

RESOLUTION NO. 2018-1109  
A RESOLUTION OF THE BOARD OF DIRECTORS OF THE VALLEY SANITARY  
DISTRICT ESTABLISHING BYLAWS AND RULES OF PROCEDURE FOR THE  
CONDUCT OF BOARD BUSINESS

**WHEREAS**, IN ACCORDANCE WITH THE Government Code section 54954(a), the Board of Directors (Board) of the Valley Sanitary District (District) must specify the time and place for the holding of regular Board meeting; and

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

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

**GENERAL**

**The Board** The Valley Sanitary District is organized and operates under California's Sanitary District Act of 1923 (California Health & Safety Code Division 6 Part 1). The Board is the District's legislative body and can only function as a unit.

**Roles and Responsibilities** The Board's primary responsibility is the formulation and evaluation of District policy and monitoring the work of the District to ensure compliance with established policy. The General Manager is responsible for running the District's business under the general guidance of the Board. Routine matters concerning operational aspects of the District are delegated to professional staff members by the General Manager. The Board establishes goals, objectives, expectations, and measurement criteria for the General Manager's performance. Directors are responsible for monitoring District progress in attaining its goals and objectives, while pursuing its mission.

Apart from their role as a part of this Board, individual Directors have no authority with regard to any aspect of District business. As individuals, Directors may not commit the District to any policy, act, or expenditure without prior Board approval nor give direction to the General Manager, staff, contract personnel, or consultants except as provided in this section / without prior Board approval. Further, the direction, evaluation, and oversight of the General Manager shall be a responsibility of the Board as a whole, not an individual Board member.

## **BOARD OPERATIONS**

**Governing Laws** The Board of Directors shall comply with and shall be guided by applicable provisions of Federal laws; State laws, including the Sanitary Act of 1923, Government Code, Section 1090 of the Government Code, Elections Code, Ralph M. Brown Act, Public Contract Code, and Public Resources Code; this Policy Manual, and the rules and regulations of the District as established by the motions, resolutions and ordinances enacted by the Board of Directors.

Pursuant to the provision of the California Government Code section 1126, the Board of Directors of the Valley Sanitary District has determined that it would be inconsistent and incompatible for a Board member to be a paid employee of the District. Therefore, based on this decision, a member of the Board of Directors shall not be a paid District employee.

The Board shall practice modified Roberts Rules of Order.

**Board Compensation** Board compensation is set by Ordinance. Each Director is offered a medical, vision, and dental stipend, that is approved by the Board, each year, with the Fiscal Year budget. The stipend is based on a calendar year, due to Director's terms of office, benefit year, and potential IRS tax implications.

**Election of Board Officers** There shall be three (3) officers: a President, a Vice President, and a Secretary, who shall be members of the District Board of Directors. Election of officers shall be held at the first (1st) Board of Director's meeting in December of each calendar year. Officers will serve for a one (1) year term.

**President** The President will conduct all meetings of the Board of Directors, will carry out the resolution and orders of the Board of Directors and will exercise such other powers and perform such other duties as the Board of Directors will prescribe, including the following:

- Call the meeting to order at the appointed time
- Announce the business to come before the Board of Directors in its proper order
- Enforce the Board of Directors' policies and rules with respect to the order of business and the conduct of meetings

- Recognize persons who desire to speak and protect the speaker (who has the floor) from disturbance or interference
- Explain what the effect of a motion would be, if it is not clear, to every member of the Board of Directors
- Restrict discussion to the question when a motion is before the Board of Directors
- Rule on parliamentary procedure
- Put motions to a vote and state clearly the results of the vote
- The President is authorized to sign checks on behalf of the District
- The President shall have all the rights to discuss and vote on any issues before the Board of Directors
- Sign all instruments, acts, and carry out stated requirements and the will of the Board of Directors
- Consult with the General Manager on the preparation of the Board of Directors' agendas. In addition, any two Directors shall have the right to place any matter on the agenda for any meeting in accordance with the provisions of this policy
- Appoint and disband all committees, subject to Board of Directors' approval
- Call meetings of the Board of Directors as they may deem necessary, giving notice as prescribed by law
- Confer with the General Manager on matters which may occur between Board of Directors meetings
- Confer with the District Counsel, as needed, on matters which may involve the General Manager
- Be responsible for the orderly conduct of all Board of Directors meetings
- Act as spokesperson for the Board of Directors
- Coordinate and prepare the Board of Directors' annual evaluation of the General Manager, in coordination with the standing Administrative Committee
- Appoint external committees or investigators, as required.
- Other duties as authorized by the Board of Directors

**Vice President** When the President resigns, is absent, or unable to perform their duties, the Vice President shall perform the President's duties. When the President disqualifies themselves from participating in an agenda item, the Vice President shall perform the duties of the President.

