

RESOLUTION NO. 14-17


**RESOLUTION OF THE BOARD OF DIRECTORS OF
RUNNING SPRINGS WATER DISTRICT AMENDING AND
RESTATING THE BYLAWS OF THE BOARD AND
INCORPORATING THE BYLAWS INTO THE BOARD
POLICY MANUAL**

WHEREAS, the Board of Directors of Running Springs Water District has adopted bylaws of the Board, last revised on July 11, 2011 by Resolution No. 11-11; and

WHEREAS, the Board of Directors has reviewed its bylaws and wishes to revise the bylaws to make them consistent with current law and current practices of the Board and incorporate them into a Board Policy Manual;


NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of Running Springs Water District does hereby approve and adopt the amended and restated bylaws and incorporates them into the attached Board Policy Manual hereto and incorporated herein.

ADOPTED this 21st day of June, 2017.



President of the Board of Directors
Running Springs Water District

ATTEST:



Secretary of the Board of Directors
Running Springs Water District

Ayes:	Ayers, Bennett, Mackzum, Terry
Noes:	0
Abstentions:	0
Absent:	Grabow

Running Springs Water District



By-Laws & Board of Directors Policy Manual

June 21, 2017

Resolution No. 14-17

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**SECTION 1.0
PURPOSE OF BY-LAWS**

1.1 Name and Objective

1.1.1 This governmental body shall be known as the "BOARD OF DIRECTORS" of the RUNNING SPRINGS WATER DISTRICT, a multi-service independent special district. In addition to the general and specific purposes set forth in the County Water District Law, this Board of Directors shall pursue the following objectives: to provide Water, Sewer, Fire, Emergency Medical and other services beneficial to the community; the goal of the Board of Directors shall be to do so with the highest level of integrity and ethical principles and in the most efficient manner and cost-effective manner possible. It is the intent of the Board of Directors of the Running Springs Water District to maintain these By-Laws and this Board Policy Manual. Contained therein shall be a comprehensive listing of the Board's By-Laws, current policies, being the rules and regulations enacted by the Board from time to time. The By-Laws and Board Policy Manual will serve as a resource for Directors, staff and members of the public in determining the manner in which matters of District business are to be conducted.

1.1.2 These By-Laws constitute a compilation of current policies of the District and shall not be deemed to altar the effective date or application of such policies.

1.2 Governing Laws and Authority

1.2.1 The Board of Directors shall comply with and shall be guided by applicable provisions of State and Federal law, this Board Policy Manual, and the motions, resolutions, and ordinances adopted by the Board of Directors. Motions, resolutions, and ordinances may be adopted by the Board in accordance with the County Water District Law, which is contained in Division 12 of the California Water Code, Sections 30000 - 33901. The interpretation of this Board Policy Manual shall rest with the Board, upon advice from the District's legal counsel. If any policy or portion of a policy contained within the Board Policy Manual is in conflict with State or Federal law, rules or regulations having authority over the Running Springs Water District, said State or Federal law, rules or regulations shall prevail.

SECTION 2.0 GENERAL BOARD POLICIES

2.1 Basis of Authority

- 2.1.1** The Board of Directors is the unit of authority for establishing policy 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 commit the District to any policy, act or expenditure. The Board of Directors shall act only at regular or special meetings, as provided by State law.
- 2.1.2** Directors do not represent any fractional segment of the community within which the District is located, but are, rather, a part of the body, which represents and acts for the community as a whole. Individual Directors shall have no power to act for the District, or the Board, or to direct the staff of the District, except as provided in these By-Laws or as otherwise authorized by the Board.
- 2.1.3** Except as provided herein, and except with the approval of the Board, individual Board members shall not act independently to direct staff in their performance of their duties or assign projects for staff to perform. This provision is not intended to infringe upon the rights which any Director may have to obtain documents under the California Public Records Act (Government Code Sections 6251 et seq.) or other provisions of law.

2.2 Attendance at Meetings

- 2.2.1** Members of the Board of Directors shall make every effort to attend all regular and special meetings of the Board unless there is good cause for absence.

2.3 Board President

- 2.3.1** The President of the Board of Directors shall serve as Presiding Officer at all Board meetings. He/she shall have the same rights as the other members of the Board with voting, introducing motions, resolutions and ordinances, and any discussion of questions that follow said actions.
- 2.3.2** In the absence of the President, the Vice-President of the Board of Directors shall serve as Presiding Officer over all meetings of the Board. If the President and Vice-President of the Board are both absent, the remaining members present shall select one of themselves to act as the presiding officer for that particular meeting. The Vice-President shall serve as one of the members of the Finance Committee and as an alternate delegate to any associations of which the District is a member.

