

RESOLUTION NO. 2024-01

A RESOLUTION OF THE BOARD OF DIRECTORS OF THE MIDWAY CITY SANITARY DISTRICT OF ORANGE COUNTY, CALIFORNIA, REVISING THE POLICIES AND PROCEDURES OF THE BOARD OF DIRECTORS

The Board of Directors of the Midway City Sanitary District hereby finds, determines, declares, and resolves as follows:

WHEREAS, the Board of Directors (the "Board") previously established policies and procedures to facilitate the orderly handling of business to come before the Midway City Sanitary District (the "District"); and

WHEREAS, the Board now desires to revise and update its policies and procedures.

NOW, THEREFORE, THE BOARD OF DIRECTORS OF THE MIDWAY CITY SANITARY DISTRICT DOES RESOLVE, DECLARE, DETERMINE, AND ORDER AS FOLLOWS:

1. The Amended Policies and Procedures of the Board of Directors of the Midway City Sanitary District attached hereto as Exhibit "A" are hereby adopted.
2. A copy of the Policy shall be made available to the public upon request.
3. This Resolution shall take effect immediately upon adoption.

PASSED AND ADOPTED, at a regular meeting of the Board of Directors of Midway City Sanitary District of Orange County, California, held this 16th day of January, 2024.


Mark Nguyen, President

ATTEST:


Andrew Nguyen, Secretary

CERTIFICATION


I, Andrew Nguyen, Secretary of the Midway City Sanitary District of Orange County, California, do hereby certify that the foregoing Resolution No. 2024-01 was duly adopted at a meeting of the Board of Directors of said District, held on the 16th day of January, 2024, by the following vote of the members of the Board:

AYES: A. Nguyen, C. Nguyen, S. Contreras, M. Nguyen

NOES:

ABSENT: T. Diep

and I further certify that Mark Nguyen, as President, and Andrew Nguyen, as Secretary, signed and approved said Resolution on the 16th day of January, 2024.




Andrew Nguyen, Secretary

(District Seal)

STATE OF CALIFORNIA }
 } ss.
COUNTY OF ORANGE }

I, Andrew Nguyen, Secretary of Midway City Sanitary District of Orange County, California, do hereby certify that the foregoing is a full, true and correct copy of Resolution No. 2024-01 passed and adopted by the Board of Directors of said District at a meeting thereof held on the 16th day of January, 2024.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official Seal of said District on the 16th day of January, 2024.



Andrew Nguyen, Secretary

(District Seal)

EXHIBIT "A"

AMENDED

POLICIES AND PROCEDURES

OF

THE BOARD OF DIRECTORS

OF

THE MIDWAY CITY SANITARY DISTRICT

JANUARY 16, 2024

TABLE OF CONTENTS

	<u>Page</u>
Section 1: Scope	1
Section 2: Meetings.....	1
A. Regular Meetings.....	1
B. Special Meetings	2
C. Emergency Meetings	2
D. Adjourned Meetings.....	2
E. Closed Session.....	2
F. Teleconference Meetings.....	3
G. Attendance at Meetings.....	3
Section 3: Quorum for Conduct of Business	3
Section 4: Election of Officers and Powers and Duties of Officers	3
A. President	3
B. President Pro Tem.....	4
C. Secretary	4
D. Treasurer.....	4
E. Secretary/Treasurer Pro Tem	4
Section 5: Decorum in Debate	5
Section 6: Board Committees.....	5
Section 7: Appointment to Outside Boards and Committees.....	5
Section 8: Appointment of Recording Secretary Who Shall Also Serve as Clerk of the Board.....	6
Section 9: Items to be Considered by the Board	7

Section 10: Staff Reports7

Section 11: Agenda for Regular Meetings..... 8

 A. Format8

 B. Consent Calendar..... 9

 C. Action on Items Not Appearing on Agenda.....9

Section 12: Distribution of Agendas 10

Section 13: Participation by the Public10

 A. Persons Addressing the Board 10

 B. Decorum and Rules of Conduct..... 11

 C. Enforcement and Removal of Disruptive Individuals..... 11

Section 14: Conduct of Meetings 12

 A. Legal Officer 12

 B. Obtaining the Floor and Making Motions 12

 C. Voting 12

 D. Failure to Vote/Abstentions..... 13

 E. Closing or Limiting Debate..... 13

 F. Conflicts of Interest..... 13

Section 15: Procedure for Consideration of Demands for Corrective Action 13

 A. Requirement of Written Demand 13

 B. Consideration of Corrective Action 14

 C. Implementing Corrective Action 14

 D. Alternative Demand Procedure..... 14

Section 16: Reading Papers..... 15

Section 17: Board Member Contact with Legal Counsel	15
Section 18: Adoption of Reports.....	15
Section 19: Amendments	15
Section 20: Rules are Adopted for Procedural Purposes	15

POLICIES AND PROCEDURES OF THE BOARD OF DIRECTORS

MIDWAY CITY SANITARY DISTRICT

January 16, 2024

Section 1: Scope.

