

# CHRISTIAN VALLEY PARK COMMUNITY SERVICES DISTRICT BYLAWS

Adopted 9/17/2020

## ARTICLE I

### NAME

**Section 1. NAME. CHRISTIAN VALLEY PARK COMMUNITY SERVICES DISTRICT  
“CVPCSD”**

## ARTICLE II

### PRINCIPAL OFFICE OF THE Community Services District

**Section 1. PRINCIPAL OFFICE OF THE Community Services District.** The principal office for the transaction of the activities and affairs of this Community Services District is located within the boundaries of the CVPCSD and within District 5 of Placer County. The BOARD ("BOARD") may change the location of the principal office. Any such change of location must be noted by the Secretary/Clerk on these bylaws opposite this Section; alternatively, this Section may be amended to state the new location.

**Section 2. OTHER OFFICES OF THE CVPCSD.** The BOARD may at any time establish branch or subordinate offices at any place or places where this Community Services District is qualified to conduct its activities.

### Section 3. CONDUCT OF DISTRICT BUSINESS

The business of the District shall be conducted as set forth in the California Community Services District Law, Title 6, Division 3 of the Government Code of the State of California, [Section 61000](#) et seq. and in accordance with the provisions identified in Section 2, Articles A-H as identified in the adopted CVPCSD Code of Ordinances *Revised February 2011*

## ARTICLE III

### GENERAL AND SPECIFIC PURPOSES; LIMITATIONS

#### Section 1. GOVERNING LAW AND BOUNDARIES

The CVPCSD is recognized as a Special District by the State of California Government Code Section 61000, within the boundaries established in 1962 within Placer County and recorded and on file at LAFCO (Local Area Formation Commission) and Placer County's Recorder's Office. The CVPCSD has in place a Code of Ordinances, referred to as the Christian Valley Park Community Services Code, adopted in February 2011, which defines all District ordinances, rules, regulations, conduct of operations and definitions as provided by Title 6, Division 3, Part 1, Chapter 2 of the Government Code, State of California.

**Section 2. GENERAL AND SPECIFIC PURPOSES.** The purpose of CVPCSD is to manage, operate, guide, direct and promote a potable water supply, distribution storage and operational fire hydrants, road maintenance and improvement and safety within the District's boundaries. Also in the

context of these purposes, the CVPCSD shall not, except to an insubstantial degree, engage in any other activities or exercise of power that do not further the purposes of the CVPCSD.

No substantial part of the activities of the CVPCSD shall consist of the carrying on of propaganda, and the CVPCSD shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

### **Section 3. MISSION STATEMENT (PROPOSED)/PURPOSE AND AUTHORITY**

The CVPCSD shall provide the best possible services to those residing within the District boundaries and jurisdictions, which will include but are not limited to: provision of potable water, road maintenance and other road ~~or~~ safety improvements within the District's boundaries, in the most efficient and economical way possible. This will be done by remaining a small, innovative governmental entity operating on sound principles in a safe, professional, and courteous manner and encouraging community participation in its decision making.

## **ARTICLE IV**

### **CONSTRUCTION AND DEFINITIONS**

**Section 1. CONSTRUCTION AND DEFINITIONS.** Unless the context indicates otherwise, the general provisions, rules of construction, and definitions in the California Special District Law, and Government Code 61000 et seq. of State of California shall govern the construction of these bylaws. Without limiting the generality of the preceding sentence, the masculine gender includes the feminine and neuter, the singular includes the plural, and the plural includes the singular, and the term "person" includes both a legal entity and a natural person.

#### **OTHER DEFINITIONS:**

- a.) "DISTRICT" shall mean the CHRISTIAN VALLEY PARK COMMUNITY SERVICES DISTRICT.
- b.) "BOARD" shall mean the BOARD of Directors of the District.
- c.) "CUSTOMER" shall mean any person, firm or corporation to whom the District supplies and bills for water service.
- d.) "APPLICANT" shall mean a person, firm or corporation who applies for water service.
- e.) "PREMISES" shall mean any lot or parcel of land or any building or other structure having a connection to the District system.

### **Section 2. COMPLIANCE WITH FEDERAL OR STATE LAW**

The CVPCSD BOARD will comply with all State and Federal laws governing their conduct in the performance of their duties as Directors. These Bylaws are not intended to amend any laws governing the behavior of any individual BOARD Member or the BOARD as a whole. These Bylaws are for the purpose of providing guidance to the Director in the performance of his or her duties. If it is determined any of these Bylaws conflict with Federal or State rules or statutes the State rules or statutes will apply.

### **Section 3. CODE of ETHICS**

The BOARD of CVPCSD is committed to providing excellence in legislative leadership that results in the provision of the highest quality services to its constituents and to comply with State laws including AB 1234 (Salinas) approved in 2006. *Policy #1030*

#### **Section 4. CONFLICT OF INTEREST**

The BOARD of Christian Valley Community Services District adheres to Policy #~~10-0814~~ 1035, adopted on 9/7/14 and amended on 8/11/2020, which adopts Government Code §81000, and 2 Cal. Code of ~~regs~~ Regulations §18730 which contains the terms of a standard Conflict of Interest codes and Government Code 1090.

