



# BYLAWS

As revised May 17, 2022

# Contents

SECTION I MISSION STATEMENT .....	5
ARTICLE 1    MISSION STATEMENT .....	6
SECTION II BOARD OF DIRECTORS.....	7
ARTICLE 2    BOARD OF DIRECTORS: AUTHORITY AND CONDUCT .....	8
2.1    Basis of Authority.....	8
2.2    Job Description.....	8
2.3    Compliance with Brown Act, District Policies, and Rules and Regulations Governing Public Service.....	8
2.4    Code of Ethics .....	8
2.5    Attendance at Meetings .....	9
2.6    Board Elections and Vacancies .....	9
ARTICLE 3    MEMBERSHIP OF THE DISTRICT BOARD .....	9
3.1    Membership and Eligibility to Serve.....	9
3.2    Board Orientation .....	9
3.3    Training, Education and Conferences .....	10
3.4    Director Representation at Meetings of Other Public Agencies.....	11
3.5    Reporting Requirement.....	12
3.6    Directors' Compensation .....	12
3.7    Reimbursement for Reasonable Expenses.....	12
3.8    Director Benefits.....	13
ARTICLE 4    OFFICERS OF THE DISTRICT BOARD.....	20
4.1    Selection of Board President and Vice President .....	20
4.2    Officer Terms .....	20
4.3    Role of Board President.....	20
4.4    Role of Vice President.....	21
ARTICLE 5    POWERS AND DUTIES OF THE DISTRICT BOARD .....	21
5.1    District Board's Role as Policymaker for District.....	21
5.2    Attendance and Participation in Meetings.....	21
5.3    Policy of Respect and Understanding Among Directors.....	21
5.4    Directors and the Board as Representatives of Rate Payers.....	21
5.5    Informed Decision-Making .....	21
5.6    Code of Conduct.....	22
ARTICLE 6    ADVISORY COMMITTEES.....	23
6.1    Role of Advisory Committees .....	23
6.2    Membership and Procedure for Appointment to Advisory Committees .....	23
6.3    Standing Advisory Committees.....	24
6.4    Ad Hoc Advisory Committees .....	25
6.5    Committee Meeting Schedule .....	25
ARTICLE 7    GENERAL MANAGER'S ROLE AND RESPONSIBILITIES.....	25
7.1    Delegation of Authority to the General Manager.....	25
7.2    General Manager Job Description and Contract.....	25
7.3    General Manager's Responsibilities.....	26
7.4    General Manager Office Hours .....	26

7.5	General Manager’s Authority to Act where Bylaws/Policies are Silent .....	26
7.6	General Manager Review Period.....	27
SECTION III BOARD MEETINGS .....		28
ARTICLE 8 METHODS OF OPERATION OF DISTRICT - BOARD MEETINGS .....		29
8.1	Meeting Location.....	29
8.2	Regular Meetings.....	29
8.3	Special Meetings.....	29
8.4	Closed Sessions .....	30
8.5	Quorum.....	30
8.6	Agendas .....	30
8.7	Consent Agenda.....	31
8.8	Public Comments.....	31
8.9	Board Meeting Conduct.....	31
8.10	Decorum and Order - Directors .....	32
8.11	Decorum and Order – Employees .....	32
8.12	Adjourned Meetings .....	33
ARTICLE 9 RULES OF ORDER DURING MEETINGS .....		33
9.1	Points of Order.....	33
9.2	Limitation of Debate.....	33
9.3	Dissents, Protests, and Comments .....	33
9.4	Rulings of President Final Unless Overruled .....	33
9.5	Actions Not Invalidated.....	33
9.6	Actions.....	33
9.7	Processing of Motions .....	34
9.8	Motions Out of Order .....	34
9.9	Division of Question.....	34
9.10	Precedence of Motions .....	34
9.11	Motion to Adjourn – Not debatable.....	34
9.12	Motion to Fix Hour of Adjournment–Not debatable.....	35
9.13	Motion to Table–Not debatable .....	35
9.14	Motion to Limit or Terminate Discussion – Not debatable.....	35
9.15	Motion to Amend – Debatable .....	35
9.16	Motion to Continue – Debatable .....	35
9.17	Reconsideration – Debatable .....	35
9.18	Voting Procedure.....	35
9.19	Tie Votes.....	36
9.20	Roberts Rules of Order as Default.....	36
ARTICLE 10 DISTRICT COUNSEL .....		36
10.1	Selection of District Counsel.....	36
10.2	District Counsel Reporting.....	36
10.3	Seeking Legal Advice.....	36
10.4	District Counsel Responsibilities.....	36
10.5	District Legal Counsel Review Period .....	37
10.6	Bylaws Review and Update.....	37

APPENDIX I THE RALPH M. BROWN ACT ..... 38  
APPENDIX 2 IRONHOUSE SANITARY DISTRICT COMMUNICATION AND SOCIAL  
MEDIA POLICY ..... 39

# **SECTION I**

## **MISSION STATEMENT**

## ARTICLE 1 MISSION STATEMENT

***Ironhouse Sanitary District protects public health, resources, and the environment through dependable, efficient, and innovative collection, treatment, and multi-benefit reuse of our community's wastewater for a resilient future.***

Ironhouse Sanitary District is defined in accordance with the provisions of California law (e.g., the Sanitary District Act of 1923, California Health and Safety Code Sections 6400 et seq.). The District includes territories lying in the City of Oakley, Bethel Island and other unincorporated areas of East Contra Costa County. The District Board, by policy, shall carry out its responsibilities and the will of the people of the District, in keeping with applicable state and federal law.

# **SECTION II**

## **BOARD OF DIRECTORS**

## **ARTICLE 2 BOARD OF DIRECTORS: AUTHORITY AND CONDUCT**

### **2.1 Basis of Authority**

The Board of Directors exercises the governing power of the District, as described in the California Health and Safety Code, Sanitary District Act of 1923 (6400 et seq). Directors are a part of the elected body that represents and acts for the benefit of the entire District. Apart from their normal function as a part of this governing Board, Directors have no individual authority. As individuals, Directors may not commit the District to any policy, act or expenditure, without express permission from the Board following formal action at a Board Meeting.

### **2.2 Job Description**

The Board of Directors is the primary policy-making body of the District and is responsible for setting the official policies of the District. The members of the Board of Directors have ultimate responsibility to ensure the lawful and efficient operations of the District. Routine matters concerning the operational aspects of the District will be delegated to professional staff members of the District, including the General Manager.

The Board is the disciplinary body for the General Manager and District Counsel, and may act as the administrative board in all disciplinary hearings involving all employees in compliance with the District's established personnel policies as amended.

The Board must ratify annual budgets and expenditures, contracts, joint power agreements (JPA), non-financial agreements (NFA), and to participate in and/or ratify annual salaries, wages and benefits.

### **2.3 Compliance with Brown Act, District Policies, and Rules and Regulations Governing Public Service**

Directors are expected to be familiar with the rules of the Brown Act, incorporated by this reference into these Bylaws as Appendix I, and the District Communications and Social Media Policy, incorporated by this reference into these Bylaws as Appendix 2, as both may be amended from time to time. Directors are also expected to be familiar with California's conflict of interest and ethics provisions. All Directors should be sensitive to any issue of personal conflict with District interests, and where conflicted, should recuse themselves from participation in conflicted items. Items indicating possible conflict of interest include, but are not limited to, those issues in which the member has direct or indirect personal financial interest, or which could somehow affect their tenure or benefits. For the purposes of this section, indirect interest at minimum includes any benefit that will accrue to the Board member's family (by blood or marriage).