These procedures apply to the conduct of the business by the Board of Directors of the Midway City Sanitary District. It is the intent of the Board that all of these procedures be implemented in compliance with the provisions of the Ralph M. Brown Act, Government Code Sections 54950 through 54963, inclusive, as amended from time to time (hereinafter the "Brown Act").

Section 2: Meetings.

A. Regular Meetings

Regular meetings of the Board will be held on the first Tuesday and the third Tuesday of each month at 5:30 P.M., at the District offices located at 14451 Cedarwood Avenue, Westminster, CA 92683. The standing date, time, and/or location of Regular meetings may be changed by separate resolution of the Board without the necessity of amending these Procedures. On a case-by-case basis, the date, time, and/or location of a future regular meeting may be changed by the Board by resolution or minute order. Notice of the regular meeting shall be delivered to the Board of Directors personally or by any other means at least 72 hours prior to the time for the meeting.

On a case-by-case basis, a regular meeting may be cancelled by the General Manager, with the consent of the Board President, due to lack of business or other good cause. Notice of a meeting cancellation shall be provided to the Board of Directors and the public in the same manner as notice of a regular meeting. Two (2) or more consecutive regular meetings may not be cancelled without action by a majority of the Board of Directors at a duly called regular or special meeting.

At least 72 hours before a regular meeting, an agenda for the meeting shall be posted in a location freely accessible to the public and on the District's website. Any person may request that a copy of the agenda, or a copy of all documents constituting the agenda packet, for any meeting of the Board of Directors be mailed to the requesting person. The requested documents are to be mailed at the time the agenda is posted or, if unavailable upon posting of the agenda, upon distribution to all or a majority of the Board Members. Any request for mailed copies of agendas or agenda packets shall be valid for the calendar year in which the request is filed and must be renewed following January 1 of each year. The Board of Directors may separately establish a fee for mailing the agenda or agenda packet, which fee shall not exceed the cost of providing the service. If agendas or documents constituting the agenda packet are requested in electronic format, the agendas

and documents shall, if available in such format, be provided pursuant to the time frames identified above.

B. Special Meetings

Special meetings may be called by the President or three (3) members of the Board from time to time, as necessary. Notice of the special meeting shall be provided to the Board of Directors, and to each local newspaper of general circulation and radio or television station requesting notice, personally or by any other means at least 24 hours prior to the time for the meeting. Notice of a special meeting may be dispensed with as to any Board member who at or prior to the time the meeting convenes files with the Recording Secretary a written waiver of notice or who is actually present at the meeting at the time it convenes. No other business except that which is contained in the notice shall be conducted. A special meeting shall not be called regarding the salaries, salary schedules, or compensation paid in the form of fringe benefits, of a local agency executive, as defined in Government Code Section 3511.1(d).

C. Emergency Meetings

The Board may hold an emergency meeting without complying with notice and posting requirements in those emergency situations set forth in Government Code Section 54956.5. The presiding officer, or designee, shall telephone each local newspaper of general circulation and radio and television station that has requested notice of special meetings at least one hour prior to the emergency meeting and notify them of the emergency meeting.

D. Adjourned Meetings

Any meeting may be adjourned to a time and place specified in accordance with Government Code Section 54955. Any adjourned meeting is part of a regular meeting or a special meeting, as appropriate.

E. Closed Session

The Board may hold closed sessions during a regular or special meeting, or at any time otherwise authorized by law, to consider or hear any matter which it is authorized by State law to hear or consider in closed session. During closed session, the Board may exclude any person or persons which it is authorized by State law to exclude from a closed session. No minutes of the proceedings of the Board during a closed session are required. In order to preserve the confidentiality of closed session discussions, no audio or video recordings of closed session meetings shall be made in the absence of a valid court order issued pursuant to Government Code Section 54960. Statements made and documents distributed or discussed in closed session are privileged from disclosure. No disclosure of any statement made in closed session or document protected from disclosure will be made by any Board member or by District staff, except as disclosure is authorized or required by applicable law.

F. Teleconference Meetings

The Board of Directors may conduct teleconferenced meetings pursuant to the Brown Act in accordance with Government Code Section 54953 and other applicable policies of the Board of Directors.

