



SANTA YNEZ
COMMUNITY SERVICES DISTRICT

AMENDED AND RESTATED BOARD POLICY MANUAL

Adopted by Resolution 19-11 on November 20, 2019, the AMENDED AND RESTATED BOARD POLICY MANUAL serves as a crucial guide for the Board of Directors of the Santa Ynez Community Services District, outlining the policies and procedures that ensure the effective and efficient operation of the Board in fulfilling the mission of the District.

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Section 1. SYCSD Mission Statement

The mission of the District is to respond to the needs of its citizens and represent them, as a group, at local, regional and state levels in solving local problems within the District's authorized powers affecting the common good. To fulfill that mission, the Board of Directors of the Santa Ynez Community Services District is deeply committed to the following:

- To respond to community needs within the District's sphere of influence (said sphere being subject to future revision and amendment pursuant to the Government Code) to the full extent of the District's authority and the purposes for which it was formed;
- To support orderly growth and development which is not just a goal, but a commitment, essential to the social, fiscal and economic well-being of the community as an integral part of the Santa Ynez Valley and which responds sensitively to environmental concerns and available natural resources; and
- To set priorities for community services by weighing actual and future needs against all available financial resources and to manage public funds in a manner both fiscally sound and conservative.

The Board further finds that the common good is best served when all policies are based upon the most complete information that can be assembled, the counsel of reliable, independent experts is sought, and the District is administered fairly, objectively and without deference to special or self interests.

Section 2. Purpose of Board Policies

It is the intent of the Board of Directors of the Santa Ynez Community Services District to maintain a Board Policy Manual. Contained therein shall be a listing of the Board's current policies. The Board Policy Manual will serve as a resource for Directors, staff and members of the public in determining the manner in which District business is to be conducted.

The Board has adopted Rosenberg's Rules of Order: Simple Parliamentary Procedures for the 21st Century ("Rosenberg's Rules") to supplement this Board Policy Manual. A copy of Rosenberg's Rules is attached hereto as Exhibit "A" and is incorporated herein by reference.

If any policy or portion of a policy contained within the Board Policy Manual is in conflict with ordinances, regulations or legislation applicable to the District, or with Rosenberg's Rules, said ordinances, regulations, legislation or rules shall prevail.

Section 3. Adoption/ Amendment of Policies

New policies may be added to this Board Policy Manual and existing policies contained herein may be amended or deleted upon approval of the Board. Consideration by the Board of Directors of a proposed policy addition, amendment or deletion may be initiated by adding the item to the agenda in accordance with Section 16 hereof.

Section 4. Conflicts of Interest

The Political Reform Act (Government Code 81000, et seq.) requires the District to adopt a conflict of interest code. The District has adopted the standard conflict of interest code set forth in 2 Cal. Code of Regs. 18730 by incorporating said regulations by reference and has designated those employees of the District who shall file statements of economic interests (Form 700) with the Clerk of the County of Santa Barbara.

Section 5. Public Comment Policy (New Section)

Public comments received by the District shall generally be handled in accordance with the provisions of this Section and applicable law, including, but not limited to, Section 54954.3 of the Ralph M. Brown Act. The procedures for handling comments vary depending on whether the comments are oral or written and whether the comments are received at or outside of a meeting of the Board of Directors or a respective committee and other legislative body.

Oral Comments Received at Agendized Meeting

Time shall be set aside during each meeting of the Board of Directors, during which the public shall have an opportunity to express their views, concerns, and opinions on matters within the subject matter jurisdiction of the Board or District, regardless of whether such items are on the agenda.

The scope of topics that shall be deemed within the Board's subject matter jurisdiction shall be at the reasonable discretion of the Board President. The other Board members can appeal such determination upon a motion duly seconded and approved by a majority vote.

Board responses to public comments on non-agendized items will generally be limited to:

- Thanking the public for their comments
- Brief clarifying questions, usually without extended discussion
- Direction to staff to follow up with the members of the public or
- A motion duly seconded and passed for an item to appear on a future agenda

This provision shall apply to all legislative bodies of the District that are otherwise subject to the Ralph M. Brown Act.

Comments to the Board Received Outside an Agendized Meeting

All comments to the Board delivered to the District outside of an agendized meeting shall be:

1. Submitted in writing to the General Manager or individual designated by the General Manager and
2. Expressly addressed to the Board or for the attention of the Board.
 - a. Comments so addressed will be distributed by the General Manager or the General Manager's designee to the Board regularly for informational purposes only.
 - b. They shall be available to the public on request. As reasonably feasible, the General Manager, or the General Manager's designee, shall acknowledge receipt of such comments and indicate that such comments will be made available to the Board consistent with existing District policies.

For comments received and distributed to the Board, members may elect to confer individually with the General Manager for any clarifying questions or comments or request that an item be added to a future agenda for discussion.

For any comments received by the District that are not specified as being directed specifically to the Board, the General Manager or the General Manager's designee may, in their sole discretion, determine whether such comment is, in fact, for the Board and distribute such comment in the same manner.

The General Manager will not be required to distribute to the Board

comments made generally to the District, such as customer service comments, common inquiries, and other such communications. Instead, such comments will be routed to the appropriate person or department within the District.

Written Comments Received at an Agendized Meeting

Written comments deemed to be within the District's subject matter jurisdiction received at a board meeting shall be received by the General Manager or a designee and distributed to the Board in the same manner set forth above for "Comments to the Board Received Outside an Agendized Meeting," except as provided herein.

At the discretion of the General Manager or Board President, or if requested by the Board, written comments received at a meeting may either be:

1. Distributed to the Board at such meeting or
2. Read into the record during the time designated for receipt of public comments.

In such instances, copies of the received written comments will be made available to the public immediately following the meeting upon request.

Written comments received at an Agendized Meeting but outside the District's subject matter jurisdiction (wastewater and lighting) will follow the policy outlined above under Comments to the Board Received Outside an Agendized Meeting.

Section 6. Public Complaints

The Board of Directors desires that public complaints be resolved at the lowest possible administrative level, and that the method for resolution of complaints be expeditious, logical and systematic.

A public complaint is an allegation by a member of the public of a violation or misinterpretation of a District policy or ordinance, or of a state or federal statute by which the individual has been adversely affected.

The method of resolving complaints shall be as follow:

- The individual with a complaint, or the individual's duly authorized agent, shall first discuss the matter with the District's Secretary with the objective of resolving the matter informally.
- If the individual registering the complaint is not satisfied with the disposition of the complaint by the Secretary, the matter may be appealed to the General Manager, either verbally or in writing. Within a reasonable time, the General Manager shall meet with the person filing the complaint to resolve the matter. The General Manager may, at his/her option, conduct conferences and take testimony or written documentation in the resolution of the complaint. The General Manager shall provide a written decision if requested by the individual filing the complaint. The General Manager shall report on all such complaints at the next regularly scheduled Board meeting.
- If the individual filing the complaint is not satisfied with the disposition of the matter by the General Manager, a written complaint may be filed with the Board of Directors within ten (10) days of receiving the General Manager's decision. The Board may consider the matter at the next regular meeting or call a special meeting to consider the matter. The Board will expeditiously resolve the matter. In making the final decision, the Board may conduct conferences, hear testimony, and utilize written documentation. The Board shall provide a written decision if requested by the individual filing the complaint.
- If an individual is of the opinion that, by reason of special circumstances, any provision of the District's Sewer Service Code is unjust or inequitable as applied to the individual's premises, then in lieu of filing a complaint with the Board as provided above, the individual may file an application for relief pursuant to Section 105 of the District's Sewer Service Code.

This policy is not intended to prohibit or deter a member of the community or a staff member from appearing before the Board to verbally present testimony, complaints, or statements in regard to

actions of the Board, District programs and services, or implementing considerations of the Board.

Section 7. Claims Against the District

The purpose of this policy is to provide direction for processing and resolving (if possible) claims against the District. Inherent in this policy is the recognition that every claim will be unique, and that guidelines cannot be written to accommodate every case. Therefore, discretion and good sense must be used in handling each claim.

