

Section	BOD-2 Board of Directors	Approval Date	06/11/08
Policy	BOD-2.1 Board Rules for Proceedings	Latest Revision	07/28/21

BOD-2.1 Board Rules for Proceedings

INTRODUCTION

These are the rules for proceedings of meetings of the Board of Directors of San Juan Water District. Parliamentary procedures not addressed by these rules would be conducted pursuant to Rosenberg’s Rules of Order (League of California Cities, 2011). The purposes of these rules are to facilitate public participation during meetings of the Board, protect the rights of all Directors and to provide a process for conducting Board meetings in an orderly and efficient manner. The provisions of the Community Services District Law (see Government Code sections 61000, et seq.), Brown Act (Government Code section 54950, et seq.) and any other law will control over any inconsistent provision contained in these rules.

RULE 1 - SELECTION OF OFFICERS

The President and Vice-President of the Board will be elected by the members of the Board for a one-year term. The election will be held at the first regular meeting in December of each year. The Board may elect a President or Vice-President at any other time during the year, as necessary, to serve out the remaining term. Pursuant to a majority vote of the Board, the President or Vice-President may be removed from their position at any point during the term. The remaining provisions of this paragraph will be considered discretionary guidelines for the Board to follow in selecting its President and Vice-President, and will not be binding on the Board. The Board will normally follow a rotation for the election of President and Vice-President under which the Vice-President will normally be elected President at the conclusion of the President’s one-year term. If the membership on the Board of the President is terminated before the expiration of his or her one-year term of office, the Vice-President will automatically become the President for the balance of that term, and will be eligible for election as President for another full one-year term.

The Board will by majority vote appoint a Secretary and Treasurer, who will serve at the pleasure of the Board. (See Government Code section 61240.)

RULE 2 - DUTIES OF PRESIDENT OF BOARD

The President of the Board of Directors will be its presiding officer. (See Government Code section 61221.) The President’s duties will include, but not be limited to, the following: presiding over meetings of the Board, calling special meetings of the Board, establishing and appointing committees of the Board, and appointing representatives of the District to associations of which the District is a member. The Board will appoint representatives of the District to joint powers authorities of which the District is a member. In the President’s absence, the Vice-President of the Board will perform such duties.

RULE 3 - TIME AND PLACE FOR REGULAR MEETINGS

The regular monthly meeting of the Board of Directors will be held at the District office on the fourth Wednesday of each month commencing at 6:00 p.m, with the exception of November and December wherein the meeting will be held on the second Wednesday of each month. The location, day and time for holding regular meetings may be changed by the Board of Directors from time to time by resolution. If a regular meeting falls on a holiday (as listed in Government Code section 6700), the meeting will be held on the day designated by the Board. (See Government Code section 54954(a).)

RULE 4 - QUORUM REQUIREMENTS

Three members of the Board will constitute a quorum for the transaction of business. (See Government Code section 61224.)

RULE 5 - MAJORITY VOTE

Three members of the Board will be required to approve any ordinance, resolution or motion, unless a different voting requirement to approve a particular action is specified under State law. (See Government Code section 61225.)

RULE 6 - WHAT CONSTITUTES AN AFFIRMATIVE VOTE

Unless a Director is not voting because of a conflict of interest, a Director who is present will be deemed to have voted in the affirmative on a matter unless the Director votes against the measure by casting a "no" vote. An "abstain" vote will constitute an "aye" vote. (See *Dry Creek Valley Association, Inc. v. Board of Supervisors* (1977) 67 Cal.App.3d 839.) When calling for the vote on a motion, the President of the Board will normally ask if there is any opposition, since the remaining Directors present will be deemed to have voted in the affirmative unless they are not voting due to a conflict of interest.

RULE 7 - CONFLICTS OF INTEREST

A member of the Board may not make, participate in making or in any way attempt to use his or her official position to influence a decision of the Board of Directors in which he or she knows or has reason to know that he or she has a financial interest. (Government Code section 87100.) Generally, a Director has a financial interest in a matter if it is reasonably foreseeable that the Board decision would have a material financial effect (as defined by the Fair Political Practices Commission's ["FPPC"] regulations) that is distinguishable from the effect on the public generally, involving dollar amounts set by FPPC regulations from time to time, on: (a) a business entity in which the Director has a direct or indirect investment in the amount specified in FPPC regulations; (b) real property in which the Director has a direct or indirect investment interest, with a worth in the amount specified in FPPC regulations; (c) a source of income of the Director, in the amount specified in FPPC regulations, within twelve months before the Board decision; (d) a source of gifts to the Director, in the amount specified in FPPC regulations, within twelve months before the Board decision; or (e) a business entity in which the Director holds a position as a director, trustee, officer, partner, manager or employee. An "indirect interest" means any investment or interest owned by the spouse or dependent child of the Director, by an agent on behalf of the Director, or by a business entity or trust in which the Director, or the Director's

spouse, dependent child or agent owns directly, indirectly or beneficially a ten percent interest or greater. (Government Code section 87103.)

