

## CAMBRIA COMMUNITY SERVICES DISTRICT 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 voting, introducing motions, resolutions and ordinances, and any discussion.
- 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.
- 1.5 The President or his or her designate shall be the spokesperson for the Board and point person for intergovernmental relations.

### 2. MEETINGS

- 2.1 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.
- 2.2 Reserved.
- 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; and
- (b) 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

The President of the Board or a Board majority in 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.

### 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, which are considered to be of a routine and non-controversial nature, are placed on the Consent Agenda. These items

shall be approved, adopted, and accepted by one motion of the Board of Directors.

- (a) Board members may request any item listed under 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 minor 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 they wish to register a dissenting vote without discussion. These items will be handled along with the rest of the Consent Agenda, and the District Clerk will register a “no” vote in the minutes.

#### 4. PREPARATION OF MINUTES

- 4.1 The minutes of the Board shall be kept by the District Clerk.
- 4.2 The District Clerk shall be required to make a record only of such business as was actually passed upon by a vote of the Board and, except as provided in Section 4.3 and 4.6 below, shall not be required to record any remarks of Board members or any other person.
- 4.3 Any Director may request for inclusion into 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 District Clerk 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 related.
- 4.6 Whenever the Board acts in a quasi-judicial proceeding, the District Clerk 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 District Clerk, and all Directors will receive all information being distributed.
- 5.2 Directors shall at all times conduct themselves with courtesy to each other, to staff and to members of the audience present at Board meetings.
- 5.3 Individual Directors have the right to disagree with ideas or opinions, while being respectful. Once the Board of Directors takes action, Directors should not create barriers to the implementation of said action.
- 5.4 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 11th 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, Directors have no individual authority. As individuals, Directors 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. Directors do not represent any fractional segment of the community, but are rather a part of the body which represents and acts for the community as a whole.

6.3 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 the 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.
- d) Appointment, oversight and evaluation of a District Counsel to handle all matters concerning the legal aspects of the CCSD

## 7. DIRECTOR 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.

7.2 Individual Board Members should not involve themselves in the day-to-day operations of the District. Their principle 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 should not involve themselves or interfere in personnel matters, to protect their impartiality when hearing an appeal of discipline, per the District's disciplinary and grievance process.

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. DIRECTOR COMPENSATION

- 8.1 Directors may receive compensation of one hundred dollars (\$100.00) for each authorized day of service rendered as a Director.
- 8.2 The following are authorized meeting for which a Director may be compensated:
- (a) Regular Board meetings.
  - (b) Special Board meetings.
  - (c) Advisory or Committee meetings.
  - (d) Training or educational seminars, conferences or webinars.
  - (e) Negotiation sessions.
  - (f) Depositions.
  - (g) Meetings with District consultants, engineers, or other professionals for the purpose of conducting District business or potential business.
  - (h) Any other activity the Board authorizes a member attend, in advance of attendance.
- 8.3 Director compensation shall not exceed six days of service in any calendar month.
- 8.4 Director's compensation shall not exceed \$100.00 per day or \$600.00 per month.
- 8.5 Each Board Member is entitled to reimbursement for their 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 that have continuing subject matter jurisdiction, regularly established meeting schedules and one director as chairperson. The General Manager may be an ex-officio member of all standing committees.

9.2 The following shall be the standing committees of the District:

- a) Finance
- b) Resources & Infrastructure
- c) Policy

9.3 Committee Rules

Detailed rules and procedures for committees are contained in the 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 the Board and committee bylaws.
- b) Summary notes for each committee meeting shall be forwarded to the CCSD Board of Directors as a public record. A recording of each meeting will be made available on the district's website.
- c) With the exception of the Board Member serving as Committee Chair, Board Members may attend meetings of the District's Standing Committees as observers only and shall not participate in such meetings.

9.5 Scope of Responsibility: Standing committees shall be advisory to the Board of Directors. The committee shall gather information, explore alternatives, examine implications, and offer options for the review and deliberation of the Board of Directors.

- a) Each standing committee shall consider District-related issues assigned to it by the Board of Directors.

- b) The committee may meet with staff and/or District consultants, but shall not interfere with their duties as determined by the Board.
  - c) At the request of a majority of the committee, the committee chairperson may appoint persons to an ad hoc subcommittee consisting of less than a quorum of the members to assist a standing committee in making recommendations to the Board of Directors. The duties of the ad hoc subcommittee shall be outlined at the time of appointment and the subcommittee shall be considered dissolved when its final report has been made to the standing committee.
- 9.6 Limits on Authority: Committees shall not speak or act on behalf of the Board, shall not commit the District to any policy, act or expenditure, shall not conflict with authority delegated to staff by the Board, and shall not attempt to exercise authority over staff.
- 9.7 Membership.
- a) Each Director appoints one member, subject to Board approval.
  - b) The Board retains the discretion to alter Standing Committee membership on a case-by-case basis.
  - c) Members of the public who wish to serve on a standing committee must:
    - Reside in the boundaries of the District
    - Be a registered voter
  - d) Committee members are appointed to serve two year terms.
  - e) *Reserved (stagger terms?)*
  - f) All standing committee members will receive Brown Act training.

## 10. AD HOC COMMITTEES

- 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 duties of the ad hoc committee shall be outlined at the time of appointment, and the committee shall be considered dissolved when its final report has been made.

**11. BOARD BYLAW REVIEW POLICY**

- 11.1 Subject to 3.1 the Board Bylaws shall be reviewed annually at the first regular meeting in January and amendments to the Bylaws shall be considered for adoption by the Board at the first regular meeting in February.

**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 (CCSD) Board of Directors in the performance 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. Each Director will comply with all Federal and State laws governing their conduct in the performance of their duties as Directors.