Property (land Improvements) Damage Claims

In the course of District's operations, damage to land and improvements thereon occasionally occur due to the proximity of the District's facilities to private property. When District employees are aware that property has been damaged in the course of their work, restorative measures are to be taken to return the property as close to its original condition as possible.

When a property owner informs a District employee of damage to their property (by telephone or in person), the employee receiving the claim will document in writing the time and date, and a description of the stated circumstances and allegations. Employees should respond to questions and be cordial and respectful, but refrain from commenting on liability questions.

As soon as possible after information about the damage has been received, it shall be given to the General Manager. The General Manager or his/her designee shall investigate the property owner's allegations.

If the owner of damaged property informs a member of the Board of Directors regarding the damage, the information will be given to the General Manager. Directors should not independently investigate claims, but may go with staff to observe.

Claims involving personal injury or death shall not be investigated by District staff or Directors but shall be immediately forwarded to the District's insurance carrier.

Personal Property Damage Claims

All claims of damage to vehicles or other personal property shall be submitted to the General Manager. He/she shall review the damage claim and the requested restitution. If he/she determines that the damage is the District's responsibility, he/she may authorize repairs or reimbursement of expenses in an amount not to exceed \$500.

Board Review of Claims

As soon as reasonably feasible, District staff shall notify the Board of any claim that (i) is in excess of \$1,000, (ii) is in excess of the District's insurance deductible, (iii) involves personal injury or death, or (iv) is subject to the Government Tort Claims Act (Government Code Sections 810 to 996.6). The Board will consider such claim at its next regular meeting or at a special meeting called for that purpose. If authorized by the Board, the matter shall be forwarded to the District's insurance carrier (Special District Risk Management Authority, SDRMA), and the claimant shall be advised of that action. For any claim that is subject to the Government Tort Claims Act, the Board shall respond to the claim in accordance with said Act.

Claims on District Form

All damage claims must be submitted in writing on a District claim form. This will ensure that a claim is valid and protect important rights of the District. District staff shall provide no assistance to the claimant in filling out the claim form. The claimant must fill out the claim form in its entirety and submit it to the District office. Upon receipt, District staff shall date-stamp the document.

Section 8. Code of Ethics (Conduct)

The Board of Directors is committed to providing excellence in leadership that results in the provision of the highest quality of services to its constituents. In order to assist members of the Board of Directors in carrying out their duties, the Board of Directors shall comply with the rules of courtesy and decorum as set forth in Rosenberg's Rules, as well as the following rules:

- The dignity, style, values and opinions of each Director are to be respected.

- Responsiveness and attentive listening communication is encouraged.
- The needs of the District's constituents are to be the priority of the Board of Directors.
- The primary responsibility of the Board of Directors is the formulation and evaluation of policy. Routine matters concerning the operational aspects of the District are to be delegated to professional staff members of the District.
- Directors are to commit themselves to emphasizing the positive, avoiding negative forms of interaction.
- Directors are to commit themselves to focusing on issues and not personalities. The presentation of the opinions of others is to be encouraged. Voting blocs based on personalities rather than issues are to be avoided.
- Differing viewpoints are healthy in the decision-making process. Individuals have the right to disagree with ideas and opinions, but without being disagreeable. Once the Board of Directors takes action, Directors are to commit to supporting said action and not to creating barriers to the implementation of said action.

Directors shall practice the following procedures:

- The Board and individual Directors may discuss with the General Manager the development and implementation of District policies. Only the Board, and not individual Directors, may direct the General Manager with respect to the development and implementation of District policies.
- The Board and individual Directors should generally not discuss District business directly with any District employee other than the General Manager. Exceptions may be made where (i) a Director is requesting information which can be provided by the Board Secretary, in which case, the Director may communicate with the Board Secretary, or (ii) the Board (but not an individual Director) is investigating a matter involving the General Manager

and has authorized one or more Directors to communicate with other District employees. In addition, if the General Manager is unavailable and immediate action is needed, a Director may contact other District employees, in which case such contact shall be reported by the Director to the Board at the next Board meeting.

- The Directors may take action only as a Board. Individual Directors shall not take action or speak on behalf of the District without express Board authorization.
- In handling complaints from residents and property owners of the District, said complaints should be referred directly to the General Manager.
- In handling items related to safety, concerns for safety or hazards should be reported to the General Manager or to the District office. Emergency situations should be dealt with immediately by seeking appropriate assistance.
- In seeking clarification for policy-related concerns, especially those involving personnel, legal action, land acquisition and development, finances, and programming, said concerns should be referred directly to the General Manager.
- When approached by District personnel concerning specific District policy, Directors should direct inquiries to the General Manager. The chain of command should be followed.
- 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.
- Directors should develop a working relationship with the General Manager wherein current issues, concerns and District projects can be discussed comfortably and openly.
- Directors are responsible for monitoring the District's progress in attaining its goals and objectives, while pursuing its mission.

Section 9. Board Meetings

Regular Meetings of the Board of Directors shall be held on the third Wednesday of each calendar month at 5:30 p.m. in the Board Room at 1070 Faraday, Santa Ynez, California. (Government Code Section 54954).

Special Meetings of the Board of Directors may be called by the Board President or by the Board. (Government Code Section 54956).

Emergency Meetings of the Board of Directors may be called by the Board President or by the Board and shall require a determination by the Board that there exists (i) an emergency involving a work stoppage, crippling activity, or other activity that severely impairs public health, safety, or both, or (ii) a dire emergency involving a crippling disaster, mass destruction, terrorist act, or a threatened terrorist activity that poses immediate and significant peril. (Government Code Section 54956.5).

Annual Organizational Meeting. The Board of Directors shall hold an annual organizational meeting at its regular meeting in December. At this meeting the Board will elect a President and Vice President from among its members to serve during the coming calendar year. At this meeting the Board will also appoint members to the Standing Committees (see Section 15).

Notice. Notice of all Board meetings shall be given in accordance with the Ralph M. Brown Act (Government Code Section 54950 et seq.).

Section 10. Attendance at Meetings

Members of the Board of Directors shall attend all regular and special meetings of the Board unless there is good cause for absence.

A vacancy on the Board shall occur during any of the events set forth in Government Code Section 1770.

Section 11. Board President

The President of the Board of Directors shall preside over all Board meetings and act as the chairperson. He/she shall have the same rights as the other members of the Board in voting, introducing motions, resolutions and ordinances, and any discussion of questions that follow said actions.

In the absence or inability to serve of the President, the Vice President of the Board of Directors shall preside over all Board meetings and act as the chairperson. If the President and Vice President of the Board are both absent or unable to serve, the remaining members present shall select one of themselves to act as chairperson of the meeting.

Section 12. Members of the Board of Directors

Directors shall remain informed regarding District business and shall thoroughly prepare themselves to discuss agenda items at meetings of the Board of Directors. Whenever feasible, agenda packets shall be distributed to all Directors six (6) days prior to each regular Board meeting.

Any Director may request information from District staff at any time where such information relates to an agenda item or other matter of District business and is not subject to confidentiality restrictions under applicable law. District staff will generally provide the Directors with copies of new correspondence, notices and other information of a material nature affecting the District or pertaining to District business ("New Information") prior to each Board meeting at the time the agenda packet for the meeting is distributed. However, New Information shall be provided by District staff to all Directors as soon as reasonably feasible in cases where (i) District staff determines, in the exercise of staff's reasonable discretion, that, due to its importance, the Directors would likely be interested in receiving the New Information prior to the distribution of the agenda packet for the meeting, (ii) the New Information involves communications with another public agency, or (iii) the New Information is time sensitive. New Information shall be considered to be time sensitive if it relates

to an event that will occur or a matter that will be discussed or acted upon prior to the next meeting of the District's Board of Directors.

Directors shall defer to the chairperson for conduct of meetings of the Board, but shall be free to question and discuss items on the agenda. All comments should be brief and confined to the matter being discussed by the Board.

Directors may request for inclusion into minutes brief comments pertinent to an agenda item only at the meeting that item is discussed (including, if desired, a position on abstention or dissenting vote).