### **2.4 Code of Ethics**

To facilitate respectful and collaborative deliberation between and among members of the Board of Directors and the public, the following rules shall be observed:

- a. The dignity, style, values and opinions of each Director shall be respected.

- b. Directors shall work collaboratively to build consensus while respecting individual perspectives.
- c. Directors shall be responsive and shall attentively listen and participate in Board meetings.
- d. Directors shall strive for transparency in District decision-making to ensure the District's constituents are well-informed regarding District actions.
- e. The health, needs, highest quality services and financial interests of the District's constituents shall be the priority of the Board of Directors, consistent with the District's Strategic Plan.
- f. District issues should be brought to the attention of the Board as a whole, rather than to individual Directors selectively.
- g. When responding to constituent requests and concerns, Directors should be courteous, responding to individuals in a positive manner and routing their questions through appropriate channels and to responsible management personnel.

## **2.5 Attendance at Meetings**

Directors shall attend all regular and special meetings of the Board unless there is good cause for absence. Directors are expected to adequately prepare for all meetings of the Board to ensure production and substantive discussion of all items for Board consideration.

## **2.6 Board Elections and Vacancies**

- a. Elections held for the purpose of electing members to the District Board shall be held in accordance with California law (e.g. Elections Code Section § 10400 et seq).
- b. California Government Code § 1770 shall govern vacancies on the Board. Vacancies shall be filled in accordance with California law (Government Code §1780).

# **ARTICLE 3 MEMBERSHIP OF THE DISTRICT BOARD**

## **3.1 Membership and Eligibility to Serve**

The Board of Directors shall consist of five (5) members serving four-year, staggered terms. A resident of the District who is a registered voter over 18 years of age shall be eligible to serve as a Board member.

## **3.2 Board Orientation**

The Board President and the General Manager are responsible for the appropriate orientation and training of new Directors.

The General Manager must oversee the Board orientation package. Toward that end, the General Manager shall schedule tours and training (as described below), shall schedule a work session for

new Directors to acquaint them with District facilities (including the treatment works, the disposal works, and Jersey Island), equipment, and personnel, and shall provide:

- a. A copy of District Policies
- b. A copy of District Bylaws
- c. A copy of the District's Standard Operating Procedures and Statements of Policy
- d. A map of District territory and boundaries, including but not limited to a detailed discussion of the responsibilities of Reclamation District Number 830 – Jersey Island (RD-830), and how it is connected with ISD
- e. A copy of the District Rules & Regulations, including the District's Communication and Social Media Policy
- f. An overview of the Fair Political Practices Commission rules and regulations relating to public service.
- g. A list and description of acronyms regularly used at the District
- h. A copy of the latest edition of A Local Officials Reference on Ethics Laws, by the Institute for Local Governance, Special District's Handbook
- i. A copy of the current Fiscal Year Budget with current "year to date" figures
- j. An overview of the District's Collection System and Plant Feasibility Expansion Master Plans
- k. A copy of the Current Finance and Revenue Plan
- l. A copy of the District's Strategic Plan

New Directors shall also receive an introductory training on the Brown Act, Public Records Act, Conflicts of Interest, and the District's Communication and Social Media Policy within the first two months of service. This training is not intended to replace or satisfy the legally required AB 1234 training, but rather, shall serve as an onboarding training to provide Directors a basic understanding of these concepts as they begin their service.

### **3.3 Training, Education and Conferences**

- a. Directors are encouraged to attend educational conferences and professional meetings when the purpose of such activities is to improve District operations.
- b. Each Director shall attend at least one District-related educational conference per year.
- c. When possible, advance notification and request for approval should be provided to the Board of Directors for meetings, travel and conferences. In the absence of time, approval for attendance at requested conferences may be deferred to the Board

President. From time to time, the General Manager may make requests (including suggested benefits and attendance by other Directors) of the Board of Directors and/or of the Board President for attendance at select events/training.

- d. The Board Secretary is responsible for making arrangements for Directors for conference and registration expenses. Expenses to the District for Board of Directors' training, education and conferences should be kept to a minimum and in accordance with the adopted budget amounts and:
  1. Utilize hotel(s) recommended by the event sponsor in order to obtain discounted rates and, when economically and schedule efficient, should travel together and request reservations sufficiently in advance, when possible, to obtain discounted airfares and hotel rates.
  2. A Director shall not attend a conference or training event for which there is an expense to the District if it occurs after s/he has announced her/his pending resignation, or if it occurs after an election in which it has been determined that s/he will not retain her/his seat on the Board.
- e. Upon returning from seminars, workshops, conferences, etc., where expenses are reimbursed by the District, Directors must prepare either a written or oral report to be presented at the next regular meeting of the Board, pursuant to the requirements listed in Section 3.5.

### **3.4 Director Representation at Meetings of Other Public Agencies**

Directors shall be appointed as liaisons to represent the District at meetings of the following organizations:

- a. LAFCO
- b. Special District Association Local Chapter (CCSDA)
- c. City of Oakley
- d. East County Water Management Governing Board
- e. BIMID
- f. Bay Area Biosolids Coalition
- g. Diablo Water District

The Board President or designee shall assign Directors to be Board liaisons to each of these organizations.

Upon assignment to an organization, the new liaison shall meet with the General Manager and the outgoing liaison to become familiar with the goals of the organizations to which they are assigned, and work to develop beneficial relationships between those organizations and the District.

Directors do not have authority to bind the District to any specific action or position as it relates to their work with these organizations without formal action of the Board. Where there are specific actions or positions for District consideration, the Director shall raise the issue with the General Manager and President for consideration, analysis, and possible placement on future agendas, consistent with the procedures outlines in Section 8.6.

### **3.5 Reporting Requirement**

- a. Directors must provide a brief report on meetings attended at the expense of the District for which reimbursement is sought at the next regular meeting of the District Board.
- b. The report can be presented orally or in writing and should include any information relevant to the District's Strategic Plan or other District programs and initiatives.

### **3.6 Directors' Compensation**

- a. Each Director may receive compensation in an amount not to exceed \$170.00 per day for each day's attendance at meetings of the Board or for each day's service rendered as a Director by request, and prior approval, of the Board (or Board President as mentioned above in 3.3(c), not exceeding a total of six days in any calendar month, together with any expenses incident thereto.

A "day's service" is defined as service rendered on behalf of the District in any one day that exceeds one hour; or multiple meetings that take place during the course of a day that total more than one hour; or a combination of "like" meetings that take place over the course of a month (e.g.: the weekly review and signing of District payables) that total more than one hour.

### **3.7 Reimbursement for Reasonable Expenses**

- a. The District generally reimburses reasonable expenses incurred by Directors for tuition and/or other mandatory fees incurred in furtherance of service to the District, travel, lodging and meals as a result of approved training, educational courses, participation with professional organizations, and attendance at local, state and national conferences associated with the interests of the District..
- b. Such payment or reimbursement shall extend only to the bona fide expenses of a District Board member and not to the expenses of the member's spouse.
- c. Reimbursable Expenses
  1. Mileage in a private vehicle shall be reimbursed at the rate provided in the then-prevailing IRS guideline.
  2. Mandatory fees resulting from service to the District.
  3. Meal expenses actually incurred while on District business.
    - i. Meal expenses per Director shall be limited as follows:

1. Breakfast \$20.00
  2. Lunch \$25.00
  3. Dinner \$35.00
  - ii. The above meal allocations shall be kept separate from one another and shall not be combined to allow for greater purchasing power of any meal.
  - iii. The purchase of Alcohol shall not be reimbursable by the District, and shall not be included in the meal allocations.
  - iv. Meal allocations do not include tax and tip; tips for meals are separately reimbursable and shall not exceed twenty percent (20%).
4. Tips for services other than meals. Such expenses may be reimbursed as follows:
    - i. Tips for housekeeping: Limit of up to \$2.00 per day
    - ii. Tips for Bellhops and the like: Limit of up to \$1 per bag
    - iii. Tips for Ground Transportation (taxis, shuttles, rideshare, etc): Limited to 20% of the fare
  5. Directors may present items not appearing in this list for reimbursement to the Board President who may, in his/her discretion either approve or deny the request.
- d. All expenses for which reimbursement is requested by Directors, or which are billed to the District by Directors, shall be submitted to the Board Secretary, together with supporting documentation (an itemized receipt/meal order), before reimbursement is made.