#### **ARTICLE V DEDICATION OF ASSETS**

Section 1. **DEDICATION OF ASSETS.** CVPCSD's assets are irrevocably dedicated to public benefit purposes as set forth in the Community Services District Law. No part of the net earnings, properties, or assets of the CVPCSD, on dissolution or otherwise, shall insure to the benefit of any private person, company or individual, or to any director or officer of the CVPCSD. On liquidation or dissolution, all properties and assets remaining after payment, or provision for payment, of all debts and liabilities of the CVPCSD shall be the District's assets will be subject to the determination of LAFCO when and if the District is reorganized, consolidated or dissolved pursuant to the provisions of the Cortese Knox Hertzberg Local Government Reorganization Act

#### **ARTICLE VI BOARD OF DIRECTORS**

**Section 1. GENERAL POWERS.** Subject to the provisions and limitations of the California Community Special District Law, the BOARD may delegate the management of the CVPCSD's activities to any person(s), management company or committees, however composed, provided that the activities and affairs of the CVPCSD shall be managed and all corporate powers shall be exercised under the ultimate direction of the BOARD.

**Section 2. SPECIFIC POWERS.** Without prejudice to the general powers set forth in Section 1 of these bylaws, but subject to the same limitations, the BOARD shall have the powers identified in California ~~CSD~~ Community Service District law Section 61061 to:

- a. Approve personnel policies and monitor their implementation; to appoint and remove, at the pleasure of the BOARD, all ~~corporate district~~ officers, agents, and employees; prescribe powers and duties for them ~~as are~~ consistent with the law, the articles ~~of in for~~ CVPCSD, and these bylaws; fix their compensation; and require from them security for faithful service.
- b. Change the location of the principal office or the principal business office in Christian Valley Park Community Services District and the Christian Valley Park Assessment Districts California, from one location to another within the confines of Auburn Township within the Jurisdictions of CVPAD District 5 of Placer County ~~CVPAD~~ and CVPCSD,
- c. Borrow money and incur indebtedness on the CVPCSD's behalf and cause to be executed and delivered for the CVPCSD's purposes, in the ~~corporate district~~ name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.
- d. Adopt and use ~~a~~ the corporate seal.

- e. Adopt, modify, approve the CVPCSD Code, ~~and/or~~ bylaws, and operational policies and procedures.

**Section 3. DESIGNATED DIRECTORS AND TERMS.** The number of directors shall be five (5). All Directors shall be registered voters within CVPCSD boundaries and/or jurisdiction. All directors shall have full voting rights. All directors shall be elected following presidential and legislative election practices. Three (3) shall be elected in Presidential election years and two (2) in Legislative election years. Each director shall hold office unless otherwise removed from office in accordance with these bylaws for four (4) years or until a successor director has been designated and qualified.

**Section 4. USE OF CORPORATE FUNDS TO SUPPORT NOMINEE.** ~~If there are more candidates for director than can be elected,~~ No CVPCSD funds, property, supplies, equipment and computers may be expended to support a candidate.

**Section 5. EVENTS CAUSING VACANCIES ON BOARD.** A vacancy or vacancies on the BOARD shall occur in the event of (a) the death, resignation, or removal of any director; (b) the declaration by resolution of the BOARD of a vacancy in the office of a director who has been convicted of a felony, declared of unsound mind by a court order, or found by final order or judgment of any court to have breached a duty under California Community Special Law ; or (c) the increase of the authorized number of directors. *(Renumbering all remaining Sections as needed.) Government Code Section 1771*

**Section 6. RESIGNATION OF DIRECTORS.** Except as provided below, any director may resign by giving written notice to the President of the BOARD, if any, or to the Vice President, or the General Manager/Secretary, or to the BOARD. The resignation shall be effective when the notice is given unless the notice specifies a later time for the resignation to become effective. If a director's resignation is effective at a later time, the BOARD may elect a successor to take office as of the date when the resignation becomes effective.

**Section 7 VACANCIES FILLED BY BOARD.** *(Government Code §1780)* The district shall notify the county elections official of the vacancy no later than 15 days following either the date on which the district BOARD is notified of the vacancy or the effective date of the vacancy, whichever is later. The remaining district BOARD members have 60 days immediately subsequent to either the date on which the district BOARD is notified of the vacancy or the effective date of the vacancy, whichever is later, to either fill the vacancy

1. By appointment, or
2. By calling a special election

If the BOARD decides to appoint someone to fill the vacancy, the BOARD first must post a notice of the vacancy in three or more conspicuous places in the district at least 15 days before the appointment is made.

If a quorum of (3) “aye” votes cannot be reached, the vacancy shall be filled by appointment by the Placer County BOARD of Supervisors and becomes official when confirmed by the CVPCSD BOARD.

The BOARD must notify the county elections of the appointment no later than 15 days after the appointment is made.