Directors shall abstain from participating in consideration on any item involving a personal or financial conflict of interest. Unless such a conflict of interest exists, however, Directors should not abstain from the Board's decision-making responsibilities.

Directors are required to understand their responsibilities as Board members and to familiarize themselves with applicable legal requirements. These requirements include (i) the Ralph M. Brown Act (Government Code Section 54950, et seq.), which sets forth requirements for open and public meetings, (ii) the Public Records Act (Government Code Section 6250, et seq.), which addresses the public's rights to access governmental records, (iii) the Political Reform Act (Government Code Section 81000, et seq.), which addresses conflicts of interest and the requirement for the annual filing of a Statement of Economic Interests (Form 700), (iv) ethics training (Government Code Section 53234 et seq.), and (v) sexual harassment prevention training (Government Code Section 53237 et seq.). To provide assistance in that regard, as soon as possible after a newly elected or appointed Director takes the oath office, District staff shall provide the Director with (a) copies of this Board Policy Manual and the District's Conflict of Interest Code, and (b) copies of, or links to, the following publications:

- *Special District Board Member Handbook* published by the California Special Districts Association
- *Open and Public - A Guide to the Ralph M. Brown Act* published by the League of California Cities

- *California Public Records Act Compliance Manual for Special Districts published by the California Special Districts Association*
- *The People's Business - A Guide to the California Public Records Act published by the League of California Cities*
- *Recognizing Conflicts of Interest published by the Fair Political Practices Commission*

Newly elected or appointed Directors shall carefully review the resources referenced above and are encouraged to participate in available training courses (e.g., the Special District Leadership Conference sponsored by the California Special District's Association).

The Board or the General Manager may authorize District legal counsel to assist in the orientation and training process for new Board members.

Section 13. Board Meeting Conduct

Meetings of the Board of Directors shall be conducted by the chairperson in a manner consistent with Rosenberg's Rules and the policies of the District. Rosenberg's Rules and Section 14 "Rules of Order for Board and Committee Meetings", shall be used as general guidelines for meeting protocol. All Board meetings shall commence at the time stated on the agenda and shall be guided by same.

Directors shall at all times conduct themselves with courtesy to each other, to staff, and to members of the audience present at Board meetings.

The conduct of meetings shall, to the fullest possible extent, enable Directors to:

- 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 reports of accomplishment of District operations.

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 a regular meeting on any subject that lies within the jurisdiction of the Board of Directors, shall be as follows;

- The Board may limit speakers to three (3) minutes each and may limit the total time allotted to public comments on an agenda item to twenty (20) minutes.
- No boisterous conduct shall be permitted at any Board meeting. Persistence in boisterous conduct shall be grounds for summary termination, by the chairperson, of that person's public comment privileges.

Willful disruption of any of the meetings of the Board of Directors shall not be permitted.

Section 14. Board Actions and Decisions

The Board of Directors shall act only by ordinance, resolution, or motion. A majority of the total membership of the Board of Directors shall constitute a quorum for the transaction of business. Except as otherwise specifically provided by law, a majority vote of the total membership of the Board of Directors is required for the Board to take action. The minutes of all Board meetings shall record the aye and no votes taken by the members of the Board for the passage of all ordinances, resolutions, or motions. The Board of Directors shall keep a record of all its actions, including financial transactions.

Actions by the Board of Directors may include but are not limited to the following:

- Adoption or rejection of a regulation or policy.
- Adoption or rejection of a resolution.

- Adoption or rejection of an ordinance.
- Approval or rejection of any contract or expenditure.
- Approval or rejection of any proposal which commits District funds or facilities.
- Approval or disapproval of matters that require or may require the District or its employees to take action and/or provide services.

The Board may give directions that are not formal action. Such directions do not require formal procedural process. Such directions include the Board's directives and instructions to the General Manager.

The chairperson shall determine whether a consensus exists for a Board directive and shall state it for clarification. Should any two Directors challenge the determination of the chairperson, a vote on the matter shall be required.

A formal motion may be made to place a disputed directive on a future agenda for Board consideration, or to take some other action (such as refer the matter to the General Manager for review and recommendation, etc.).

Informal action by the Board is still Board action and, unless an exception applies under the Ralph M. Brown Act, shall only occur regarding matters that appear on the agenda for the Board meeting during which said informal action is taken.

Section 15. Rules of Order for Board and Committee Meetings

General

Action items shall be brought before and considered by the Board by motion in accordance with Rosenberg's Rules.

Decorum

The chairperson shall take whatever actions are necessary and appropriate to preserve order and decorum during Board meetings, including public hearings. The chairperson may eject any person or

persons, refusing to abide by a reasonable request from the chairperson, or otherwise disrupting the meeting or hearing.

The chairperson may also declare a short recess during any meeting.

Public Hearings

Matters which are required to be heard at a public hearing shall be conducted in accordance with the procedures in this section. Public hearings will generally be held at the beginning of the meeting as a convenience to the public. The usual order of procedure is as follows:

- a. No sooner than the time set for the public hearing, the chairperson shall declare the public hearing open.
- b. The General Manager or other appropriate staff person shall verify that notice of the public hearing has been given in the manner required by law.
- c. The General Manager or other appropriate staff person shall present a staff report concerning the subject of the hearing.
- d. The chairperson shall ask whether any Directors have any questions of the staff.
- e. The chairperson shall ask the General Manager whether any written comments on the subject matter of the public hearing have been received.
- f. If applicable, the applicant or proponent shall be asked by the chairperson to present any comments.
- g. The chairperson shall then ask whether any members of the public wish to present written or oral comments on the subject of the public hearing.
- h. The chairperson then closes the public hearing.
- i. The Board then deliberates and acts on the item.

No person shall be permitted during the hearing to speak about matters not germane or relevant to the subject of the hearing.

Individuals testifying at a public hearing do not have a right of unlimited time. The Board may limit speakers to three (3) minutes each and may limit the total time allotted to public comments during the public hearing to twenty (20) minutes. Any time limits so established shall be uniformly applied and strictly adhered to. A public hearing may be continued from time to time by approval of the Board.

Amendment of Rules of Order

By motion made, seconded and approved by a vote of the Board, the Board may, at its discretion and at any meeting (a) temporarily suspend these rules in whole or in part; (b) amend these rules in whole or in part; or, (c) both.

Section 16. Committees of the Board of Directors

The Board of Directors shall appoint such ad hoc committees as may be deemed necessary or advisable by the Board. The duties of the ad hoc committees shall be outlined at the time of appointment, and the committee shall be considered dissolved when its final report has been made.

The following shall be standing committees of the Board:

- Finance/Budget Committee
- Personnel
- Wastewater

The Board shall appoint and publicly announce the members of the standing committees for the ensuing year no later than the Board's regular meeting in January.

The Board's standing committees may be assigned to review District functions, activities, and/or operations pertaining to their designated concerns, as specified below. Said assignment shall be made by a vote of the Board. Any recommendations resulting from said review should be submitted to the Board via a written or oral report.

All meetings of standing committees shall conform to all open meeting laws (e.g., the Ralph M. Brown Act).

- Finance/Budget Committee: The Board's standing Finance/Budget Committee shall be concerned with the financial management of the District, including preparation of an annual budget and major expenditures.
- Personnel Committee: The Board's standing Personnel Committee shall be concerned with the functions, activities, operations, compensation and welfare of District staff.
- Wastewater Committee: The Board's standing Wastewater Committee shall be concerned with management of the collection system and issues/concerns with the City of Solvang agreement and charges.
- **Community Interface Committee: (New)**

Section 17. Board Meeting Agenda

Agenda Preparation. The General Manager, in cooperation with the Board President, shall prepare an agenda for each regular and special meeting of the Board of Directors.

