

VALLEY OF THE MOON WATER DISTRICT

Board of Directors Policies & Procedures Manual

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SECTION 1. HISTORY OF DISTRICT

Valley of the Moon Water District (District) was formed in 1960 through a special election under Water Code Section 30000 *et seq.* for the primary purpose of providing a dependable supply of potable water in the Valley of the Moon.

The service area covers approximately 7,680 acres and includes the unincorporated communities of Agua Caliente, Boyes Hot Springs, El Verano, Fetters Hot Springs, Glen Ellen, and the Temelec area of Sonoma County.

The District began operations on June 1, 1962 with the acquisition of the assets of Sonoma Water and Irrigation Company and the Mountain Avenue Water System. In 1963, the District acquired the facilities of the Glen Ellen Water Company and annexed its service area.

Today, water is purchased from the Sonoma County Water Agency and delivered through an aqueduct running from the Russian River. The District also uses wells within the service area to augment its water supply.

District customers authorized purchase and improvement of existing facilities and procurement of Coyote Valley Dam water through the Sonoma Aqueduct with \$1,250,000 of voter-approved General Obligation bonds, which were issued in 1962. All District assets, including land, water rights, water production, distribution and storage facilities, are by law held in trust by the District for the benefit of all property owners and customers within the District.

SECTION 2. PURPOSE AND SCOPE

It is the intent of the Board that this Policies & Procedures Manual facilitates proper conduct of District business. On May 4, 2004, the Board adopted the “Guidelines for Conduct, a Primer for Public Water Agency Officials” published by the Association of California Water Agencies (January 2004), as the District’s Code of Conduct (Board Resolution No. 040505). This Manual is an additional resource for Directors, staff and members of the public concerning how District business shall be conducted. If all or any portion of a policy is in conflict with federal or state law or regulations that apply to the District, said legislation or regulations shall prevail.

SECTION 3. BASIS OF AUTHORITY

The District is a County Water District, organized and existing under the County Water District Law (Water Code section 30000 *et seq.*). The Board is the legislative body, and functions as the District’s policymaking body. It can only function as a unit. Apart from their role as a part of this unit, individual Directors have no authority with regard to any aspect of District business.

As individuals, Directors may not commit the District to any policy, act, or expenditure without prior Board approval nor give direction to the General Manager, staff, contract personnel or consultants without prior Board approval. Directors do not represent any fractional segment or region of the community, but are part of a legislative body that represents and acts for the District as a whole. Since Directors are elected officials, no Director may delegate his or her authority to act as a Director, nor will any Director's vote be recorded in the proceedings of any Board meeting at which the Director is not present.

With the exception of certain matters where the law requires a four-fifths or unanimous vote, affirmative votes of three Directors are required for the Board to act on any matter.

SECTION 4. COMPOSITION/TERMS/VACANCY

The Board consists of five Directors, each of whom has been elected or has been appointed to fill a vacancy. Four-year terms are normal, although in some circumstances terms are shorter. Terms of office are staggered, with elections held in November of every even numbered year. Each Director shall be a voter of the District, and elections are held at large, which means that all voters throughout the District have the opportunity to vote for any person seeking election.

An office becomes vacant, pursuant to Government Code Section 1770 *et seq.*, on any of the following events before the expiration of a Director's term:

- a) Death of the incumbent
- b) A court's declaration that the incumbent is physically or mentally incapacitated
- c) Resignation
- d) Removal from office
- e) Ceasing to be an inhabitant of the District
- f) Absence from the state beyond periods allowable by law
- g) Ceasing to discharge the duties of the office for 3 consecutive months
- h) Conviction of a felony
- i) Refusal or neglect to file required oath of office
- j) Declaration by a competent tribunal that election or appointment is void
- k) Commitment to a hospital or sanitarium by a court of competent jurisdiction

A vacancy may be filled by appointment by the Board pursuant to Government Code Section 1780, as indicated below:

- (a) The remaining members of a five person board may fill a vacancy by appointment. The appointee will hold office until the District general election 130 days or more after the effective date of the vacancy. Appointments shall be made within 60 days after the effective date of the vacancy. Notice of the vacancy shall be posted in 3 or more conspicuous places within the District and published in a newspaper of general circulation at least 15 days prior to an appointment. The remaining members may call an election to fill the vacancy within 60 days of the vacancy, in lieu of an appointment, on the next available election date provided by Chapter 1 of Division 1 of the Election Code that is 130 days or more after the vacancy.