G. Attendance at Meetings

Members of the Board of Directors shall comply with the District's Policy Regarding Board of Director Absences and Attendance at Meetings.

Section 3: Quorum for Conduct of Business.

Three (3) members will be a quorum sufficient to conduct business. A majority vote of the members present is required for any action in the absence of statutory provision to the contrary.

Section 4: Election of Officers and Powers and Duties of Officers.

At the first regular meeting in December of each year, or at a special meeting called for said purpose, a President, President Pro Tem, a Secretary, a Treasurer and a Secretary/Treasurer Pro Tem to serve in the absence of the Secretary or Treasurer shall be elected by a majority vote by the Board from its members, who shall serve at the pleasure of the Board and until successors are elected. It is the policy of the Board that officer positions be rotated so that the same individual does not serve in the same officer position either for more than two (2) consecutive years or for more than two (2) years during any single elective term as Director.

The President, when present, will preside at all meetings of the Board. The President Pro Tem will preside in the absence of the President. In the event neither the President nor the President Pro Tem is in attendance, but a quorum is present, the Secretary shall conduct the affairs of the meeting, and shall have the powers attendant to the President for the conduct of the meeting.

A. President

The President is charged with the following duties:

(1) To open the meeting at the scheduled time, by taking the chair and calling members to order; (2) to announce the business presently pending before the Board in the order in which it is to be acted upon; (3) to state and to put to vote all questions which are regularly moved; (4) to announce the result of the vote; (5) to represent the Board at social functions or designate a Board member to do so; (6) to approve the Board agenda in conjunction with the Manager and General Counsel; (7) to execute, along with the Secretary, all Resolutions adopted by the Board; (8) to execute, along with the Secretary, all contracts approved by the Board (except for contracts entered into and/or executed by

the General Manager or his or her designee pursuant to express authorization of the Board); (9) to review and recommend action by the Board on recommendations by the Treasurer pertaining to requests by Board members for compensation and/or reimbursement for expenses pertaining to attendance at meetings, events, or activities other than those meetings, events, or activities for which compensation or reimbursement of expenses has already been pre-approved by the Board; and (10) to perform such other acts as are expressly authorized by the Board.

The underlying duty of the President is to subserve the will of the Board and to facilitate the expression of the Board's deliberations.

The President will notify the Secretary who will keep a record of the times when the President will not be available to discharge the duties of President as are prescribed by law and by the Board.

B. President Pro Tem

The President Pro Tem, in the absence of the President, is authorized to perform such duties as are prescribed for the President by law or by the Board.

C. Secretary

The Secretary is to execute, along with the President, all Resolutions and all contracts approved by the Board (except for contracts entered into and/or executed by the General Manager or his or her designee pursuant to express authorization of the Board).

D. Treasurer

The Treasurer is to review and verify that payment of all expenditures of the District made without prior Board approval are within the annual budget approved by the Board, and to review and recommend action by the Board on all bills, quarterly financial reports, and requests by Board members for compensation and/or reimbursement for expenses pertaining to attendance at meetings, events, or activities other than those meetings, events, or activities for which compensation or reimbursement of expenses has already been pre-approved by the Board.

E. Secretary/Treasurer Pro Tem

The Secretary/Treasurer Pro Tem, in the absence of the Secretary or Treasurer, is authorized to perform such duties as are prescribed for the Secretary or Treasurer by law or by the Board.

Section 5: Decorum in Debate.

All members shall address their remarks to the President and confine them to the business then pending and subject to discussion before the Board, avoiding personalities and reflections upon anyone's motives.

The President is charged with the following duties: (1) to restrain the members within the rules of order; (2) to enforce on all occasions the observance of order and decorum; (3) to inform the members when necessary, on a point of order or practice.

Section 6: Board Committees.

The Board may establish Committees and appoint members thereto by Board resolution or minute order. Each Committee may select such methods for study of the matters under its jurisdiction as it determines appropriate, subject to any limitations imposed on the Committee by the Board.

Committees may be either (1) standing Committees, which have a continuing subject matter jurisdiction or a meeting schedule fixed by formal action of the Board or other law, or (2) ad hoc Committees, which are formed for a limited purpose and duration and do not have a fixed meeting schedule. Standing Committees are subject to the Brown Act, and all meetings of standing Committees shall be noticed and conducted in compliance with the Brown Act. No more than two (2) Board members may participate on a Committee at the same time. The Board may appoint a third Board member to serve as an alternate for a standing Committee, who may attend Committee meetings in the absence of one of the regular members. No alternates will be appointed to ad hoc Committees.