Any Director may have an item added to the agenda for a future Board meeting by making a request to the General Manager. In addition, any member of the public may have an item added to the agenda for a future Board meeting with the approval any Director or the General Manager. All such requests shall include supporting documentation, if available. The General Manager shall add the requested item to a future agenda as soon as reasonably feasible, taking into consideration (i) the schedule for future Board meetings, (ii) the number and nature of the other matters which are anticipated to be on the agendas for future meetings, (iii) whether all Board members are expected to be in attendance at future meetings, and the need to perform analysis, assemble information, confer with District legal counsel or outside consultants, have the matter reviewed by a Board committee, or undertake other activities prior to placing the matter on a future agenda. Where appropriate, the General Manager may require the person who requested the addition of an agenda item to provide supporting documentation at least one week before the matter is brought before the Board if such documentation was not submitted at the time the request was made.

Agenda Additions by General Manager. The General Manager shall have the authority to place an item on the agenda for a future Board meeting where the General Manager requires Board direction or approval regarding the matter or where the matter otherwise requires consideration and/or action by the Board.

This policy does not prevent the Board from taking public comments 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.

At least 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 at the District office and on the District's website.

The agenda for all special meetings shall be posted at least 24 hours before the meeting in the same manner.

Section 18. Minutes of the Board Meetings

The Secretary of the Board of Directors shall keep minutes of all regular and special meetings of the Board.

Copies of a meeting's minutes shall be distributed to Directors as a part of the agenda packet for the next regular meeting of the Board, at which time the Board will consider approving the minutes as presented or with modifications. Once approved by the Board, the official minutes shall be kept in a secure offsite location.

Unless directed otherwise and except for closed sessions, a recording of regular and special meetings of the Board of Directors will be made. The recording shall be kept in a secure location for the period of time specified under the District's records retention policy. Members of the public may inspect recordings of Board meetings without charge on a device that will be made available by the District.

Motions, resolutions or ordinances shall be recorded in the minutes as having passed or failed and individual votes will be recorded unless the action was unanimous, in which case the unanimous vote shall be noted. All resolutions and ordinances adopted by the Board shall be numbered consecutively. In addition to other information that the Board may deem to be of importance, the following information (if relevant) shall be included in each meeting's minutes:

- Date, place and type (regular, special or emergency) of each meeting.
- Directors present and absent by name.
- Administrative staff present by name.
- Call to Order.
- Time and name of late arriving Directors.
- Time and name of early departing Directors.
- Names of Directors absent during any agenda item upon which action was taken.
- Summary of staff reports.
- Summary of public comments regarding matters not on the agenda.
- Approval of minutes or modified minutes of preceding meetings.
- Record by number of all warrants approved for payment.
- Summary of each subject of the Board's deliberation.
- Resolutions and ordinances described as to their substantive content and sequential numbering.
- Record of all contracts and agreements, and their amendment, approved by the Board.
- Approval of the annual budget and mid-year budget adjustments.
- Approval of all policies, rules and/or regulations.
- Approval of all dispositions of District assets.
- Approval of all purchases of District assets.
- Time of meeting adjournment.

Section 19. Basis of Authority

The Board of Directors is the unit of authority within the District. Apart from his/her normal function as a part of this unit, Directors have no individual authority. As individuals, Directors may not speak on behalf of the District or commit the District to any policy, act, or expenditure.

Directors do not represent any fractional segment of the community, but are, rather, a part of the body that represents and acts for the community as a whole.

Section 20. Membership in Associations

The Board of Directors shall ordinarily hold membership in and attend meetings of such national, state, and local associations as may exist which have applicability to the functions of the District and shall look upon such membership as an opportunity for in-service training.

The Board of Directors shall maintain membership in the California Special Districts Association and shall insure that annual dues are paid when due.

The Board of Directors shall maintain membership in the Santa Barbara Chapter of the California Special Districts Association (SBCSDA) and shall insure that annual dues are paid when due.

At the regular meeting in December, a member of the Board shall be selected to represent the District in accordance with SBCSDA's constitution/bylaws, and another member of the Board or staff member shall at the same time be selected to serve as an alternate for the representation.

Section 21. Board Compensation, Travel and Training

Purpose

It is recognized that the District's Directors are required to attend meetings and render various services in connection with the performance of their duties as Board members. Section 61047 of the Community Services District Law (the "CSD Law") provides that, unless an increase is authorized pursuant to Section 20200 et seq. of the Water Code, the compensation for Directors shall not exceed \$100.00 for each day of service, not to exceed six (6) days of service in a month. This Section sets forth the compensation and expense policies of the District relative to such services. No compensation or

expenses for meetings or services shall be paid without the express authorization of the Board, except as provided below. The Board may deviate from these policies on a case-by-case basis to address specific circumstances as may be determined by the Board, subject to the limitations of the CSD Law and other applicable provisions of law.

Board and Committee Meetings

The Board holds regular meetings on the third Wednesday of each month and holds special meetings as provided by law. In addition, the Board has established various standing committees to address specific ongoing issues and periodically establishes ad hoc committees to address matters that are not within the purview of any of the District's standing committees. Subject to the provisions and limitations of this Section, Directors shall be compensated at the rate of \$100.00 for attendance at all regularly scheduled board meetings and special board meetings. Directors shall be compensated at the rate of \$50.00 for attendance at standing committee meetings and ad hoc committee meetings, together with any expenses incident thereto.

Additional Services

The Board periodically requests that Directors attend meetings of other agencies and organizations at which matters that pertain to or affect the District are to be discussed and/or acted upon. Directors render services to the District by attending and participating in such meetings. For all services identified in this Section 3, Directors shall be compensated at the rate of \$50.00, together with any expenses incident thereto.

Maximum Compensation

The maximum compensation a Director is entitled to receive for attendance at Board and committee meetings and for rendering other services is \$600.00 per month.

Expenses

The District shall pay expenses incident to any meeting or other services for which (i) compensation is payable to the Director, as provided above, or (ii) compensation is not payable to the Director, but the payment of expenses has been approved by express authorization of the

Board. The payment of expenses shall not be limited to the number of meetings attended in a calendar month.

Travel Expenses - Purpose

It shall be the policy of the District to reimburse Directors for travel expenses that are necessary, reasonable, ordinary, legitimate, permissible, and actually incurred when traveling on authorized District business, provided the expenses are authorized pursuant to above, are fully documented by receipts or other records, and are itemized on an approved Expense Reimbursement Report. It shall be the responsibility of each Director, within two (2) weeks after travel is completed, to submit a properly completed Expense Reimbursement Report together with supporting documentation in accordance with this Section. All documents related to reimbursable expenditures are public records subject to disclosure under the California Public Records Act.

Registration

Registration fees for approved conferences, seminars, workshops and meetings shall be a District expense and shall be paid in advance directly by the District.

Transportation

Transportation costs for approved travel shall be a District expense. If travel is to be completed by use of a personal vehicle, the vehicle owner shall submit to the District proof of adequate insurance prior to travel. When a personal vehicle is used, the owner will be compensated for mileage at the rates provided in Internal Revenue Service Publication 463 or any successor publication. When available, Directors shall use government and group rates offered by transportation providers. In the case of air travel, under no circumstances will the reimbursement for airfare exceed the cost of the lowest available round trip airfare from Santa Barbara or Santa Maria to the meeting site.

Lodging

Lodging costs for approved travel shall be an expense of the District. Where an overnight stay is required, Directors may arrange to have the District billed in advance for lodging expenses. If advance payment by the District is not possible, the Director may advance the payment

for lodging costs. If lodging is in connection with a conference or organized educational activity, lodging costs shall not exceed the maximum group rate published by the conference or activity sponsor, provided that lodging at the group rate is available at the time of booking. If the group rate is not available, Directors shall use government rates, if available, or shall use comparable lodging that is consistent with the requirements of this policy. Under no circumstances will the reimbursement for lodging exceed the cost of the lowest available single occupancy rate, plus tax. In addition, no reimbursement will be made for extra services or entertainment purchased by a Director.

Meals

Meal costs while on approved travel shall be an expense of the District. The maximum amount authorized for meal expenses for each day a Director is traveling to or from and/or is in attendance at a meeting, conference, or other activity authorized by the District shall be the current per diem amount for meals as provided in Internal Revenue Service Publication 463 or any successor publication. Under no circumstances will the District pay for or reimburse any expenses for consumption of alcoholic beverages.