- (b) If the vacancy is not filled or an election called within 60 days of the vacancy, the County Board of Supervisors may fill the vacancy within 90 days of the vacancy or order the District to call an election to fill the vacancy.
- (c) If neither (a) or (b) has occurred within 90 days, the District shall call an election to be held on the next available election date provided by Chapter 1 of Division 1 of the Election Code that is 130 days or more after the vacancy occurs.
- (d) If the remaining Board falls below a quorum, the Board of Supervisors may waive the 60 day period provided in (a) and appoint immediately, or may call an election to fill the vacancy under Chapter 1 of the Election Code. The Board of Supervisors shall only fill enough vacancies to provide a quorum.
- (e) Appointees shall hold office until the next District general election. Electees shall hold office for unexpired balance of the term of office.

SECTION 5. DUTIES AND RESPONSIBILITIES

The Board's primary responsibility is formulation and evaluation of District policy. The General Manager is responsible for running the District's business. Routine matters concerning operational aspects of the District are delegated to professional staff members by the General Manager. Directors are responsible for monitoring District progress in attaining its goals and objectives, while pursuing its mission. The Board establishes goals, objectives, expectations, and measurement criteria for the General Manager's performance. Among the General Manager's responsibilities is selection and employment of a qualified staff.

In order to avoid undue interference with the daily District business, individual Directors' requests for information from staff or contract personnel/consultants shall always be made to the General Manager. If the General Manager's response is deemed inadequate, a Director may contact the Board President or raise the issue directly at a Board meeting, where the Board will determine whether or not the issue warrants attention and will schedule it for a future meeting.

Directors shall attend all meetings of the Board and of any Committee to which they may be assigned. Directors are required by law to abstain from participating in consideration of any item involving a personal or financial conflict of interest. Even the appearance of a conflict should be avoided. Unless such a conflict of interest exists, Directors should fully participate in the Board's decision-making responsibilities.

SECTION 6. OFFICERS

The Board's President and Vice President are elected by the Board each year in January. Officers may be removed by two-thirds majority.

The President presides at all Board meetings. He/she has the same rights as other members of the Board in voting, introducing motions, resolutions and ordinances, and discussion. The

President leads the Board in conducting its business. The President may refer items to committees prior to Board action. The Board President votes last in any roll call vote.

The President shall insure that each Director is provided all necessary information pertaining to District business in sufficient time to participate in discussions and decisions in an informed manner. The President, or his/her designee, shall execute District documents, as directed by the Board. On occasion the Board will delegate to the President or to his/her designee, authority to represent the District at a meeting or event. When this occurs, the Director only has the authority that was specifically delegated by the Board.

In the absence of the President, the Vice President presides at all Board meetings. If the President and Vice President are both absent, the Secretary calls the meeting to order and acts as President until the remaining members select one of themselves to act as presiding officer.

SECTION 7. APPOINTED STAFF AND OTHERS

Appointed Staff, as defined in this section, shall mean the General Manager and Board Secretary, who is appointed by the Board and reports to the Board as a whole.

A. General Manager

The General Manager is appointed by the Board of Directors as the chief executive officer of the District, in accordance with Water Code sections 30540 *et seq.* and sections 30580 - 30582, and carries out Board policies, directs District operations, provides daily supervision to District staff, and controls District expenditures. Based on the Water Code and decisions made by the Board of Directors, the following summarize the General Manager's specific authority:

1. Make and carry out day-to-day management decisions in conformity with District policies.
2. Employ, compensate, terminate, assign duties to, and direct the daily activities of all District employees. While recognizing that the appointments have been made by the Board of Directors, provide day-to-day directions and guidance to District Counsel, Auditor, District Engineer, and other Board appointees, in conformance with established Board policies.
3. Establish District employee job classifications, description of duties, with corresponding salary ranges, subject to review and approval by the Board.
4. Define scope, select, dismiss and direct activities of contractors and consultants performing services for the District.
5. Manage District financial operations, in accordance with approved District policies and procedures.