The person appointed shall hold office until the next general district election that is scheduled 130 or more days after the date the district BOARD is notified of the vacancy, and thereafter until the person elected at that election to fill the vacancy has been qualified. The person elected to fill the vacancy shall fill the balance of the unexpired term. If the term of office is due to expire following the next general district election and that election is

scheduled 130 or more days after the date the county elections official is notified of the vacancy, the person appointed to the vacancy shall fill the balance of the unexpired term of his or her predecessor. *Government Code §1780 (d)(1)*

If the vacancy is not filled by the district BOARD by either making an appointment or calling a special election within 60 days of the date the district BOARD is notified of the vacancy or the effective date of the vacancy, whichever is later, the following shall occur.

Within the next 90 days, the BOARD of Supervisors of Placer County shall fill the vacancy by appointment or may order the district to call an election to fill the vacancy.

The election shall be held on the next established election date (see previous list) that is 130 or more days after the date the city council or BOARD of supervisors calls the election. *Government Code §1780(b)(f)*

**Section 8. REMOVAL OF DIRECTORS.** Any director may be removed for the following:

- a) Recall through the election process-*2021 California Elections Code 11220*
- b) Submission of a letter of resignation
- c) Failure of the Director to discharge his duties for three (3) consecutive months, except when prevented by sickness, or when absent from the state with the permission required by law. *California Government Code Section 1771*
- d) His or her refusal or neglect to file his or her required oath or bond within the time prescribed.

Any vacancy caused by the removal of a director shall be filled as provided in Section 8. Any Director removed in accordance with subsection 'c' or 'd' shall be notified of the removal by the BOARD in writing.

**Section 9. MEETINGS\* (See Article XII for clarifications on all meetings.);**

**THE BOARD SHALL HOLD REGULAR MONTHLY MEETINGS.** All regular, special, and emergency meetings of the BOARD and its committees shall be called, noticed, and held in compliance with the provisions of the Ralph M. Brown Act ("Brown Act"). (Chapter 9 (commencing with Section 54950) of Division 2 of Title 5 of the Government Code), The BOARD shall meet annually for the purpose of organization, appointment of officers, and the transaction of such other business as may properly be brought before the meeting. This meeting shall be held at a time, date, and place as noticed by the BOARD in accordance with the Brown Act. Regular meetings are held the second Tuesday of each month.

**Section 10. REGULAR MEETINGS.** Regular meetings of the BOARD, including annual meetings, shall be held at such times and places as may be fixed by the BOARD. At least 72 hours before a regular meeting, the BOARD, or its designee shall post an agenda containing a brief general description of each item of business to be transacted or discussed at the meeting.

**Section 11. SPECIAL MEETINGS.** Special meetings of the BOARD may be called at any time by the President of the BOARD, if there is such an officer, or a majority of the BOARD. If a President of the BOARD has not been elected, then the Vice-President is authorized to call a special meeting in place of the President of the BOARD. The party calling a special meeting shall determine the place, date, and time thereof. ~~Govt.~~ **Government Code Section 54956**

**Section 12. NOTICE OF SPECIAL MEETINGS.** In accordance with the Brown Act, special meetings of the BOARD may be held only after twenty-four (24) hours' notice is given to the public through the posting of an agenda. Directors shall also receive at least twenty- four (24) hours notice of the special meeting, in the manner:

Any such notice shall be addressed or delivered to each director at the director's address as it is shown on the records of the CVPCSD, or as may have been given to the CVPCSD by the General Manager

for purposes of notice, or, if an address is not shown on the CVPCSD's records or is not readily ascertainable, at the place at which the meetings of the BOARD are regularly held.

- a. Notice by mail shall be deemed received at the time a properly addressed written notice is deposited in the United States mail, postage prepaid. Any other written notice shall be deemed received at the time it is personally delivered to the recipient or is delivered to a common carrier for transmission or is actually transmitted by the person giving the notice by electronic means to the recipient. Oral notice shall be deemed received at the time it is communicated, in person or by telephone or wireless, to the recipient.
- b. The notice of special meeting shall state the time of the meeting, and the place if the place is other than the principal office of the ~~CSD~~ CVPCSD, and the general nature of the business proposed to be transacted at the meeting. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.

**Section 13. EMERGENCY MEETINGS.** Emergency Meetings of the BOARD may be called by the President in case of a disaster when it is not feasible to wait 24 hours. There is no public comment period nor is there a closed session at an emergency meeting. For purposes of this section, "emergency situation" means both of the following:

(1) An emergency, which shall be defined as a work stoppage, crippling activity, or other activity that severely impairs public health, safety, or both, as determined by a majority of the members of the ~~legislative body~~ BOARD.

(2) A dire emergency, which shall be defined as a crippling disaster, mass destruction, terrorist act, or threatened terrorist activity that poses peril so immediate and significant that requiring a legislative body to provide one-hour notice before holding an emergency meeting under this section may endanger the public health, safety, or both, as determined by a majority of the members of the legislative body.

**Section 14. QUORUM.** A majority of the directors shall constitute a quorum. All acts or decisions of the BOARD will be by majority vote of the directors in attendance, based upon the presence of a quorum. Should there be less than a majority of the directors present at any meeting, the meeting shall be adjourned. Directors may not vote by proxy.