- 2.3.3** The President shall follow the prepared agenda unless the Board concurs in any change, although the President shall be authorized to change the order in which agenda items are considered.
- 2.3.4** The President shall determine all questions of order and parliamentary procedure, unless he or she chooses to submit any such question to the Board for decision.
- 2.3.5** The President shall maintain order and to enforce reasonable rules of decorum.
- 2.3.6** The President shall determine at meetings of the Board, other than public hearings, when members of the public may be heard on particular issues or otherwise be permitted to address the Board and to set reasonable limits upon the length of time and the number of occasions on which a person may speak.
- 2.3.7** The President shall recognize Directors who may wish to be heard and restate, where necessary, and to put to a vote all questions properly brought before the Board and to announce the results of each vote.
- 2.3.8** The President shall terminate debate after there has been reasonable opportunity for full discussion of any issue and further debate would be needlessly repetitive or otherwise not useful, and where proper, to put the matter to a vote.
- 2.3.9** The President shall rule out of order any comments by Directors, staff or members of the public not germane to the issue then before the Board.
- 2.3.10** The President shall respond to inquiries by Directors relating to procedures or to factual information bearing upon the business before the Board.
- 2.3.11** The President shall establish standing or ad hoc committees of the Board, and to appoint the members thereof.
- 2.3.12** The President shall declare the meeting adjourned when the business of the meeting has been concluded or when a quorum of the Board no longer exists.
- 2.3.13** The President shall authenticate by his signature all acts, orders and other proceedings of the Board.
- 2.3.14** The President shall declare a state of emergency when there is a sudden, unexpected occurrence that poses a clear and imminent danger requiring immediate action, and during such emergency to

execute such agreements and authorize such actions as he or she deems necessary to prevent or mitigate the loss or impairment of life, health, property or essential public services.

- 2.3.15** Notwithstanding the delegation of such powers to the President, any action taken by a majority of the Board on any of the foregoing matters shall be determinative thereof.
- 2.3.16** The President shall consult with the General Manager on the preparation of an agenda for each meeting. In addition, any Director shall have the right to place any matter on the agenda, for any meeting, by notifying the General Manager or Secretary of the Board at least 72 hours before the meeting.
- 2.3.17** The President shall act as spokesman for the Board with respect to its actions and policies, and those of the District. This provision, however, shall not preclude any other officer or employee of the District from making appropriate comments within the scope of his or her position, nor any Director from expressing his or her individual views.
- 2.3.18** The President or his or her designee shall represent the Board, where it is appropriate for the Board to appear, at meetings of other public agencies, before public groups, or on other public occasions. However, this provision shall not limit the attendance of any Director or authorized officer or employee of the District.
- 2.3.19** The President shall work through the General Manager, Legal Counsel or other officer of the District, to obtain such information as may be necessary and appropriate to assist the Board in its deliberations, and may direct staff to implement the policies and decisions of the Board.

2.4 Members of the Board of Directors

- 2.4.1** Directors shall thoroughly prepare themselves to discuss agenda items at meetings of the Board of Directors. Information may be requested from staff or exchanged between Directors before meetings, except as may otherwise be limited or prohibited by California law including, but not limited to, the requirements of the Brown Act/Open Meeting law.
- 2.4.2** Information that is exchanged before meetings shall be distributed through the General Manager, and all Directors will receive all information being distributed. Distribution of information may be limited by time and notice restrictions under the Brown Act/Open Meeting law.
- 2.4.3** Directors shall at all times conduct themselves with courtesy to each other, to staff and to members of the audience present at Board meetings.

- 2.4.4** Directors shall defer to the President 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.
- 2.4.5** Directors shall abstain from participating in consideration on any item involving a conflict of interest as set forth in the applicable provisions of California law. Unless such a conflict of interest exists, however, Directors should not abstain from the Board's decision-making responsibilities. Refer to most recent version of the District's Conflict of Interest Code.
- 2.4.6** Requests by individual Directors for substantive information and/or research from District staff will be channeled through the General Manager or Board Secretary.
- 2.4.7** Directors shall serve on all standing or ad hoc committees as appointed.
- 2.4.8** Directors shall become thoroughly familiar with the locations and operations of District facilities and help prepare information about the District's functions to be released through newsletters and/or other media.

2.5 Election of Board Officers

- 2.5.1** At the first Board meeting following each District general election to elect Directors of this Board, the Board shall convene and shall elect one of its members as President and one of its members as Vice-President, with each to serve a two-year term. The President and Vice-President may serve as many consecutive two-year terms as elected by the majority of the Board of Directors.
- 2.5.2** The procedure in this Section shall govern the election of Board President and Vice-President, unless changed by action of the Board. The General Manager shall chair the proceedings for election of the President, which shall be the first order of business after any newly elected Directors have been seated. The newly elected President shall assume office immediately, and shall chair the proceedings for the election of the Vice-President. The President shall call for nominations from the members of the Board. A member need not be recognized by the President in order to make a nomination. No second shall be required for nominations, although one or more members may second a nomination to indicate endorsement. No member may nominate more than one person for the position. The President shall repeat each nomination until all nominations for the office have been made. If an absent member has rendered a nomination by mail, which has been received by the Secretary of the Board prior to opening the meeting for

nominations, such nomination shall be read by the President and shall be valid. Once nominations have been completed, the President shall call for a vote which may be conducted either by a showing of hands or by voice vote. Voting shall be repeated as many times as necessary in order to obtain three votes for a single candidate. Where repeated voting is necessary, the nominee receiving the lowest number of votes shall not be removed from the next ballot unless a motion is duly carried requiring his elimination. The Secretary shall record the results of each vote in the minutes.

