



## **Cambria Community Services District Board of Director Bylaws**

### **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 presiding officer at all Board meetings. The President shall have the same rights as the other members of the Board in all matters, except as specified herein.
- 1.3 In the absence of the President, the Vice President of the Board of Directors shall serve as presiding officer over all meetings of the Board. If the President and Vice President are both absent, the remaining members shall select one among themselves to act as presiding officer of the meeting.
- 1.4 The President and Vice President of the Board shall be elected annually at the first regular meeting in December, and the term of office shall commence immediately upon election and continue until replaced.
  - (a) Board Members shall rotate into the positions of Board President and Vice President, with the Board Member who has served the longest since elected serving as President and the Board Member with the next longest tenure on the Board serving as Vice President. Following such Board Members' one year of service in each position, the Board Member serving as Vice President shall rotate to the position of President, and the Board Member who has served as President shall rotate back to the position of Board Member. The Board Member who has served the next longest then rotates into the position of Vice President. In the event one or more Board Members are eligible to become President or Vice President and were last voted into office at the same election, the open position shall first go to the Board Member who received the most votes in that election, followed by the Board Member who received the next highest number of votes. Any Board Member may decline their appointment to the position of President or Vice President. The appointment of officers shall be subject to the affirmative vote of the Board.
- 1.5 The President or his or her designee is the official spokesperson for the Board in response to communications regarding the position of the Board on relevant District issues and is the point person and contact for intergovernmental relations.

### **2. MEETINGS**

- 2.1 The Board shall comply with the provisions of the Ralph M. Brown Act (Government Code Section 54950 et seq.) concerning the calling and conduct of public meetings.
- 2.2 Regular meetings of the Board of Directors shall be on the second and third Thursday of each calendar month in the Veterans Memorial Hall, located at 1000 Main Street, Cambria, unless otherwise directed by the Board of Directors. The time for holding Regular meetings of the Board of Directors shall be established by resolution.
- 2.3 For regular meetings, a block of time shall be set aside to receive general public comment. Comments on items on the agenda should be held until the appropriate item is called. Public comment shall be directed to the President of the Board and limited to three minutes unless extended

or shortened at the President's discretion. During general public comment:

- a) Board Members may briefly respond to statements or questions from the public;
- b) At the President's discretion, Board Members may, on their 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 President of the Board or a Board majority in an open session may take action to direct staff to place a matter on a future agenda.

2.4 Meeting Length. The business at regular meetings of the Board of Directors, including any scheduled closed sessions, shall be conducted for no more than a three-hour period, unless extended by a four-fifths (4/5th) vote of the Board. In the event there are remaining items on the agenda at the end of the three-hour period, the Board may adjourn the meeting to a specific date and time in accordance with the provisions of Government Code Section 54955. The intent and purpose of this policy is to encourage a reasonable time period in which the Board of Director's business is discussed and to protect against fatigue in discussing and deciding important District issues.

2.5 Board Members shall attend all regular and special meetings of the Board unless excused for emergencies or other good cause.

- a) Good cause for absence includes circumstances of which the President of the Board is notified prior to the meeting. Good cause also includes Board-authorized meeting absences, such as attendance at a conference directly related to the functions and interests of the District or at the meeting of another public agency in order to participate in an official capacity.
- b) A Board Member who is absent for good cause may notify the President by electronic transmission, telephone communication, or letter. The President shall notify the General Manager and the Board of all absences that are excused for good cause. The minutes shall indicate whether an absence was excused.
- c) A Board Member vacancy shall occur upon the happening of any of the events set forth in Government Code Section 1770.

2.6 The President shall conduct all meetings in a manner consistent with the policies of the CCSD. The President shall determine the order in which agenda items shall be considered for discussion and/or actions taken by the Board and shall announce the Board's decision on all subjects. On roll call, the maker of the motion shall be called first, the Board Member seconding the motion shall be called second, and the remainder are polled with the President voting last, unless the President made or seconded the motion.