**Section 15. TELECONFERENCE MEETINGS.** Members of the BOARD may participate in teleconference meetings so long as all of the following requirements in the Brown Act are complied with\*:

- a. At a minimum, a quorum of the members of the BOARD shall participate in the teleconference meeting from locations within the boundaries of California;
- b. All votes taken during a teleconference meeting shall be by roll call;
- c. If the BOARD elects to use teleconferencing, it shall post agendas at all teleconference locations with each teleconference location being identified in the notice and agenda of the meeting;
- d. All locations where a member of the BOARD participates in a meeting via teleconference must be fully accessible to members of the public and shall be listed on the agenda;
- e. Members of the public must be able to hear what is said during the meeting and shall be provided with an opportunity to address the BOARD directly at each teleconference location; and

- f. The agenda shall indicate that members of the public attending a meeting conducted via teleconference need not give their name when entering the conference call.

**\*Limited Exceptions to Brown Act Under Executive Order N-29-20: Expires 1-1-2-24**

A BOARD may hold teleconference meetings without adhering to all of the requirements of the Brown Act.

- The agenda does not need to provide notice of each teleconference location nor do agendas need to be posted at each location;
- A quorum of BOARD members need not be located within the jurisdiction; and
- Governing BOARD members may participate in a teleconference meeting from places that are not publicly accessible so long as the CVPCSD complies with:
- Public access via internet and/or telephone to the BOARD meeting and ability to provide public comment in some electronic form.
- The BOARD uses its sound discretion and makes reasonable efforts to adhere, as closely as possible, to the other provisions of the Brown Act in order to maximize transparency and provide public access.

**Section 16. ADJOURNMENT and CONTINUANCE.** A majority of the directors present, whether or not a quorum is present, may adjourn any BOARD meeting to another time or place. Notice of such adjournment to another time or place shall be given, prior to the time schedule for the continuation of the meeting, to the directors who were not present at the time of the adjournment, and to the public in the manner prescribed by any applicable public open meeting law.

**Section 17. COMPENSATION AND REIMBURSEMENT.** Directors may receive a compensation for no more than 6 (six) meetings per month as determined by California Government Code section 61047, for their services as directors or officers. Increases in compensation will follow procedures detailed in Water Code section 20202 and which will be reflected in a resolution following the implementation of those procedures. Directors shall be entitled to the reimbursement of actual and necessary expenses incurred when conducting the CVPCSD's business.

**Section 18. CREATION AND POWERS OF COMMITTEES.** The BOARD may create one or more advisory committees composed of **no more than 2** directors and non- directors with a minimum of three members at all times. It is the intent of the BOARD to encourage the participation and involvement of community members through attending and participating in open committee meetings. The BOARD may establish, by resolution adopted by a majority of the directors then in office, advisory committees to serve at the pleasure of the BOARD.

**Section 19 MEETINGS AND ACTION OF COMMITTEES.** Meetings and actions of committees of the BOARD shall be governed by, held, and taken under the provisions of these bylaws concerning meetings, other BOARD' actions, and the Brown Act, if applicable, except that the time for general meetings of such committees and the calling of special meetings of such committees may be set either by BOARD' resolution or, if none, by resolution of the committee. Minutes of each meeting shall be kept and shall be filed with the corporate records. The BOARD may adopt rules for the governance of any committee as long as the rules are consistent with these bylaws. If the BOARD has not adopted rules, the committee may do so.

**Section 20. NON-LIABILITY OF DIRECTORS.** No director shall be personally liable for the debts, liabilities, or other obligations of CVPCSD. The District has an obligation to defend and indemnify

the members of the BOARD from claims that they acted negligently in the course and scope of their duties as directors.

## **ARTICLE VII OFFICERS OF THE CVPCSD**

**Section 1. OFFICES HELD.** The officers of the BOARD shall ~~be~~ **consist** of the President and Vice President, Secretary and Treasurer. **Treasurer can be the GM**

In the absence of the President, the Vice President shall act as President of the BOARD and shall serve as Chairperson over all meetings of the BOARD. If the President and Vice President of the BOARD are both absent, the remaining members present shall select one of themselves to act as Chairperson of the meeting.

**Section 2. DUPLICATION OF OFFICE HOLDERS.** Any number of offices may be held by the same person, except that neither the Secretary/Clerk nor the Treasurer may serve concurrently as either the President or the Chairman of the BOARD.

**Section 3. ELECTION OF OFFICERS.** The President, Vice President, Secretary and Treasurer of the BOARD shall be elected annually at the last regular meeting of each calendar year, with the term of office beginning on January 1 of the following year, **by a Quorum of the BOARD.**

**Section 4. APPOINTMENT OF OTHER OFFICERS.** The BOARD may elect, by majority vote, and authorize the President, or another officer to appoint any other officers that the ~~CSD- CVPCSD~~ may require. Each elected officer shall have the title and authority, hold office for the designated period, and perform the **appointed** duties specified in the bylaws or established by the BOARD.