2.6 Appointed Board Officers

2.6.1 The Board shall appoint a General Manager, Board Secretary, Treasurer and Legal Counsel by simple majority. The Board may also appoint such assistants and consultants as it deems necessary to operate the District. A member of the Board shall not serve as General Manager, Secretary or Treasurer of the District.

2.7 Oath of Office

2.7.1 Newly elected or appointed Board members or officers shall be administered the oath of office in accordance with the provisions of the law. Generally, the oath of office will be administered at a regular Board meeting or at the District office by the Board Secretary.

2.8 Board Vacancies

2.8.1 Vacancies in the office of Director shall be filled in accordance with the provisions of Section 1780 of the California Government Code. Such procedure permits the remaining members of the Board to fill the vacancy by appointment, provided that the appointment is made within 60 days after the effective date of the vacancy and provided further that notice of the vacancy is given as provided by law. In making such appointment, the Board shall follow the same procedure as provided for the election of its officers. In lieu of making an appointment, the remaining members of the Board may call an election to fill the vacancy.

SECTION 3.0
BOARD COMMITTEE, WORKSHOP AND REGULAR MEETINGS, MEETING
AGENDAS AND MINUTES

3.1 Board Meeting Place

3.1.1 All Board meetings will be held at the Board Meeting Room located at 31242 Hilltop Blvd., Running Springs, California, unless otherwise noted.

3.2 Regular Board Meetings

3.2.1 Regular Board meetings will be held on the third Wednesday of each calendar month, with open session beginning at 9:00 a.m.

3.2.2 Regular Board meetings will be held to conduct regular Board business. Items requiring Board action will be considered at these meetings. Also, the General Manager and Division Supervisors may present monthly reports.

3.4 Board Committees

3.4.1 Standing committees may be created by the Board for a specifically defined purpose. Agenda topics for Committee consideration are to be established by the Board, and additional topics are to be authorized by the Board before being considered.

3.4.2 Committees are to perform pre-Board work, not sub-Board work. Committees consider matters before the Board does, but only in the capacity as Directors on a Committee and shall not perform work within the authority of staff.

3.4.3 No action may be taken by a Committee.

3.4.4 Committees must report to the Board at each regular Board meeting.

3.4.5 Ad hoc Committees must have a focused agenda and limited life span.

3.4.6 Standing Committees must conduct business in open session, post agendas, take minutes and otherwise comply with the Brown Act.

3.4.7 Currently, the Standing Committees are the Finance Committee and Personnel Committee.

3.5 Non-Emergency Special Board Meetings

3.5.1 Non-emergency Special Board meetings may be called by the Board President or by a majority of the Board in accordance with the Brown Act.

- 3.5.2** All Directors, the General Manager, District Counsel, pertinent Division Supervisors and the Board Secretary will be notified of the Special Board Meeting and the purpose for which it is called. Notification shall be in writing, at least twenty-four (24) hours prior to the meeting and shall be noticed and conducted in accordance with the Brown Act.
- 3.5.3** Newspapers of general circulation in the District, organizations, and property owners who have requested notice of special meetings in accordance with the Ralph M. Brown Act (California Government Code §54950 through §54926) shall receive written notice in accordance with the Brown Act.
- 3.5.4** An agenda shall be prepared as specified for regular Board meetings in Section 3.10 herein, and shall be delivered with the notice of the special meeting to those specified above.
- 3.5.5** Only those items of business listed in the call for the special meeting shall be considered by the Board at any special meeting.

3.6 Emergency Special Meetings

- 3.6.1** In the event of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, the Board of Directors may hold an emergency special meeting without complying with the twenty-four (24) hour notice required in Section 3.5.2. An emergency situation means a disaster which severely impairs public health, safety, or both, as determined by a majority of the members of the Board or work stoppage or other activity which severely impairs public health, safety, or both, as determined by a majority of the members of the Board. Refer to Section 2.11 of the District's Purchasing Policy for emergency purchasing procedures.
- 3.6.2** Newspapers of general circulation in the District or other members of the media which have requested notice of special meetings in accordance with the Ralph M. Brown Act (California Government Code §54950 through §54926) shall be notified by at least one (1) hour prior to the emergency special meeting. In the event that telephone services are not functioning, the notice requirement of one hour is waived, but the General Manager, or his/her designee, shall notify such newspapers or other members of the media of the fact of the holding of the emergency special meeting, and of any action taken by the Board, as soon after the meeting as possible.
- 3.6.3** No closed session may be held during an emergency special meeting, and all other rules governing special meetings shall be observed with the exception of the twenty-four (24) hour notice. The minutes of the

emergency special meeting, a list of persons the General Manager or designee notified or attempted to notify, a copy of any vote(s), and any actions taken at such meeting shall be posted for a minimum of ten (10) days in a public place at the District office as soon after the meeting as possible.