One or more members of any Committee shall report on the activity of the Committee to the Board at the next regular meeting of the Board of Directors. All minutes of Committee meetings, if prepared, shall be provided to the Board of Directors.

Section 7: Appointment to Outside Boards and Committees.

The following officers shall serve as Board representatives on the following Boards and Committees:

1. Orange County Sanitation District - President or the President's designee.
2. California Special District Association – President, Pro Tem and Secretary, who shall report back to the Board on items discussed and how votes were cast.

As to all other Boards and Committees, the Board may, from time to time, appoint Board members or staff members, as required, to outside Boards and Committees, who shall serve at the pleasure of the Board and until successors are appointed. All existing appointments shall remain in effect unless changed by order of the Board.

Section 8: Appointment of Recording Secretary Who Shall Also Serve as Clerk of the Board.

A Recording Secretary shall be appointed by the General Manager and approved by the Board, and shall be an employee of the District, subject to all applicable personnel benefits and rules. The Recording Secretary shall also serve as Clerk of the Board.

The duties of the Recording Secretary are as follows:

1. Accept legal service;
2. Comply with applicable laws, ordinances and procedures governing specific duties or reports, e.g., post notices of regular and adjourned meetings, give notices of meetings as requested, give continuing notification to the Secretary of State and the County Clerk of the names and addresses of Board members, and adhere to rigid time schedules;
3. Arrange for publication of materials needed (i.e., ordinances, notices of public hearings, etc.);
4. Attend all Board meetings and prepare a draft of the minutes of the proceedings. The Recording Secretary will include in the draft of the minutes the arrival and departure time of Directors entering or leaving the meeting while it is in session. The minutes shall generally include only what action was taken and not recite verbatim statements or comments made by Board members or others. Written or oral material shall not be included verbatim in the minutes unless authorized by a majority of the Directors present at the meeting. Directors desiring material to be included verbatim in the minutes shall present such material to the Recording Secretary prior to the commencement of the meeting. The Recording Secretary shall distribute copies of the material to all Directors present, the General Manager and the General Counsel prior to the commencement of the meeting. Changes, if any, to the draft minutes shall be made following consideration by the Board of Directors at a Board meeting. Minutes shall not become official minutes until they are approved by the Board and signed by the Secretary;
5. Prepare and distribute agendas and supporting materials for consideration by the Board. A draft of the agenda shall be provided to the President, the General Manager and the General Counsel prior to preparation of the final agenda;
6. Maintain copies of all documents authorized by the Board in the conduct of its business, as directed by the Board;
7. Maintain indexing/retrieval systems to expedite the research for information on prior Board actions taken;

8. In consultation with the General Manager, research records and respond to queries concerning Board action for public officials through correspondence or personal contact;
9. Maintain a distribution list for the agenda;
10. Maintain a record of absences of Board members;
11. Determine the order of items on the agenda in consultation with others, as appropriate;
12. Assure that material for consideration by the Board is in a format as directed by the Board and the General Manager;
13. Perform other duties as determined by the Board.

Section 9: Items to be Considered by the Board.

To assure orderly conduct of the business affairs of the Board, the Recording Secretary, under direction of the General Manager, will prepare agendas listing the items to be considered. Any item may be presented by any member of the Board, the General Manager or the General Counsel, for listing on the agenda for consideration at any future regular meeting.

Items proposed for consideration at a regular meeting will be submitted to the Recording Secretary in final form not later than 2:00 P.M. on the Wednesday preceding the meeting at which the item is to be considered. Except in an emergency, items proposed for consideration at a special meeting will be submitted to the Recording Secretary not later than thirty-six (36) hours in advance of the special meeting. The Recording Secretary will not accept agenda material offered after the time set for receipt, except as instructed by the General Manager and approved by the President.

The procedures for handling all matters to come before the Board shall be as set forth in the Brown Act and the terms of this Resolution.

The final agenda shall be posted at a location freely accessible to the public and on the District's website, not less than 72 hours before the date and time of the noticed meeting. Items of business not included in the final posted agenda may be considered by the Board pursuant to the provisions of California Government Code Section 54954.2.

Section 10: Staff Reports.

Written staff reports shall generally be required for agenda items; provided, however, that items determined by the General Manager to be routine may not require a written staff

report to be printed as part of the agenda. In this case, an oral report may be made to the Board.

Departments shall, insofar as is practical, consult with other departments and offices as may be appropriate relative to the particular subject before submitting a staff report for consideration by the Board such that necessity for referral shall be minimized.

All supporting information for an item to be considered will be presented to the Recording Secretary at the same time as the staff report to which it refers.

Section 11: Agenda for Regular Meetings.