### **3.8 Director Benefits**

**3.8.1 Retirement Benefits.** Directors are not eligible to participate in the CalPERS retirement program that the District provides to its employees. Directors may elect to participate in the District’s Mass Mutual 457(b) Deferred Compensation Plan or such successor plan as the District may adopt (“457(b) Plan”). In that event, the District shall contribute \$10 per month to the 457(b) Plan for the participating Director, and the participating Director shall contribute a minimum of \$10 per month to the 457(b) Plan. The participating Director may elect to contribute more than \$10 per month so long as permitted by the 457(b) Plan. A Director participating in the 457(b) Plan may also elect to no longer participate, in which event the District shall no longer contribute to the 457(b) Plan for that Director.

**3.8.2 Health Benefits.** Directors are eligible to participate in any one or more of health benefits provided the District’s employees on the basis provided in the following provisions of this Sections 3.8 to the extent permitted by the terms of the respective health benefit, including being eligible to participate in the District’s medical, dental and vision plans in effect on November 6, 2012, when this Section 3.8 was first adopted. In this Section 3.8 Directors serving on the Board on November 30, 2012 are called “Existing Directors,” and Directors who are first seated on the Board after November 30, 2012 are called “New Directors.”

**3.8.3 Existing Directors While Serving.** Existing Directors shall continue to remain eligible to participate in the health benefits provided District employees while the Existing Director

is serving on the Board, including any medical, dental and vision plan. However, subject to Section 3.8.5, the District's total contribution to the cost of each Existing Director's health benefits shall not exceed the total amount actually paid by the District for the Existing Director's coverage by the District's medical, dental and vision plans during calendar 2012. Any increase in the total annual cost of the Existing Director's health benefits after 2012 shall be paid by the Existing Director. The Secretary shall maintain the amounts of the District's 2012 contributions to each Existing Director in the District's file for that Director.

**3.8.4 Existing Directors After Retirement.** After an Existing Director ceases his service on the Board, he will no longer be eligible to participate in the District's dental and vision plans, but will remain eligible for CalPERS medical benefits if he satisfies the length of service and retirement age requirements applicable to him immediately prior to November 30, 2012. The District's annual contribution to the cost of CalPERS medical benefits during the Existing Director's retirement will remain at the same amount as that contributed to the Existing Director's CalPERS medical coverage during 2012. If an Existing Director is less than 100% vested in his CalPERS medical benefits upon retirement, then the District's contribution will be the Director's vesting percentage on his retirement date of the District's 2012 contribution to the Director's CalPERS medical coverage. The Existing Director shall pay any increase in the total annual cost of the CalPERS medical benefits above the District's 2012 contribution level.

**3.8.5 New Directors While Serving.** While a New Director is serving on the Board, the New Director will be eligible to participate in the health benefits provided the District's employees, including any medical, dental, and vision plan. The District's total contribution to the New Director's health benefits coverage shall not exceed the total cost of covering the individual Director under the District's medical, dental and vision plans, and so will not include the cost of covering the New Director's spouse or other family. The District's total contribution to the cost of each New Director's medical, dental, vision and other health benefits during the New Director's first full calendar year in office shall not exceed the amount that the District would contribute for a full-time employee who was first hired during that same year (and whose coverage does not include any spouse or other family members). Subject to Section 3.8.5, after such first full year, the District's total contribution to the cost of the New Director's health benefits shall not exceed the total amount paid by the District during such first full year. Any increase in the total cost of the three plans after such first year shall be paid by the New Director. The New Director may elect to add members of his family to his or her coverage at the New Director's expense to the extent permitted by the terms of the respective health benefits. The Secretary shall maintain the amounts of the District's contributions to each New Director during the Director's first full calendar year in office in the District's file for that Director.

**3.8.6 New Directors After Retirement.** After a New Director ceases service on the Board, he/she will no longer be eligible to participate in the District's dental and vision plans, but will be eligible to receive CalPERS medical benefits if he/she is eligible to retire for health benefits purposes. A New Director may "retire" for purposes of health benefits if the New Director has served on the Board for a total of at least 28 years and is age 65 or over on the date he/she ceases service as a Director.

**3.8.7 Later Options In or Out of Coverage.** A Director who is not covered by one or more of the medical, dental, vision or other health benefits during 2012 (if an Existing Director) or during the Director's first full calendar year in office (if a New Director) may, while still serving

on the Board, elect to be covered by one or more of such health benefits. While still serving on the Board, a Director may also elect at any time or from time to time to cease and/or to resume participation in any one or more of the District's health benefits. However, in all of the events described in the preceding two sentences, the District's total contribution to the cost of a Director's health benefits shall not exceed the following.

- a. If an Existing Director, the total of (i) the amount paid by the District for the medical, dental and vision plans that the Existing Director had in effect during calendar 2012, plus (ii) what the District would have paid if the Director had been receiving the later-elected health benefit during 2012.
- b. If a New Director, the District's contribution to the cost of each individual health benefit provided the New Director shall not exceed the following.
  1. If the New Director first receives the benefit during his/her first full calendar year of service, then the cost of the benefit during such first full year calculated on the basis provided in Section 3.8.3 above.
  2. If the New Director first elects to receive the benefit after the first full calendar year of service, then the cost of the benefit during the first year that the New Director receives the benefit, also calculated on the basis provided in Section 3.8.3 except that the measuring year is the first year that the New Director receives the health benefit, not the first full year of the New Director's service on the Board.
- c. The Existing or New Director shall pay any amount owing above the District's contribution. This Section 3.9.5 prevails over anything to the contrary in Sections 3.8.3 and 3.8.3 above.

### **3.8.8 Interruptions in Service.**

- a. If an Existing Director ceases service on the Board and then later resumes service on the Board:
  1. The Existing Director remains an Existing Director if he was fully vested on November 30, 2012; and
  2. If the Existing Director was not fully vested on November 30, 2012, then he remains an Existing Director if the interruption in service is two election cycles (four years) or less, and he becomes a New Director if the interruption is for more than two election cycles (four years). If the Existing Director becomes a New Director under the preceding sentence, then thereafter the Director will be subject to all the requirements applicable to a New Director, including the 28 years of service requirement in Section 3.6.6 and the requirements that the District's contributions during the New Director's first full calendar year in office set the maximum total District contribution under Section 3.6.5.

- b. Subject to Section 3.8.5, a New Director who ceases service on the Board and then later resumes service on the Board remains a New Director, and may include all his/her years of service in determining whether he/she satisfies the 28 years of service requirement of Section 3.8.4, regardless of whether before or after any interruption in service.