3.7 Adjourned Meetings

3.7.1 A majority vote by the Board of Directors may terminate any Board meeting at any place in the agenda to any time and place specified in the order of adjournment and less than a quorum may so adjourn from time to time, 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 in Section 3.5.3.

3.8 Public Notification of Meetings

3.8.1 Agendas for upcoming Board Meetings shall be posted in accordance with the provisions of Section 3.10.4, 3.10.5, and 3.10.6.

3.8.2 Notice of upcoming meetings may appear in such other places as the local paper, in newsletters sent out with bills and in other places available to the District.

3.9 Annual Board Meeting Schedule

3.9.1 In November or December of each year, an annual Board Meeting schedule for the next year will be adopted. The annual Board Meeting schedule will identify dates for the regular Board Meetings for the year, which will usually be the third Wednesday of each month, but may vary due to conflicts, holidays, conferences or other meetings.

3.10 Board Meeting Agendas

3.10.1 The General Manager, in cooperation with the Board President or his/her designee, shall prepare an agenda for each regular and special meeting of the Board of Directors. Any Director may call the General Manager and request any item to be placed on the regular meeting agenda at a regular Board meeting or workshop.

3.10.2 Any member of the public may request that a matter directly related to District business be placed on the agenda of a regularly scheduled meeting of the Board of Directors, subject to the following conditions:

- 3.10.2.1** The request must be in writing and be submitted to the General Manager together with supporting documents and information;
 - 3.10.2.2** The General Manager may consult with the Board President to consider the request, and may schedule the matter for a future regular meeting, or refer the matter to the whole Board for consideration as to whether to include the matter on the agenda for a future meeting of the Board;
 - 3.10.2.3** The Board of Directors may place limitations on the total time to be devoted to a public request issue at any meeting, and may limit the time allowed for any one person to speak on the issue at the meeting.
- 3.10.3** This policy does not prevent the Board from taking testimony at regular and special meetings of the Board, during the public comment portion of the Board meeting, on matters that 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. However, Directors may briefly respond to statements made or questions posed during public comment portions of a meeting. In addition, on their own initiative, or in response to questions raised by the public, Directors may ask a question for clarification, make a brief announcement, or make a brief report on his or her own activities. Directors may also provide a reference to District staff or other resources for factual information, request staff to report back to the body at a subsequent meeting concerning any matter, or take action to direct staff to place a matter of business on a future agenda.
- 3.10.4** 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 at the District office and on the District's website.
- 3.10.5** The agenda for a special meeting shall be posted at least twenty-four (24) hours before the meeting in the same location.
- 3.10.6** In addition to the District Office and the Board Meeting Room, Board meeting agendas will be provided to the media and members of the public who have so requested a copy.

3.11 Board Meeting Minutes

- 3.11.1** Board Meeting Minutes shall be prepared for all Board Standing Committee meetings, Regular and Special Board meetings. Such

minutes should be concise, identifying the items considered, and any action taken.

- 3.11.2** If a written report is submitted for the item, then reference should be made to the written report rather than restating the report contents. General reference should be made to discussion of an item, rather than a detailed description. Action taken should be clearly identified in terms of motions made, who made the motion and second, and the results of the voting.
- 3.11.3** Copies of said minutes shall be made for distribution to Directors with the agenda for the next regular Board meeting.
- 3.11.4** The official minutes of the regular, special and committee meetings of the Board shall be kept in the District office and backed up electronically on the District's server and cloud based back up system.
- 3.11.5** A digital audio recording of regular and special meetings of the Board of Directors may generally be made.
- 3.11.6** The recordings may be destroyed after written meeting minutes are approved by the Board and in accordance with California law and the District's Records Retention Policy which allows such recordings to be erased or destroyed 30 days after the recording.
- 3.11.7** Motions, resolutions or ordinances shall be recorded as having passed or failed, and individual votes will be recorded unless the action was unanimous.
- 3.11.8** All resolutions and ordinances adopted by the Board shall be numbered consecutively starting new at the beginning of each chronological fiscal year and the Board Secretary shall attest to the adopted resolutions and ordinances.
- 3.11.9** The minutes of Board meetings shall be maintained as hereinafter outlined and the Board Secretary shall attest to the adopted minutes.
- 3.11.10** Procedure:
- Date, place and type of each meeting;
 - Directors present and absent by name;
 - Call to order;
 - Arrival of tardy Directors by name;
 - Pre-adjournment departure of Directors by name, or if absence takes place when any agenda items are acted upon;
 - Adjournment of the meeting;

3.11.11 Board Actions: The Board shall act only by ordinance, resolution, or motion. Except where action is taken by the unanimous vote of all Directors present and voting, the ayes and noes shall be taken upon the passage of all ordinances, resolutions or motions and shall be entered in the minutes.

