A Director may contact either the General Manager or the Board President and request an item to be placed on the regular meeting agenda no later than 4:30 p.m. twelve calendar days prior to the meeting date. Such a request must also be submitted in writing either at the time of communication with the General Manager or the Board President, or delivered to the office within the next working day.

3.2 Those items on the District Agenda which are considered to be of a routine and non-controversial nature are placed on the "Consent Agenda". These items shall be approved, adopted, and accepted, etc. by one motion of the Board of Directors; for example, approval of Minutes, approval of Warrants, various Resolutions accepting developer improvements, minor budgetary items, status reports, and routine District operations.

(a) Directors may request that an item be removed from the "Consent Agenda", and the Board of Directors will then take action separately on that item. Members of the public will be given an opportunity to provide public comment on the "Consent Agenda"; however, only a member of the Board of Directors can remove an item from the "Consent Agenda". Items which are removed ("pulled") from the "Consent Agenda" will typically be considered at the conclusion of the regular Agenda unless a majority of the Board of Directors chooses an earlier time.

(b) When a Director has a minor question or requests clarification concerning a consent item which will not involve extended discussion, Staff may respond without “pulling” the item from the “Consent Agenda”. Directors are encouraged to seek clarifications prior to the meeting if possible.

(c) When a Director wishes to consider/“pull” an item simply to register a dissenting vote, an abstention or conflict of interest, the Director shall inform the President that he/she wishes to register a dissenting vote, an abstention or conflict of interest, on a particular item without discussion. The item will be considered along with the rest of the Consent Agenda, and the District Secretary shall register a “no” vote, an abstention or conflict of interest, in the minutes on the item identified by the Director.

4. PUBLIC COMMENT AND RULES OF DECORUM

4.1 Policy. The purpose of oral presentation at meetings of the Board of Directors, as well as written presentations, is to formally communicate to the Board of Directors on matters (1) listed on the Agenda, or (2) matters that are within the jurisdiction of the Board of Directors during general public comment. Such presentations are helpful to the Board of Directors in its decision-making process. The Board of Directors welcomes information and expressions of opinion from members of the public on any item which it may be considering. However, the Board of Directors is not required to provide a public forum for remarks or conduct in violation of the Rules of Decorum.

4.2 Public Comment. Subject to the following rules, the Board of Directors shall set aside 30 minutes on each agenda item for public comment:

(a) The President, after consideration of the length of the Agenda, the nature of the agenda item, and the meeting limitations of Section 2.2, may expand or further limit the 30 minute time allocation for public comment.

(b) Each public commenter shall be limited to 3 minutes unless shortened or extended by the President with consideration of the length of the Agenda, the nature of the agenda item, and the meeting limitations of Sections 2.2, above.

4.3 Rules of Decorum. The rules of decorum, below, shall apply to public comment and attendance at District meetings.

(a) Members of the audience shall not engage in disorderly or boisterous conduct, including the utterance of loud, threatening or abusive language, whistling, stamping of feet, clapping and talking (other than giving public comment) or other acts which disrupts the orderly conduct of the meeting of the Board of Directors.

(b) Members of the audience who wish to address the Board of Directors on a particular item on the Agenda shall line up behind the podium or sit in the front two (2) rows next to the podium.

(c) No person shall address the Board of Directors without first being recognized by the President.

(d) Persons addressing the Board of Directors are requested to state their name and their general place of residence.

(e) Public comment and public testimony shall be directed to the President and shall be addressed to the Board of Directors as a whole. Persons addressing the Board of Directors shall not engage in a dialogue with individual Directors, District staff or members of the audience. The President shall determine whether, or in what manner, the District will respond to questions.

(f) Persons addressing the Board of Directors are limited to one opportunity per Agenda item unless otherwise directed by the President in his/her discretion.

(g) A person cannot defer his/her time allocation to another person.

(h) When a group or organization wishes to address the Board on the same subject, the Chairperson may request that a spokesperson be chosen to speak for that group. The spokesperson's three (3) minute time allocation may be extended by the President in his/her discretion.

(i) Persons addressing the Board of Directors shall confine the subject matter of their comments to the Agenda item being considered by the Board of Directors.

(j) Each person addressing the Board of Directors shall do so in an orderly and civil manner and shall not engage in conduct which disrupts the orderly conduct of the meeting of the Board of Directors.

(k) The President may rule a speaker out of order who is unduly repetitious or extending discussion of irrelevance.

(l) Except as provided below, persons who reference or read from documents such as reports, exhibits, or letters as part of his/her comment to the Board of Directors shall lodge the document (or a copy) with the District Secretary at the end of the comment, to allow the document to be appropriately referenced in the meeting Minutes and to allow District staff the opportunity to review and respond to the document. The President has the discretion to strike a speaker's comments from the record for failure to lodge the referenced documents. Upon request, the lodged documents shall be returned to the speaker after 1:00 p.m. on the day following the meeting.