**3.8.9 Retired Directors.** This Section 3.8 does not make any change in the District's total contribution to the CalPERS medical benefits being received by Directors who retired from the Board prior to November 30, 2012 ("Retired Directors") or being received by their family members. Such retired Directors and their surviving family members shall continue to receive the same District contribution to their medical benefits as the District makes (or would make) to medical benefits for a full-time employee who retired at the same time as the Retired Director, including paying any increase in the cost of such medical benefits on the same basis as the increase is (or would be) paid for such retired employee.

**3.8.10 Two Components.** In order to differentiate between Retired, Existing and New Directors and still satisfy CalPERS requirements, the District's contribution to the cost of CalPERS medical benefits set forth in this Section 3.8 will consist of two components.

- a. The first component will be the minimum contribution per individual permitted by CalPERS, which for calendar 2013 is \$115/month, and is expected to increase pursuant to CalPERS requirements thereafter. (Presently, CalPERS annual increases of the minimum are in accordance with the medical component of the Consumer Price Index).
- b. The second component, if needed to reach the amount of the District's contribution specified in this Section 3.8 above, will be paid by the District as a supplement to the minimum contribution in subsection 3.8.8.a above. This supplement is called the District's "Health Reimbursement Arrangement." The total expenditure of the District under subsections a and b of this Section 3.8.8 for an Existing or New Director shall equal but not exceed the amount specified for the District's contribution in Sections 3.8.2 through 3.8.7 above.

**3.8.11 Director Agreement.** Each Director responsible for paying any portion of the cost of a health benefit shall, as a condition of receiving the benefit, enter into an agreement with the District to pay his or her share of the cost. The agreement shall:

- a. Require the Director to pay the District by the 10th of the month prior to the month that the District's payment is due;
- b. Require the Director to arrange for an automatic monthly electronic payment of the Director's share of the cost out of his bank account if the Director's reasonably anticipated compensation from District will be insufficient to pay the amount in full;
- c. Authorize the District to terminate the medical benefits after three successive notices and opportunities to cure if the Director fails to make two or more payments;

- d. Authorize the District to offset the Director's obligation to pay against any compensation, any health reimbursement allowance or any other amount the District may owe the Director;
- e. Authorize the District to require a Director to make quarterly payments in advance if the Director fails to make three or more payments in any 12 month period no later than 10 days after the date when due;
- f. Include an attorneys' fees clause requiring the Director to pay the District's attorneys' fees if it sues under the agreement;
- g. Include interest on overdue amounts and a late charge;
- h. Include a provision implementing Section 3.8.11.f below;
- i. Include the Director's agreement to be bound by the District's Director Benefits policies (this Section 3.8), the requirements of the 457(b) Plan (when participating in the 457(b) Plan), the requirements of CalPERS or other provider of the health benefit (when participating in the benefit) and applicable law; and
- j. Otherwise be on such terms and in such form as the General Manager shall determine on the advice of District counsel.

**3.8.12 Retiring Director 457(b) Plan Requirements.** A Director who under the foregoing provisions of this Section 3.8 is eligible for CalPERS medical benefits in retirement, and who desires to receive such benefits, shall as a condition to their receipt do all of the following.

- a. Elect to participate in, and be actually participating in, the District's 457(b) Plan on the date the Director ceases service on the Board or such earlier date as CalPERS may require for medical benefits eligibility.
- b. Have voluntarily contributed sufficient funds to the 457(b) Plan prior to commencing CalPERS medical benefits in retirement (in addition to the Director's required \$10/mo. contribution) that the balance in his or her 457(b) Plan account on the date the Director commences CalPERS medical benefits in retirement is sufficient to avoid a mandatory lump sum distribution of the account by the 457(b) Plan provider.
- c. Elect to be paid his or her 457(b) Plan retirement benefits no less frequently than annually over his remaining life and (if the Director's spouse is also covered by the CalPERS medical benefits during the Director's retirement) the life of his spouse, if the Director's spouse survives the Director. (Thus, among other consequences of the preceding, the Director may not elect a lump sum distribution from the 457(b) Plan.)
- d. Shall sign an agreement to timely pay the Director's share of the cost of the medical benefits during retirement on such terms and in such form as the General Manager shall determine with the approval of District counsel.
- e. The legislation governing CalPERS health benefits requires that a retired director or employee be receiving a retirement allowance from a retirement system provided by

the employer before the retired director or employee may receive a CalPERS medical benefit (Government Code Sec. 22760). The foregoing provisions of this Section 3.6.12 are intended to satisfy these requirements of such Sec. 22760. These requirements may be interpreted by CalPERS to be modified by new Government Code Section 22772(a)(2), which takes effect January 1, 2013, or by other statutory, regulatory or other change after September 1, 2012, in which event the General Manager may reduce or waive the 457(b) Plan requirements of Sections 3.6.12.a through .c above to the extent the requirement is not needed to satisfy 457(b) Plan or CalPERS requirements.

### **3.8.13 Miscellaneous.**

- a. Any Director, whether Retired, Existing or New, may voluntarily elect to opt out of any health benefit.
- b. Any Director, whether Retired, Existing or New, may elect to reimburse the District for all or any portion of any District contribution made to a health benefit on the Director's behalf.
- c. This Section 3.8 applies only to the District's Directors, and not to the District's employees, consultants, agents, volunteers or other persons.
- d. This Section 3.8 is subject to the requirements of: CalPERS or other health benefit provider; the 457(b) Plan; and applicable law. Thus, among other consequences of this limitation, the health benefits called for by this Section 3.8 will be provided only to the extent permitted by the terms of the respective benefit plan.
- e. Length of service. For health benefit purposes a Director's service is as follows. A Director's "service" refers to a Director's service on the Board, and not to any period of participation in any health benefit. A Director's service begins on the date the Director is first seated on the Board. Subject to Section 3.8.6.8, a Director's service includes any period of service as a Director, whether interrupted, whether the Director was elected by the voters or appointed to fill a vacancy on the Board, etc. A Director's service ends on the last day the Director serves as a Director. In determining a Director's years of service, if the actual time served by the Director is 75 days or less than a full year (i.e. of being a 365 day period), the time served will be rounded up so that the 290 – 364 days actually served is treated as a full 365-day year.

**3.8.14 Subsequent District Changes.** The following provisions of this Section 3.6.14 are subject to the requirements of CalPERS or other health benefit provider, the 457(b) Plan and applicable law.

- a. Serving Directors. District, by vote of a majority of the Directors present at a duly called and held Board meeting at which a quorum is present, may elect in District's sole and absolute discretion to eliminate, reduce or otherwise modify any one or more benefits of the then-serving Directors in any one or more respects at any time or from time to time, including: modifying these Policies, reducing or eliminating any District contribution to the cost of any benefit, and modifying the benefits which a then-serving

Director will receive either when the Director retires or while the Director is still serving.

b. Retired Directors.

1. District may not eliminate or reduce the amount of its contribution to the benefits of a retired Director below the contribution (A) for which the Director was eligible on the date of the Director's retirement from the Board, and (B) which the Director elected to receive and received during the first full calendar year following the date of the Director's retirement from the Board. For purposes of the preceding sentence, a retired Director includes his or her surviving spouse and other family members, to the extent the spouse and other family members were included in the Director's benefits satisfying Sections b.i(A) and (B) preceding and are otherwise qualified to receive the Director's benefits.
2. Nothing in the preceding Section b.i limits District's freedom to change the provider of a benefit plan nor the scope of the benefits offered by a plan, notwithstanding that the total cost of the plan may be increased or the scope of the plan's benefits may be reduced, provided that the changes are applicable to the District's participants in the plan generally and not solely to retired Directors.
3. As provided in Section 3.8.11.d and the first sentence of this Section 3.8.12, the preceding provisions of this Section b are subject to the applicable requirements of CalPERS or other health benefit plan provider, of the 457(b) Plan, and of applicable law. Thus (and by way of example, only) a retiring or retired Director must satisfy CalPERS vesting requirements before the Director may receive CalPERS medical benefits, notwithstanding anything to the contrary in Section b.i preceding. By way of further example, if applicable law is changed to require the District to reduce its contribution to a retired Director's benefits, then such law prevails over anything to the contrary in Section b.i preceding and the District's contribution will be reduced to the extent required by law.

c. Other.