If a member of the Board believes he or she may be disqualified from participation in the discussion, deliberations or vote on a particular matter due to a conflict of interest, the following procedure will be used: (a) if the Director becomes aware of the potential conflict of interest before the Board meeting at which the matter will be discussed or acted on, the Director will notify the General Counsel of the potential conflict of interest, so that a determination can be made whether it is a disqualifying conflict of interest; (b) if it is not possible for the Director to discuss the potential conflict with the General Counsel before the meeting, or if the Director does not become aware of the potential conflict until during the meeting, the Director will immediately disclose the potential conflict during the Board meeting, so that there can be a determination whether it is a disqualifying conflict of interest; and (c) upon a determination that there is a disqualifying conflict of interest, the Director will not participate in the discussion, deliberation or vote on the matter for which a conflict of interest exists. In such a case, the Board minutes will state: "Due to a potential conflict of interest, Director _____ did not participate in the discussion, deliberation or vote on this matter."

RULE 8 - MOTIONS

The procedures for Board members to make and approve motions are defined in Rosenberg's Rules of Order.

RULE 9 - PROTECTION OF RIGHTS OF DIRECTORS

One of the primary purposes for these rules of procedure is to protect the rights of all Directors. The President will allow each Director a reasonable opportunity to discuss a motion, after it has been made and seconded, and before it has been voted on. The President can set reasonable time limits for discussion of a motion. A Director can object to a procedural ruling by the President by stating: "Mr./Madam President, I rise to a point of order." The President must then ask the Director to state the point of order. The President will then rule on the point of order. The President's ruling on a point of order may be appealed by a motion made and seconded to appeal the decision, which is then voted on by the Board.

In order to assure that the Board's discussions and deliberations during a public meeting can be heard by the public, Directors are requested to refrain from engaging in other than oral communications on District matters during a Board or committee meeting (e.g., refrain from using written, electronic or telephone communications that are not made available to the other Board members and to the public).

RULE 10 - RECORD OF VOTE

Except where action is taken by the unanimous vote of all Board members present and voting, the ayes and noes taken upon the passage of all ordinances, resolutions or motions will be entered upon the minutes. (See Government Code section 61226.)

RULE 11 - ORDINANCES

The enacting clause of all ordinances passed by the Board will be: "Be it ordained by the Board of Directors of San Juan Water District as follows:" (See Government Code section 61226.) All ordinances will be signed by the President and attested by the Secretary. (See Government Code section 61228.)

RULE 12 - AGENDA AND AGENDA MATERIALS

The General Manager will be responsible for preparing the agenda for regular Board meetings and meetings of standing committees (see Government Code section 54952 and Rule 22), and having it posted at the District office in a location freely accessible to the public no later than seventy-two hours before a regular meeting. The General Manager will also be responsible for preparing the agenda for ad hoc advisory committee meetings. The agenda will 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, including closed session items. (See Government Code section 54954.2.) Any member of the Board may request the General Manager 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 will be at noon, five working days before the meeting. The Board may, by majority vote, include items on or exclude items from meeting agendas, subject to the limitations defined in Rule 14.

An agenda for a regular or special Board meeting will contain the following statements: (a) "The public may address the Board concerning an agenda item either before or during the Board's consideration of that agenda item." (See Government Code section 54954.3(a).); and (b) "In compliance with the Americans with Disabilities Act, if you have a disability, and you need a disability-related modification or accommodation to participate in this meeting, then please contact [insert the name and telephone number of the person designated by the General Manager]. Requests must be made as early as possible, and at least one-full business day before the start of the meeting." (See Government Code section 54954.2(a).)

RULE 13 - REQUESTS FOR COPIES OF AGENDAS AND AGENDA MATERIALS

Any person may request the District to mail him or her a copy of the agenda or agenda packet for any meeting of the Board. When the District receives such a request, the General Manager will mail copies of the requested materials (except for documents that are exempt from disclosure under the Public Records Act) to the requesting party at the time that the agenda is posted or when the agenda packets are distributed to a majority of the Board members, whichever occurs first. Any request for copies of agendas or agenda packets for all Board meetings in a given year will be valid for the calendar year in which the request is submitted, and the request must be renewed after January 1 of each year in which it is to remain in effect. (Government Code section 54954.1.) Documents that are distributed to all or a majority of the members of the Board by any person in connection with a matter subject to discussion or consideration at a regular or special meeting of the Board will be disclosable public records under the California Public Records Act (commencing with Government Code section 6250), and will be made available upon request by a member of the public without delay, except as to documents that are exempt from disclosure under the Public Records Act. Documents that are distributed during a regular or special Board meeting that are subject to disclosure under the Public Records Act will be made available for public inspection at the meeting, if prepared by the District or a member of the Board, or after the meeting, if prepared by some other person. The District may charge a fee for responding to

requests for copies of agendas, agenda packets or other documents, which fee will be limited to the District's copying and postage costs. (See Government Code section 54957.5(a) and (b).)