**Section 5. RESIGNATION OF OFFICERS.** Any officer may resign at any time by giving written notice to the BOARD or General Manager. The resignation shall take effect on the date the notice is received or at any later time specified in the notice. Unless otherwise specified in the notice, the resignation need not be accepted to be effective. Any resignation shall be without prejudice to any rights of the CVPCSD under any contract to which the officer is a party. All District owned equipment and materials must be returned within one week of resignation.

**Section 6. VACANCIES IN OFFICE.** A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in these bylaws for normal appointment to that office.

**Section 7. PRESIDENT OF THE BOARD.** The President, or in his/her absence the Vice President, shall be recognized as the official head of the CVPCSD for all ceremonial purposes.

The President, or in his/her absence the Vice President, is the designated representative of the BOARD to speak on official CVPCSD position or policy.

**Section 8. VICE-PRESIDENT OF THE BOARD.** If the President is absent or disabled, the Vice- President shall perform all duties of the President. When so acting, a Vice- President shall have all powers of and be subject to all restrictions on the President. The Vice- President shall have such other powers and perform such other duties as the BOARD or the bylaws may require. In the absence of the President or Vice-president, the next senior member shall represent the BOARD for ceremonial purposes.

**Section 9. GENERAL MANAGER TO THE BOARD.** As per *Government Code 61051*, the General Manager is the highest level management appointee who is directly responsible to the BOARD of directors for the implementation of the policies established by the BOARD of directors.

The general manager shall be responsible for all of the following:

- (a) The implementation of the policies established by the BOARD of directors for the operation of the district.
- (b) The appointment, supervision, discipline, and dismissal of the district's employees, consistent with the employee relations system established by the BOARD of directors. **Policy #2400**



- (c) The supervision of the district's facilities and services.
- (d) The supervision of the district's finances.

The General Manager may delegate any or all of his/her authority as deemed appropriate or necessary **to existing employees or subcontractors**. All decisions and rulings of the General Manager shall be final, unless timely appealed to the BOARD.

The General manager or designee shall act as the Secretary/Clerk to the BOARD.

**Section 10. Secretary/Clerk.** The Secretary/Clerk shall keep or cause to be kept at the ~~CSD's~~ **CVPCSD** principal office or such other place as the BOARD may direct, a book of minutes of all meetings, proceedings, and actions of the BOARD and of committees of the BOARD. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular, special, or emergency and, if special or emergency, how authorized; the notice given; and the names of the directors present at BOARD and committee meetings.

The Secretary/Clerk shall keep or cause to be kept at the principal office, a copy of the articles of incorporation and bylaws, as amended to date.

The Secretary/Clerk shall give, or cause to be given, notice of all meetings of the BOARD and of committees of the BOARD that these bylaws require to be given. The Secretary/Clerk shall keep the corporate seal, if any, in safe custody and shall have such other powers and perform such other duties as the BOARD or the bylaws may require.

The Secretary/Clerk shall ~~implement~~ **provide or direct** Brown Act training and serve as a liaison to the County and State on issues related to policy and records.

## **ARTICLE VIII AUTHORITY OF DIRECTORS**

**Section 1. AUTHORITY OF DIRECTORS.** The BOARD is the unit of authority within the CVPCSD. Apart from his/her normal function as a part of this unit, Directors have no individual authority. As individuals, Directors may not commit the CVPCSD to any policy, act or expenditure.

Members of the BOARD shall exercise their independent judgment on behalf of the interest of the entire CVPCSD, 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.

The primary responsibility of the BOARD is the formulation and evaluation of policy. Routine matters concerning the operational aspects of the CVPCSD are to be delegated to professional (staff) members of the CVPCSD.

Except during an open and public meeting, a majority of the BOARD shall not use a series of communications of any kind, directly or through intermediaries, to discuss, deliberate, or take action on any item of business that is within the subject matter of the CVPCSD.

The BOARD shall adopt procedures to annually evaluate itself in the specific areas of authority and operations.

**Section 2. AUTHORITY OF GENERAL MANAGER.** The General Manager shall be responsible for those activities, functions, and duties pursuant to contract.

BOARD Members, by making a request to the General Manager, shall have access to information relative to the operation of the CVPCSD, including but not limited to statistical information, information serving as the basis for certain actions of Staff, justification for Staff recommendations, etc. If the General Manager cannot timely provide the requested information by reason of information deficiency, or major interruption in work schedules, workloads, and priorities, then the General Manager shall inform the individual BOARD Member why the information is not or cannot be made available. BOARD Members shall not request information directly from CVPCSD employees, and employees shall communicate to BOARD Members only through the General Manager.

Complaints should be referred directly to the General Manager. *Policy #2410*

Directors should respond to individuals in a positive manner and route their questions to the General Manager.

Directors should direct inquiries regarding CVPCSD Policy to the General Manager.

Nothing in this section shall be construed as preventing CVPCSD staff from engaging in separate conversations or communications with members of the CVPCSD BOARD in order to answer questions or provide information regarding a matter that is within the subject matter jurisdiction of the CVPCSD, so long as that management staff person does not communicate to members of the BOARD the comments or positions of any other member or members of the BOARD.