Method of Payment for Travel Expenses

Payment for travel and other expenses incurred in connection with authorized District related business is to be made in accordance with the following procedure:

(a) Advance Payments

Where travel has been authorized by the Board, the District may pay per diem meal expenses to a Director in advance and may prepay the costs of transportation, lodging and registration directly to the vendor. Requests for prepayment should be made to the District's General Manager.

(b) Use of District Credit Cards

The District's credit cards shall not be used, directly or indirectly, by Directors.

(c) Cash Reimbursement

The District shall reimburse Directors for expenses incurred in connection with travel previously authorized by the Board, provided the expenses are fully documented by receipts or other records, and are itemized on an approved Expense Reimbursement Report. The Expense Reimbursement Report and related documentation shall show detailed information regarding the date, nature and amount of the expense for all travel items except for per diem expenses. Lodging statements and other receipts pertinent to travel expenses shall be attached to the Expense Reimbursement Report so that any personal expenses can be identified and charged to the Director. A properly completed Expense Reimbursement Report together with supporting documentation shall be submitted to the General Manager within two (2) weeks following the completion of the authorized travel.

Reports

Directors shall provide brief reports on meetings attended at the expense of the District at the next regular board meeting.

Limitations

All expenses that do not fall within the travel reimbursement policies of this Section or within the reimbursable rates provided in Internal revenue Service Publication 463, if applicable, shall be approved by the Board, in a public meeting before the expense is incurred. Expenses associated with spouses, relatives, guests, friends, and/or any person other than the Director, shall not be paid by the District, nor shall such expenses be passed through the District's accounting system.

Ethics Training

- Purpose. The purpose of this Section is to set forth the ethics training requirements of the District, which are adopted in accordance with Assembly Bill 1234 (Government Code Section 53234 et seq.).

- Designated Officials. The provisions pertaining to ethics training shall apply to all "Designated Officials" of the District, which term is defined to include: (i) all Directors of the District, and (ii) the District's General Manager, who are hereby designated by the Board to receive the training specified under this Section. All designated officials shall receive training in ethics pursuant to this Section.

- Definition of Ethics Laws. The term "Ethics Laws" includes, but is not limited to, the following:
 - (a) Laws relating to personal financial gain by public servants, including, but not limited to, laws prohibiting bribery and conflict-of-interest laws.

 - (b) Laws relating to claiming prerequisites of office, including, but not limited to, gift and travel restrictions, prohibitions against the use of public resources for personal or political purposes, prohibitions against gifts of public funds, mass mailing restrictions, and prohibitions against acceptance of free or discounted transportation by transportation companies.

 - (c) Government transparency laws, including, but not limited to, financial interest disclosure requirements and open government laws.

 - (d) Laws relating to fair processes, including, but not limited to, common law bias prohibitions, due process requirements, incompatible offices, competitive bidding requirements for public contracts, and disqualification from participating in decisions affecting family members.

- Training Requirements. Each designated official shall receive at least two (2) hours of training in general ethics principles and ethics laws relevant to his or her public service at least once every two years. Each designated official who commences service with the District on or after January 1, 2006, shall receive the training required by subdivision of this Section no

later than one (1) year from the first day of service with the District.

- District Obligations. The District shall provide information on training available to meet the requirements of this Section to its designated officials at least once annually. The District shall also maintain records indicating (i) the dates that designated officials satisfied the requirements of this Section, and (ii) the entity that provided the training. Said records shall be maintained for at least five (5) years after a designated official receives the training and are public records subject to disclosure under the California Public Records Act.

Sexual Harassment Prevention Training and Education

- Purpose. The purpose of this Section is to set forth the sexual harassment prevention training and education requirements of the District, which are adopted in accordance with Assembly Bill 1661 (Government Code Section 53237 et seq.).
- Designated Officials. All Directors of the District shall receive sexual harassment prevention training and education pursuant to this Section.
- Training Requirements. Each Director shall receive at least two hours of sexual harassment prevention training and education within the first six (6) months of taking office, and every two (2) years thereafter. The training and education required by this Section shall include (i) information and practical guidance regarding the federal and state statutory provisions concerning the prohibition against, and the prevention and correction of, sexual harassment and the remedies available to victims of sexual harassment in employment, and (ii) practical examples aimed at instructing the local agency official in the prevention of sexual harassment, discrimination, and retaliation.
- District Obligations. The District shall provide a recommendation on training available to meet the requirements of this Section to

each Director at least once in written form before the Director assumes office and every two (2) years thereafter. The District shall also maintain records indicating (i) the dates that Directors satisfied the requirements of this Section, and (ii) the entity that provided the training. Said records shall be maintained for at least five (5) years after a Director receives the training and are public records subject to disclose under the California Public Records Act.

Section 22. Copying Public Documents

Individuals requesting copies of public documents shall be charged twenty-five cents (\$.25) per sheet copied to defray expenses associated with the copying process.

Copies of agendas and other writing (except for privileged documents) distributed to a majority of the Board of Directors at open Board meeting shall be made available to the public. A limited quantity of such documents (based on normal audience attendance) shall be copied in advance of each meeting and made available to the public in attendance at no charge. Individuals requesting copies of such documents prior to the Board meeting will be charged twenty-five cents (\$.25) per sheet.

Section 23. Community Outreach

In order to inform members of the public regarding the operations of the District and the business of the District's Board of Directors, the District will follow the notification procedures set forth below, in addition to such other procedures as may be required by law.

Routine Matters. A matter is deemed routine where it relates to the day-to-day operations of the District, upcoming Board meetings, agenda items, community relations, public service notifications, etc. District customers will be notified regarding routine matters by the posting of such matters on the District's website.

Community Interest Matters. A matter is deemed to be of community interest where an activity which the District is or plans to be engaged in could affect the fees charged to a District customer or a customer's

property. Examples include sphere of influence changes, annexations, and construction of new capital facilities. District customers will be notified regarding community interest matters (i) by direct mail, or (ii) by email if the customer has registered with the District to receive email communications.

Urgent Matters. A matter is deemed to be urgent where it involves breakage of a sewer line, a sewage back up or other failure that immediately affects District customers and/or the public due to road closures, restricted property access, public health concerns, etc. Once a line breakage, sewage back up or other failure has been confirmed, the District will notify a Public Safety Answering Point (PSAP). The Fire Department will typically be the first responder and an incident commander will determine the proper action. The District will obtain and retain a recording of the PSAP notification for future reference. The community at large will be notified regarding urgent matters through County emergency channels and news outlets.

DRAFT

EXHIBIT "A"

*Rosenberg's Rules of Order:
Simple Parliamentary Procedures for the 21st Century* '-

[Attached]

DRAFT



Rosenberg's Rules of Order

REVISED 2011

Simple Rules of Parliamentary Procedure for the 21st Century

By Judge Dave Rosenberg



MISSION AND CORE BELIEFS

To expand and protect local control for cities through education and advocacy to enhance the quality of life for all Californians.

VISION

To be recognized and respected as the leading advocate for the common interests of California's cities.

About the League of California Cities

Established in 1898, the League of California Cities is a member organization that represents California's incorporated cities. The League strives to protect the local authority and autonomy of city government and help California's cities effectively serve their residents. In addition to advocating on cities' behalf at the state capitol, the League provides its members with professional development programs and information resources, conducts education conferences and research, and publishes Western City magazine.

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ABOUT THE AUTHOR

Dave Rosenberg is a Superior Court Judge in Yolo County. He has served as presiding judge of his court, and as presiding judge of the Superior Court Appellate Division. He also has served as chair of the Trial Court Presiding Judges Advisory Committee (the committee composed of all 58 California presiding judges) and as an advisory member of the California Judicial Council. Prior to his appointment to the bench, Rosenberg was member of the Yolo County Board of Supervisors, where he served two terms as chair. Rosenberg also served on the Davis City Council, including two terms as mayor. He has served on the senior staff of two governors and worked for 19 years in private law practice. Rosenberg has served as a member and chair of numerous state, regional and local boards. Rosenberg chaired the California State Lottery Commission, the California Victim Compensation and Government Claims Board, the Yolo-Solano Air Quality Management District, the Yolo County Economic Development Commission, and the Yolo County Criminal Justice Cabinet. For many years, he has taught classes on parliamentary procedure and has served as parliamentarian for large and small bodies.