Documents and materials that are related to an open session agenda item that are provided to the District Board less than seventy-two hours prior to a regular meeting will be made available for public inspection and copying at the District office during normal District business hours. These documents will also be made available on the District's web site. (See Government Code section 54957.5.)

Upon request, the agenda and other documents referred to in this rule will be made available in an appropriate alternative format to persons with a disability, as required by Section 202 of the Americans with Disabilities Act of 1990 (42 U.S.C. section 12132) and the federal rules and regulations adopted in implementation thereof. (See Government Code sections 54954.1, 54954.2(a) and 54957.5(b).) The District will not charge a special surcharge to provide documents requested in an alternative format by a person with a disability in accordance with the Americans with Disabilities Act and its implementing regulations. (See Government Code section 54957.5(c).)

If the District tape records a meeting, it will retain the tape for at least thirty days following the meeting. The public may inspect the tape recording on a tape recorder made available by the District, without charge. (See Government Code section 54953.5(b).)

RULE 14 - AUTHORITY TO ACT ON MATTERS NOT ON THE AGENDA

The Board will take no action on or discuss any item not appearing on the posted agenda, except under the following conditions, in which cases the item will be publicly identified before discussion begins: (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 that severely impairs public health, safety, or both, as determined by a majority of the members of the Board, or a crippling disaster that 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-third vote of the Board members present at the meeting, or, if less than two-thirds of the members of the Board are present, a unanimous vote of those members present, that the need to take immediate action became apparent after the agenda was posted; or (c) the item was posted 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. (See Government Code sections 54954.2 and 54956.5.)

RULE 15 - CONSENT AGENDA

The General Manager may list on the agenda a "consent agenda", which will 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 routine resolutions. 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.

RULE 16 - ORAL INFORMATIONAL REPORTS

Any member of the Board may make an oral report at a regular meeting for the purpose of informing the Board of any matter of interest to the District. The Board may also call on the General Manager, District staff or District legal counsel for oral informational reports on matters not on the agenda. Unless the Board makes the determinations required under Rule 14, there will be no more than limited discussion, and no action, on matters covered in such oral reports. (See Government Code section 54954.2(a).)

RULE 17 - PUBLIC FORUM AND COMMENT

Every agenda for a regular meeting will 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 that do not appear on the agenda. This agenda item will be described substantially as follows: "Opportunity for public comment on non-agenda items." During the Public Forum, the Board may briefly respond to statements made or questions posed by the public, or ask District staff for clarification, refer the matter to District staff or ask District staff to report back at a future meeting. (See Government Code sections 54954.2 and 54954.3.) The Board will not take action on any matter raised during the Public Forum, unless the Board first makes the determinations set forth in Rule 14. It is the general policy of the Board to refer to the General Manager for resolution complaints received from members of the public. If the complaint cannot be resolved, the General Manager will place it on a meeting agenda for consideration by the Board. In order to facilitate 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 or less will normally be standard), and may limit the time allocated for public comment of an individual speaker (three minutes or less will normally be standard). The President may declare as out of order irrelevant, repetitious or disruptive comments. (See Government Code section 54954.3.)

The public may address the Board concerning an agenda item either before or during the Board's consideration of that agenda item. (See Government Code section 54954.3(a).)

These rules are not intended to prohibit public criticism of policies, procedures, programs or services of the District, or of the acts or omissions of the Board. (See Government Code section 54954.3(c).)

In the event that any meeting is willfully interrupted by a group or groups of persons so as to render the orderly conduct of such meeting unfeasible, and order cannot be restored by the removal of individuals who are willfully interrupting the meeting, the Board may order the meeting room cleared and continue in session. Only matters appearing on the agenda may be considered in such a session. Representatives of the press or other news media, except those participating in the disturbance, will be allowed to attend any session held pursuant to this section. Nothing in this section will prohibit the Board from readmitting an individual or individuals not responsible for disturbing the orderly conduct of the meeting. (See Government Code section 54957.9.)