The General Manager operates under the guidance, supervision and approval of the BOARD.

## **ARTICLE IX CONTRACTS WITH DIRECTORS**

**Section 1. CONTRACTS WITH DIRECTORS.** As per CVPCSD Conflict of Interest Code *Policy #1035* including all components of Government Code Section 1090, the CVPCSD shall not enter into a contract or transaction in which a director directly or indirectly has a material financial interest (nor any other corporation, firm, association, or other entity in which one or more of this corporation's directors are directors that have a material financial interest).

## **ARTICLE X CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES**

**Section 1. CONTRACTS WITH NON-DIRECTOR DESIGNATED EMPLOYEES.** The

CVPCSD shall not enter into a contract or transaction in which a non-director designated employee (e.g., officers and other key decision-making employees) directly or indirectly has a material financial interest.

## ARTICLE XI LOANS TO DIRECTORS AND OFFICERS

**Section 1. LOANS TO DIRECTORS AND OFFICERS.** The CVPCSD shall not lend any money or property to or guarantee the obligation of any director or officer.

## ARTICLE XII MEETINGS

**Section 1. COMPLIANCE WITH OPEN MEETING LAWS.** All meetings of the BOARD shall be noticed and held in accordance with the Ralph M. Brown Act, the Open Meeting Law, Government Code Sections 54950-54963

**Section 2. MEETINGS.** Subject to holiday and scheduling conflicts, the regular meeting of the BOARD shall be held on the second Tuesday of each calendar month at the time and place designated by the BOARD at the beginning of each calendar year, or if a conflict exists, such other date and/or facilities within the CVPCSD acceptable to the General Manager.

Notice of regular meetings shall be posted 72 hours in advance in print and on the designated website. Agendas and available documents will be delivered or sent by mail, fax or email to all Directors at the time of posting. *Policy #4205*

Persons requesting individual notification of the meetings shall submit that request in writing to the General Manager and may include a self-addressed stamped envelope or an email address for auto text reminder.

**Section 3. SPECIAL MEETINGS.** Special meetings may be called at any time by the President of the BOARD, or by request of a majority of the members of the BOARD to the General Manager, by delivering written notice to each member of the BOARD.

The notice shall be delivered personally or by any other electronic means and shall be received at least 24 hours before the time of the meeting as specified in the notice.

The call and notice shall specify the time and place of the special meeting and the business to be transacted or discussed. No other business shall be considered at these meetings by the BOARD.

The call and notice shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public.

**Section 4. EMERGENCY MEETINGS.** Emergency meetings of the BOARD may be called by the President or a majority of the BOARD in case of a disaster when it is not feasible to wait 24 hours.

**Section 5. ATTENDANCE.** Members of the BOARD shall attend all regular and special meetings in person or via ZOOM of the BOARD unless there is valid cause for absence. ~~Government Code Section 1771~~ *Amendment to the Brown Act, Assembly Bill No. 2449*

**Section 6. ACTION.** No action or discussion may be taken on an item not on the posted agenda; provided, however, matters deemed to be emergencies or of an urgent nature may be added to the agenda under the procedures of the Brown Act by majority vote, or a Special Meeting may be scheduled.

**Section 7. AGENDAS.** The General Manager, in consultation with the BOARD President, shall prepare the agenda for each regular and special meeting of the BOARD. *Policy #4205.1*

A Director may contact ~~either the General Manager or the BOARD President~~ and request an item to be placed on the regular meeting agenda no later than ~~3:00~~ *5:00*p.m. seven calendar days prior to the meeting date. Such a request must be also submitted in writing either at the time of communication with the General Manager ~~or the BOARD President~~ or delivered to the office within the next working day. *Policy#4205.1*

Members of the public may request that the BOARD take certain actions by submitting their requests in writing to ~~a Director~~ the General Manager at least seven calendar days prior to the next regularly scheduled meeting. If determined to be appropriate for BOARD consideration by the BOARD President in consultation with the General Manager, such an item will be placed on an agenda with consideration given to the nature of the request and the length of the agenda. *Policy #4205.2*

**Section 8. CONSENT ITEM.** Those items on the CVPCSD Agenda which are considered to be of a routine and non-controversial nature are placed on the “Consent Items.” These items shall be approved, adopted, and accepted, etc. by one motion of the BOARD; for example, approval of Minutes, approval of check register, various Resolutions accepting developer improvements, minor budgetary items, status reports, and routine CVPCSD operations.

Directors may request that an item be removed from the “Consent Items”, and the BOARD will then take action separately on that item. Members of the public will be given an opportunity to provide public comment on the “Consent Agenda.”

Only a member of the BOARD can remove an item from the “Consent Items”. Items which are removed (“pulled”) from the “Consent Items” will typically be considered at the conclusion of the regular Agenda unless a majority of the BOARD chooses an earlier time.

Minor questions or requests for clarification concerning a consent item which will not involve extended discussion, may be responded to without “pulling” the item from the “Consent Items.” Directors are encouraged to seek clarifications prior to the meeting if possible.