2.7 A majority of the total membership of the Board shall constitute a quorum for the transaction of business. A majority of the total membership of the Board is sufficient to do business; however, all actions require a unanimous vote if only three attend. When there is no quorum for a regular meeting, the President, Vice President, or any Board Member shall adjourn such meeting, or, if no Board Member is present, the Confidential Administrative Assistant shall adjourn the meeting.

2.8 A roll call vote, if required by law, shall be taken upon votes on ordinances and resolutions and shall be entered in the minutes of the Board showing those Board Members voting aye, voting no, and those abstaining or absent. Unless a Board Member states that they are not voting because of a conflict of interest and steps down from the dais prior to the discussion of the item, their silence shall be recorded as a vote of abstention.

2.9 Any person attending a public meeting of the Board of Directors may record the proceedings with an audio or video recording device 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

disruption of the proceedings.

- 2.10 All video recording devices 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 recording devices be located in the back of the room.

### **3. AGENDAS**

- 3.1 The General Manager, in cooperation with the Board President and Vice President, shall prepare an agenda for each regular and special meeting of the Board of Directors. An item placed on an agenda in this manner shall only be removed by the General Manager in cooperation with the President and Vice President. Any Director's request to place an item on the agenda must be approved by the Board President or a majority of the Board Members acting in open session.
- 3.2 Those items considered to be of a routine and noncontroversial nature are placed on the Consent Agenda. These items shall be approved, adopted, and accepted by one motion of the Board of Directors.
  - a) Board Members may request any item listed on the Consent Agenda be removed from the Consent Agenda, and the Board will take action separately on that item.
  - b) A Board Member may ask a question for clarification on any item on the Consent Agenda. The item may be briefly discussed for clarification and the questions will be addressed along with the rest of the Consent Agenda.
  - c) When a Board Member wishes to pull an item simply to register a dissenting vote, the Board Member shall inform the presiding officer that he or she wishes to register a dissenting vote without discussion. These items will be handled along with the rest of the Consent Agenda, and the Confidential Administrative Assistant will register a "no" vote in the minutes.
- 3.3 No Board action may be taken on an item not on a posted agenda, except as set forth in Government Code Section 54954.2(b).

### **4. PREPARATION OF MINUTES**

- 4.1 The minutes of the Board shall be kept by the Confidential Administrative Assistant.
- 4.2 The Confidential Administrative Assistant shall be required to make a record only of such business as was actually voted upon by the Board and, except as provided in Sections 4.3 and 4.6 below, shall not be required to record any remarks of Board Members or any other person.
- 4.3 Any Board Member may request for inclusion in the minutes brief comments pertinent to an agenda item only at the meeting in which the item is discussed.
- 4.4 Written comments delivered to the Board at the meeting that were not contained in the Board Agenda Packet for review by the Board prior to the meeting shall be maintained as a separate public record.
- 4.5 The Confidential Administrative Assistant shall attempt to record the names and general place of residence of persons addressing the Board and the title of the subject matter to which their remarks are related.
- 4.6 Whenever the Board acts in a quasi-judicial proceeding, the Confidential Administrative Assistant shall create a record of a summary of the testimony of the witnesses.

## **5. MEMBERS OF THE BOARD OF DIRECTORS**

- 5.1 Information that is exchanged before meetings shall be distributed through the Confidential Administrative Assistant, and all Board Members will receive all information being distributed.
- 5.2 Board Members shall at all times conduct themselves with courtesy to each other, to staff, and to members of the audience present at Board meetings.
- 5.3 At the President's discretion, District Counsel shall act as parliamentarian. The rules contained in the current edition of *Rosenberg's Rules of Order* (and *Robert's Rules of Order* 12th Edition for matters on which Rosenberg is silent) shall govern the Board of Directors in all cases to which they are applicable and in which they are not inconsistent with these Bylaws, any special rules of order the Board may adopt and any statutes applicable to the CCSD that do not authorize the provisions of these Bylaws to take precedence.

