

CHAPTER 2 – BOARD OF DIRECTORS AND ADMINISTRATION

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2.000 - Board of Directors

The District Board shall consist of five Directors, all of whom shall be registered electors residing within the District and all of whom shall be elected at large.

2.010 - Election of Director

The election of the members of the Board of Directors shall be held on the same day as the statewide general election pursuant to Section 10404 of the Elections Code. Except as otherwise provided by community services district law, District elections are subject to the provisions of the Uniform District Election Law, Part 4 (commencing with Section 10500) of Division 10.

2.020 - Term of Office

The term of office of each member of the Board of Directors is four years or until his or her successor qualifies and takes office. Directors shall take office at noon on the first Friday in December following their election.

2.030 - Vacancies

Any vacancy in the office of a member elected to the Board of Directors shall be filled pursuant to Section 1780 of the Government Code.

2.050 – Compensation and Reimbursement of Expenses

- A. (1) Directors shall receive \$100.00 for the first District Board or Committee meeting attended by him or her per calendar month upon taking office and until that time that his/her term ends.
 - (2) In addition to any compensation received pursuant to this section, Directors shall be allowed any actual and necessary expense incurred in the performance of their duties per standard District reimbursement procedures found in subparagraph B, below.
- B. Each Director is entitled to reimbursement for their actual and necessary expenses, including the cost of programs and seminars, incurred in the performance of the duties required or authorized by the Board.
 - (1) It is the policy of the District to exercise prudence with respect to hotel/motel accommodations. It is also the policy of the District for Directors and staff to stay at the main hotel/motel location of a conference, seminar, or class to gain maximum participation and advantage of interaction with others whenever possible.
 - (2) If lodging is in connection with a conference or organized education activity, lodging costs shall not exceed the maximum group rate published by the conference or activity sponsor, provided that lodging at the group rate is available to the member of the Board of Directors at the time of booking. If the group rate is not available, the Director shall use lodging that is comparable with the group rate. Personal phone calls, room service, and other discretionary expenditures are not reimbursable.
 - (3) Members of the Board of Directors shall use government and group rates offered by a provider of transportation for travel when available.
 - (4) Directors using his/her private vehicle on District business, shall be compensated at the prevailing IRS per diem mileage rate.
 - (5) Any Director traveling on District business shall receive in addition to transportation and lodging expenses, a per diem allowance to cover ordinary expenses such as meals, refreshments and tips. The amount set for per diem shall be considered fair reimbursement. The per diem shall include \$10.00 for breakfast, \$15.00 for lunch, and \$20.00 for dinner, for a daily total of \$55.00.

(6) All travel and other expenses for District business, conferences, or seminars outside of the State of California shall require separate Board authorization, with specific accountability as to how the District shall benefit by such expenditure.

(7) All expenses that do not fall within the reimbursement policy set forth above shall be approved by the Board of Directors, at a public meeting, before the expense is incurred.

(8) Board members shall submit an expense report on the District form within ten (10) calendar days after incurring the expense. The expense report shall be accompanied by receipts documenting each expense except for per diem allowances (53232.3(d)).

(9) Members of the Board of Directors shall provide brief reports on meetings attended at the expense of the District at the next regular meeting of the Board of Directors.

2.100 – Board Officers

The officers of the District shall be a President, a Vice President, a Secretary, a Treasurer, a Manager, and such other officers as may be prescribed by the Board from time to time to perform such duties as may be designated by the Board. The offices of General Manager, Secretary and Treasurer may be consolidated into one position. The President shall be a member of the Board, but neither the Treasurer nor the Manager may be a member of the Board.

2.110 – Officer Election and Term of Office

The President and the Vice President of the Board shall be elected by the members of the Board for a two-year term. The election shall be held at any time during the first regular meeting following the date members of the Board are eligible to assume office following the general District election. The Manager, the Treasurer and the Secretary shall serve at the pleasure of the Board.

2.120 - President

The President:

- A. Shall preside over meetings of the Board of Directors.
- B. May sign deeds, notes, bonds, contracts or other instruments authorized by the Board to be executed, except in cases in which the signing and execution thereof shall be expressly designated by the Board to some other officer or agent of the District or shall be required by law to be otherwise signed or executed and;
- C. Shall perform in general all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time.