6. Oversee the investment of District funds in accordance with the Board-approved Investment Policy, budget, and applicable laws.
7. Expend, upon approval of the District's annual budget by the Board:
 - a) District funds within the limits established for each budget item and capital project which is specifically enumerated in the District's annual budgets;
 - b) District funds in amounts not to exceed \$5,000 for each item not specifically enumerated in the District's annual budget, provided there are sufficient budgetary appropriations within the Operations and Maintenance budget and the Capital Improvement Projects budget.
8. Expend non-budgeted funds to meet an emergency which directly or potentially adversely affects the ability of the District to perform its services, which puts District personnel or property in jeopardy, or which may jeopardize public health or property of the community or its residents. The General Manager shall determine that an emergency exists and shall inform the Board, by the most expeditious method available, of the emergency, at the earliest opportunity, the steps taken and expenditures incurred to meet such emergency, and seek ratification of decisions if necessary.
9. Solely sign District checks in the amount of \$2,500 or less. Any amount over \$2,500 requires the signatures of the General Manager and one Director. In the event the General Manager is unavailable to sign checks, checks of any amount require the signatures of two Directors.
10. Execute time and cost Change Orders to the Capital Improvement Projects for amounts up to ten percent (10%) of contract or \$5,000.00 per Change Order, whichever is less.
11. Appoint a Deputy Secretary, if the Board appoints the General Manager as Board Secretary.

Terms and conditions of the General Manager's employment shall be specified in an employment agreement between the General Manager and the Board and any amendment(s) thereto. The General Manager is an "at will" employee who serves at the pleasure of the Board.

B. Board Secretary

The Board Secretary is appointed by the Board, reports to the Board as a whole, and shall be responsible for the following:

1. Provide a record of all proceedings conducted at meetings of the Board and Standing Committees, to be retained at the District office.
2. Maintain accurate, up-to-date records of District documents in a safe location.

3. Post all legal notices.
4. Receive all correspondence or documents addressed to the Board, and serve as the District's agent for receipt of subpoenas, petitions or other legal documents that are served on the District.
5. Call meetings to order in the absence of President and Vice President and preside until the remaining members present select one of themselves to preside at the meeting.
6. Administer the Oath of Office to members of the Board.
7. Verify and attest signatures on all legal documents.

The Board Secretary shall have a reasonable understanding of the Ralph M. Brown Act and Robert's Rules of Order.

C. District Counsel

The District Counsel is a law firm that is appointed by and reports to the Board of Directors. District Counsel shall be the attorney for the District and its Board in all legal matters pertaining to operation, maintenance, and other business of the District. District Counsel shall perform such duties as the Board or General Manager may request, and shall (1) review all Board actions to insure legality and acceptability under law; (2) prepare or review legal documents and provide legal counsel, as required by the Board or General Manager; and (3) attend and/or participate in Board meetings and management meetings as directed by the Board or the General Manager. District Counsel shall take charge of and handle all litigation to which the District is a party, including administrative proceedings of state or federal agencies, unless the Board designates special counsel for a particular matter.

D. District Auditor

The District's Auditor is a certified audit firm that is appointed by and reports to the Board, and that conducts the District's annual audit and prepares the District's annual audit report. The District's Auditor shall be rotated on a periodic basis.

E. Consultants

The Board may from time-to-time select, retain, compensate, define the scope and efforts of, and dismiss consultants to support or provide information to the Board in developing policy level decisions or in implementing Board actions. In doing so, the Board shall delegate to the General Manager the responsibility for day-to-day direction of the work of the consultant.

SECTION 8. COMMITTEES

Committees of the Board may be Standing or Advisory (ad hoc). Committees are not empowered to act for the Board. Rather, they review, study, and consider issues in order to

make recommendations to the full Board. Members of all Committees shall be appointed by and serve at the pleasure of the President of the Board.

A. Standing Committees

A Standing Committee is a Board-created committee which has continuing jurisdiction over a particular subject matter and meets either on a scheduled basis or as directed by the Board President. Only District Directors may serve as members of Standing Committees. Standing Committee meetings are held in the District office, unless a special need arises to meet elsewhere within District boundaries, and shall be properly noticed under the provisions of the Brown Act.

The Board President shall appoint and publicly announce the members of any Standing Committees, consisting of two Directors.