1. The foregoing provisions of this Section 3.8.12: (A) apply to both Existing Directors and New Directors; and (B) do not limit the Board's or the District's freedom to increase the District's contribution, to increase the scope of a benefit or to increase the benefits provided a Director.
2. This Section 3.8.12 may only be modified by a Board-adopted amendment to this Section 3.6.14 which expressly states that it is amending this Section 3.8.12. An amendment of Section 3.6 of the Bylaws (or Director Benefits Policies) will not modify this Section 3.8.12 unless it specially states that it is amending Section 3.8.12. This Section 3.8.12 shall not be modified by any subsequent resolution, order, ordinance or other action of the Board or District that does not specifically state that it is amending this Section 3.8.12.

(Note: Section 3.6 adopted by Board of Directors November 6, 2012; amended January 8, 2013.)

## **ARTICLE 4 OFFICERS OF THE DISTRICT BOARD**

### **4.1 Selection of Board President and Vice President**

The Board of Directors shall hold an annual organizational meeting at its first regular meeting in December each year. At this meeting, the Board will elect a President and Vice President. The procedure is as follows:

- Nominations may be made from the Board.
- When a nomination is made, no second is required.
- No one can nominate more than one person for a given office until every member who desires has an opportunity to nominate a person.
- The President will call for the nominations by saying, "Nominations are now in order for the office of Board President", etc. Member should say, "I nominate Director?"
- President should say, "Director? is nominated. Are there any further nominations for the office of President" etc. (Pause) "If not..., nominations are closed".

Election to office takes place immediately. For offices for which no candidate has a majority, the President announces "No Election". The Officers then vote again, until a candidate reaches a majority. When repeated voting is necessary, individuals are not removed from candidacy on the next ballot, unless they voluntarily withdraw, which they are not obligated to do.

### **4.2 Officer Terms**

The President and Vice President ("Officer" or "Officers") shall serve in that role for a one (1) year term, with no Officer serving more than two consecutive terms in any one office unless no new nomination, or acceptance of nominations is made. If no new nominations are made, or accepted, then the current Director may continue to serve in his /her capacity. Directors elected to fill an unexpired term as Officer shall serve until the end of their predecessor's term.

### **4.3 Role of Board President**

The Board President shall preside at all meetings of the Board and shall have the right to offer motions and amendments and to vote on motions put before the Board for action. The Board President shall effectively manage meetings to avoid disruption and facilitate orderly and productive deliberation on items before the Board.

The Board President shall structure Board Meeting such that each Director has an opportunity to share their viewpoints and opinions on each agenda item to foster accountability and respect of individual perspectives in building consensus.

The President shall sign on behalf of the Board such documents as may require an official signature, such as:

- Contracts
- Agreements
- Memorandums of Understanding (MOU)

- Board minutes
- Checks
- Consent Agendas
- On matters determined by majority of the Board the President shall speak to the press

#### **4.4 Role of Vice President**

The Vice-President shall perform all the duties of the Board President when acting in that capacity.

### **ARTICLE 5 POWERS AND DUTIES OF THE DISTRICT BOARD**

It is the policy of the District Board to exercise those powers granted to it by California Law (Sanitary District Act of 1923, Health and Safety Code Sections 6400 et seq) and to carry out those duties assigned to it as may best meet the needs of the District.

#### **5.1 District Board’s Role as Policymaker for District**

Important activities of the District Board are the formulation of policies and rules regarding District programs and services. In carrying out its legislative and policy-making responsibility, the Board shall delegate the administrative and executive functions to the General Manager.

#### **5.2 Attendance and Participation in Meetings**

The basic manner in which Directors fulfill their office must be at a regular, special, committee, or workshop meeting, and may be a matter of public record. The method of participation is discussion, deliberation, debate and voting. All members, including the President, are expected to participate fully in deliberation and voting. This includes preparing for all Board meetings by reviewing staff reports and other related documentation in advance of the meetings to ensure productive deliberation on District matters.

#### **5.3 Policy of Respect and Understanding Among Directors**

It is understood that Directors will not always agree. It is the policy of the Board that Directors respect the authority of the majority. If a Director cannot support a decision made by the majority that Director’s actions must remain neutral and not work against the decision of the majority.

#### **5.4 Directors and the Board as Representatives of Rate Payers**

Directors, individually and collectively, act as representatives of the rate payers of the District in maintaining and promoting the needs of the District.

#### **5.5 Informed Decision-Making**

Directors’ decisions and actions shall best serve the needs of District rate payers in light of available resources and information available to the Board at the time such decisions or actions

are made. The General Manager shall ensure that Directors have all relevant information available to them, and shall endeavor to provide timely responses to any questions Directors have.

## **5.6 Code of Conduct**

Differing viewpoints are healthy in the decision-making process. Individuals have the right to disagree with ideas and opinions. Once the Board of Directors takes action, Directors are expected to commit to supporting said action in public facing communications and not to create barriers to the implementation of said action. Directors shall observe the following code of conduct, designed to guide their actions in carrying out their responsibilities. A Director should strive to:

1. Understand that his/her basic function is "policy," i.e. the formulation of long-range goals and objectives for the District in the pursuit of its mission, especially those actions directed toward to the allocation and management of the District's resources and not "administration"; i.e. the day to day operations of the District, especially those directed toward the supervision and direction of staff as they perform their assigned jobs, as these duties belong to the General Manager and other Executive Staff;
2. Create a welcoming and collaborative environment during Board Meetings, where all Directors feel comfortable sharing their viewpoints and opinions;
3. Endeavor to keep discussion and deliberation focused only on items appearing on the agenda for the current meeting;
4. Uphold the District's Communication and Social Media Policy, attached hereto as Appendix 2. This includes refusing to make commitments on behalf of the District or to speak on behalf of the District on any matter which should come before the Board as a whole without express, formal authorization to do so from the whole Board;
5. Obey the letter and intent of the Brown Act.
6. Recognize that s/he has no legal authority to act for the Board individually or outside of official meetings without express and formal authorization to do so from the whole Board;
7. Respect the rights of District ratepayers to be heard at official meetings within established parameters and guidelines for public testimony, consistent with the Brown Act;
8. Make decisions only after available facts bearing on a question have been presented and discussed;
9. Directly approach the General Manager or with his/her approval, the appropriate staff to obtain information needed to supplement, upgrade, or enhance knowledge to improve decision-making;

10. Review agendas and staff reports in advance of meetings to ensure adequate preparation and active participation in discussion and deliberation at meetings;
11. Accept the principle of "majority rule" in Board decisions;
12. Recognize that the General Manager should have full administrative authority for properly discharging duties within the limits of established Board policies, and as stated in General Manager's contract;
13. Direct inquiries from District personnel to the General Manager
14. Present criticisms, complaints or problems regarding District operation directly to the General Manager and/or District Counsel and discuss them at a regular meeting only after failure of an administrative solution, i.e. the resolution of the criticism, complaint or problem by the General Manager and/or District Counsel;
15. Declare conflicts of interest into the public record, consistent with all relevant California law;
16. Conduct all District business in an ethical manner;
17. Refuse to use his/her position on the District Board in any way, whatsoever, for personal gain;
18. Give staff and contemporaries the respect and consideration due skilled professional personnel;
19. Ensure legal and ethical hiring and employment practices; and
20. Direct comments and questions from members of the public to the General Manager to ensure accurate responses consistent with District policy and practice.