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INTRODUCTION

The rules of procedure at meetings should be simple enough for most people to understand. Unfortunately, that has not always been the case. Virtually all clubs, associations, boards, councils and bodies follow a set of rules -*Robert's Rules of Order* -which are embodied in a small, but complex, book. Virtually no one I know has actually read this book cover to cover. Worse yet, the book was written for another time and for another purpose. If one is chairing or running a parliament, then *Robert's Rules of Order* is a dandy and quite useful handbook for procedure in that complex setting. On the other hand, if one is running a meeting of say, a five-member body with a few members of the public in attendance, a simplified version of the rules of parliamentary procedure is in order.

Hence, the birth of *Rosenberg's Rules of Order*.

What follows is my version of the rules of parliamentary procedure, based on my decades of experience chairing meetings in state and local government. These rules have been simplified for the smaller bodies we chair or in which we participate, slimmed down for the 21st Century, yet retaining the basic tenets of order to which we have grown accustomed. Interestingly enough, *Rosenberg's Rules* has found welcoming audience. Hundreds of cities, counties, special districts, committees, boards, commissions, neighborhood associations and private corporations and companies have adopted *Rosenberg's Rules* in lieu of *Robert's Rules* because they have found them practical, logical, simple, easy to learn and user friendly.

This treatise on modern parliamentary procedure is built on a foundation supported by the following four pillars:

1. Rules should establish order. The first purpose of rules of parliamentary procedure is to establish a framework for the orderly conduct of meetings.
2. Rules should be clear. Simple rules lead to wider understanding and participation. Complex rules create two classes: those who understand and participate; and those who do not fully understand and do not fully participate.
3. Rules should be user friendly. That is, the rules must be simple enough that the public is invited into the body and feels that it has participated in the process.
4. Rules should enforce the will of the majority while protecting the rights of the minority. The ultimate purpose of rules of procedure is to encourage discussion and to facilitate decision making by the body. In a democracy, majority rules. The rules must enable the majority to express itself and fashion a result, while permitting the minority to also express itself, but not dominate, while fully participating in the process.

Establishing a Quorum

The starting point for a meeting is the establishment of a quorum. A quorum is defined as the minimum number of members of the body who must be present at a meeting for business to be legally transacted. The default rule is that a quorum is one more than half the body. For example, in a five-member body a quorum is three. When the body has three members present, it can legally transact business. If the body has less than a quorum of members present, it cannot legally transact business. And even if the body has a quorum to begin the meeting, the body can lose the quorum during the meeting when a member departs (or even when a member leaves the dais). When that occurs the body loses its ability to transact business until and unless a quorum is reestablished.

The default rule, identified above, however, gives way to a specific rule of the body that establishes a quorum. For example, the rules of a particular five-member body may indicate that a quorum is four members for that particular body. The body must follow the rules it has established for its quorum. In the absence of such a specific rule, the quorum is one more than half the members of the body.

The Role of the Chair

While all members of the body should know and understand the rules of parliamentary procedure, it is the chair of the body who is charged with applying the rules of conduct of the meeting. The chair should be well versed in those rules. For all intents and purposes, the chair makes the final ruling on the rules every time the chair states an action. In fact, all decisions by the chair are final unless overruled by the body itself.

Since the chair runs the conduct of the meeting, it is usual courtesy for the chair to play a less active role in the debate and discussion than other members of the body. This does not mean that the chair should not participate in the debate or discussion. To the contrary, as a member of the body, the chair has the full right to participate in the debate, discussion and decision-making of the body. What the chair should do, however, is strive to be the last to speak at the discussion and debate stage. The chair should not make or second a motion unless the chair is convinced that no other member of the body will do so at that point in time.

The Basic Format for an Agenda Item Discussion

Formal meetings normally have a written, often published agenda. Informal meetings may have only an oral or understood agenda. In either case, the meeting is governed by the agenda and the agenda constitutes the body's agreed-upon roadmap for the meeting. Each agenda item can be handled by the chair in the following basic format:

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First, the chair should clearly announce the agenda item number and should clearly state what the agenda item subject is. The chair should then announce the format (which follows) that will be followed in considering the agenda item.

Second, following that agenda format, the chair should invite the appropriate person or persons to report on the item, including any recommendation that they might have. The appropriate person or persons may be the chair, a member of the body, a staff person, or a committee chair charged with providing input on the agenda item.

Third, the chair should ask members of the body if they have any technical questions of clarification. At this point, members of the body may ask clarifying questions to the person or persons who reported on the item, and that person or persons should be given time to respond.

Fourth, the chair should invite public comments, or if appropriate at a formal meeting, should open the public meeting for public input. If numerous members of the public indicate a desire to speak to the subject, the chair may limit the time of public speakers. At the conclusion of the public comments, the chair should announce that public input has concluded (or the public hearing, as the case may be, is closed).

Fifth, the chair should invite a motion. The chair should announce the name of the member of the body who makes the motion.

Sixth, the chair should determine if any member of the body wishes to second the motion. The chair should announce the name of the member of the body who seconds the motion. It is normally good practice for a motion to require a second before proceeding to ensure that it is not just one member of the body who is interested in a particular approach. However, a second is not an absolute requirement, and the chair can proceed with consideration and vote on a motion even when there is no second. This is a matter left to the discretion of the chair.

Seventh, if the motion is made and seconded, the chair should make sure everyone understands the motion.

This is done in one of three ways:

1. The chair can ask the maker of the motion to repeat it;
2. The chair can repeat the motion; or
3. The chair can ask the secretary or the clerk of the body to repeat the motion.

Eighth, the chair should now invite discussion of the motion by the body. If there is no desired discussion, or after the discussion has ended, the chair should announce that the body will vote on the motion. If there has been no discussion or very brief discussion, then the vote on the motion should proceed immediately and there is noted to repeat the motion. If there has been substantial discussion, then it is normally best to make sure everyone understands the motion by repeating it.

Ninth, the chair takes a vote. Simply asking for the "ayes" and then asking for the "nays" normally does this. If members of the body do not vote, then they "abstain." Unless the rules of the body provide otherwise (or unless a super majority is required as delineated later in these rules), then a simple majority (as defined in law or the rules of the body as delineated later in these rules) determines whether the motion passes or is defeated.

Tenth, the chair should announce the result of the vote and what action (if any) the body has taken. In announcing the result, the chair should indicate the names of the members of the body, if any, who voted in the minority on the motion. This announcement might take the following form: "The motion passes by a vote of 3-2, with Smith and Jones dissenting. We have passed the motion requiring a 10-day notice for all future meetings of this body."

Motions in General

Motions are the vehicles for decision making by a body. It is usually best to have a motion before the body prior to commencing discussion of an agenda item. This helps the body focus.

Motions are made in a simple two-step process. First, the chair should recognize the member of the body. Second, the member of the body makes a motion by preceding the member's desired approach with the words "I move ..."

A typical motion might be: "I move that we give a 10-day notice in the future for all our meetings."


The chair usually initiates the motion in one of three ways:

1. Inviting the members of the body to make a motion, for example, "A motion at this time would be in order."
2. Suggesting a motion to the members of the body, "A motion would be in order that we give a 10-day notice in the future for all our meetings."
3. Making the motion. As noted, the chair has every right as a member of the body to make a motion, but should normally do so only if the chair wishes to make a motion on an item but is convinced that no other member of the body is willing to step forward to do so at a particular time.

The Three Basic Motions

There are three motions that are the most common and recur often at meetings:

The basic motion. The basic motion is the one that puts forward a decision for the body's consideration. A basic motion might be: "I move that we create a five-member committee to plan and put on our annual fundraiser."