The agenda shall contain a brief general description of each item to be transacted or discussed. No action shall be taken by the Board on any item not appearing on a posted agenda, subject to the exceptions listed in the Brown Act. The agenda shall indicate the time and location of the meeting and be posted by the Recording Secretary as required by law. The Recording Secretary shall certify a copy of each agenda as to the fact, time and place of posting.

The order of placement of items on the agenda will be at the discretion of the General Manager, in consultation with the Board President, who will refer to the approved agenda format as a guide, and also consult with Directors, General Counsel or staff, as necessary, relative to suggested order. Any item on the printed agenda may be taken out of order, following an adopted motion of the Board to do so, or by order of the presiding officer with the consent of a majority of the Board members present.

Placement of consultants and General Counsel shall be prioritized and shall be scheduled at the beginning of the meeting. General Counsel will report at the time President and General Manager report or sooner if presence is not required for entire meeting.

A. Format

The format or order of items to be listed on the agenda for each regular meeting shall be as follows, except as otherwise directed by the Board of Directors or the General Manager, who is authorized to exercise flexibility in establishing the order of agenda items to be considered at each meeting:

1. Call to Order/Pledge of Allegiance and Invocation;
2. Roll Call;
3. Public Comments;
4. Approval of Minutes;

5. Reports;
6. Consent Calendar (including review of expenditures);
7. Old Business;
8. New Business;
9. Informational Items;
10. Board Concerns and Comments;
11. General Manager and Staff Concerns and Comments;
12. General Counsel Concerns and Comments;
13. Closed Sessions;
14. Adjournment.

B. Consent Calendar

The Consent Calendar shall be comprised of items of a routine or generally uncontested nature. Each item proposed for consideration as part of the Consent Calendar shall be described on the notice and agenda posted for the meeting. It is the policy of the Board that the list of expenditures determined and verified by the Treasurer to be payable within the annual budget approved by the Board shall be included on the Consent Calendar as a "receive and file" item. Items on the Consent Calendar may be acted on by the Board of Directors in a single motion. The approval of the Consent Calendar shall signify the approval of each matter or recommendation included therein. Upon request of any Board member, or upon the request of a member of the public made through the presiding officer, an item may be removed from the Consent Calendar for separate discussion and/or action.

C. Action on Items Not Appearing on Agenda

The Board may take action on items of business not appearing on the posted agenda in accordance with the Brown Act, including under any of the following conditions:

1. Upon a determination by a majority vote of all members that an emergency situation exists as defined in Government Code section 54956.5;
2. Upon a determination by a two-thirds vote, or, if less than two-thirds of the members are present, a unanimous vote of those members present, that there is a need to take immediate action and that the need for action came to the attention of the District subsequent to the agenda being posted;

3. The item was posted for a prior meeting of the Board occurring not more than five (5) calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken.
4. Under such other circumstances as provided and authorized by the Brown Act.

If an item not on the agenda is proposed for consideration, facts supporting the determination that the matter comes within one of the foregoing provisions shall be stated on the record.

Section 12: Distribution of Agendas.

The Recording Secretary will be responsible for the distribution of the agendas, and will maintain the distribution list therefor.

Except in unusual circumstances as determined by the President and General Manager, agenda packages prepared for the Board members and members of the press will be delivered no later than 5:00 P.M. on the Friday preceding the regular meeting. The General Manager shall immediately notify all Board members of such unusual circumstances. Agendas, and if available, agenda materials for special meetings shall be distributed at least twenty-four (24) hours before the meeting.

Section 13: Participation by the Public.

A. Persons Addressing the Board

Members of the public shall have the right to address the Board on any item within the subject matter jurisdiction of the Board. However, if an item is to be set or is set for a public hearing, it shall be out of order for any member of the public to address the Board on such item prior to the public hearing thereon, unless the remarks are confined to the specific question of the appropriateness of setting said item for a public hearing. At the time the public hearing is held, the item to be considered will be opened for public participation. After the public hearing is closed, no member of the general public may address the Board regarding the item on which the public hearing is held, unless the public hearing is reopened by the President.

Any person desiring to address the Board shall, upon recognition by the presiding officer, proceed to address the Board for a period up to three (3) minutes. The speaker may, but is not required to, state his or her name and address for the record. All remarks and questions shall be addressed to the Board as a whole and not to a member thereof. No questions shall be asked of a Board member or a member of the staff without first obtaining the permission of the presiding officer. Impromptu personal points of order, comments, objections, or questions shall not be recognized, and if they persist, after the presiding officer has warned of the offense, a member of the public engaging in such

disorderly conduct shall, at the discretion of the presiding officer or a majority of the Board, be subject to ejection from the meeting. The presiding officer may in the exercise of his or her discretion allow a speaker to exceed the three (3) minute limit for public comments, subject to Board direction otherwise.