## **ARTICLE 6 ADVISORY COMMITTEES**

As used in this Article, and throughout the Bylaws, the term "Advisory Committee" includes both standing advisory committees and ad hoc advisory committees.

### **6.1 Role of Advisory Committees**

Advisory Committees provide an opportunity for in-depth factual and technical analysis of issues prior to presentation to the full Board for consideration and action. Advisory Committees are not decision-making bodies, and are not empowered to take any action independent of formal action by the full Board or without authorization from the full Board to act on behalf of the District. Advisory Committees are governed by the Brown Act.

### **6.2 Membership and Procedure for Appointment to Advisory Committees**

- a. The Finance Committee shall be composed of the President and Vice President of the Board.

- b. Membership of all other Advisory Committees shall be determined by the Board President. Directors serve on Advisory Committees at the pleasure of the Board President.
  1. Upon election to the office, the Board President shall seek input from each Director regarding their interest and/or preference as to which Advisory Committee they wish to serve on.
  2. Where practical, the President shall endeavor to rotate the membership of each Advisory Committee to accommodate the Directors' varying levels of expertise and interest and to ensure that the entire Board gain a broad base of knowledge to better advocate for District rate payers.
  3. The Board President, in consultation with the General Manager, shall then determine the membership of each Advisory Committee.

### 6.3 Standing Advisory Committees

- a. Standing committees have continuing jurisdiction to advise the District Board regarding the subject area to which they are assigned.
- b. Standing committees shall continue to meet regularly, in accordance with the meeting schedule determined by Resolution by the District Board at the first meeting of January of each year, until they are disbanded upon action by the District Board, for any reason.
- c. It is the policy of the District Board to maintain the following standing advisory committees:
  - **Finance**
    - The Finance Committee is charged primarily to support delivery of timely, clear, and comprehensive reporting of the District's fiscal status to the District Board. Specific focus areas include:
      - Review the financial audit and annual financial report
      - Review of the resolution prior to year audit findings
      - Review the auditor selection process and scope, as needed
  - **Human Resources**
    - The Human Resources Committee is responsible for monitoring the District's employment and personnel practices and proposing policies to ensure compliance with local, state, and federal employment laws and best practices for District Board review.
  - **Jersey Island**
    - The Jersey Island Committee is responsible for working with District staff to understand operations and to identify future opportunities for the Island. The committee makes recommendations to the District Board to maximize Jersey Island assets for District ratepayers.
  - **Public Outreach**
    - The Public Outreach Committee is responsible for working with District staff in the development and coordination of marketing and outreach activities to promote the District.

- **Recycled Water**
  - The Recycled Water Committee is responsible for working with District staff to develop opportunities related to the reuse of water produced by the District's Water Recycling Facility.
- **Biosolids**
  - The Biosolids Committee is responsible for working with District staff to understand the regulatory issues and operational opportunities related to biosolids produced by the District's Water Recycling Facility.

#### **6.4 Ad Hoc Advisory Committees**

The District Board may create Ad Hoc Advisory Committees. Creation of Ad Hoc Advisory Committees require a Resolution of the District Board which must include: (1) findings that the Ad Hoc Committee is in the best interests of the District; (2) a specified length of time that the Ad Hoc Committee will exist and (3) the limited purpose or subject matter assigned to the Ad Hoc Committee. Membership in Ad Hoc Advisory Committees shall be established by the Board President. Ad Hoc Advisory Committee Meetings are not governed by the Brown Act.

#### **6.5 Committee Meeting Schedule**

- a. The District Board shall, by Resolution, set a regular meeting schedule for each standing committee at the first meeting of January of each year.
- b. The Jersey Island and Public Outreach committees shall meet at least monthly and the Human Resources and Finance committees shall met at least quarterly.
- c. Ad hoc committees shall meet as often as necessary.

### **ARTICLE 7 GENERAL MANAGER'S ROLE AND RESPONSIBILITIES**

#### **7.1 Delegation of Authority to the General Manager**

The District Board of Directors has primary responsibility for the approval of District plans and procedures and for the appraisal of the ways in which these decisions are implemented and results obtained. The Board has authority to delegate specific responsibilities to the General Manager for the implementation of the programs and services of the District. Thus, the General Manager is the primary contact and staff member responsible for administration of the Board's chosen policy

The District Board delegates to the General Manager the function of specifying the required actions and designing the detailed arrangements under which the District will be operated. Such administrative policies and procedures will detail the operations of the District.

#### **7.2 General Manager Job Description and Contract**

The Board will negotiate and enter into a contract with the General Manager which specifies the terms and conditions of employment.

### **7.3 General Manager's Responsibilities**

The General Manager shall have responsibility for the following tasks:

1. Preparing the agenda for each Board meeting, attending all Board meetings (unless excused) and participating in deliberations of the Board as required or as the Board may request.
2. Bringing to the attention of the Board matters requiring or deserving its consideration.
3. In cooperation with District Counsel, reporting to the Board situations of legal risk which come to the General Manager's attention.
4. Keeping the Board apprised on the progress of matters and programs in the District, including written monthly reports from the General Manager and the District's department heads.
5. Executing Board decisions, and reporting back to the Board on progress.
6. Personnel matters.
7. Reporting to the Board employee appointments, demotions, transfers, and dismissals.
8. Appointing an Acting General Manager and apprising the Board of the same if absent from District business for two or more days.
9. Such additional responsibilities as he/she may have under his/her employment agreement.
10. Manage communications and requests between the Board and Staff.
11. Manage communications and requests for legal advice from the District Counsel.
12. Manage and ensure that Directors and Executive Staff receive training in ethics, open government, and the District's Communication and Social Media Policy, including organizing and conducting the Board Orientation for newly elected Directors pursuant to Section 3.1 of these Bylaws.

### **7.4 General Manager Office Hours**

The General Manager shall make him/herself available to Directors for at least one (1) hour at least two (2) times per month.

### **7.5 General Manager's Authority to Act where Bylaws/Policies are Silent**

When action must be taken within the District where the Board has provided no guidelines for administrative action, the General Manager shall have the power to act, but the decisions shall be

subject to review by the Board at its next regular meeting. It shall be the duty of the General Manager to inform the Board promptly of such action and of the possible need for policy or rule.

**7.6 General Manager Review Period**

Once per year, the Board shall review the General Manager's job performance.

# **SECTION III**

## **BOARD MEETINGS**

## **ARTICLE 8 METHODS OF OPERATION OF DISTRICT - BOARD MEETINGS**

It is the policy of the District Board that all meetings be conducted in accordance with California (California Government Code Section 54950 through 54962) and federal statutes and rules, the decisions of the courts, and with proper regard to "due process" procedures. In so doing, the Board will seek information from staff and other sources as appropriate, before decisions are made on policy and procedural matters.

### **8.1 Meeting Location**

Regular meetings of the District Board shall be held at the District Office of the Ironhouse Sanitary District, 450 Walnut Meadows Drive, Oakley, CA on the third Tuesday of each month at 6:00 p.m., unless by specific action of the Board a different meeting place or time is selected.