B. Advisory Committees

An Advisory Committee offers specific advice on a particular subject on an *ad hoc* basis, and meets as directed by the Board President. Directors and/or members of the public at large may serve as members of the Advisory Committee. The Board President or the Board will establish and publicly announce all Advisory Committees. The key distinguishing feature of Advisory Committees is that they are not “legislative bodies” as defined in the Brown Act, and therefore do not have to follow the notice and agenda provisions of that Act. Verbal or written reports by Advisory Committees shall be made periodically to the Board at a regular Board meeting. The Advisory Committee shall stand dissolved after the submission of the final report.

Any final reports or recommendations resulting from Standing or Advisory Committee work shall be submitted to the Board in written form.

SECTION 9. DIRECTORS’ COMPENSATION AND EXPENSE REIMBURSEMENT

A. Compensation for Attendance at Conferences and Meetings

Board members will be compensated at the daily rate (i.e., *per diem*) of \$100.00 for attendance at meetings of the Board, including Board committee meetings, and for each day’s service rendered as a member of the Board; provided, however, such compensation will not be paid for more than a total of six days in any calendar month. Such compensation will be provided in addition to any reasonable and necessary reimbursement for meals, lodging and travel expenses incurred in attending any conference, meeting, or other event approved by the Board in advance.

For a Board member to be paid per diem or to be reimbursed for reasonable and necessary travel expenses to and from a meeting, the meeting must be: (1) a “meeting” as defined in Government Code section 54952.2 (a), (2) District Board or committee meetings, or (3) conferences, meetings, or events related to or intended to inform Board members on matters within the jurisdiction of the District, provided that such conferences, meetings or events deal with substantive issues and consume more than a minor amount of the Board member’s time.

B. Changes in the Compensation of the Directors

The following Water Code Sections, as amended, govern compensation paid to the Directors and subsequent changes to such compensation, if any.

Water Code Section 30507 allows for maximum Directors' Compensation of \$100 for attendance at meetings of the Board, including Board committee meetings, and for each day's service rendered as a member of the Board; provided, however, that such compensation will not be paid for more than a total of six days in any calendar month.

Alternatively, if the District is to adopt an ordinance under Water Code Section 20202, the Directors may receive a compensation above the maximum amount of \$100 per diem, stipulated under Water Code Section 30507, provided that such increase may not exceed an amount equal to 5 percent, for each calendar year following the operative date of the last adjustment, of the compensation which is received when the ordinance is adopted. However, such compensation will not be paid for more than a total of ten days in any calendar month. Changes, if any, in the compensation of Board members, paid under Water Code Section 20202, will require the approval of the Board during an open meeting of the Board held at least 60 days prior to the effective date of the change. (Water Code Sections 20200 and following.)

C. Directors Expenses

1. General Principles. Each member of the Board of Directors is encouraged to participate in outside activities and organizations that in the judgment of the Board further the interests of the District. Actual expenses incurred by Board members in connection with such activities are reimbursable, where authorized in advance or, in exceptional cases, where subsequently ratified by the Board. The policies and rules apply:

- a) All expenses must be reasonable and necessary, and Directors are encouraged to exercise prudence in all expenditures.
- b) This policy is intended to result in no personal gain or loss to a Director
- c) Reimbursement will be made only for expenses that qualify as reimbursable under an Internal Revenue Service Accountable Plan¹.
- d) Upon incurring such expenses, Directors may submit a request for reimbursement, accompanied by written evidence of payment of such expenses, and/or by receipts for all amounts, consistent with the requirements of an IRS Accountable Plan, within four weeks of incurring such expenditures.
- e) Liquor, entertainment, travel insurance, personal telephone calls, child, pet, or household care, losses relating to theft or casualty of personal effects, fines and penalties for actions or inactions of the traveler, laundry, dry cleaning, or pressing of personal items, and

¹ In general, an IRS Accountable Plan is an expenditure reimbursable plan that requires 1) employees to substantiate expenses as to the date, amount, and the business nature of each expense, 2) any amounts in excess of substantiated expenses to be returned to the employer, and 3) a business connection between the amounts advanced and the expenses incurred.

expenses of any other person accompanying a Director are not eligible for reimbursement.

