

**RESOLUTION 2020-09
BOARD BYLAWS AND RULES OF PROCEDURE**

**A RESOLUTION OF THE BOARD OF DIRECTORS
OF THE SUMMERLAND SANITARY DISTRICT
ESTABLISHING BYLAWS AND RULES OF PROCEDURE
FOR THE CONDUCT OF BOARD BUSINESS**

WHEREAS, in accordance with Government Code section 54954(a), the Board of Directors (“Board”) of the Summerland Sanitary District (“District”) must specify the time and place for the holding of regular Board meetings; and

WHEREAS, the Board finds it desirable to enact and update its rules for the orderly and efficient operation of Board business;

NOW, THEREFORE, BE IT RESOLVED that the Board hereby establishes the following Board Bylaws and Rules of Procedure:

Section 1. Power and Authority of Board.

A. **The Board.** The Board is the legislative body of the District. The Board possesses and shall exercise its powers in accordance with the District’s principal act [the Sanitary District Act of 1923, Health and Safety Code section 6400 et seq.], and other provisions of law governing the District and Board, including but not limited to the Ralph M. Brown Act (Government Code section 54950 et seq.).

B. **Roles and Responsibilities.** The Board is the District’s policy maker. District Management together with District staff shall administer and implement Board policies and directives. The Board shall provide direction to District Management on all new and/or major issues. Individual Board members shall not direct Management to initiate an action, project, or study, or prepare a report which is significant in nature (exceeding 2 hours to accomplish) without approval of the President or a majority of the Board. All Directors shall receive notice of information requested by an individual Board member and receive a copy of the information furnished in response to the request. The Board and District Management shall strive to work together in a positive, professional relationship.

Section 2. Board Officers.

A. **Officers.** Pursuant to Health and Safety Code sections 6486 and 6488, the officers of the Board are a President and Vice President (President Pro Term), respectively. The Board shall also appoint a Secretary, who may be a member of the Board. In the absence or inability of the secretary to act, the Board

shall choose a Secretary Pro Term. No member of the Board may hold more than one (1) office.

B. Election. Board officers shall be elected by the Board for one-year terms, at the Board's annual organization meeting in December of each year.

C. Nominations: Nominations for each office will be open to all members of the Board. Nominations will be made by member of the Board and taken at the annual organization meeting at which the election of officers will occur. No member shall be nominated without his or her consent to serve if elected. More than one member may be nominated simultaneously to the same office

D. President. The President shall: (a) preside at all meetings of the Board to preserve order and decorum; (b) call special meetings of the Board as may be necessary; (c) consult and meet with District Management in the preparation of Board meeting agendas; (d) appoint the chairs and members of Board committees, and establish ad hoc or advisory committees; (e) act as Board spokesperson concerning District issues; (f) sign District documents, as required or appropriate; and (g) perform other duties as may be required by law.

E. Vice President [President Pro Term]. In the event of absence, resignation or inability of the President to perform those duties of office listed in the preceding paragraph, the Vice President shall become the President and perform such duties.

F. Secretary. The Secretary shall be responsible for: (a) keeping accurate minutes of all meetings; (c) countersigning any District documents, as required or appropriate; and (d) carrying out other duties as may be required by law.

G. Secretary Pro Term. The Secretary Pro Term shall act in the absence or inability of the Secretary to act in carrying out their duties.

H. Chief Fiscal Officer. The Board hereby appoints the District Administrative Manager as the District's Chief Fiscal Officer.

I. Pleasure of Directors. Officers shall serve at the pleasure of the majority of the Directors. At a regular or special meeting, a majority of the total membership of the Board may: (a) elect a successor to fill any officer vacancy created by absence, resignation, or inability to perform the duties of office; or (b) remove an officer prior to the expiration of his or her one-year term. In such event, the Board shall elect a Director to fill such position for the balance of the then-current one-year term.

Section 3. Board Meetings. All Board meetings shall be held in accordance with the Ralph M. Brown Act, Government Code section 54950 et seq., and any other requirements established by law.

A. **Regular Meetings.** The regular monthly Board meetings shall be held at the District Office/Treatment Plant on the second Thursday of each calendar month, commencing at 3:00 p.m., at 2435 Wallace Avenue, Summerland, California 93067. The Board may adjourn any regular meeting to a specific time and place, as set forth in the order of adjournment and in accordance with law.

B. **Special Meetings.** A special meeting may be called at any time by the President or by a majority of Directors, in accordance with the Ralph M. Brown Act. Such meetings shall be held at the District Office/Treatment Plant, unless otherwise specified in the written notice of the meeting.

C. **Emergency Meetings.** An emergency meeting may be called at any time, if an “emergency situation” exists as defined in the Ralph M. Brown Act.

D. **Quorum.** Three Directors constitute a quorum of the Board for the transaction of business. The Board shall act by ordinance, resolution or motion. Except as otherwise provided by law, the Board may act by the affirmative vote of a majority of the Board members present, provided that a quorum is present. The Board shall keep a record of all its acts, including financial transactions.

E. **Procedures and Order.** Rules for order and procedure of Board meetings shall be determined by the President and subject to approval by a majority of the Board. Robert’s Rules of Order shall not apply to or govern the procedures for the conduct of Board business. In the case of ambiguity or uncertainty in the application of rules to any procedure, the President may direct such question to the District’s Legal Counsel, who shall be the parliamentarian for the Board.