2.130 - Vice President

The Vice President shall in the absence of the President, assume the duties and powers of the President. In the absence of the President and the Vice President, at any meeting, a President pro tempore may be selected to assume the duties and powers of the President.

2.140 - Secretary

The Secretary shall:

- A. Cause minutes of the meetings of the Board to be kept in one or more books provided for that purpose; and
- B. See that all notices are duly given as required by law; and

- C. Be custodian of the District records and of the seal of the District and affix the seal of the District to documents, the execution of which is on behalf of the District under its seal is duly authorized; and
- D. Perform in general all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the Board.

2.150 – Treasurer

The Treasurer shall see that all funds and securities of the District are deposited with the District's depository and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the Board.

2.160 - Manager

The Manager shall attend and participate at Board meetings and shall be responsible for all of the following:

- A. The implementation of policies established by the Board of Directors for the operation of the District;
- B. The appointment, supervision, discipline, and dismissal of the District's employees, consistent with the employee relations system established by the Board of Directors;
- C. The supervision of the District's facilities and services; and
- D. The supervision of the District's finances.

2.170 - Officer Compensation

The Manager, Treasurer and Secretary shall each receive the compensation determined by the Board. The Board may employ, fix the compensation of and prescribe the authorities and duties of other officers necessary or convenient for the business of the District.

2.180- Bonds

The Manager, Secretary, Treasurer and any other officer or agent of the District charged with the responsibility for the custody of any of its funds or property shall give bond in the sum and with such surety as the Board may determine.

2.200 - Board of Directors Regular Meetings

Regular meetings of the Board of Directors will be held at the Meridian Fire Station, 4050 Branch Road, Paso Robles, San Luis Obispo County, on the the second Wednesday of each month at 7:00 p.m., unless canceled by the President of the Board. All regular and special meetings and cancellations of regular meetings shall be properly noticed to the public per existing state law or District policy as may be amended from time to time. (California Government Code Section 54954 et. seq.)

2.205 – Agenda

The District Secretary shall be responsible for preparing and delivering the agenda for Board meetings and seeing that it is posted in a location freely accessible to the public no later than 72 hours before each regular meeting. The agenda shall specify the time and location of the meeting and contain a brief general description of each item of business to be transacted or discussed at the meeting (Government Code section 54954.2.). Any member of the Board may request the District Secretary to place an item for discussion or action on the agenda. In order to allow sufficient time to prepare the agenda and back-up materials, the deadline for adding items

to the agenda for a regular meeting shall be at 4:00 p.m., on the last Friday of the month previous to the meeting.

2.210 - Authority to Act on Matters not on the Agenda

The Board shall take no action on any item not appearing on the posted agenda, except under the following conditions: (a) upon a determination by a majority of the Board that an emergency situation exists, which involves matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, including work stoppages or other activity which severely impairs public health, safety, or both, as determined by a majority of the members of the Board, or crippling disaster which severely impairs public health, safety, or both, as determined by a majority of the members of the Board. (b) Upon a determination by a two-thirds vote of the Board, or, if less than two-thirds of the Board members are present, a unanimous vote of those members present, that there is a need to take immediate action and that the need for action came to the attention of the District subsequent to the agenda being posted. (c) The item was posted pursuant to 2.205 for a prior meeting of the Board occurring not more than five calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken. (Government Code section 54954.2.)

2.215 - Availability of Meeting Agendas and Staff Reports

Agendas and staff reports for Board of Directors' meetings are available to the public for review by request. Agendas may be mailed, emailed or faxed to the public as they are published. Copies of staff reports and agendas are available for a fee pursuant to Section 4.500. To obtain an agenda subscription or a copy of a staff report contact the District Office at (805) 238-7040.

2.220 - Quorum Requirements

A majority of all of the members of the Board shall constitute a quorum for the transaction of business. (Government Code Section 61045(a).)