- f) Expenditures that are improper or otherwise not properly accounted for, or that are not consistent with the prohibition against gifts of public funds set forth in the California Constitution, will not be reimbursed or accepted by the District.
- g) To implement the reporting requirements of Government Code section 53065.55, the District will prepare a list of the amount and purpose of each expense reimbursement made to each Director for the preceding fiscal year, which will be available to the public.
- h) Officials will be reimbursed for actual telephone and fax expenses incurred on District business.
- i) Long-term parking should be used for travel exceeding 24-hours.
- j) At the following Board meeting, each Director shall briefly report on meetings, conferences, or events attended at District expense. If multiple Directors attend, a joint report may be made.
- k) A Director shall not attend a conference or training event for which there is an expense to the District if it occurs after the Director has announced his or her resignation, or if it occurs after an election in which it has been determined that they will not retain their seat on the Board.

2. Travel / Transportation Expenses. The most economical mode and class of transportation reasonably consistent with scheduling needs must be used, using the most direct and time-efficient route. Directors will be reimbursed for expenses incurred in traveling to and from conferences, meetings and other events that are attended on behalf of the District in their capacity as Directors. Travel expense will include round-trip airfare, actual reasonable expenses for ground transportation to and from airports and hotels, car rental, and or mileage reimbursement (at the maximum allowable per mile established from time to time by the IRS) for use by the Directors of privately owned vehicles in the conduct of District business.

3. Overnight Accommodations. No reimbursement claim or request for overnight accommodation will be approved for expenses incurred within the District's service area, except upon approval of the Board. Reasonable accommodation expenses will be reimbursed only for the Directors, and such expenses will not be reimbursed for guests or family members of Directors. Where reasonably possible, accommodations will be obtained in proximity to the conference or meeting site.

4. Meal Expenses. Directors will be entitled to receive reimbursement for the reasonable cost of meals, including tips.

SECTION 10. BOARD MEETINGS, GENERAL

A. General Principles. All meetings of the Board shall be held in the District Office, 19039 Bay Street, El Verano, California unless it is anticipated that the number of public expected to attend would exceed the capacity of the facility. In such case, another facility within the District may be used. Regular meetings of the Board shall be held the first Tuesday of each calendar month, except if the first Tuesday coincides with a legal holiday, the regular meeting will be

adjourned to a specified time and location, and will be held on the following business day. Regular Board meetings shall commence at 6:30 p.m. local time and end at 10:30 p.m. local time or earlier. Extension of time beyond 10:30 p.m. requires the approval of the majority of the Board.

The Board shall conduct the business of the District at meetings in conformance with the provisions of the Brown Act. All meetings of the Board, Standing Committees, and Advisory Committees shall be open to the public, except for closed sessions held in accordance with the Brown Act.

The Board President and the General Manager shall ensure that appropriate information is available for the public at meetings of the Board, and that physical facilities for said meetings are functional and appropriate. Prior to the start of a meeting, the order of business (sequence of existing agenda only) may be amended.

Regular meetings require posting of the agenda a minimum of seventy-two (72) hours in advance and written notification to the Board, District Counsel, the local news media, and to any person requesting notice. The agenda must contain a brief general description of each item to be acted upon or discussed during the meeting. A quorum must be present at all meetings for any business to be conducted. A quorum consists of three Board members. Only those items of business listed in the agenda shall be considered by the Board at any meeting, unless an emergency situation exists.

B. Closed Sessions. At times during Board meetings, the Board may adjourn into closed session to discuss personnel matters, real estate negotiations, existing or anticipated litigation or other matters as specified in the exceptions set forth in the Brown Act. Appropriate agenda descriptions are also required for closed session items.

C. Special Meetings. Special meetings of the Board may be called by the Board President or a majority of the Board. Notice of at least 24 hours is required for a special meeting, and must describe the business to be transacted or discussed. All appropriate notices required by the Brown Act shall be posted.

D. Emergency Special Meetings. In the event of an emergency situation where prompt action is necessary due to the disruption or threatened disruption of public facilities, the Board may hold an emergency special meeting without complying with the 24 hour notice required for special meetings of the Board. An emergency situation means a work stoppage, crippling activity, or other activity that severely impairs public health, safety, or both, as determined by a majority of members of the Board. The General Manager, the President of the Board, or the Vice-President in the absence of the President, may determine that there is sufficient evidence to determine that an emergency exists and give notice of an emergency special meeting.

Newspapers of general circulation in the District, radio stations, and television stations which have requested notice of special meetings in accordance with the Brown Act shall be notified at least one hour prior to the emergency special meeting. In the event that telephone services are not functioning, the one-hour notice requirement is waived, but the General Manager, or his/her

designee, shall notify such newspapers, radio stations, or television stations of the holding of the meeting, and of any action taken by the Board, as soon after the meeting as possible.