When a Director wishes to consider / “pull” an item simply to register a dissenting vote, an abstention or conflict of interest, the Director shall inform the Chairperson that he/she wishes to register a dissenting vote, an abstention or conflict of interest, on a particular item without discussion. The item will be considered along with the rest of the Consent Agenda, and the CVPCSD Secretary/Clerk shall register a “no” vote, an abstention or conflict of interest, in the minutes on the item identified by the Director.

**Section 9. RULES OF PROCEDURE.** Except as provided herein, the rules of order governing the conduct of business at all meetings of the BOARD shall be based on the latest edition of *Robert's Rules of Order*.

**Section 10. PUBLIC COMMENT.** The purpose of oral presentation at CVPCSD meetings, as well as written presentations, is to formally communicate to the BOARD on matters (1) listed on the Agenda, or (2) matters that are within the jurisdiction of the BOARD during general public comment. Such presentations are helpful to the BOARD in its decision-making process. The BOARD welcomes information and expressions of opinion from members of the public on any item which it may be considering. However, the BOARD is not required to provide a public forum for remarks or conduct in violation of the Rules of Decorum.

Subject to the following rules, the BOARD shall set aside up to 15 minutes on each Agenda item for Public Comment:

The Chairperson, after consideration of the length of the Agenda, the nature of the Agenda item, and the meeting limitations, may expand or further limit the 15 minutes time allocation for public comment.

Each public commentator shall be limited to 3 minutes unless shortened or extended by the Chairperson with consideration of the length of the Agenda, the nature of the agenda item, and the meeting limitations.

**Section 11. Rules of Decorum.** The rules of decorum, below, shall apply to public comment and attendance at CVPCSD meetings.

(a) Members of the audience shall not engage in disorderly or boisterous conduct, including the utterances of loud, threatening or abusive language, whistling, stamping of feet, clapping and talking (other than giving public comment) or other acts that disrupt the orderly conduct of the CVPCSD meeting.

(b) Members of the audience who wish to address the BOARD on a particular item on the Agenda shall follow appropriate procedures depending upon the type of meeting (virtual or in-person) and if in- person, line up behind the podium if available or sit in the rows near the BOARD and/or microphone.

(c) No person shall address the BOARD without first being recognized by the Chairperson.

(d) Persons addressing the BOARD shall state their name and be asked to give their general place of residence.

(e) Public comment and public testimony shall be directed to the Chairperson and shall be addressed to the BOARD as a whole. Persons addressing the BOARD shall not engage in dialogue with individual Directors, CVPCSD staff or members of the audience. The Chairperson shall determine whether, or in what manner, the CVPCSD will respond to questions.

(f) Persons addressing the BOARD are limited to one opportunity per Agenda item unless otherwise directed by the Chairperson in his/her direction.

(g) A person cannot defer his/her time allocation to another person.

(h) When a group or organization wishes to address the BOARD on the same subject, the Chairperson may request that a spokesperson be chosen to speak for that group. The spokesperson's three (3) minute time allocation may be extended by the Chairperson at his/her discretion.

(i) Persons addressing the BOARD shall be identified by the President or designee and shall confine the subject matter of their comments to the Agenda item being considered by the BOARD.

(j) Each person addressing the BOARD shall do so in a civil manner and shall not engage in conduct which disrupts the orderly conduct of the CVPCSD.

(k) The Chairperson may rule a speaker out of order who is unduly repetitious or extending discussion of irrelevance.

(l) Except as provided below, persons who reference or read from documents such as reports, exhibits, or letters ("Documents") as part of his/her comments to the BOARD shall lodge the Document (or a copy) with the CVPCSD Secretary/Clerk at the end of the comment, to allow the Document to be appropriately referenced in the meeting Minutes and to allow CVPCSD staff the opportunity to review and respond for failure to lodge the referenced Documents. Upon request, the lodged Documents shall be returned to the speaker within 72 hours.

\* Documents that are in the Agenda packet.

\* Documents that have been previously published by the CVPCSD, so long as the speaker identifies the Document by date, author and the pages referenced or read from.

\* For voluminous documents, the speaker need only lodge the cover sheet that identifies the author and date and the pages read from or referenced.

**Section 13. ENFORCEMENT OF RULES OF DECORUM.** Any person who violates the Rules of Decorum may, at the discretion of the Chairperson, be removed from the meeting.

**Section 14. RESTORATION OF ORDER.** If order cannot be restored by the removal of individuals who are disrupting the meeting, the BOARD meeting will be continued under the provisions of Government Code §54957.9.

"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 members of the legislative body conducting the meeting 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, shall be allowed to attend any session held pursuant to this section. Nothing in this section shall prohibit the legislative body from establishing a procedure for readmitting an individual or individuals not responsible for willfully disturbing the orderly conduct of the meeting."

Limitations (Government Code §59454.3(c))The Rules of Decorum shall not be interpreted to prohibit public criticism of the policies, procedures, programs or services of the CVPCSD, or the acts or omissions of the CVPCSD BOARD.

