

## **Biola Community Services District**

### **ByLaws**

#### ***Mission Statement-***

*“The Board of Directors and District Employees are committed to the ever-growing needs of the community by providing high quality services, open lines of communication, promoting community participation and using its resources to build high quality of standards for the people.”*

The Bylaws are the rules and regulations by which the board conducts the business of the people who reside or conduct business within the sphere of influence in the township of Biola. The sphere of influence is set forth by the current accepted physical boundaries of the township of Biola. The Bylaws are developed specifically for the needs of Biola to govern itself. The Bylaws are no different than any other law of the land. They are deemed as enforceable as any law passed by the city, county, or state. Failure to comply with the By-laws could result in offenders being charged with a criminal offence by proper authorities of the public justice system. By-laws outline in writing the day to day rules for the organization and comprehensively provide regulations to keep the organization in compliance.

Except as otherwise specified within these of Bylaws, any item not covered shall be governed by the most recently published Robert’s Rules of Order, the Laws Governing the California Special Services Districts, and the Brown Act, as necessary.

### **OFFICERS AND ELECTIONS**

#### **The Board of Directors**

The Board is a panel of five members elected by the community to represent them in conducting the business of the township. They are the governing body of the BCSD. The election of board members is held every two (even) years through the County of Fresno. They are elected to a four-year term. It is the duty of the Board to know the needs and desires of the community to best represent them in administering the business of the community and their best interests. The Board is elected by registered electors residing within the boundaries of the district.

#### **Officers of the Board**

Within the members of the Board, which are elected officials, there are appointed officers. They are elected by the Board members. The officers shall oversee their respective duties to facilitate the running of the meetings necessary to conduct the business of the community.

Each officer shall oversee their charge and implement the needs of the community with the assistance of the general manager and the supporting administrative staff.

### **President**

The President is the chairperson of the Board charged with conducting and presiding over the meetings. The President shall preserve strict decorum and order and be well-versed in the parliamentary rules and regulations in order to conduct the meetings. They shall conduct the meeting in a fair and impartial manner. The President has the same rights as any other member of the Board of Directors, to vote, make motions, and participate in discussion.

The President shall:

- Determine if there is a quorum
- Bring business before the meeting according to the order of business
- Recognize members who seek to be heard and are entitled to be heard before the floor
- Put all legitimate motions before the group to be heard
- Enforce all rules of debate allowing all to speak according to the rules and limits of debate
- Conduct votes on all questions of order
- Announce results of all votes
- Can put a motion before the board (may have another officer do so for them)
- Under California Law, the Board President must vote and be counted towards the vote and is not limited to being a tie breaker.
- Respond to all parliamentary inquiries or points of order
- Conclude meetings by declaring it adjourned, when the appointed hour of adjournment arrives, or when an emergency arises, and safety demands an adjournment.

### **Vice President**

The Vice-President's duty is to assume the duties of the President, should the President be unable or unavailable to carry out their charge.

### **Secretary**

The Secretary shall oversee all the duties of their chair along with assistance of the designated administrative support system. The Secretary shall take and record minutes at all meetings and shall submit them for approval to the members at the following meeting. The Secretary is the custodian of all organizational records including minutes, reports of officers, Board reports, committee reports and official correspondence. The Secretary shall make sure that the official Bylaws are available for reference at all meetings. The Secretary shall make sure that all records are available to the members in accordance with organizational rules. The Secretary shall keep record of official membership roll. The Secretary shall issue notice to call

all meetings and oversee all correspondence. The Secretary shall oversee the preparation of the meeting agendas showing everything up for consideration at the meeting. The Secretary shall preside over the election of a temporary chair should the President and the Vice-President be absent from the meeting.

### **Treasurer**

The Treasurer shall oversee all the financial aspects of the BCSD organization along with the assistance of the administrative support system. The Treasurer shall oversee financial records and receipts. The Treasurer shall not make any disbursements of funds without the authorization and approval of a majority of the Board (this includes established authorizations in the organizations rules).