- Approval or amended approval of the minutes of preceding meetings;
- Complete information as to each subject of the Board's deliberation;
- Complete information as to each subject including the record of the vote on a motion if not unanimous;
- All Board resolutions and ordinances in complete context, numbered serially for each chronological fiscal year;
- A record of all contracts entered into;
- A record of all bid procedures, including calls for bids authorized, bids received, and other action taken;
- Adoption of the annual budget;
- A record of the General Manager's report to the Board;
- Approval of all policies and Board-adopted regulations; and,
- A record of all visitors and delegations appearing before the Board. However, in accordance with the Brown Act, a member of the public shall not be required, as a condition to attendance, to register his or her name or to provide any other information.

3.12 Board Meeting Conduct

3.12.1 Meetings of the Board of Directors shall be conducted by the President (or Vice-President in the President's absence, or in the absence of the Vice-President, by the Director selected to be the presiding officer by the remaining Directors) in a manner consistent with the policies set forth herein.

3.12.2 In accordance with the Brown Act, all Board meetings should commence at the time stated on the agenda and should be guided by the same. The purpose of Board meetings is to enable the Board to conduct the business of the District. As such, the following guidelines should be substantially followed, to the extent practicable, depending on the circumstances surrounding each meeting:

3.12.2.1 After the Call to Order, Pledge of Allegiance and Public Comment Time, the Board will act on the Consent Agenda; approving these items with one motion unless any are requested to be pulled from Consent by a Board member. In this case, each item pulled will be discussed and voted upon separately.

President may take such action in accordance with the Brown Act.

- 3.12.5** The District is required to follow certain legal requirements in connection with disclosure of information regarding District employees and personnel matters. Therefore, the Board will conduct any discussion of personnel matters in compliance with such laws. As a result, it will be the policy of the Board that 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 submitted to the General Manager for investigation
- 3.12.6** Willful disruption of any of the meetings of the Board of Directors shall not be permitted. In accordance with the Brown Act, if the President finds that there is in fact willful disruption of any meeting of the Board, he/she may order the room cleared and subsequently conduct the Board's business without the audience present.
- 3.12.7** In such an event, only matters appearing on the agenda may be considered in such a session.
- 3.12.8** After clearing the room, the President may permit those persons who, in his/her opinion, were not responsible for the willful disruption to reenter the meeting room.
- 3.12.9** Duly accredited representatives of the news media, whom the President finds not to have participated in the disruption, shall be admitted to the remainder of the meeting.

3.13 Brown Act Compliance

- 3.13.1** This Board remains committed to the public's right to participate meaningfully in meetings, and to review documents used in decision-making at a relevant point in time; the right to confidentially address certain negotiations, personnel matters, claims and litigation; and the right of the press to fully understand and communicate public agency decision-making.

The Board of Directors of Running Springs Water District is committed to applying and complying with the Brown Act, and hereby incorporates the Brown Act and all future amendments to the Brown Act into this Board Policy Manual.

SECTION 4.0
BOARD MEMBER COMPENSATION AND RULES AND REGULATIONS REGARDING
PAYMENT OF COMPENSATION

4.1 Purpose

4.1.1 This section establishes compensation for the members of the Board of Directors of the Running Springs Water District as well as rules and regulations regarding payment of compensation.

4.2 Board Member Compensation

4.2.1 Compensation for Board members shall be set at \$100 for each day's attendance by a Director at Board meetings, Committee meetings or for each day's service rendered as a Director at the request of the Board, together with any expenses incurred in the performance of his or her duties required or authorized by the Board, not exceeding a total of six days in any calendar month. Compensation for any day of service may be waived by any Board member entitled to such compensation.

4.3 Authorized Meetings

4.3.1 Regular Board meetings, Workshops and Special Board meetings which are properly noticed and at which a quorum of the Board is in attendance. A hearing by or meeting with a legislative or regulatory body for District business as a representative of the Board. The District will not reimburse any travel, lodging, or meal expenses incurred in connection with attending a Board meeting or a Committee meeting conducted within the District's boundaries.

4.3.2 Standing committee meetings and ad hoc committee meetings held by committees, which are authorized by the Board, and at meeting frequencies that are approved or otherwise authorized by the Board.

4.3.3 A meeting with representatives of other agencies and entities related to District business or to District adopted or authorized policy positions.

4.3.4 A meeting of a multi-jurisdictional governmental body on which the Board Member serves as the District's designated representative.

4.3.5 A meeting of the California Special Districts Association, Special District Risk Management Association or the Association of San Bernardino County Special Districts.

4.3.6 Attendance at meetings of other organizations, when such attendance is approved by a minute order of the Board at the Regular Board meeting, as described in Section 4.4.

4.3.7 A conference or organized educational seminar designed to improve the Board Member's skill and information levels on topics related to District business. Attendance at seminars, conferences, or other meetings or events, when such attendance is approved by a minute order of the Board at a Regular meeting, as described in Section 4.4.