All rules governing special meetings shall be observed with the exception of the 24 hour notice. The minutes, a list of persons the General Manager or designee notified or attempted to notify, a copy of the roll call vote(s), and any actions taken at such meeting shall be posted for a minimum of 10 days in the District office as soon after the meeting as possible.

E. Dire Emergencies. In the event of a dire emergency, which is defined as a crippling disaster, mass destruction, terrorist act, or planned terrorist activity that poses peril so immediate and significant that requiring one-hour notice before holding an emergency meeting may endanger public health, safety, or both, notice shall be given by telephone to the news media at or near the time that the Board President or his designee notifies the Directors of the need for an emergency meeting.

F. Adjournment. A majority vote by the Board may terminate any Board meeting at any place in the agenda to any time and place specified in the order of adjournment, except that if no Directors are present at any regular or adjourned regular meeting, the General Manager may declare the meeting adjourned to a stated time and place, and he/she shall cause a written notice of adjournment to be provided to the Board, District Counsel, and the local news media and also posted at the places specified in Section 15 below.

G. Legality of Proceedings. Any action taken by the Board which is subsequently ruled contrary to law by a decision of a court of competent jurisdiction shall be deemed revoked without further action by the Board.

SECTION 11. BOARD MEETINGS, AGENDAS

The General Manager, in cooperation with the Board President, shall prepare an agenda for each meeting of the Board and for all Standing Committee meetings. The General Manager will prepare written information on each item of business requiring action or scheduled for discussion by the Board, and make this information available to the Board and members of the public prior to all meetings.

An agenda and materials packet shall be prepared as specified for all Board meetings and shall be delivered to all Directors at least 3 days prior to a regular meeting and at least 24 hours prior to special meetings. A full agenda packet will be available in the District foyer for public review.

At least 72 hours prior to the time of all regular meetings, an agenda, which includes but is not limited to all matters on which there may be discussion and/or action by the Board, shall be posted conspicuously for public review at the District office. The District has the option of posting the agendas at other places as deemed useful in keeping the public informed. In addition to the District office, agendas are ordinarily posted at the Boyes Hot Springs and El Verano Post Offices, and on the District web site. The agenda for special meetings shall be posted in the same locations at least 24 hours before the meetings. Agendas shall generally use the following

order of business:

1. Date, time and location of meeting and information on how the public may review agenda materials and request any special accommodations needed
2. Meeting type (i.e., Regular or Special Meeting)
3. Call to Order – Pledge of Allegiance – Roll Call
4. Public Comments
5. Consent Calendar
6. Public Presentations, Hearings and Workshops
7. Operational & Committee Reports
8. President and Directors' Reports or Comments
9. General Manager & District Counsel Reports
10. General Business
11. Closed Session
12. Reconvene in Open Session
13. Request for Future Agenda Items
14. Adjournment

Pursuant to Government Code section 54954.2 (b), the Board may take action on an item of business which did not appear on the posted agenda for the meeting if the Board determines that an emergency exists, or if by a two-thirds vote the Board determines that there is a need for immediate action on a matter that arose subsequent to the posting of the agenda.

SECTION 12. BOARD MEETINGS, MINUTES

The Secretary of the Board shall keep minutes of all Board meetings. Minutes are to record meaningful discussion and actions taken; they are not intended to be verbatim records. Anyone wishing more information about a meeting shall be encouraged to listen to the tape recording made of each meeting. Draft minutes shall be distributed to Directors for adoption at the next regular meeting.

The official minutes of Board meetings shall be kept in a fire-proof vault or in fire-resistant locked cabinets at the District office. Minutes may be approved as part of the Consent Calendar. An audio tape recording shall be made of all regular and special meetings of the Board and will be retained for 90 days.

SECTION 13. BOARD MEETINGS, RULES OF ORDER

The latest edition of *Robert's Rules of Order, Revised* shall be an advisory guideline for meeting protocol. District policies, or state or federal law, shall prevail whenever they conflict with *Robert's Rules of Order, Revised*. If a Director believes order is not being maintained or procedures are not adequate, he/she should raise a point of order - not requiring a second - to the President. If the ruling of the President is not satisfactory to the Director, it may be appealed to the Board. A decision by a majority of the Board will determine the point of order.