## **6. AUTHORITY OF DIRECTORS**

- 6.1 The Board of Directors is the unit of authority within the CCSD. Apart from their normal function as a part of this unit, Board Members have no individual authority. As individuals, Board Members may not commit the CCSD to any policy, act, or expenditure.
- 6.2 All members of the Board of Directors shall exercise their independent judgment on behalf of the interests of the entire District, including the residents, property owners, and the public as a whole. Board Members do not represent any fractional segment of the community, but are instead a part of the body which represents and acts for the community as a whole.
- 6.3 The Board of Directors shall adopt policies for the operation of the District, including, but not limited to, administrative policies, fiscal policies, personnel policies, and purchasing policies.
- 6.4 The primary responsibilities of the Board of Directors are:
  - a) The formulation and evaluation of policy;
  - b) Monitoring the CCSD's progress in attaining its goals and objectives;
  - c) Appointment, oversight, and evaluation of a General Manager to handle all matters concerning the operational aspects of the CCSD; and
  - d) Appointment, oversight, and evaluation of a District Counsel to handle all matters concerning the legal aspects of the CCSD.

## **7. BOARD MEMBER GUIDELINES**

- 7.1 Board Members, by making a request of the General Manager, shall have access to information relative to the operation of the CCSD. If the General Manager cannot provide the requested information in a timely manner, the General Manager shall inform the individual Board Member why the information is not or cannot be made available.
  - (a) When a Board Member requests information, the path of communication shall be Board to General Manager, then General Manager to Staff.
  - (b) For posted agenda items, if a substantial amount of information that would take a significant amount of time to compile is being requested by an individual Board Member for agenda items, and the information being provided either in a written staff report or verbally at the Board meeting is not deemed sufficient to make a decision on that agenda item, a request by a

Board Member can be made to bring that agenda item back to a future Board meeting by making a motion and receiving an affirmative vote for that action to be placed back on an agenda as soon as reasonably possible.

- 7.2 Individual Board Members should not involve themselves in the day-to-day operations of the District. Their primary role is to participate in the process of establishing the District's policies and goals. The General Manager is responsible for implementing those policies and goals.
- 7.3 Personnel matters and other operational issues that may be of concern to individual Board Members should be addressed through the General Manager. Individual Board Members shall not involve themselves or interfere in personnel matters.
- 7.4 The General Manager shall take direction and instruction from the Board of Directors as a body when it is sitting in a duly convened meeting. Individual Board Members should refrain from giving orders or instruction to the General Manager or any subordinates of the General Manager.
- 7.5 When presented with questions or complaints from citizens or staff related to operational or personnel matters, Board Members should listen to the concerns expressed and either (1) confer with the General Manager or District Counsel, as appropriate, or (2) refer the individual to the General Manager for resolution of their concerns.

## **8. BOARD MEMBER COMPENSATION**

- 8.1 Board Members may receive compensation of one hundred dollars (\$100.00) for each authorized day of service rendered as a Board Member.
- 8.2 The following are authorized meetings for which a Board Member may be compensated:
  - a) Regular Board meetings.
  - b) Special Board meetings.
  - c) Standing Committee meetings of which the Board Member is a Committee member.
  - d) Participation in a training program on a topic that is directly related to the District, provided that the Board of Directors has previously approved the Member's participation at a Board meeting and that the Member delivers a written report to the Board regarding the Member's participation at the next Board meeting following the training program.
  - e) Representation of the District at a public event, provided that the Board of Directors has previously approved the Member's representation at a Board meeting and that the Member delivers a written report to the Board regarding the Member's representation at the next Board meeting following the public event.
  - f) Representation of the District at a public meeting or a public hearing conducted by another public agency, provided that the Board of Directors has previously approved the Member's representation at a Board meeting and that the Member delivers a written report to the Board regarding the Member's representation at the next Board meeting following the public meeting or public hearing.
  - g) Representation of the District at a meeting of a public benefit non-profit corporation on whose Board the District has membership, provided that the Board of Directors has previously approved the Member's representation at a Board meeting and that the Member delivers a written report to the Board regarding the Member's representation at the next Board meeting following the corporation's meeting.
- 8.3 Board Member compensation shall not exceed six days of service in any calendar month.
- 8.4 Board Member compensation shall not exceed \$100.00 per day or \$600.00 per month.
- 8.5 Each Board Member is entitled to reimbursement for travel, meals, lodging, and other actual and necessary expenses incurred in the performance of the duties required or authorized by the Board