RULE 18 - PUBLIC HEARINGS

The procedure for conducting public hearings during a meeting of the Board will be as follows: (a) no earlier than the time set for the public hearing, the President of the Board will declare the public hearing open; (b) the President will ask the General Manager whether notice of the public hearing has been

given in the manner required by law; (c) the President will ask the General Manager whether written comments on the subject matter of the public hearing have been received; (d) the President will ask whether any member of the public wishes to present written or oral comments on the subject of the public hearing; (e) in its discretion, the Board may set time limits on the amount of time an individual speaker is allowed to comment orally during the public hearing; and (f) following the close of presentation of comments, the President will declare the public hearing closed. The Board may continue a public hearing from time to time.

RULE 19 - ADJOURNMENT

A meeting of the Board will be adjourned by: (a) loss of a quorum; (b) by 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 no further business to come before the Board. A regular or special meeting of the Board may also be adjourned for the purpose of continuing it 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 Secretary of the Board if all members are absent from any regular or adjourned regular meeting. A copy of the order or notice of adjournment to continue a meeting to another date will be conspicuously posted on or near the door of the District office where the meeting was held within twenty-four hours after the time of adjournment. (See Government Code section 54955.)

RULE 20 - 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 personally or by any other means, including mail, facsimile and electronic mail, written notice to each member and to each newspaper, radio or television station requesting notice in writing. Such notice must be received at least twenty-four hours before the time of such meeting as specified in the notice to constitute notice of the special meeting (except as to emergency meetings, in which case, the notice requirements specified in Rule 23 will be followed). Electronic mail will constitute notice of the special meeting only if the recipient confirms received, and it will be deemed to be received at the time of such confirmation. The call and notice will specify the time and place of the special meeting and the business to be transacted, and will include the statements specified in Rule 12. No other business will 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 in person or by mail, facsimile, electronic mail or 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 posted at least twenty-four hours before the meeting in a location freely accessible to the public. (See Government Code sections 54954.3(a) and 54956.)

RULE 21 - BOARD WORKSHOP MEETINGS

From time to time, the Board may set a regular or special meeting to be conducted as a “workshop meeting,” during which the Board would have the opportunity to receive presentations on and discuss matters identified on the agenda, but the Board would not normally take action on those items. Nothing in this rule is intended to prevent the Board from taking action on a matter during a workshop session.

RULE 22 - BOARD COMMITTEES

Board committees will be composed of less than three Directors, and may be either standing committees or ad hoc advisory committees. In accordance with Rule 12, standing committee meetings will be open to the public (except for authorized closed sessions), and the agenda for those meetings will be posted in the same manner as the agenda for regular Board meetings. In addition, the President may from time to time establish, and appoint the members of, ad hoc advisory committees to serve a limited or single purpose, which committees are to be dissolved once their specific task is completed. The meetings of an ad hoc advisory committee are not required to be open to the public, and notice of such meetings is not required to be posted. (See Government Code sections 54951 and 54952.)

Directors who are not members of a standing committee may attend a standing committee meeting only as observers, and they may not participate in the committee meeting, ask questions or sit with the committee members at the Board table. (See subsection (c)(6) of Government Code section 54952.2.)

RULE 23 - CLOSED SESSIONS

A closed session may be held on any subject authorized under the Brown Act. The agenda for a regular or special meeting will contain a brief, general description of the purpose of a closed session, pursuant to the provisions of Sections 54954.5, 54956.5, 54956.8, 54956.9, 54957 or 54957.6.

The Board will not keep minutes of its closed sessions. (See Government Code section 54957.2.) In the closed session, the Board will consider only those matters covered in its statement of reasons for holding the closed session. (See Government Code section 54957.7.)

Before holding a closed session to consider complaints or charges against a particular employee (as distinguished from mere evaluation of performance unrelated to any specific complaint or charge), the District will provide twenty-four hours' advance written notice to the employee of his or her right to have the matter heard in open session. (See Government Code section 54957.)

A closed session may be held to meet with the District's negotiator regarding the salary and benefits of District officers and employees, but not including elected officials, but the District's available funds, funding priorities or budget will not be discussed during the closed session. (See Government Code section 54957.6.)

Following every closed session, the Board will reconvene to open session and publicly report any action and vote during the closed session, as required by Sections 54956.5 or 54957.1 of the Government Code.

The District will make available after a closed session to anyone who has requested them in advance, agreements or other documents approved in closed session, unless the document needs to be revised, in which case it will be provided as soon as possible. After the closed session, changes to the agreement will be orally summarized if anyone present so requests. (See Government Code section 54957.1(b).)

RULE 24 - MEETINGS BY TELECONFERENCE

The District Board may hold meetings by teleconference, pursuant to the provisions of Government Code section 54953(b).

RULE 25 - AMENDMENT OF RULES

By motion made, seconded and approved, the Board in its discretion may 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.

Revision History:

Revision Date	Description of Changes	Requested By
2/28/18	Rule 3 - Change the time and to one meeting per month	Board
7/28/21	See staff report from 7/28/21 Board minutes	Legal Affairs Committee