Exceptions:

- Speaker's presentation outline, however, documents referenced in the outline shall be lodged.
- Documents that are in the Agenda packet.
- Documents that have been previously published by the District, so long as the speaker identifies the document by date, author and the pages referenced or read from.
- For voluminous documents the speaker need only lodge the cover sheet that identifies the author and date and the pages read from or referenced.

4.4 Enforcement of Rules of Decorum. Any person who violates the Rules of Decorum may, at the discretion of the President, be removed from the meeting. The Rules of Decorum shall be enforced in the following manner:

(a) Warning. The President shall warn the person who is violating the rules of decorum.

(b) Expulsion. If after receiving a warning from the President, the person persists in violating the rules of decorum the President shall order the person to leave the Board of Directors' meeting room for the remainder of the meeting.

(c) Assisted Removal. If such person does not voluntarily remove himself/herself, the President may order any law enforcement officer who is on duty at the meeting, or who may be summoned to the meeting, to remove the person from the Board of Directors' meeting room.

(d) Restoration of Order. If order cannot be restored by the removal of individuals who are disrupting the meeting, the meeting of the Board of Directors will be continued under the provisions of Government Code §54957.9

4.5 Limitations (Government Code §59454.3(c)) The Rules of Decorum shall not be interpreted to prohibit public criticism of the policies, procedures, programs or services of the District, or the acts or omissions of the District Board of Directors.

5. PREPARATION OF MINUTES AND MAINTENANCE OF TAPES

5.1 The minutes of the meetings of the Board of Directors shall be kept by the District Secretary and shall be neatly produced and kept in a file for that purpose, with a record of each particular type of business transacted set off in paragraphs with proper subheadings;

5.2 The District Secretary shall be required to make a record only of such business as was actually passed upon by a vote of the Board of Directors and, except as provided in Section 5.3 and 5.5 below, shall not be required to record any remarks of Board Members or any other person;

5.3 Directors may request for inclusion into the minutes brief comments pertinent to an agenda item, only at the meeting that item is discussed.

5.4 The District Secretary shall attempt to record the names and "community of residence" of persons addressing the Board of Directors, the title of the subject matter to which their remarks related, and whether they spoke in support or opposition to such matter; and

5.5 Whenever the Board of Directors acts in a quasi-judicial proceeding such as in assessment matters, the District Secretary shall compile a summary of the testimony of the witnesses.

5.6 Any tape or film record of a District meeting made for whatever purpose at the direction of the District shall be subject to inspection pursuant to the California Public Records Act. Consistent with Government Code Section 54953.5(b), the District will maintain the tapes and recordings for a 30-day period after the taping and/or recording. During the 30-day period, the District will provide, without charge, a video or tape player for inspection of said tapes and/or recordings. In addition to the 30-day requirement, the District will attempt to maintain tapes/and or recordings, without legal obligation to do so, for a minimum of 10 years after the date of the taping or recording. However, during this extended period, the District may not be able to provide a video or tape player to facilitate inspections.

6. AUTHORITY OF DIRECTORS

6.1 The Board of Directors is the unit of authority within the District. Apart from his/her normal function as a part of this unit, Directors have no individual authority. As individuals, Directors may not commit the District to any policy, act or expenditure.

6.2 Members of the Board of Directors shall exercise their independent judgment on behalf of the interest of the entire District, including the residents, property owners and the public as a whole.

6.3 Directors do not represent any fractional segment of the community, but are, rather, a part of the body which represents and acts for the community as a whole.

6.4 The primary responsibility of the Board of Directors is the formulation and evaluation of policy. Routine matters concerning the operational aspects of the District are to be delegated to professional staff members of the District.

7. AUTHORITY OF GENERAL MANAGER

7.1 The General Manager shall be responsible for those activities, functions, and duties pursuant to contract.

8. DIRECTOR GUIDELINES

8.1 Directors shall prepare themselves to discuss agenda items at meetings of the Board of Directors. Information may be requested from staff or exchanged between Directors before meetings.

8.2 Directors shall at all times conduct themselves with courtesy to each other, to staff and to members of the audience present at meetings of the Board of Directors.

8.3 Differing viewpoints are healthy in the decision-making process. Individuals have the right to disagree with ideas and opinions, without being disagreeable. Once the Board of Directors takes action, Directors shall commit to supporting said action and not to create barriers to the implementation of said action.

8.4 Directors, by making a request to the General Manager, shall have access to information relative to the operation of the District, including but not limited to statistical information, information serving as the basis for certain actions of Staff, justification for Staff recommendations, etc. If the General Manager cannot timely provide the requested information by reason of information deficiency, or major interruption in work schedules, workloads, and priorities, then the General Manager shall inform the individual Director why the information is not or cannot be made available. Directors shall not request information directly from District staff, and staff shall communicate to Directors only through the General Manager.