**Section 15. MINUTES.** The minutes of the BOARD shall be kept by the General Manager or designee and shall be neatly produced and kept in a file for that purpose, with a record of each particular type of business transacted set off in paragraphs with proper subheadings.

The General Manager or designee 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 below, shall not be required to record any remarks of BOARD Members or any other person.

Directors may request for inclusion into the minutes brief comments pertinent to an agenda item, only at the meeting that item is discussed.

The General Manager or designee shall attempt to record the names and “community of residence” of persons addressing the BOARD, the title of the subject matter to which their remarks related, and whether they spoke in support or opposition to such matters.

Whenever the BOARD acts in a quasi-judicial proceeding such as in assessment matters, the General Manager or designee shall compile a summary of the testimony of the witnesses.

Any tape or film record of a CVPCSD meeting made for whatever purpose at the direction of the CVPCSD shall be subject to inspection pursuant to the California Public Records Act. Consistent with Government Code Section 54953.5(b), the CVPCSD will maintain the tapes and recordings for a 30-day period after the taping and/or recording. During the 30-day period, the CVPCSD will provide, without charge, a video or tape player for inspection of said tapes and/or recordings. In addition to the 30-day requirement, the CVPCSD will attempt to maintain tapes, and/or recordings, without legal obligation to do so, for a minimum of   2   year(s) after the date of the taping or recording. However, during this extended period, the CVPCSD may not be able to provide a video or audio player to facilitate inspections.

Upon approval, the minutes, with any corrections thereto, shall become the official record of action of the BOARD.

### **ARTICLE XIII MAINTENANCE OF CVPCSD RECORDS**

#### **Section 1. MAINTENANCE OF RECORDS.**

This CVPCSD shall keep:

- a. Adequate and correct books and records of account;
- b. Written minutes of the proceedings of the BOARD and committees of the BOARD;
- c. Minutes of Closed Session kept separately in a confidential manner. Not available for Public Records Request
- d. Such reports and records as required by law.

**Section 2. DESTRUCTION OF RECORDS.** Written documents shall be kept for an indefinite period of time. Tape Recording may be destroyed at the end of the retention period. ***Policy #2145***

**Section 3. PUBLIC RECORDS REQUEST.** The law allows anyone to inspect most public records in order to hold government agencies accountable for their decisions, spending and to ensure that the public interest is upheld.

Most public records maintained by CVPCSD are available for public inspection. Under Government Code Sections 6250-627648, you can make a Public Records Act request in person, over the phone or in writing. All requests should be directed to the General Manager, who will respond within 10 days of receipt of request, identifying the time and nature of the delivery of the request.

Not all records are automatically open to the public. The CVPCSD may refuse to disclose any records which are exempt from disclosure under the California Public Records Act.

The request for public records shall be to the General Manager or designee.

Copies of Public Records will be provided in a negotiated manner following *The California Public Records Act of 2011*, guidelines and requirements, and at a reasonable cost to the requestor.

#### **ARTICLE XIV REQUIRED REPORTS**

**Section 1. ANNUAL REPORTS.** The BOARD shall cause an annual report(Audit) to be sent to itself (the members of the BOARD) within 120 days after the end of the CVPCSD's fiscal year, that report shall contain the following information, in appropriate detail:

- a. Annual Required Audit (The assets and liabilities, including the trust funds, or the CVPCSD as of the end of the fiscal year);
- b. The principal changes in assets and liabilities, including trust funds;
- c. The CVPCSD's revenue or receipts, both unrestricted and restricted to particular purposes;
- d. The CVPCSD's expenses or disbursement for both general and restricted purposes;
- e. Any information required under these bylaws; and
- f. An independent accountant's report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

#### **ARTICLE XV BYLAW AMENDMENTS**

**Section 1. BYLAW AMENDMENTS.** The BOARD may adopt, amend, or repeal any of these Bylaws by a majority of the authorized directors duly held at which a quorum is present, except that no amendment shall make any provisions of these Bylaws inconsistent with the corporation's Articles of Incorporation, or any laws governing Community Services Districts.

The BOARD Bylaw Policy shall be reviewed annually at the first regular meeting in January and considered for adoption at the first regular meeting in February.



The following procedures shall be followed for any amendment to the bylaws:

- \*Agenda item at a regularly scheduled and noticed public meeting stating bylaw revision
- \*A full text of the proposed amendment(s) including additions and deletions(strikeouts)
- \*A roll call vote for the changes
- \* An amendment may only be adopted by the affirmative vote of at least four (4) directors

**Section 2. URGENCY BYLAW AMENDMENTS.** An amendment to the bylaws may be adopted as an urgency amendment effective immediately when the amendment is deterring to be essential to the immediate functioning of the BOARD.

Any such urgency amendment may only be adopted by the affirmative vote of at least four (4) directors.

**ARTICLE XVI  
FISCAL YEAR**

**FISCAL YEAR OF THE CORPORATION.** The fiscal year of the corporation shall begin on July 1st and end on June 30 of each year.

\_\_\_\_\_  
President of the Board of Directors

Dated \_\_\_\_\_