2.225 - Majority Vote

Except as otherwise specifically provided by law, a majority vote of the total membership of the Board of Directors is required for the Board of Directors to take action (Government Code Section 61045(c)).

2.230 - What Constitutes an Affirmative Vote

Unless a Board member is not voting because of a conflict of interest, a Board member who is present shall be deemed to have voted in the affirmative on a matter unless the Board member votes against the measure by casting a "no" vote. When calling for the vote on a motion, the President of the Board shall normally ask if there is any opposition, since the remaining members present will be deemed to have voted in the affirmative unless they are not voting due to a conflict of interest.

2.235 - Record of Vote

The minutes of the Board of Directors shall record the aye and no votes taken by the members of the Board of Directors for the passage of all ordinances, resolutions, or motions (Government Code Section 61045(d)).

2.240 – Ordinances

District ordinances shall be adopted following the procedures of Article 7 (commencing with Section 25120) of Chapter 1 of Part 2 of Division 2 of Title 3 of the Government Code.

2.245 – Motions

The three steps for bringing a motion before the Board are: (a) a member makes a motion; (b) another member seconds the motion; and (c) the President restates the motion and asks for any further discussion. While normally only one motion can be considered at a time and a motion must be disposed of before any other question is considered, (a) a motion may be amended before it is voted on, either by the consent of the members who moved and seconded, or, (b) a motion may be tabled before it is voted on by motion made to table, which is then seconded and approved by the Board. Any member of the Board, including the President, may make or second a motion.

2.250 - Conflict of Interest

No member of the Board of Directors may participate in a hearing or take action on an item which creates a conflict of interest for the member. Where there is a conflict of interest, the conflicted member shall announce the conflict of interest and abstain from hearing or deciding the matter by stepping down from the dais. The member may participate in discussion on the item as a member of the public, but such discussion will be subject to the same limitations imposed on all other members of the public. Should the abstention of one or more conflicted members result in the lack of a quorum and the participation of a conflicted member be necessary for resolution of an item, the Board will follow the requirements of the Brown Act, the California Political Reform Act, and the Government Code to determine which conflicted member(s) shall be allowed to participate.

2.255 - Consent Agenda

The District Manager may list on the agenda a “consent agenda”, which shall consist of routine matters on which there is generally no opposition or need for discussion. Examples of consent agenda items might include approval of minutes, financial reports, and Manager’s report. Any matter may be removed from the consent agenda and placed on the regular agenda at the request of any member of the Board. The entire consent agenda may be approved by a single motion made, seconded and approved by the Board.

2.260 - Oral Information Reports

Any member of the Board may make an oral report for the purpose of informing the Board of any matter of interest to the District. The Board may also call on the District Manager, District staff, District engineer, or District legal counsel for oral informational reports on matters not on the agenda. Unless the Board makes one of the determinations required under Section 2.210, there shall be no discussion or action on matters covered in such oral reports.

2.265 - Public Comment

Every agenda for a regular meeting shall provide an opportunity for members of the public to directly address the Board on items of interest that are within the subject matter jurisdiction of the Board and which do not appear on the agenda. No action or discussion shall be undertaken on any item not appearing on the posted agenda, except that members of the Board of Directors or District staff may briefly respond to statements made or questions posed by persons exercising their public comment rights pursuant to Section 2.265. It is the general policy of the Board to refer complaints and concerns from members of the public to the District Manager for investigation and resolution, if appropriate. In order to facilitate the meeting and public participation during the public forum session of the meeting, the Board may limit the total amount of time allocated for public comment on a particular issue (ten minutes shall be standard), and

may limit the time allocated for public comment by an individual speaker (three minutes or less shall normally be standard).

2.270 - Public Hearings

The procedure for conducting public hearings during a meeting of the Board shall be as follows: (a) no sooner than the time set for the public hearing, the President of the Board shall declare the public hearing open; (b) the President shall ask the District Manager whether notice of the public hearing has been given in the manner required by law; (c) the District Manager shall present a staff report concerning the subject of the hearing; (d) the President shall ask whether any members of the Board have any questions of the District Manager; (e) the President shall ask the District Manager whether any written comments on the subject matter of the public hearing have been received; (f) the President shall ask whether any members of the public wish to present written or oral comments on the subject of the public hearing; (g) public comment shall be directed to the President of the Board and limited to three minutes unless extended or shortened by the President at his/her discretion.; and, (h) following the close of presentation of comments, the President shall declare the public hearing closed. The Board may continue a public hearing from time to time.