4.3.8 A grievance hearing related to personnel matters.

4.3.9 Ethics, sexual harassment or other legally mandated training programs.

4.4 Authorization for Attendance at Meetings

4.4.1 The Board in open session may pre-approve a stipend of one hundred dollars (\$100) per day of service for attendance at other events not listed in Section 4.3, representation of the District before public agencies when authorized by the Board prior to the occasion, or an event that will further the purposes or responsibilities of the District. Each Board Member's compensation shall not exceed that authorized by law. Compensation under this Policy may be waived by any Board Member entitled to compensation.

4.5 Meeting Attendance Reports

4.5.1 A Board member who has attended an authorized meeting, seminar, or conference, as provided for in Section 4.3.3 to 4.3.9 of this Policy, for which the Board member has been compensated, may present a written or verbal report regarding the meeting, seminar, or conference at the next Regular Board meeting following such attendance.

4.6 Meeting and Conference Expense

4.6.1 Members of the Board of Directors shall be reimbursed for all legitimate expenses incurred in attending any meetings or in making any trips on official business of the Board when so authorized in accordance with Section 8.2.1.

4.6.2 Reimbursement for the cost of the use of a Director's vehicle shall be on the basis of total miles driven and at the rate specified in the Internal Revenue Service Guidelines in effect at the time of the vehicle usage.

4.6.3 The District shall reimburse Board Members for actual and necessary vehicle rental expenses incurred in connection with Board Member attendance at approved activities outside of the District's boundaries. The District shall only reimburse for the expense of economy or compact rate vehicles unless (i) such class of vehicle is unavailable; or (ii) such class of vehicles do not accommodate a disability. When a Board Member rents a vehicle, he or she shall obtain insurance for the vehicle at the District's expense.

- 4.6.4** Shuttle, bus, taxi, and public transportation may be used between an airport, hotel and conference site whenever it is available. Board Members are encouraged to use the most efficient mode of transportation available.
- 4.6.5** As necessary for the performance of their official duties, Board Members may use air travel or other mode of common carrier transportation to and from the destination. Board Members are encouraged to use the most efficient means available.
- 4.6.6** 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. If a group rate is not available, the government rate of the provider of lodging shall be used. If neither the group nor governments rates are available, the most economical rate shall be obtained.
- 4.6.7** The actual costs of meals incurred while attending conferences or other meetings in furtherance of the District's affairs are reimbursable provided the District's Office Administrator is provided with a receipt documenting the expense incurred. If no receipt is available, meal costs shall be reimbursed at an amount not exceeding the greater of seventy-five dollars (\$75) per day or the applicable Internal Revenue Service per diem rate.
- 4.6.8** The District shall not reimburse the cost of transportation, lodging, meals, or other costs of travel when such costs are of a personal nature incurred in conjunction with the performance of District official duties. Personal costs, not reimbursable by the District, shall include, but not be limited to, the following: (i) alcoholic beverages; (ii) parking and traffic violations; (iii) entertainment; (iv) services provided by the provider of lodging; and (v) expenses incurred on behalf of a spouse, dependent, or traveling companion.
- 4.6.9** Board Members shall only receive reimbursement of expenses incurred for travel, lodging, and meals for conferences or other meetings in furtherance of the District's business. No other expense will be reimbursed.
- 4.6.10** The District shall not reimburse any expenses until an expense form is submitted to the District's Office Administrator no later than forty-five (45) days after the expenditure. Reimbursable expenses shall be limited to actual and necessary expenses incurred in attending conferences or other meetings in furtherance of the District's business. Expense forms shall be accompanied by receipts documenting each expense. If no receipt is available, a written explanation of the expenditure is required. Board Members will be required to provide a brief report on the

conference or meeting attended at the next regular meeting of the Board.

4.6.11 Expenses which do not fall within this Policy or the Internal Revenue Service reimbursable rates must be approved by the Board of Directors in a public meeting before the expense is incurred.

4.6.12 The forgoing provisions may be reviewed and amended by the Board of Directors.

SECTION 5.0 CODE OF ETHICS

5.1 General

5.1.1 The Board of Directors of Running Springs Water District is committed to providing excellence in legislative leadership resulting in the provision of the highest quality of services to its constituents. In order to assist in the government of the behavior between and among members of the Board of Directors, the following rules shall be observed.

5.2 Priorities and Commitment

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

5.2.2 Responsiveness and attentive listening in communication is encouraged.

5.2.3 The needs of the District's constituents should be the priority of the Board of Directors.

5.2.4 The primary responsibility of the Board of Directors is the formulation and evaluation of policy. Routine matters and the day-to-day management and operation of the District are within the purview of the professional staff members of the District.

5.2.5 Directors should commit themselves to emphasizing the positive, avoiding double talk, hidden agendas, gossip, unkind remarks and other negative forms of interaction.

5.2.6 Directors should commit themselves to focusing on issues and not personalities. The presentation of the opinions of others should be encouraged. Cliques and voting blocks based on personalities rather than issues should be avoided.

5.2.7 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 should commit to supporting said action and not to create barriers to the implementation of said action.

5.3 Procedures

5.3.1 Directors should practice the following procedures:

5.3.1.1 In seeking clarification on informational items, Directors may directly approach professional staff members to obtain

information needed to supplement, upgrade, or enhance their knowledge to improve legislative decision-making.