B. Decorum and Rules of Conduct

Each person addressing the Board of Directors shall do so in an orderly manner and shall not engage in any conduct that disrupts, disturbs, or otherwise impedes the orderly conduct of the meeting. Members of the audience shall not engage in disorderly or boisterous conduct, including the utterance of loud, threatening, or abusive language, clapping, whistling, yelling, stamping of feet, or other acts which actually disturb, disrupt, impede, or otherwise render the orderly conduct of the Board meeting infeasible. Any person who so disrupts the meeting may, at the discretion of the presiding officer or a majority of the Board, after the presiding officer has warned of the offense, be subject to ejection from that meeting.

Placards, signs, and posters may be brought into the Board room unless such objects disturb, disrupt, impede, or otherwise render the orderly conduct of the Board meeting infeasible, or block the view of any other person in attendance, in which case such placard, sign, or poster shall, at the discretion of the presiding officer or a majority of the Board of Directors present, be moved to a different location or removed from the Board room.

Photographs, audiotapes, and videotapes may be taken from the rear of the Board room or from any seat within the Board room, so long as such activity does not disrupt and disturb the audience, public speakers, and Board members and interfere with the orderly conduct of the meeting.

Within the Board room, all cell phone and pager ringers shall be turned off; no talking on cell phones is allowed; and all electronic equipment shall be operated in a manner which does not emit sound or disturb other members of public or disrupt the orderly conduct of the meeting.

C. Enforcement and Removal of Disruptive Individuals

The presiding officer may remove, or cause the removal of, an individual for disrupting the meeting. "Disrupting" means engaging in behavior during a meeting that actually disrupts, disturbs, impedes, or renders infeasible the orderly conduct of the meeting and includes, but is not limited to, a failure to comply with reasonable and lawful regulations adopted by the Board of Directors or any other law and/or engaging in behavior that constitutes a true threat of force. Prior to removing an individual, the presiding officer shall warn the individual that their behavior is disrupting the meeting and that their failure to cease their behavior may result in their removal. The presiding officer or their designee may then remove the individual if they do not promptly cease their disruptive behavior. The required warning does not apply to any true threat of force behavior.

In the event that a meeting is willfully interrupted by a group or groups of persons so as to render the orderly conduct of such meeting infeasible and order cannot be restored by the removal of individuals who are willfully interrupting the meeting, the presiding officer may order the meeting room cleared and continue in session. Only matters appearing on the agenda may be considered in such a session. Representatives of the press or other news media, except those participating in the disturbance, shall be allowed to attend any session held pursuant to this section. The presiding officer may readmit an individual or individuals not responsible for willfully disturbing the orderly conduct of the meeting.

An individual that willfully disrupts, disturbs, or otherwise impedes the orderly conduct of a meeting of the Board of Directors may be deemed to have violated Penal Code Section 403, and a peace officer may be called for assistance when needed to enforce the rules of decorum and/or to remove disruptive individuals.

Section 14: Conduct of Meetings.

A. Legal Officer

In any case of ambiguity or uncertainty in the interpretation or application of these Rules to any procedure, the officer presiding may refer such question for advice to the Board's General Counsel who shall be the parliamentarian of the Board. Decisions on such interpretation or application shall rest with the presiding officer, subject to a Board motion to the contrary.

B. Obtaining the Floor and Making Motions

Any member of the Board wishing to speak, or any member of the public wishing to address the Board, must first obtain the floor by being recognized by the officer presiding. The officer presiding must recognize any member of the Board who seeks the floor when appropriately entitled to address the Board.

Any member of the Board, including the officer presiding, may bring a matter of business properly before the Board by making a motion. Any member, including the officer presiding, except the member making the motion, may second a motion. Once a motion is seconded, it may be opened for discussion and debate.

C. Voting

After a full opportunity for debate, any member of the Board may call for a vote by a Motion to Call the Question. Otherwise, all votes of the Board shall be by voice vote, except voting upon any ordinance or resolution, which shall be by roll call vote. After every vote the officer presiding shall declare the result, and on all but consensus votes, shall note for the record the number of votes for or against the question and any abstentions. Tie votes shall be lost motions and may be reconsidered.