The Vice President is authorized to sign checks on behalf of the District.

**Secretary** The Secretary certifies and signs official documents and works with the Clerk of the Board to facilitate official filing of documents.

The Secretary is authorized to sign checks on behalf of the District.

## **PUBLIC MEETING OF THE BOARD OF DIRECTORS**

Regularly scheduled meetings of the Board of Directors shall be held on the second (2nd) and fourth (4th) Tuesday of each month at 1:00 pm; at the District Administration Building, Board Room, 45500 Van Buren Street, Indio, California, 92201, unless otherwise specified by action of the Board of Directors. Special meetings of the Board of Directors, as that term or its successor terms are defined within the meaning of the Ralph M. Brown Act (California Government Code section 54950 et seq.), may be duly authorized and held as deemed necessary by the President or a majority of the Board of Directors. Notice and location of special meetings shall be as prescribed by law. Emergency meetings of the Board of Directors, as that term or its successor terms are defined within the meaning of the Ralph M. Brown Act, may be duly authorized and held as deemed necessary only by a majority of the Board of Directors. Notice and location of emergency meetings shall be as prescribed by law.

All meetings of the Board of Directors shall be open to the public, except when the Board is convened in Closed Session as authorized under provisions of the Ralph M. Brown Act (California Government Code section 54950 et seq.). Except as provided by law, all proceedings in Closed Sessions shall remain confidential.

In compliance with the Americans with Disabilities Act, access to the Board Room and Public Restrooms has been made.

**Board Member Rules and Code of Conduct** In order to ensure the efficacy of the Board, the following are to be observed:

- The needs of the District's constituents are the priority of the Board of Directors.
- Directors are expected to attend all meetings of the Board, including committee, agency, and intergovernmental meetings to which they may be assigned, unless there is good cause for absence, and be properly prepared for participation and deliberation.
- Directors function as a part of the whole. Issues shall be brought to the attention of the Board as a whole, rather than to individual members selectively.
- The work of the District is a team effort. All individuals are expected to work together in a collaborative process, assisting each other in conducting the affairs of the District.
- The dignity, style, values, and opinions of each Director are to be respected.

- Responsiveness and attentive listening are encouraged.
- Directors should focus on the positive, avoiding negative forms of interaction.
- Differing viewpoints are healthy in the decision-making process. The airing of divergent opinions is encouraged.
- Individuals have the right to disagree with ideas and opinions, but without being disagreeable.
- Once the Board takes action, Directors shall commit to supporting said action and not create barriers to the implementation of said action.

**Board Meetings** Before proceeding with the business of the Board, the Clerk of the Board shall call the roll of the Directors. The Clerk shall enter the names of all Directors, Officers, staff members and visitors (if known) present in the Minutes of the meeting.

If a quorum is present, the Clerk shall so advise the President. If a quorum is not present, the Secretary may adjourn the meeting to a time certain for the purpose of obtaining a quorum. Any such reconvened regular meeting shall not constitute a special meeting. In the event a regular or special meeting of the Board is adjourned to a time and date certain, the Clerk shall post a notice of adjournment in a place that is freely accessible to members of the public within 24 hours of such adjournment.

Three of the five Directors elected or appointed to the Board shall constitute a quorum for any meeting of the Board. Irrespective of the number of Board members constituting a quorum for a particular meeting, a majority vote of the Board shall consist of at least three votes. No ordinance, resolution or motion shall be passed or become effective without the affirmative votes of at least a majority of the members of the Board.

**Ordinances** are an authoritative decree or municipal regulation of the District. Ordinances relate to no more than one subject, which is to be clearly expressed in the title of the ordinance. When applicable, ordinances are to be identified to the Board as replacements to existing ordinances or sections thereof. No ordinance, or section thereof, is to be amended or repealed unless the new ordinance contains the title of the ordinance or section amended or repealed.

Ordinances must be moved and seconded and are to be adopted only by a roll call vote. The Clerk of the Board will record the names of all Directors and identify them as voting Aye, No,

Abstain, or Absent on each adopted ordinance. All ordinances are to be signed by the President and attested by the Secretary.

Ordinances are in full force and effect upon adoption unless otherwise provided by law, and the Secretary shall be responsible for compliance with any and all legal requirements for publication of the ordinance.

**Resolutions** are a formal expression of opinion, will or intent of the Board. Resolutions must be moved and seconded and shall be adopted only by a roll call vote. The Clerk of the Board will record names of all Directors and identify them as voting Aye, No, Abstain, or Absent on each adopted resolution. All resolutions are to be signed by the President and attested by the Secretary.

**Motions** are proposals, made by a Director during a Board meeting, for action, inclination of the mind or will, or a formal proposal made in a deliberative manner by the Board.