## **STAFFING**

### **General Manager**

The General Manager is an employee of the district and serves at the pleasure of the Board. The General Manager shall be a hired position contracted by the District through the Board. The General Manager shall perform their duties in a manner consistent with the decisions of the Board and their job description. The General Manager shall oversee the day to day management of the business of the BCSD; attend BCSD meetings, and disseminate information as necessary to keep the community informed of BCSD business.

### **Executive Assistant**

An Executive Assistant shall be a hired position by the General Manager. The function of the Executive Assistant shall be to assist the General Manager in overseeing the day-to-day management of the business of the BCSD. The Executive Assistant shall assist the Board in carrying out administrative duties as Board Clerk.

## **CONFLICT OF INTEREST AND BOARD MEMBER DUTIES**

Each member of the Board of Directors shall comply with all applicable laws related to conflict of interest and shall avoid conflicts of interest to ensure decisions are made in the public's best interest. Board members must adhere to Government Code section 1090, the Political Reform Act, common law, and related state laws, which prescribe the action that must be taken when a conflict of interest exists. In addition to completing the Form 700 (Statement of Economic Interest), board members shall disclose any potential conflict of interest in writing to the General Manager.

Board members must rescue themselves from participating in decisions where they have a financial or personal interest that could compromise impartiality.

## **MEETINGS**

### **Roll Call**

Before proceeding with the business of the Board, the President shall call the names of present and/or absent where they will be entered into the minutes.

### **Quorum**

Quorum is three (3) members of the Board. The waiting period for a quorum for a meeting shall be 15 minutes.

### **Regular Meeting**

The regular meeting of the BCSD shall be held on the third Thursday of the month at 6:00 pm at the Biola Community Center, subject to change due to any upcoming holiday. The announcement of the meeting and the agenda must be posted at a location freely accessible to the public at least 72 hours prior to the meeting.

Notice of the regular meetings of the BCSD will be placed at Shaw Market, Best Market, the Biola Community Center, and on the BCSD website homepage.

### **Special Meeting**

A special meeting may be called to discuss something urgent or time sensitive, or for any other reason permitted by the Ralph M. Brown Act. This type of meeting may be called by the President, Vice-President, Secretary or any two board members. The special meeting must be posted at a location freely accessible to the public (same locations as regular meetings) at least 24 hours prior to the meeting. Notice of the meeting shall include all items for discussion. Items which are not on the agenda shall not be discussed or added, except as permitted by law.

### **Emergency Meeting**

An emergency meeting may be called under specific drastic circumstances (work stoppage, crippling activity or other activity that severely impairs public health or safety) as determined by a majority of the body and in compliance with the Ralph M. Brown Act. At least an hour notification shall be necessary.

### **Adjourned**

A meeting whose agenda cannot be accomplished for a valid reason can be adjourned to a different time, date, and place. A meeting may be adjourned by proper resolution of the meeting if a meeting becomes inquorate during proceedings or other procedural reasons. A meeting may also be adjourned by the President for proper purpose (procedural,

informational, constitutional). Emergencies or holidays that fall on a regular meeting night may cause a meeting to be rescheduled to the next working day or as soon as possible.

### **Call to order**

The President shall take the chair at the time and place appointed for the meetings and shall call the meeting of the Board of Directors to order. In the absence of the President and Vice-President, the Secretary shall call the board meeting to order, and a board member shall be appointed as the chairperson for purposes of running the meeting until the arrival of the President or Vice-President or until the end of the business before the Board.

### **Attendance**

After a Board member has missed two consecutive meetings or four regular meetings within a calendar year, the Board member shall be given written notice of their status by the Secretary. The notice shall advise the absent member of the consequences. The Board shall hold one regular meeting per month, unless additional meetings are necessary. However, board members shall be paid for only one regular meeting per month. Unless the Secretary is previously notified, a Board member shall be considered absent if arriving (30) minutes after the meeting is called to order and then shall only receive half the meeting stipend amount if they participate in the remainder of the meeting. Board members will receive an additional stipend for emergency and special meetings.

### **Minutes**

*Preparation:* The minutes of the Board shall fall under the Chair of the Secretary. The minutes shall constitute a report of each business transacted. The minutes shall contain the names of those persons initiating and seconding motions brought before the Board for voting action.