8.5 In handling complaints from residents and property owners of the District, said complaints should be referred directly to the General Manager.

8.6 When responding to constituent request and concerns, Directors should respond to individuals in a positive manner and route their questions to the General Manager.

8.7 When approached by District personnel concerning specific District policy, Directors should direct inquires to the General Manager. The chain of command shall be followed.

8.8 In seeking clarification for policy-related concerns, especially those involving personnel, legal action, land acquisition and development, finances, and programming, said concerns shall be referred directly to the General Manager.

8.9 The Directors and General Manager shall develop and follow a written policy to facilitate open discussions between District Management and Directors regarding current issues, Directors concerns, and District projects.

8.10 Except during an open and public meeting, a majority of the Board of Directors shall not use a series of communications of any kind, directly or through intermediaries, to discuss, deliberate, or take action on any item of business that is within the subject matter of the District.

8.11 Section 8.10 shall not be construed as preventing District management staff from engaging in separate conversations or communications with Directors in order to answer questions or provide information regarding a matter that is within the subject matter jurisdiction of the District, so long as that management staff person does not communicate to Directors the comments or positions of any other directors.

9. DIRECTOR COMPENSATION

9.1 Each Director is authorized to receive one hundred dollars (\$100.00) as compensation for each regular, adjourned or special meeting of the Board of Directors, each required training session, or other function/meeting attended by him/her as a Director and for each day's service rendered as a Director by request of the Board of Directors.

9.2 The District Board President or in his/her absence the Vice President is authorized to receive one hundred dollars (\$100.00) as compensation for each County or State agency meeting attended by him/her, when he/she determines that District representation is necessary to protect and/or advance the interest of the District or its residents/customers.

9.3 In no event shall Director compensation exceed \$100.00 per day.

9.4 Pursuant to Sections 61047 *et seq.* of the Government Code, Director compensation shall not exceed \$600.00 in any one calendar month.

9.5 Any Director who declines to receive the above compensation or any portion thereof shall have the compensation he/she is owed placed in a Director training fund that shall be used for the purpose of training Board Members in topics relevant to their service.

10. DIRECTOR REIMBURSEMENT

10.1 The Travel and Reimbursement Policy of the District governs all reimbursements of expenses to Directors.

11. COMMITTEES

11.1 Standing Committees.

The Board of Directors may create and abolish Standing Committees at its discretion. Standing Committees shall be advisory committees to the Board of Directors and shall not commit the District to any policy, act or expenditure. Each Standing Committee shall consider District related issues assigned to it by the Board of Directors.

(a) Standing Committees shall conduct business at all times in a manner consistent with these Bylaws, applicable laws, and Board Policy.

(b) The General Manager, in cooperation with the Committee Chairperson, shall prepare the agenda for each Standing Committee meeting. Nothing may be placed on the agenda of any Committee that is not included in that Standing Committee's Work Plan or in other separate direction from the Board of Directors. Consideration of any other matters are *ultra vires* and void acts.

(c) Each Standing Committee shall meet at most monthly as determined by the Committee Chairperson, provided there is pending consideration of something within the Committee's Work Plan or specific direction from the Board of Directors. There are no quorum requirements for Standing Committee meetings. Recommendations to the Board of Directors shall include all opinions of members of the Standing Committee on each issue raised for their recommendation and shall include the number of members concurring in each opinion. The opinion receiving the most concurrence is the majority report. Other opinions are minority reports.

(d) Subject to the availability of public membership, Standing Committees shall be comprised of up to five public members, none of whom shall be Directors; and one Director appointed by the Board President as the non-voting Chairperson and one Director appointed by the Board President as Alternate. The Alternate only needs to attend if the Chairperson is unable to attend. In the absence of both Chairperson and Alternate, the Board President may assign a Board Member to temporarily act as the Committee Chairperson in order that the Standing Committee may meet as established by the previously adopted schedule.

Depending on the number of applications, the Board of Directors retains the discretion to alter Standing Committee membership on a case-by-case basis.

(e) The General Manager shall be an ex-officio member of all Standing Committees. The Committee Chairperson and Committee Alternate are non-voting members appointed for the sole purpose of conducting the meeting, enabling conversation, facilitating discussions, and forwarding recommendations to the Board of Directors.

(f) Each Director shall appoint one voting member to each Standing Committee. The appointee shall serve at the pleasure of the Director who appointed them. The Board of Directors may also remove any Standing Committee member with or without cause.