Every motion considered by the Board must be moved by a Director, seconded by another Director and is subject to debate. Any Director moving the adoption or approval of a matter may call for the question.

True motions to reconsider any Board action must be made at the same meeting at which the original action was taken; however, any Director may make any other type of motion at any meeting.

All motions shall be adopted by voice vote unless otherwise required by law. The Clerk of the Board is to record in the Minutes any dissenting and abstaining votes, or disqualification from voting due to a conflict of interest.

Unless a Director declares a conflict of interest or abstains, silence is to be recorded in the Minutes as an affirmative vote.

A motion to adjourn must be moved by a Director and seconded by another Director and is subject to debate. No further business can be conducted after an affirmative vote to adjourn.

**Record of Meetings** The Clerk of the Board shall keep minutes of all Board meetings. Minutes are to record actions taken and meaningful discussion. Except where action is taken by the

unanimous vote of all Directors present and voting, the Clerk shall record the names of all Directors and identify them as voting Aye, No, Abstain, or Absent upon the passage of all ordinances, resolutions, or motions and enter them in the Minutes of the Board.

**Minutes** are not intended to be verbatim records. An audio recording is made of all regular Board meetings, including public hearings, and retained for thirty (30) days following the date the meeting minutes are approved by a majority vote of the Board. Members of the public requesting information about a meeting are encouraged to listen to the audio recording made of each meeting.

Draft minutes will be distributed to the Board for review and approval at the next regular meeting or as soon as possible thereafter. The official minutes of all Board meetings will be kept in a fire-proof vault or in fire-resistant locked cabinets at the District's Administration office and via electronic means.

Minutes may be approved as part of the Consent Calendar.

## **CALIFORNIA FAIR POLITICAL PRACTICES COMMISSION (FPPC)**

**Submission of Office Holder & Candidate Campaign Statement (FPPC Form 470)** Form 470 must be filed by any candidate or officeholder who does not anticipate raising or spending \$2,000 or more in a calendar year. The Form 470 is filed once each calendar year and covers the entire calendar year. Payments from the candidate's personal funds used to pay filing or ballot statement fees do not count toward the \$2,000 committee qualification threshold.

**Submission of Statement of Economic Interests (FPPC Form 700)** Directors are required to file a Statement of Economic Interests (Form 700) with the County of Riverside when assuming office, on an annual basis thereafter, and when leaving office.

## **ETHICS AND CONFLICT OF INTEREST POLICY**

It is the policy of the District to require the highest standards of ethics from its Board members. The operation of the District requires that decisions and policy be made within the proper channels of governmental structure, that the public office not be used for personal gain, and that all individuals associated with the District remain impartial and responsible towards the public.

Accordingly, it is the policy of the District that Board members shall maintain the highest standard of personal honesty and fairness in carrying out their duties.

## **REQUIRED BOARD OF DIRECTORS TRAINING**

**Governance** Newly elected or appointed Directors are to participate in a minimum of six (6) hours of basic governance training within one (1) year from the first day of service with the District. Thereafter, all Directors are to participate in a minimum of six (6) hours of basic governance training every five (5) years.

**Ethics** Any new Director must receive ethics training as soon as practical, but not more than one (1) year, from the first day of service with the District. Thereafter, all Directors are required to receive ethics training at least once every two (2) years. A Director who serves on more than one (1) local agency board may satisfy this requirement by obtaining ethics training once every two (2) years without regard to the number of local agencies with which they serve. The District will provide information annually on where training is available. All Directors are to provide a copy of proof of participation in the required ethics training to the District. Copies of proofs of participation are considered public documents and are to be retained for a minimum of five (5) years.

**Harassment** Newly elected or appointed Directors are to participate in a minimum of two (2) hours of harassment prevention training within one (1) year from the first day of service with the District. Thereafter, all Directors are to participate in a minimum of two (2) hours of harassment prevention training every two (2) years.

## **VACANCIES ON THE BOARD OF DIRECTORS**

The Board of Directors may fill vacancies on the Board, and this process is governed by California Government code section 1780. The District shall notify the Riverside County Registrar of Voters of the vacancy no later than 15 days after either the date on which the District board is notified of the vacancy or the effective date of the vacancy, whichever is later.

The remaining members of the District board may fill the vacancy either by appointment or by calling an election.



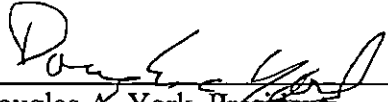
**PASSED, APPROVED and ADOPTED** this 11th day of December, 2018, by the following roll call vote.

**AYES:** Coleman, Duran, Teague, York

**NAYES:** None

**ABSENT:** None

**ABSTAIN:** None

  
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Douglas A. York, President

**ATTEST:**

  
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Mike Duran, Vice President