The President and the General Manager shall insure that appropriate information is available for the audience at meetings of the Board of Directors, and that physical facilities for said meetings are functional and appropriate. In the event the Governor of California declares a state of emergency, the District may conduct meetings virtually consistent with the requirements of Government Code section 54953.

### **8.2 Regular Meetings**

All meetings of the District Board are to be posted 72 hours in advance and are open to the public, except as provided for Closed Sessions. Notice of all meetings and a copy of the proposed agenda shall be sent to all persons making request in writing, and will be made available to the news media prior to the date of the meeting in accordance with the Brown Act.

At least seventy-two (72) hours prior to the time of all regular meetings, an agenda, which includes but is not limited to all matters on which there may be discussion and/or action by the Board, shall be posted conspicuously for public review, in accordance with the Brown Act, in at least three public places including, within the Ironhouse Sanitary District Office, in the ISD glass case posting box at ISD's front gate entrance, at the Post Office public posting boards on Bethel Island and in Oakley, and posted on the District's website at [www.ironhousesanitarydistrict.com](http://www.ironhousesanitarydistrict.com).

It is the intent of the Sanitary District Board to encourage attendance and participation at Board meetings by all interested persons and residents of the District.

### **8.3 Special Meetings**

All special meetings are to have at least a 24-hour advance notice except in the case of an emergency. Board meeting notices are to be posted, in accordance with the Brown Act, at the Ironhouse Sanitary District Office, in the ISD glass case posting box at ISD's front gate entrance, at the Post Office public posting boards on Bethel Island and in Oakley, posted on the District's website at [www.ironhousesanitarydistrict.com](http://www.ironhousesanitarydistrict.com), and the news media notified.

Special or emergency meetings of the Board may be called by the Board President or by petition from a majority of the Directors to the Board President or the Vice President, or by request of the General Manager.

#### **8.4 Closed Sessions**

The Board may hold a closed session during a regular or special meeting to consider the items listed in Government Code section 54957.

#### **8.5 Quorum**

A majority of the members of the Board shall constitute a quorum. The affirmative vote of at least three (3) members present at any meeting having a quorum shall be considered sufficient for action, except for actions required otherwise by law or these policies. If only three (3) members are present, constituting a quorum, a unanimous vote is required to approve a motion.

#### **8.6 Agendas**

- a. No less than five (5) days prior to a regular meeting of the Board, the General Manager shall review with the Board President, the proposed agenda and staff reports, to the extent the staff reports are final. Staff shall endeavor to complete staff reports prior to this meeting between the General Manager and the President.
- b. The District Secretary shall compile and have available to the Board and public, via the District's website, the complete Agenda packet at least 72 hours prior to each regular Board meeting and in compliance with the requirements of the Brown Act.
- c. The General Manager, in consultation with the Board President, shall prepare the agenda for each regular and special meeting of the Board of Directors.
- d. Placing items on the Agenda
  1. Any Director may request that an item be placed on the agenda.
    - i. If the item is time sensitive, and must or should be addressed promptly, the Director shall discuss the item with the President, who shall consult the General Manager regarding placement on the agenda.
    - ii. If the item is not time sensitive, and may be addressed at the next Board meeting, the Director may request that the item be placed on the next meeting agenda during a Board meeting.
  2. Any member of the public may request an item be placed on the agenda of a regularly scheduled Board meeting.

The Board President, in consultation with the General Manager, shall determine whether the item shall be placed on the agenda of a regularly scheduled meeting.

## **8.7 Consent Agenda**

Items of a routine and non-controversial nature shall be placed on the consent agenda. All items may be approved by one blanket motion upon unanimous consent. Any Director may request that any item be withdrawn from the consent agenda for separate consideration. Any Director may abstain from voting on any consent agenda item without requesting its removal from the consent agenda, and the Board Secretary shall record such abstentions in the minutes.

## **8.8 Public Comments**

The Board shall provide in the agenda of its regular meeting a specific time to hear the comments, concerns, and suggestions from members of the public, which time shall be known as public comments.

To accomplish the tasks of the Board in an orderly and expeditious manner, the Board will attempt to limit repetitious testimony and discussion whenever possible and to limit discussion to a reasonable amount of time.

Any person may address the Board on any subject pertaining to District business not listed on the agenda during the Public Comments portion of the meeting. Each person desiring to speak shall be limited to three (3) minutes unless they request, and the President grants, an extension of up to five (5) minutes. Any public comments on items listed on the agenda should be addressed at the time the agenda item is up for the Board's discussion.

This policy does not prevent the Board from taking testimony at regular and special meetings of the Board on matters, which are not on the agenda, which a member of the public may wish to bring before the Board. However, the Board shall not discuss or take action on such matters at that meeting. To the extent such a presentation raises issues which the Board wishes to discuss, the President may request either (1) that the item be placed on the agenda for the next regular meeting, consistent with Section 8.6, or (2) that the board hold a special meeting to discuss or take action on that item.

## **8.9 Board Meeting Conduct**

- a. Meetings of the Board of Directors shall be conducted by the President in a manner consistent with the policies of the District. All Board meetings shall commence at the time stated on the agenda and shall be guided by same.
- b. The conduct of meetings shall, to the fullest possible extent, enable Directors to:
  1. Consider problems to be solved, weigh evidence related thereto, and make wise decisions intended to solve the problems; and, receive, consider and take any needed action with respect to District operations.
  2. Provisions for permitting any individual or group to address the Board concerning any item on the agenda of a special meeting, or to address the Board at regular meeting on any subject that lies within the jurisdiction of the Board of Directors shall be as followed:

- i. No oral presentation shall include charges or complaints against any District employee, regardless of whether or not the employee is identified in the presentation by name or by another reference, which tends to identify. All charges or complaints against employees shall be resolved at the lowest possible administrative level, and that the method for resolution of complaints be logical and systematic.
- ii. Willful disruption of any of the meetings of the Board of Directors shall not be permitted. If the President finds that there is in fact willful disruption of any meeting of the Board, the President may order the room cleared to subsequently conduct the Board's business. In such an event, only matters appearing on the agenda may be considered in such a session. After clearing the room, the President may permit those persons who, in his/her opinion, were not responsible for the willful disruption to re-enter the meeting room. Duly accredited representatives of the news media, whom the President finds not to have participated in the disruption, shall be admitted to stay for the remainder of the meeting.
- iii. Law Enforcement shall be summoned for security reasons should tensions arise that could potentially bring harm to the public, Board members or staff.

#### **8.10 Decorum and Order - Directors**

Any Director desiring to speak shall address the President and, upon recognition by the President, shall confine himself/herself to the question under debate.

- a. A Director desiring to question the staff shall address his/her question to the General Manager who shall either answer the inquiry himself or designate some member of his/her staff for that purpose.
- b. A Director, once recognized, shall not be interrupted while speaking unless: i) called to order by the President; ii) unless a Point of Order is raised by another Director; or iii) unless the speaker chooses to yield to questions from another Director.
- c. Any Director called to order while he is speaking shall cease speaking immediately until the question of order is determined. If ruled to be in order, s/he shall be permitted to proceed. If ruled to be not in order, s/he shall remain silent or shall alter his/her remarks so as to comply with rules of the Board.
- d. Directors shall at all times conduct themselves with courtesy to each other, to staff, and to members of the audience present at Board meetings and public sessions.

#### **8.11 Decorum and Order – Employees**

Members of the administrative staff and employees of the District shall observe the same rules of procedure and decorum applicable to Directors.