- 5.3.1.2** In handling complaints from residents and property owners of the District, said complaints should be referred directly to the General Manager.
- 5.3.1.3** 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.
- 5.3.1.4** In presenting items for discussion at Board meetings, see Section 3.10.
- 5.3.1.5** In seeking clarification for policy-related concerns, especially those involving personnel, legal action, land acquisition and development and finances, said concerns should be referred directly to the General Manager.

5.4 Board and Staff Relationships

- 5.4.1** When approached by District personnel concerning specific District policy, Directors should direct inquiries to the General Manager. The chain of command should be followed.
- 5.4.2** The work of the District is a team effort. All individuals should work together in the collaborative process, assisting each other in conducting the affairs of the District.
- 5.4.3** When responding to constituent requests and concerns, Directors should be courteous, responding to individuals in a positive manner and route their questions through appropriate channels and to responsible management personnel.
- 5.4.4** Directors should develop a working relationship with the General Manager wherein current issues, concerns and District projects can be discussed comfortably and openly.
- 5.4.5** Directors should function as a part of the whole. Issues should be brought to the attention of the Board as a whole, rather than to individual members selectively.
- 5.4.6** Directors are responsible for monitoring the District's progress in attaining its goals and objectives, while pursuing its mission.

SECTION 6.0 BOARD ACTIONS AND DECISIONS

6.1 Possible Actions

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

6.1.1.1 Adoption, rejection, revision or amendment of regulations or policies;

6.1.1.2 Adoption, rejection, revision or amendment of a resolution;

6.1.1.3 Adoption, rejection, revision or amendment of an ordinance;

6.1.1.4 Approval, rejection, revision or amendment of any contract or expenditure;

6.1.1.5 Approval, rejection, revision or amendment of any proposal which commits District funds or facilities; and,

6.1.1.6 Approval, disapproval or alteration of matters, which require or may require the District or its employees to take action and/or provide services.

6.1.2 Action can only be taken by the vote of the majority of the Board of Directors. Three (3) Directors represent a quorum for the conduct of business. Actions taken at a meeting where only a quorum is present, therefore, require all three (3) votes to be effective (unless a 4/5 vote is required by policy or other law).

6.2 Methods for Taking Action

6.2.1 A member abstaining in a vote is considered as absent for that vote.

6.2.1.1 Example. If 3 of 5 Directors are present at a meeting, a quorum exists and business can be conducted. However, if 1 Director abstains on a particular action and the other 2 cast “aye” votes, no action is taken because a “majority of the Board” did not vote in favor of the action.

6.2.1.2 Example. If an action is proposed requiring a two-thirds vote and 2 Directors abstain, the proposed action cannot be approved because 4 of the 5 Directors would have to vote in favor of the action.

6.2.1.3 Example. If a vacancy exists on the Board and a vote is taken to appoint an individual to fill said vacancy, 3 Directors

must vote in favor of the appointment for it to be approved. If 2 of the 4 Directors present abstain, the appointment is not approved.

6.3 Informal Action

- 6.3.1** The Board may give directions, which 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.
- 6.3.2** The President shall determine by consensus a Board directive and shall state it for clarification. Should any two Directors challenge the statement of the President, a voice vote may be requested.
- 6.3.3** 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.).
- 6.3.4** Informal action by the Board is still Board action and shall only occur regarding matters, which appear on the agenda for the Board meeting during which said informal action, is taken and for which more formal action is not required.

SECTION 7.0
RULES OF ORDER FOR
BOARD AND COMMITTEE MEETINGS

7.1 General

- 7.1.1** Action items shall be brought before and considered by the Board by motion in accordance with this policy. These rules of order are intended to be informal and applied flexibly. The Board prefers a flexible form of meeting and, therefore, does not conduct its meetings under formalized rules – Robert’s Rules of Order. The intent of these rules of order is to provide guidance for the conduct of meetings and the Board should strive to substantially comply with these rules of order.
- 7.1.2** If a director believes order is not being maintained or procedures are not adequate, then he/she should raise a point of order, not requiring a second, to the President. If the ruling of the President is not satisfactory to the director, then it may be appealed to the Board. A majority of the Board will govern and determine the point of order.

7.2 Obtaining the Floor

- 7.2.1** Any director desiring to speak should address the President and, upon recognition by the President, may address the subject under discussion.

7.3 Motions

- 7.3.1** Any director, including the President, may make or second a motion. A motion shall be brought and considered as follows:
- 7.3.1.1** A director makes a motion; another director seconds the motion; and the President states the motion.
- 7.3.2** Once the President has stated the motion, it is open to discussion and debate. After the matter has been fully debated, and after the public in attendance has had an opportunity to comment, either during the public comment portion of the meeting or prior to Board action, the President will call for the vote.
- 7.3.2.1** If the public in attendance has had an opportunity to comment on the proposed action, any director may move to immediately bring the question being debated to a vote, suspending any further debate. The motion must be made, seconded, and approved by a majority vote of the Board.
- 7.3.3** Secondary Motions. Ordinarily, only one motion can be considered at a time and a motion must be disposed of before any other motions or

business are considered. There are a few exceptions to this general rule, though, where a secondary motion concerning the main motion may be made and considered before voting on the main motion.