(g) On or before January 31st or as otherwise established by the Board of Directors of each year, members of the public who reside within the boundaries of the District are invited to apply for specific Standing Committee assignments by completing an application. Members of the public shall be eligible to serve on only one Standing Committee at a time. Members of the public who reside

within the boundaries of County Service Area No. 9, Zone I are eligible to apply to the Emergency Services Advisory Committee (ESAC) only.

The General Manager shall prepare an appointments list of all Standing Committees. This list shall be known as the local appointment list and will be provided to the Board of Directors at the first meeting in February or other date established by the Board of Directors.

(h) The local appointment list shall be made available to the members of the public and shall be posted at the District office and the District's web site.

(i) Whenever an unscheduled vacancy occurs on a Standing Committee, a special vacancy notice shall be posted at the District office, the public library, the District's web site, and other places as directed by the Board of Directors, not earlier than twenty days before, or not later than twenty days after the vacancy occurs inviting the public to apply for appointment as a committee member.

Final appointment of Standing Committee members shall not be made by the Board of Directors for at least ten working days after the posting of the Notice at the District's office.

(j) Notwithstanding Section 11.1(g), above, the Board of Directors may, if it finds an emergency exists, fill the unscheduled vacancy immediately. The person appointed to fill the vacancy shall serve only on an acting basis until final appointment is made pursuant to Sections 11.1(f) and (g), above.

(k) A Standing Committee member will automatically be removed if he/she has three unexcused absences or misses four meetings in one calendar year.

(l) All Standing Committee members will receive Brown Act training and all meetings shall be conducted as public meetings in accordance with the Brown Act. Summary notes for each meeting of each Standing Committee shall be forwarded to the Board of Directors as a public record.

(m) The Board President may appoint persons to a subcommittee to assist a Standing Committee in making recommendations to the Board of Directors. The duties of the subcommittee shall be outlined at the time of appointment and the subcommittee shall be considered dissolved when its final report has been made to the Standing Committee.

11.2 Ad Hoc Committees. The Board President shall appoint such *ad hoc* committees comprised of two or less Directors as may be deemed necessary or advisable by himself/herself and/or the Board of Directors. The duties of the *ad hoc* committees shall be outlined at the time of appointment, and the committee shall be considered dissolved when its final report has been made. *Ad hoc* committees shall timely provide the District General Manager with their recommendations and/or reports.

12. ETHICS TRAINING

12.1 Ethics Training (AB1234)

(a) Pursuant to sections 53234 *et seq.* of the Government Code all Directors and designated District personnel shall receive at least 2 hours of ethics training every two years.

(b) Each newly elected Board member and designated District personnel shall receive ethics training no later than six months from the first day of service with the District and thereafter shall receive ethics training at least once every two years.

12.2 Harassment Prevention Training (AB1825)

(a) Pursuant to the content of section 7288.0 (c) of California's Fair Employment and Housing Act mandates all Directors and designated District personnel shall receive at least 2 hours of sexual harassment training every two years.

(b) Each newly elected Board member and designated District personnel shall receive harassment prevention training no later than six months from the first day of service with the District and thereafter shall receive harassment prevention training at least once every two years.

13. CORRESPONDENCE DISTRIBUTION POLICY

13.1 All letters approved by the Board of Directors and/or signed by the President on behalf of the District shall be distributed to the Board of Directors as herein provided.

13.2 All letters and other documents received by the District that are of District-wide concern as determined by District staff shall be delivered to the Board of Directors as herein provided.

13.3 All letters and other documents to be delivered to the Board of Directors shall be accumulated and placed in each Director's Information Packet and delivered with the Agenda when a meeting of the Board of Directors is scheduled. Items of a more urgent matter will be e-mailed to all Directors and placed in Director's mailboxes.

14. BOARD OF DIRECTORS BYLAW REVIEW POLICY

14.1 The Board of Directors Bylaw Policy shall be reviewed annually at the first regular meeting in January and considered for adoption at the first regular meeting in February.

15. RESTRICTIONS ON RULES

15.1 The rules contained herein shall govern the Board of Directors in all cases to which they are applicable and to the extent that they are not inconsistent with State or Federal laws.

15.2 The Board of Directors, by resolution, may amend these bylaws from time to time.

Originally Adopted December 3, 1998
Amended June 3, 1999
Amended March 22, 2000
Amended February 7, 2002
Amended March 20, 2003
Amended April 1, 2004
Amended March 3, 2005
Amended January 19, 2007
Amended April 19, 2007
Amended February 14, 2008
Amended February 5, 2009
Amended February 4, 2010
Amended December 2, 2010
Amended March 3, 2011
Amended April 7, 2011
Amended February 2, 2012
Amended June 7, 2012
Reaffirmed February 7, 2013
Amended August 1, 2013
Amended March 5, 2015
Amended February 4, 2016
Amended February 2, 2017
Amended February 1, 2018