pursuant to Government Code Section 53232.2.

- 8.6 Board Members shall provide brief reports on meetings attended at the expense of the District at the next regular Board meeting, as provided by Government Code Section 53232.3.

## **9. STANDING COMMITTEES**

- 9.1 Standing committees are those committees created by formal Board action that have continuing subject matter jurisdiction, regularly established meeting schedules, and one Board Member as a non-voting chairperson who does not count toward a quorum. The General Manager is an ex-officio non-voting member of all standing committees and does not count toward a quorum.
- 9.2 The following shall be the standing committees of the District:
- a) Finance;
  - b) Resources & Infrastructure;
  - c) Policy; and
  - d) Parks, Recreation and Open Space
- 9.3 Committee Rules:  
Members' terms and method of appointment, along with detailed rules and procedures for committees, are contained in the Standing Committee Bylaws, a Board-approved set of guidelines and expectations for committees.
- 9.4 Meetings:
- a) All committees shall comply with the provisions of the Ralph M. Brown Act concerning the calling of public meetings and with the Board and Standing Committee Bylaws.
  - b) A written report shall be prepared for each committee meeting by the Chair and forwarded to the Board of Directors. A recording of each meeting will be made available on the District's website.
  - c) With the exception of the Board Member serving as a non-voting Committee Chair, Board Members may attend meetings of the District's standing committees as observers only and shall not participate in such meetings.

## **10. AD HOC COMMITTEES AND LIAISON APPOINTMENTS**

- 10.1 The President or a majority of the Board may create ad hoc committees consisting of two Board members in accordance with the provisions of the Brown Act from time to time with specific focus and duration, as required. Ad hoc committees shall meet on an as-needed basis.
- 10.2 The tasks of the ad hoc committee shall be outlined at the time of appointment, along with expected deliverables and an estimated completion date. The committee shall be considered dissolved when its final report has been made.
- 10.3 The President or a majority of the Board may appoint a liaison to an organization, group, non-profit, or other agency. The role of the liaison is to observe the meetings of those entities to which they are appointed as liaison and report back to the Board on the discussions and actions taken during those meetings on topics that relate to the community and the District. The liaison is not an official spokesperson of the Board at these meetings and shall not speak as such without prior Board approval. Any personal opinions or comments made by the liaison shall include the statement that it is their own personal opinion and does not reflect the opinion of the entire Board. Their comments shall not undermine the decisions adopted by the Board or commit the Board to

any action or policy.

- 10.4 The Board-appointed liaison may prepare and submit a written report for each meeting attended and forward it to the Confidential Administrative Assistant for inclusion in the appropriate agenda.

**11. BOARD BYLAW REVIEW POLICY**

- 11.1 Subject to Section 3.1, the Board Bylaws shall be reviewed annually at the first regular meeting in January, after which amendments to the Bylaws may be considered for adoption by the Board.

**12. COMPLIANCE WITH FEDERAL AND STATE LAW**

- 12.1 If it is determined any of these Bylaws conflict with Federal or State rules or statutes, the Federal or State rules or statutes will apply.
- 12.2 These Bylaws are for the purpose of providing guidance to the Cambria Community Services District Board of Directors in the performance of their duties.
- 12.3 These Bylaws are not intended to amend any laws governing the behavior of any individual Board member in a private capacity. All Board members will comply with all Federal and State laws governing their conduct in the performance of their duties.