- 7.3.3.1** Motion to Amend. A main motion may be amended before it is voted on, either by the consent of the directors who moved and seconded, or by a new motion and second.
- 7.3.3.2** Motion to Table. A main motion may be indefinitely tabled before it is voted on by motion made to table, which is then seconded and approved by a majority vote of the Board.
- 7.3.3.3** Motion to Postpone. A main motion may be postponed to a certain time by a motion to postpone, which is then seconded and approved by a majority vote of the Board.
- 7.3.3.4** Motion to Refer to Committee. A main motion may be referred to a Board committee for further study and recommendation by a motion to refer to committee, which is then seconded and approved by a majority vote of the Board.
- 7.3.3.5** Motion to Close Debate and Vote Immediately. As provided above, any director may move to close debate and immediately vote on a main motion.
- 7.3.3.6** Motion to Adjourn. A meeting may be adjourned by motion made, seconded, and approved by a majority vote of the Board before voting on a main motion.

7.4 Decorum

- 7.4.1** In accordance with the Brown Act, the President shall take whatever actions are necessary and appropriate to preserve order and decorum during Board meetings, including public hearings. The President may remove any person or persons making personal, impertinent or slanderous remarks, refusing to abide by a request from the President, or otherwise disrupting the meeting or hearing.
- 7.4.2** The President may also declare a short recess during any meeting.

7.5 Amendment of Rules of Order

- 7.5.1** By motion made, seconded and approved by a majority vote, 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.

7.6 Public Hearings

7.6.1 Public hearings shall be called to order by the President at or as soon as practical after the time for which the hearing has been noticed. The President shall interrupt at a reasonable point any business before the Board in order to proceed with such noticed public hearing. The procedure for public hearings shall generally be as follows:

- a) Open the Public Hearing;
- b) Staff presentation and Board inquiry/statements;
- c) Written Public Comment;
- d) Oral Public Comment;
- e) Board member discussions/comments;
- f) Close the Public Hearing;
- g) Vote on item.

SECTION 8.0 TRAINING, EDUCATION AND CONFERENCES

8.1 General

- 8.1.1** Members of the Board of Directors are encouraged to attend educational conferences and professional meetings when the purpose of such activities is to improve District operation. Hence, there is no limit as to the number of Directors attending a particular conference or seminar when it is apparent that their attendance is beneficial to the District. However, Directors should be aware that requirements of the Brown Act may apply depending on the circumstances of any such meeting.
- 8.1.2** Any trip, tour or journey for pleasure at public expense, however, will not be permitted and there shall be no expense reimbursement.

8.2 Policy

- 8.2.1** It is the policy of the District to encourage Board development and excellence of performance by reimbursing expenses incurred for tuition, travel, lodging and meals as a result of training, educational courses, participation with professional organizations, and attendance at local, state and national conferences associated with the interests of the District.
- 8.2.2** The General Manager or his/her designee is responsible for making arrangements for Directors for conference and registration expenses. When appropriate, the District shall also reimburse a Director for meal expenses, lodging, and travel. All expenses for which reimbursement is requested by Directors, or which are billed to the District by Directors, shall be submitted to the General Manager or his/her designee, together with validated receipts.

8.3 Approval

- 8.3.1** Attendance by Directors at seminars, workshops, courses, professional organization meetings and conferences shall be approved by the Board of Directors, in accordance with District policy, prior to incurring any reimbursable costs.

8.4 Reimbursement

- 8.4.1** Expenses to the District for Board of Director training, education and conferences should be kept to a minimum by utilizing recommendations for transportation and housing accommodations put forth by the General Manager and by:

8.4.1.1 Utilizing hotel(s) recommended by the event sponsor in order to obtain discounted rates.

8.4.1.2 Directors traveling together whenever feasible and economically beneficial.

8.4.1.3 Requesting reservations sufficiently in advance, when possible, to obtain discounted airfares and hotel rates.

8.4.2 A Director shall not attend a conference or training event for which there is an expense to the District if it occurs after they have announced their pending resignation, or if it occurs after an election in which it has been determined that they will not retain their seat on the Board. A Director shall not attend a conference or training event when it is apparent that there is no significant benefit to the District.

8.5 Reporting

8.5.1 Upon returning from seminars, workshops, conferences, etc., where expenses are reimbursed by the District, Directors should either prepare a written report for distribution to the Board, or make a verbal report during the next regular meeting of the Board. Said report should detail what was learned at the session(s) that will be of benefit to the District. Materials from the session(s) may be delivered to the District office to be included in the District library for the future use of other Directors and staff.

**SECTION 9.0
AMENDMENTS**

This Board Policy Manual supersedes all former by-laws adopted by the Board and may be repealed or amended in whole or in part by resolution of the Board.