## **8.12 Adjourned Meetings**

A majority vote by the Board may terminate any Board meeting at any place in the agenda to any time and place specified in the order of adjournment, except that if no Directors are present at any regular or adjourned regular meeting, the General Manager may declare the meeting adjourned to a stated time and place, and he/she shall cause a written notice of adjournment to be given to those specified above.

## **ARTICLE 9 RULES OF ORDER DURING MEETINGS**

### **9.1 Points of Order**

The Board President is responsible for the maintenance of order and decorum at all times. The Board President shall determine all Points of Order subject to the right of any member to appeal to the entire Board. If any appeal is taken, the question shall be, "Shall the decision of the Board President be sustained?" In the event of such appeal, a majority vote shall govern and conclusively determine such question of order.

### **9.2 Limitation of Debate**

No Director should speak more than once upon any one subject until every other Director choosing to speak thereon has spoken.

### **9.3 Dissents, Protests, and Comments**

Any Director shall have the right to express dissent from or protest to or comment upon any action of the Board and shall have the right to request to include this in the minutes. If such dissent, protest or comment is desired to be entered in the minutes, the Director should make this clear by stating, e.g.: "I would like the minutes to show that I am opposed to this action for the following reason..."

### **9.4 Rulings of President Final Unless Overruled**

In presiding over meetings, the Board President, or Vice President in the absence of the President, shall decide all questions or interpretation of these rules, points of order or other questions of procedure requiring rulings. Any such decision or ruling shall be final unless overridden or suspended by a majority vote of the Board Members present and voting, and shall be binding and legally effective for purposes of the matter under consideration.

### **9.5 Actions Not Invalidated**

Failure to strictly comply with these Rules of Procedure shall not invalidate any action taken by the District Board.

### **9.6 Actions**

The Board may act only by ordinance, resolution, order or motion.

A “motion” is a Board action which is recorded simply by an item entry in the minutes of the meeting at which it was accomplished, and no separate document is made to memorialize it (unless the Board requests or orders such memorialization).

### **9.7 Processing of Motions**

When a motion is made and seconded, it shall be stated by the President before debate. A motion so stated and seconded shall not be withdrawn by the mover without the consent of the person seconding it.

### **9.8 Motions Out of Order**

The President may at any time, by majority consent of the Board, permit a Director to introduce an ordinance, resolution, or motion out of the regular agenda order.

### **9.9 Division of Question**

If the question contains two or more divisional propositions, the President may, and upon request of a Director shall, divide the same.

### **9.10 Precedence of Motions**

When a motion is before the Board, no other motion shall be entertained except the following, which shall have precedence in the following order:

1. Adjourn
2. Fix hour of adjournment
3. Table
4. Limit or terminate discussion
5. Substitute
6. Reconsider
7. Amend
8. Postpone

### **9.11 Motion to Adjourn – Not debatable**

A motion to adjourn shall be in order at any time, except as follows:

- a. When repeated without intervening business or discussion
- b. When made as an interruption of a Director
- c. When discussion has been ended and vote on motion is pending

- d. When a vote is being taken

A motion to adjourn “to another time” shall be debatable **only** as to the time to which the meeting is adjourned.

**9.12 Motion to Fix Hour of Adjournment–Not debatable**

Such a motion shall be to set a definite time at which to adjourn and shall not be debatable and amendable except by unanimous vote.

**9.13 Motion to Table–Not debatable**

A motion to table shall be used to temporarily by-pass the subject. A motion to table shall not be debatable and shall preclude all amendments or debate of the subject under consideration. If the motion shall prevail, the matter may be “taken from the table” at any time prior to the end of the meeting.

**9.14 Motion to Limit or Terminate Discussion – Not debatable**

Such a motion shall be used to limit or close debate on, or further amendment to, the main motion and shall not be debatable. If the motion fails, debate shall be reopened; if the motion passes, a vote shall be taken on the main motion.

**9.15 Motion to Amend – Debatable**

A motion to amend shall be debatable only as to the amendment. A motion to amend an amendment shall be in order, but a motion to amend an amendment to an amendment shall not be in order. An amendment modifying the intention of a motion shall be in order, but an amendment relating to a different matter shall not be in order. A substitute motion on the same subject shall be acceptable, and voted on before a vote on the amendment. Amendments shall be voted first, then the main motion as amended.

**9.16 Motion to Continue – Debatable**

Motions to continue to a definite time shall be amendable and debatable as to propriety of postponement and time set.

**9.17 Reconsideration – Debatable**

Any Director who voted with the majority may move a reconsideration of any action at the same or next meeting. After a motion for reconsideration has once been acted upon, no other motion for a reconsideration thereof shall be made without unanimous consent to the Board.

**9.18 Voting Procedure**

In acting upon every motion, the vote shall be taken by voice or roll call or any other method by which the vote of each Director present can be clearly ascertained. The vote on each motion shall then be entered in full upon the record.

**9.19 Tie Votes**

Tie votes shall be considered a no vote or denial.

**9.20 Roberts Rules of Order as Default**

Where these Bylaws are unclear or silent as to proper procedure, the Roberts Rules of Order shall control.

**ARTICLE 10 DISTRICT COUNSEL**

**10.1 Selection of District Counsel**

The Board shall select, hire and terminate legal counsel to represent the legal needs of the District.

**10.2 District Counsel Reporting**

District Counsel shall report directly to the Board, however, it is understood that District Counsel will work day-to-day with the General Manager and other District management.

**10.3 Seeking Legal Advice**

The Board shall seek the advice of District Counsel whenever it is unclear regarding legal questions or whenever an action being considered that may place the District in legal jeopardy.

**10.4 District Counsel Responsibilities**

The role and responsibility of the General Counsel is as follows:

- a. The District Counsel is the chief legal officer of the District. The General Counsel's client is the District as a whole and not any single Director or member of Staff.
- b. The District Counsel may, where appropriate, appoint a designee to act in their stead.
- c. If the District Counsel is a member of a firm, they may designate other members of the firm to perform specific assignments but shall remain responsible for the quantity and quality of all legal work performed by the firm. The Board should enter into an employment agreement or contract defining the scope of services and outlining the terms and conditions for total compensation.
- d. The District Counsel is responsible for advising the Board, the General Manager, and staff on all legal matters related to District Business. Advice provided by the District Counsel to the Board and Staff shall, whenever feasible, be first discussed with the General Manager.
- e. The District Counsel shall attend all Regular ISD Board Meetings unless otherwise directed by the Board President or the General Manager.

- f. The District Counsel may attend special meetings, committee meetings, or closed sessions at the request of either the Board President or the General Manager.
- g. The District Counsel, in consultation with the General Manager, will determine whether requested legal advice should be provided to the Board via a closed session, a confidential memorandum, or at a public meeting.

#### **10.5 District Legal Counsel Review Period**

The District Legal Counsel's job performance shall be reviewed, at least, every other year, beginning in 2022. If the Board determines it is necessary, the Board may conduct more frequent reviews of the District Counsel.

#### **10.6 Bylaws Review and Update**

Every three years, following 2022, District Counsel shall review the District Bylaws to determine whether additional revisions are necessary. The District Counsel shall work with the General Manager and relevant staff in reviewing the Bylaws for potential areas for improvement and provide his/her assessment to the Board.

# **APPENDIX I**

## **THE RALPH M. BROWN ACT**

**APPENDIX 2**

**IRONHOUSE  
SANITARY  
DISTRICT  
COMMUNICATION  
AND SOCIAL  
MEDIA POLICY**