D. Failure to Vote/Abstentions

Members are encouraged to vote unless disqualified for legal cause. Self-disqualification, without approval, which results in a tie vote shall be avoided as a means of obstructing Board action, but no member shall be forced to vote. A Board member who abstains from voting without legal cause shall thereby consent that a majority of the members voting may act for the member. Members abstaining are counted towards quorum, but they are not counted in the tally of votes. Unless a majority vote of the total membership of the Board of Directors is required pursuant to State law or another policy adopted by the Board, when one or more Board member voluntarily abstains from a vote on a motion, the vote of more than one-half of those members actually voting for or against the item shall be sufficient to approve or disapprove the motion.

E. Closing or Limiting Debate

At all times the Board shall endeavor to allow free and open debate. However, there may come times when it becomes necessary to close or limit debate so that action can be taken by the Board. Attached hereto and incorporated herein by this reference is a Chart of Related Motions which may be brought to close or limit debate, or to take some other procedural actions as directed by the Board. Motions brought before the Board shall require the voting consensus set forth in the attached Chart and shall take precedence over the main motion where indicated.

F. Conflicts of Interest

Any member who feels they may have a conflict of interest in any matter coming before the Board of Directors shall disclose said interest and disqualify themselves from discussing or voting on the matter. Where it is not clear whether such interest is of a disqualifying nature, the member shall state the facts of the matter to District's General Counsel and request an opinion regarding a conflict prior to the meeting.

Section 15: Procedure for Consideration of Demands for Corrective Action.

A. Requirement of Written Demand

Prior to any person commencing a judicial action for injunction or mandamus to declare any action taken by the Board void because of failure to observe Brown Act requirements specified in Government Code Section 54960.1(a), such person must first serve upon the District a written demand describing the alleged violation and demanding corrective action. Such demand must be served upon the Recording Secretary within ninety (90) days of the complained of action unless the action was taken in open session and in violation of Government Code Section 54954.2, in which case the written demand shall be made within thirty (30) days of the complained of action. Failure to serve any such demand within the required period shall result in the loss of any right to challenge any action alleged to have been taken in violation of Sections 54953, 54954.2, 54954.5, 54954.6, 54956 or 54956.5 of the Government Code.

B. Consideration of Corrective Action

Within 30 days of receipt of such a demand, the Board shall (i) cure or correct the challenged action and inform the demanding party in writing of such action or (ii) inform the demanding party in writing of its decision not to cure or correct. A description of any item so placed on the agenda shall include both consideration of the demand, and the possibility of corrective action by the Board.

In considering such demands, the Board shall first determine by motion whether corrective action should be taken. If no motion to take corrective action is carried, the Recording Secretary shall inform the demanding party in writing of the Board's decision not to cure or correct the challenged action.

C. Implementing Corrective Action

If a motion to take corrective action passes, the officer presiding may entertain a motion implementing corrective action. Any motion implementing corrective action shall address the concerns raised in the consideration of corrective action. The motion implementing corrective action may include a motion to rescind prior action taken, as appropriate. Passage of a motion to rescind invalidates prior action only as of the time of the passage of the motion, and not from the date of the initial action. A motion implementing corrective action resulting from a written demand is out of order if the action complained of: (a) was in connection with the sale or issuance of notes, bonds, or other evidences of indebtedness, or any contract, agreement, or incident thereto; or (b) gave rise to a contractual obligation upon which a party has, in good faith, detrimentally relied. In any event, the Board shall notify the party making the demand in writing of its decision to take corrective action, and shall describe any corrective action taken. This notice shall be given to the demanding party as soon as possible after the meeting, but in no event more than thirty (30) days after receipt of the demand.

D. Alternative Demand Procedure

Pursuant to Government Code Section 54960.2, a person seeking to determine the applicability of the Brown Act to a past action of the Board shall first submit a cease and desist letter by postal mail or facsimile transmission to the Recording Secretary. The cease and desist letter shall be submitted within nine (9) months of the alleged violation. Within thirty (30) days of receipt, the Board may respond to the cease and desist letter.

Should the Board determine to issue an unconditional commitment to cease and desist from and not to repeat the past action alleged to constitute a Brown Act violation, the unconditional commitment shall be approved by the Board in open session at a regular or special meeting as a separate item of business and not on the consent calendar portion of the agenda.

Section 16: Reading Papers.

Where papers are laid before the Board, every Director has the right to read them before being compelled to vote on them. Whenever a Director asks for the reading of such paper for information, and not for delay, the officer presiding should direct it to be read.

Section 17: Board Member Contact with Legal Counsel.

Members of the Board are encouraged to ask questions of the District's legal counsel of a non-privileged and non-confidential nature during Board meetings. By doing so, the full Board and staff benefit from the discussion. The Board President or an individual Board Member may individually contact or meet with the District's legal counsel concerning liability matters, questions pertaining to compliance with State law or District policies, or other privileged matters; however, legal counsel may report the nature and/or substance of any such contact or meeting to the full Board, in his or her discretion, subject to the limitations imposed by the Brown Act. All legal research projects or matters of significant legal analysis should be authorized by a majority of the Board or the General Manager, as applicable, not by an individual Board Member.