F. **Voting.** Voting shall occur by voice vote, except that a roll call vote shall occur if the item is an ordinance, resolution, or contract, or if a roll call vote is requested by any Director or is otherwise required by law. The President shall determine whether an item has been approved or adopted. All votes shall be publicly announced at the conclusion of the item, including the vote or abstention of each member present for the action.

G. **Agenda.** The Board meeting agenda is an informational, decision-making, and management tool. It presents the issues under consideration and provides a brief general description of each item of business to be transacted or discussed at the meeting. The agenda is accompanied by a packet of supporting materials designed to aid decision-making by presenting in sufficient factual detail the issues and options which are to be used in the decision-making process.

Typically, each item presented to the Board includes recommendations for specific actions. The following general requirements shall apply to agendas for Board meetings:

(1) The agenda for a regular meeting shall be posted at least 72 hours prior to the meeting and in compliance with the Ralph M. Brown Act.

(2) The agenda for a special meeting shall be posted at least 24 hours prior to the meeting and in compliance with the Ralph M. Brown Act.

(3) The Board shall act only on matters appearing on the posted agenda. In accordance with Government Code Section 54954.2(b), the Board may take action on items not appearing on the posted agenda, as follows: (a) upon a determination by a majority vote of the Board that an emergency exists, as defined in Government Code Section 54956.5; (b) upon a determination by a two-thirds vote of the members of the Board present at the meeting, or if less than two-thirds of the members are present a unanimous vote of those members present, that there is a need to take immediate action and that the need for action came to the attention of the District subsequent to the posting of the meeting agenda; 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.

H. Public Comments. The Board meeting agendas shall provide an opportunity for members of the public to directly address the Board on any item of interest to the public, before or during the Board's consideration of an item, in accordance with the requirements of the Ralph M. Brown Act. Speakers shall address their remarks to the Board. Speakers on non-agenda items may address only items that are within the subject matter jurisdiction of the Board. Speakers on agenda items may be deferred until the specific agenda item is taken for discussion. All speakers are limited to three (3) minutes. The total time allotted for all public input on any one agenda item shall be limited to one (1) hour. The President in his or her discretion may allow additional time to speakers, taking into consideration the number of speakers filing a request to address the Board or where circumstances so warrant. All questions of staff or the District shall be directed to the President, who will decide if a question is appropriate and who will respond. Typically, public inquiries on technical matters shall be referred to the District Management.

I. Agenda Additions by District Management District Management shall have the authority to place a matter of business on the agenda for a regular or special Board meeting where Management requires Board direction or approval regarding the matter or where the matter otherwise requires consideration and/or action by the Board.

J. Disqualification for Conflict of Interest. Any Board member who is disqualified from voting on a particular matter by reason of a conflict of interest

shall publicly state the nature of such disqualification, recuse themselves, and leave the meeting room until the matter is concluded.

K. Litigation and Confidential Information.

(1) Closed Sessions. Board members shall keep in complete confidence all written materials and information provided to them on matters which are confidential under state law, to ensure that the District's position is not compromised. Board members shall not discuss confidential information with anyone other than other Board members, the District Management or designee, and District Legal Counsel, and any such discussion shall be in accordance with the Ralph M. Brown Act.

(2) Negotiations. If the Board in closed session has provided direction on negotiations concerning a closed session item (e.g. real property negotiations, litigation, etc.), all contact(s) with the other party or its representative(s) will be by the designated District representative (Board member, Management, designee, or District Legal Counsel) representing the District. Unless designated as a representative, a Board member shall not have contact or discussion with the other party or its representative(s) during the negotiations period and shall not communicate any discussion or information occurring or provided in closed session.

Section 4. Board Committees. There shall exist the following standing committees of the Board: (a) Finance; (b) Administration, Operations and Personnel. Each standing committee is a "legislative body" and shall comply with applicable requirements of the Ralph M. Brown Act. Each committee shall determine the time and place for holding regular meetings.

Section 5. Amendments. These Board Bylaws and Rules of Procedure may be amended by a majority of the total membership of the Board.

Interpretation. These Board Bylaws and Rules of Procedure shall be interpreted and effectuated in compliance with applicable California law, including but not limited to the Ralph M. Brown Act. If any term or provision herein is declared or deemed to be invalid or void by any court of competent jurisdiction, the remaining terms and provisions herein shall not be affected.

Section 7. Effective Date. These Board Bylaws and Rules of Procedure shall take effect immediately and shall supersede any previously adopted Board bylaws and procedures, including Resolution 2019-02.

PASSED AND ADOPTED at the regular board meeting of the Board of Directors of the Summerland Sanitary District held October 8, 2020 carried by the following roll call vote:

AYES : J. Colomy, J. Franklin, D. Novis, J. Witmer, M. Tucker
NAYS : Ø
ABSENT : Ø
ABSTENTIONS : Ø



ATTEST:

DAVID NOVIS, President
Board of Directors
SUMMERLAND SANITARY DISTRICT

JOLENE COLOMY, Secretary
Board of Directors
SUMMERLAND SANITARY DISTRICT