2.275 - Special Meetings

A special meeting may be called at any time by the President or by a majority of the members of the Board, by delivering written notice to each member of the Board and to each newspaper, and radio or television station requesting notice in writing. Such notice shall be received at least 24 hours before the time of such 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. No other business shall be considered at such meeting. 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 a written waiver of notice. Waiver may be given by telegram. Such written notice may also be dispensed with as to any member who was actually present at the meeting at the time it convenes. The call and notice must also be posed at least 24 hours before the meeting in a location freely accessible to the public. (Government Code section 54956).

2.280 - Closed Sessions

A closed session may be held on any subject authorized under the Ralph M. Brown Act. The authority for a closed session must be included in the agenda. (Government Code Sections 54956.9, 54957, 54957.6 and 54956.8.) The Board shall not keep minutes of its closed sessions. (Government Code section 54957.2.)

2.285 - Adjournment

A meeting of the Board shall be adjourned by (a) loss of a quorum, (b) motion made, seconded and approved to adjourn the meeting, or (c) by declaration of the President that the meeting is adjourned when the agenda has been completed and there is not further business to come before the Board. A regular or special meeting of the Board may be adjourned to a specific day and time (a) by motion made, seconded and approved, (b) by approval of less than a quorum if a quorum is not present, or (c) by the District Secretary if all members are absent from any regular or adjourned regular meeting. (Government Code section 54955.)

2.300 - General Conflict of Interest Policy

The public judges its government by the way public officials and employees conduct themselves in the posts to which they are elected or appointed. The people have a right to expect that every official and employee will conduct himself in a manner that will tend to preserve public confidence in and respect for the government he represents. Such confidence and respect can best be

promoted if every official and employee, whether paid or unpaid, and whether elected or appointed, will uniformly treat all citizens with courtesy, impartiality, fairness and equality under the laws and avoid both actual and potential conflicts between their private self interests and the public interests.

No employee shall grant or make available to any person any consideration, treatment, advantage or favor beyond that which it is the general practice to grant or make available to residents and landowners within the District at large. No employee shall request, use or permit the use of any District owned or District supported property, vehicle, equipment, labor or service which is not the general practice to make available to residents and landowners within the District at large, or which is provided as a matter of stated policy for the use of employees in the conduct of official business.

2.310 - Contractual Conflicts of Interest

Neither any member of the Board, nor any officer or employee of the District, shall be financially interested in any contract made by them in their official capacity, nor shall they be purchasers at any sale nor vendors at any purchase by them in their official capacity. Members of the Board and officers and employees of the District shall observe and comply with all of the provisions of Article 4 of Chapter 1 of Division 4 (commencing with Section 1090) of the Government Code.

2.320 - Economic Conflicts of Interest

All members of the Board and officers of the District shall observe and comply with all applicable state laws and regulations including but not limited to Section 87100 et al. of the California Government Code. *The Political Reform Act, California Government Code Section 81000, et seq., requires state and local government agencies to adopt and promulgate conflict-of-interest codes. The Fair Political Practices Commission has adopted 2 Cal. Code of Regulations, Section 18730, which contains the terms of a standard conflict of interest code, subject to amendments from time to time, is hereby incorporated by reference and otherwise constitutes the conflict of interest code for the District.*

A. Appendix A to this Chapter is the 2008 version of Section 18730; and

B. Appendix B to this Chapter are the adopted disclosure categories.

2.330 - Gifts and Favors

No member of the Board or officer or employee of the District shall accept any gift, whether in the form of money, thing, favor, loan or promise, that would not be offered or given to him or her were not a member of the Board or official or employee of the District

2.340 - Confidential Information

No member of the Board or official or employee of the District, without prior formal authorization from the Board, shall disclose any confidential information concerning any person or information or strategy related to closed session items.