By a motion made, seconded and approved by a majority vote, the Board may, at its discretion

and at any meeting: a) temporarily suspend these rules in whole or in part; b) amend these rules in whole or in part; or c) both.

Motions, resolutions or ordinances shall be recorded as having passed or failed and individual votes will be recorded. All resolutions and ordinances adopted by the Board shall be numbered consecutively starting new at the beginning of each fiscal year. The President may declare a short recess during any meeting, with approval of the Board.

SECTION 14. BOARD MEETINGS, CONDUCT

Meetings of the Board shall be conducted by the President in a manner consistent with the policies of the District set forth in this Manual. The President shall take whatever actions are necessary and appropriate to preserve order and decorum during Board meetings, including public hearings. The President may eject any person or persons making personal, impertinent or inappropriate remarks, or who refuse to abide by a request from the President, or who otherwise disrupt the meeting or hearing.

Willful disruption of any meeting of the Board shall not be permitted. If the President finds that there is in fact willful disruption of a meeting, he/she may order the room cleared and subsequently conduct the Board's business without the public present. In such an event, only matters appearing on the agenda may be considered in such a session. After clearing the room, the President may permit those persons who, in his/her opinion, were not responsible for the willful disruption to re-enter the meeting room. Duly accredited representatives of the news media, whom the President finds not to have participated in the disruption, shall be admitted to the remainder of the meeting.

SECTION 15. BOARD ACTIONS AND DECISIONS

Actions typically taken by the Board include but are not limited to the following:

- Adoption or rejection of District policies and regulations concerning the services provided by the District, adoption of rates and charges for District services, and authorization of execution of contracts for materials or supplies, or for design or construction of District facilities;
- Approval or rejection of proposals to commit District funds or facilities, including employment and dismissal of personnel;
- Approval or disapproval of non-emergency matters which require or may require the District or its employees to take action and/or provide services; and
- Direction given to the General Manager for implementation of those actions deemed by the Board to be necessary.

Three Directors represent a quorum for the conduct of business. Action can only be taken by the vote of the majority of the Board. Actions taken at a meeting where only a quorum is present

require all three votes to be effective (unless a 4/5 vote is required by policy or law).

A member who is present but does not vote on a matter is considered an abstention and recorded as such. Specific examples involving abstentions are given below:

- At a Board meeting where only a quorum is present, if one Director abstains on a particular action, the proposed action cannot be approved because all three Directors would have to vote in favor of the action.
- At a Board meeting where all the Directors are present, if an action is proposed requiring a 4/5 vote and 2 Directors abstain, the proposed action cannot be approved because 4 of the 5 Directors would have to vote in favor of the action.

Definition of Board Actions and appropriate uses thereof are indicated below:

1. A “Minute Order” or “Motion” is appropriate when the action is not of a penal nature or intended to be a local law, where an ordinance or resolution is not specifically required, or where a formal document reflecting the Board’s action is not necessary. The only record of such action is in the minutes of the meeting at which the action is taken.
2. A “Resolution” generally constitutes an expression of policy or opinion concerning some particular item of business and often evidences a decision by the Board concerning the administrative business of the District.
3. An “Ordinance” means a local law. It prescribes a rule of conduct prospective in operation, applicable generally to person and things subject to the jurisdiction of the District.

SECTION 16. REVIEW OF ADMINISTRATIVE DECISIONS

An administrative decision is an action or decision made by the Board which is subject to review by a court of competent jurisdiction. Such decisions include: suspension, demotion, or dismissal of an officer or employee; revoking or denying an application for a permit, license or other entitlement; or imposing a civil or administrative penalty, fine, charge or cost.

Judicial review of all administrative decisions of the Board may be sought pursuant to the provisions of §1094.5 of the Code of Civil Procedure of the State of California. The procedural provisions of §1094.6 of said Code, including the time limitations, shall apply to any such proceeding. The provisions of §1094.6 shall prevail over any conflicting provision and any otherwise applicable law, rule, policy or regulation of the District affecting the subject matter of an appeal. The purpose of these Code sections is to ensure efficient administration of the District by providing for the expeditious review of decisions rendered by the Board. §1094.6 specifically establishes a 90 day time limit to initiate a lawsuit to challenge a District administrative decision. The short time period is intended to provide finality to Board decisions.