The motion to amend. If a member wants to change a basic motion that is before the body, they would move to amend it. A motion to amend might be: "I move that we amend the motion to have a 10-member committee. "A motion to amend takes the basic motion that is before the body and seeks to change it in some way.

The substitute motion. If a member wants to completely do away with the basic motion that is before the body, and put a new motion before the body, they would move a substitute motion. A substitute motion might be: "I move a substitute motion that we cancel the annual fundraiser this year."


"Motions to amend" and "substitute motions" are often confused, but they are quite different, and their effect (if passed) is quite different. A motion to amend seeks to retain the basic motion on the floor, but modify it in some way. A substitute motion seeks to throw out the basic motion on the floor and substitute a new and different motion for it. The decision as to whether a motion is really a "motion to amend" or a "substitute motion" is left to the chair. So if a member makes what that member calls a "motion to amend," but the chair determines that it is really a "substitute motion," then the chair's designation governs.

A "friendly amendment" is a practical parliamentary tool that is simple, informal, saves time and avoids bogging a meeting down the numerous formal motions. It works in the following way: In the discussion on a pending motion, it may appear that a change to the motion is desirable or may win support for the motion from some members. When that happens, a member who has the floor may simply say, "I want to suggest a friendly amendment to the motion." The member suggests the friendly amendment, and if the maker and the person who seconded the motion pending on the floor accepts the friendly amendment, that now becomes the pending motion on the floor. If either the maker or the person who seconded rejects the proposed friendly amendment, then the proposer can formally move to amend.

Multiple Motions Before the Body

There can be up to three motions on the floor at the same time. The chair can reject a fourth motion until the chair has dealt with the three that are on the floor and has resolved them. This rule has practical value. More than three motions on the floor at any given time is confusing and unwieldy for almost everyone, including the chair.

When there are two or three motions on the floor (after motions and seconds) at the same time, the vote should proceed *first* on the *last* motion that is made. For example, assume the first motion is a basic "motion to have a five-member committee to plan and put on our annual fundraiser." During the discussion of this motion, a member might make a second motion to "amend the main motion to have a member committee, not a five-member committee to plan and put on our annual fundraiser. "And perhaps, during that discussion, a member makes yet a third motion as a "substitute motion that we not have an annual fundraiser this year." The proper procedure would be as follows:



First, the chair would deal with the *third* (the last) motion on the floor, the substitute motion. After discussion and debate, a vote would be taken first on the third motion. If the substitute motion *passed*, it would be a substitute for the basic motion and would eliminate it. The first motion would be moot, as would the second motion (which sought to amend the first motion), and the action on the agenda item would be completed on the passage by the body of the third motion (the substitute motion). No vote would be taken on the first or second motions.

Second, if the substitute motion *failed*, the chair would then deal with the second (now the last) motion on the floor, the motion to amend. The discussion and debate would focus strictly on the amendment (should the committee be five or 10 members). If the motion to amend *passed*, the chair would then move to consider the main motion (the first motion) as *amended*. If the motion to amend *failed*, the chair would then move to consider the main motion (the first motion) in its original format, not amended.

Third, the chair would now deal with the first motion that was placed on the floor. The original motion would either be in its original format (five-member committee), or if *amended*, would be in its amended format (10-member committee). The question on the floor for discussion and decision would be whether a committee should plan and put on the annual fundraiser.

To Debate or Not to Debate

The basic rule of motions is that they are subject to discussion and debate. Accordingly, basic motions, motions to amend, and substitute motions are all eligible, each in their turn, for full discussion before and by the body. The debate can continue as long as members of the body wish to discuss an item, subject to the decision of the chair that it is time to move on and take action.

There are exceptions to the general rule of free and open debate on motions. The exceptions all apply when there is a desire of the body to move on. The following motions are not debatable (that is, when the following motions are made and seconded, the chair must immediately call for a vote of the body without debate on the motion):

Motion to adjourn. This motion, if passed, requires the body to immediately adjourn to its next regularly scheduled meeting. It requires a simple majority vote.

Motion to recess. This motion, if passed, requires the body to immediately take a recess. Normally, the chair determines the length of the recess which may be a few minutes or an hour. It requires a simple majority vote.

Motion to fix the time to adjourn. This motion, if passed, requires the body to adjourn the meeting at the specific time set in the motion. For example, the motion might be: "I move we adjourn this meeting at midnight." It requires a simple majority vote.

Motion to table. This motion, if passed, requires discussion of the agenda item to be halted and the agenda item to be placed on "hold." The motion can contain a specific time in which the item can come back to the body. "I move we table this item until our regular meeting in October." Or the motion can contain no specific time for the return of the item, in which case a motion to take the item off the table and bring it back to the body will have to be taken at a future meeting. A motion to table an item (or to bring it back to the body) requires a simple majority vote.

Motion to limit debate. The most common form of this motion is to say, "I move the previous question" or "I move the question" or "I call the question" or sometimes someone simply shouts out "question." As a practical matter, when a member calls out one of these phrases, the chair can expedite matters by treating it as a "request" rather than as a formal motion. The chair can simply inquire of the body, "any further discussion?" If no one wishes to have further discussion, then the chair can go right to the pending motion that is on the floor. However, if even one person wishes to discuss the pending motion further, then at that point, the chair should treat the call for the "question" as a formal motion and proceed to it.

When a member of the body makes such a motion ("I move the previous question"), the member is really saying: "I've had enough debate. Let's get on with the vote." When such a motion is made, the chair should ask for a second, stop debate, and vote on the motion to limit debate. The motion to limit debate requires a two-thirds vote of the body.

NOTE: A motion to limit debate could include a time limit. For example: "I move we limit debate on this agenda item to 15 minutes." Even in this format, the motion to limit debate requires a two-thirds vote of the body. A similar motion is a *motion to object to consideration of an item*. This motion is not debatable, and if passed, precludes the body from even considering an item on the agenda. It also requires a two-thirds vote.

Majority and Super Majority Votes

In a democracy, a simple majority vote determines a question. A tie vote means the motion fails. So, in a seven-member body, a vote of 4-3 passes the motion. A vote of 3-3 with one abstention means the motion fails. If one member is absent and the vote is 3-3, the motion still fails.

All motions require a simple majority, but there are a few exceptions. The exceptions come up when the body is taking an action which effectively cuts off the ability of a minority of the body to take an action or discuss an item. These extraordinary motions require a two-thirds majority (a super majority) to pass:

Motion to limit debate. Whether a member says, "I move the previous question," or "I move the question," or "I call the question," or "I move to limit debate," it all amounts to an attempt to cut off the ability of the minority to discuss an item, and it requires a two-thirds vote to pass.

Motion to close nominations. When choosing officers of the body (such as the chair), nominations are in order either from a nominating committee or from the floor of the body. A motion to close nominations effectively cuts off the right of the minority to nominate officers and it requires a two-thirds vote to pass.

Motion to object to the consideration of a question. Normally, such a motion is unnecessary since the objectionable item can be tabled or defeated straight up. However, when members of a body do not even want an item on the agenda to be considered, then such a motion is in order. It is not debatable, and it requires a two-thirds vote to pass.

Motion to suspend the rules. This motion is debatable but requires a two-thirds vote to pass. If the body has its own rules of order, conduct or procedure, this motion allows the body to suspend the rules for a particular purpose. For example, the body (a private club) might have a rule prohibiting the attendance at meetings by non-club members. A motion to suspend the rules would be in order to allow a non-club member to attend a meeting of the club on a particular date or on a particular agenda item.

Counting Votes

The matter of counting votes starts simple but can become complicated.

Usually, it's pretty easy to determine whether a particular motion passed or whether it was defeated. If a simple majority vote is needed to pass a motion, then one vote more than 50 percent of the body is required. For example, in a five-member body, if the vote is three in favor and two opposed, the motion passes. If it is two in favor and three opposed, the motion is defeated.