Section 18: Adoption of Reports.

In order to make the findings and action of a Committee become the acts of the Board, a motion should be made to adopt, accept, or agree to the report.

Section 19: Amendments.

These Rules of Procedure may be amended from time to time by resolution passed by a majority of the Board.

Section 20: Rules are Adopted for Procedural Purposes.

The foregoing rules are adopted to expedite the transaction of the business of the Board in an orderly fashion, and are to be liberally construed to effectuate this purpose. The failure to observe strictly such rules shall not affect the jurisdiction of the Board or invalidate any action taken at a meeting that is otherwise held in conformity with law, nor shall any person have a claim or cause of action against the District or any of its officers or employees as a result of any such failure. Except as otherwise provided by law, these rules or any one thereof may be suspended by order of the Board. Robert's Rules of Order shall not apply to meetings of the Board. If conflict(s) exist(s) between these procedures and another Resolution adopted by the Board of Directors relating to a specific matter, then the other Resolution regarding that specific matter shall prevail.

CHART OF RELATED MOTIONS

MOTION	DESCRIPTION	PRECEDENCE	DEBATABLE	VOTE REQUIRED	COMMENT
a. Motion to call the question.	Terminates debate and brings matter under debate to an immediate vote.	Over main motion.	No.	2/3 vote of the Board Members present.	Must be made and seconded without interrupting one who has the floor.
b. Motion to limit debate.	Limits the amount of time allowed each speaker or appoints a time in which debate on the main motion will close and question be put to vote.			2/3 vote of the Board Members present.	
c. Motion to table.	Suspends discussion on main motion without setting a definite time for reconsideration.	Over main motion.	No.	Same as required to pass main motion.	
d. Motion to take from the table.	Resumes discussion of a tabled motion.	Over main motion.	No.	Majority	Must be made at same or next meeting as motion to table.
e. Motion to continue to a time certain.	Continues main motion to a specified future date.	Over main motion.	Yes.	Majority	

MOTION	DESCRIPTION	PRECEDENCE	DEBATABLE	VOTE REQUIRED	COMMENT
f. Motion to commit or refer.	Refers question to a commission or committee for further study.	Over main motion.	Yes.	Majority	May contain specific instructions for committee and a date certain for reconsideration. If not, restored by a motion to take from the table.
g. Motion to amend.	Amends main motion or any amendment thereto.	Over main motion and motion to amend, if amendment is being amended	Yes.	Majority	(1) Only one motion to amend any given amendment. (2) All amendments and amendments to amendments must be resolved before main motion can be voted upon.
h. Motion to rescind.	Rescinds any prior action taken.	Takes its precedence from the motion whose passage is the subject of rescission.	Yes.	Same as required to pass the initial motion.	(1) Does not void action from the beginning, only from point of rescission. (2) Motion is out of order if it relates to contract upon which another party has detrimentally relied, relates to issuance of bonded indebtedness or relates to the collection of any tax.
i. Motion for recess.	Temporarily adjourns the meeting.	Over main and any pending subsidiary motion.	Yes.	Majority	Should specify period of recess.
j. Motion to adjourn.	Ends meeting.	Over main and any pending subsidiary motion.	No.	Majority	

MOTION	DESCRIPTION	PRECEDENCE	DEBATABLE	VOTE REQUIRED	COMMENT
k. Point of order.	Requires officer presiding to enforce rules of the Board.	Over main and pending subsidiary motion.	Yes.	Determined by officer presiding.	Decision of officer presiding is final, unless overturned by motion to appeal the ruling.
l. Motion to appeal the ruling.	Challenges a procedural ruling by the officer presiding.	Over main and any pending subsidiary motion or other motion of privileges, order or convenience.	Yes.	Majority	Officer presiding may participate in debate.
m. Motion to depart from the agenda.	Allows consideration of matters in an order different from that appearing on the agenda.	Over main motion and any pending subsidiary motion.	Yes.	Majority	
n. Motion to reconsider.	Reconsiders action taken previously to correct errors or consider previously unavailable information.	Takes its precedence from the motion upon which reconsideration is requested.	Yes.	Majority	(1) Cannot be made on quasi-judicial matters or matters requiring a noticed public hearing. (2) Can only be made by a member who voted with the previously prevailing side. (3) May be made at the same meeting or a subsequent meeting subject to the same restrictions as a motion to rescind.