If a two-thirds majority vote is needed to pass a motion, then how many affirmative votes are required? The simple rule of thumb is to count the "no" votes and double that count to determine how many "yes" votes are needed to pass a particular motion. For example, in a seven-member body, if two members vote "no" then the "yes" vote of at least four members is required to achieve a two-thirds majority vote to pass the motion.

What about tie votes? In the event of a tie, the motion always fails since an affirmative vote is required to pass any motion. For example, in a five-member body, if the vote is two in favor and two opposed, with one member absent, the motion is defeated.

Vote counting starts to become complicated when members vote "abstain" or in the case of a written ballot, cast a blank (or unreadable) ballot. Do these votes count, and if so, how does one count them? The starting point is always to check the statutes.

In California, for example, for an action of a board of supervisors to be valid and binding, the action must be approved by a majority of the board. (California Government Code Section 25005.) Typically, this means three of the five members of the board must vote affirmatively in favor of the action. A vote of 2-1 would not be sufficient. A vote of with two abstentions would be sufficient. In general law cities in

California, as another example, resolutions or orders for the payment of money and all ordinances require a recorded vote of the total members of the city council. (California Government Code Section 36936.) Cities with charters may prescribe their own vote requirements. Local elected officials are always well-advised to consult with their local agency counsel on how state law may affect the vote count.

After consulting state statutes, step number two is to check the rules of the body. If the rules of the body say that you count votes of "those present" then you treat abstentions one way. However, if the rules of the body say that you count the votes of those "present and voting;" then you treat abstentions a different way. And if the rules of the body are silent on the subject, then the general rule of thumb (and default rule) is that you count all votes that are "present and voting."

Accordingly, under the "present and voting" system, you would NOT count abstention votes on the motion. Members who abstain are counted for purposes of determining quorum (they are "present"), but you treat the abstention votes on the motion as if they did not exist (they are not "voting"). On the other hand, if the rules of the body specifically say that you count votes of those "present" then you DO count abstention votes both in establishing the quorum and on the motion. In this event, the abstention votes act just like "no" votes.

How does this work in practice?

-Here are a few examples.

Assume that a five-member city council is voting on a motion that requires a simple majority vote to pass and assume further that the body has no specific rule on counting votes. Accordingly, the default rule kicks in and we count all votes of members that are "present and voting." If the vote on the motion is 3-2, the motion passes. If the motion is 2-2 with one abstention, the motion fails.

Assume a five-member city council voting on a motion that requires a two-thirds majority vote to pass, and further assume that the body has no specific rule on counting votes. Again, the default rule applies. If the vote is 3-2, the motion fails for lack of a two-thirds majority. If the vote is 4-1, the motion passes with a clear two-thirds majority. A vote of three "yes," one "no" and one "abstain" also results in passage of the motion. Once again, the abstention is counted only for the purpose of determining quorum, but on the actual vote on the motion, it is as if the abstention vote never existed -so an effective vote is clearly a two-thirds majority vote.

Now, change the scenario slightly. Assume the same five-member city council voting on a motion that requires a two-thirds majority vote to pass, but now assume that the body DOES have a specific rule requiring a two-thirds vote of members "present." Under this specific rule, we must count the members present not only for quorum but also for the motion. In this scenario, any abstention has the same force and effect as if it were a "no" vote. Accordingly, if the votes were three "yes," one "no" and one "abstain," then the motion fails. The abstention in this case is treated like a "no" vote and effective vote of 3-2 is not enough to pass two-thirds majority muster.

Now, exactly how does a member cast an "abstention" vote?

Any time a member votes "abstain" or says, "I abstain," that is an abstention. However, if a member votes "present" that is also treated as an abstention (the member is essentially saying, "Count me for purposes of a quorum, but my vote on the issue is abstain.") In fact, any manifestation of intention not to vote either "yes" or "no" on the pending motion may be treated by the chair as an abstention. If written ballots are cast, a blank or unreadable ballot is counted as an abstention as well.

Can a member vote "absent" or "count me as absent?" Interesting question. The ruling on this is up to the chair. The better approach is for the chair to count this as if the member had left his/her chair and is actually "absent." That, of course, affects the quorum. However, the chair may also treat this as a vote to abstain, particularly if the person does not actually leave the dais.

The Motion to Reconsider

There is a special and unique motion that requires a bit of explanation all by itself, the motion to reconsider. A tenet of parliamentary procedure is finality. After vigorous discussion, debate and a vote, there must be some closure to the issue. And so, after a vote is taken, the matter is deemed closed, subject only to reopening if a proper motion to consider is made and passed.

A motion to reconsider requires a majority vote to pass like other garden-variety motions, but there are two special rules that apply only to the motion to reconsider.

First, is the matter of timing. A motion to reconsider must be made at the meeting where the item was first voted upon. A motion to reconsider made at a later time is untimely. (The body, however, can always vote to suspend the rules and, by a two-thirds majority, allow a motion to reconsider to be made at another time.)

Second, a motion to reconsider may be made only by certain members of the body. Accordingly, a motion to reconsider may be made only by a member who voted in the majority on the original motion. If such a member has a change of heart, he or she may make the motion to reconsider (any other member of the body - including a member who voted in the minority on the original motion - may second the motion). If a member who voted in the minority seeks to make the motion to reconsider, it must be ruled out of order. The purpose of this rule is finality. If a member of minority could make a motion to reconsider, then the item could be brought back to the body again and again, which would defeat the purpose of finality.

If the motion to reconsider passes, then the original matter is back before the body, and a new original motion is in order. The matter may be discussed and debated as if it were on the floor for the first time.

Courtesy and Decorum

The rules of order are meant to create an atmosphere where the members of the body and the members of the public can attend to business efficiently, fairly and with full participation. At the same time, it is up to the chair and the members of the body to maintain common courtesy and decorum. Unless the setting is very informal, it is always best for only one person at a time to have the floor, and it is always best for every speaker to be first recognized by the chair before proceeding to speak.

The chair should always ensure that debate and discussion of an agenda item focuses on the item and the policy in question, not the personalities of the members of the body. Debate on policy is healthy, debate on personalities is not. The chair has the right to cut off discussion that is too personal, is too loud, or is too crude.

Debate and discussion should be focused, but free and open. In the interest of time, the chair may, however, limit the time allotted to speakers, including members of the body.

Can a member of the body interrupt the speaker? The general rule is "no." There are, however, exceptions. A speaker may be interrupted for the following reasons:

Privilege. The proper interruption would be, "point of privilege." - the chair would then ask the interrupter to "state your point." Appropriate points of privilege relate to anything that would interfere with the normal comfort of the meeting. For example, the room may be too hot or too cold, or a blowing fan might interfere with a person's ability to hear.

Order. The proper interruption would be, "point of order." Again, the chair would ask the interrupter to "state your point." Appropriate points of order relate to anything that would not be considered appropriate conduct of the meeting. For example, if the chair moved on to a vote on a motion that permits debate without allowing that discussion or debate.

Appeal. If the chair makes a ruling that a member of the body disagrees with, that member may appeal the ruling of the chair. If the motion is seconded, and after debate, if it passes by a simple majority vote, then the ruling of the chair is deemed reversed.

Call for orders of the day. This is simply another way of saying, "return to the agenda." If a member believes that the body has drifted from the agreed-upon agenda, such a call may be made. It does not require a vote, and when the chair discovers that the agenda has not been followed, the chair simply reminds the body to return to the agenda item properly before them. If the chair fails to do so, the chair's determination may be appealed.

Withdraw a motion. During debate and discussion of a motion, the maker of the motion on the floor, at any time, may interrupt a speaker to withdraw his or her motion from the floor. The motion is immediately deemed withdrawn, although the chair may ask the person who seconded the motion if he or she wishes to make the motion, and any other member may make the motion if properly recognized.

Special Notes About Public Input

The rules outlined above will help make meetings very public-friendly. But in addition, and particularly for the chair, it is wise to remember three special rules that apply to each agenda item:

Rule One: Tell the public what the body will be doing.

Rule Two: Keep the public informed while the body is doing it.

Rule Three: When the body has acted, tell the public what the body did.



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