*Distribution:* Prior to each meeting the Secretary, with the assistance of the Board clerks, shall forward copies of the minutes of the prior meeting to each Board member.

### **Agenda**

Matters to be brought before the Board shall be scheduled in advance of the meeting on an agenda, if any action is to be taken. The agenda shall provide the President with a sequence by which the Board advances from one matter to another.

Any item to be placed on the written agenda must be received by the District's General Manager at least 14 days prior to the meeting date.

A copy of the agenda shall be physically posted in three designated places in the Biola area. Presently agendas are posted at the Biola Community Center, the Best Market, and Shaw Market. The agenda shall also be posted on the BCSD website homepage.

## **Order of Procedures**

The order of procedures in conducting business shall be as follows: The chairperson shall request the appropriate person to inform the Board of the nature of the matter pending; all requests and nature of said matter shall be heard. The matter shall then come under consideration and then be referred to the Board for action.

## **Rules of Debate**

The President may debate and vote. The President may debate from the chair subject only to limitations of debate as are the rules imposed on all members and shall have the same rights and privileges.

*Getting the floor:* All speakers shall address the President and upon recognition by the President, shall confine themselves to the question under debate. A member once recognized shall not be interrupted when speaking unless it shall be to call him to order. If a member should be called to order while speaking, they shall cease speaking until the question of order has been determined. If in order they shall be permitted to continue.

## **Addressing the Board**

*General:* Any person deciding to address the Board shall address the Board when the President or chairperson calls for public comment.

*Time:* Each member of the public shall have three minutes to address the board unless the President or chairperson limits the time of all persons addressing the Board. Public comment from all persons on the same topic may be limited to a maximum of 15 minutes unless a majority of the Board extends the time.

*Repetition:* In the interest of avoiding repetition, if the President or chairperson determines the discussion has become repetitious with nothing else to be forthcoming, the president or chairperson may call for a vote.

*Discussions:* No other person except the President or chairperson shall be permitted to enter any discussion with the person addressing the Board without the permission of the President or chairperson.

## **Voting**

After proper submission of an agenda action item, and proper discussion of the action item, the President or chairperson may call for a vote. The different types of voting methods shall be:

*Unanimous vote:* The President or chairperson may simply ask if there are any objections to the action. If there are no objections, then the motion shall pass.

*Voice vote:* It is customary for the President to ask for a voice vote, "All those in favor say aye, aye"; "All those opposed say no, no." The President or chairperson must then announce the results.

*Rising vote:* The President or chairperson may call for a vote which is just as it states. The members shall stand up to designate their vote.

*Voting by showing of hands:* The President or chairperson may call for a vote by a show of hands to designate their vote.

*Counted vote:* The President or chairperson may call for a counted vote by having members stand and remain standing to be counted. The Secretary or Clerk usually counts the votes.

*Roll call votes:* A vote may be called by roll call. The Secretary or Clerk shall document the votes by roll call.

The minutes shall reflect the vote of each Board of Directors.

Board members must abstain from voting if there is a possible conflict of interest.

In order for a motion to carry, a vote by the majority of the board of directors is required. This mean three out of the five board members must vote in support of the motion for the motion to carry. A motion that is does not have the support of the majority of the board fails and the status quo remains.

### **Decorum**

When the Board is in session, the members shall maintain order and decorum and no member, by conversation or otherwise, may delay or interrupt the proceedings of the peace of the Board. No one shall disturb any members while speaking or refuse to obey the order of the Board or President, except as provided by the By-laws. Any person making personal attacks or becoming boisterous so as to disrupt a meeting while addressing the Board shall be warned by the President or chairperson. If the warned person does not cease the disruption they may be removed from the meeting.

### **Board Resolution and Ordinances**

The Board may, from time to time by resolution or ordinance, establish procedure for the processing of the business of the Board.

### **Amendments to the Bylaws**

Bylaws may be amended by the Board by a majority of the members present, at any regular or special meeting, provided a written draft or proposed amendment(s) have been presented to the board and recorded in the minutes at least one meeting prior to the action being taken.

Bylaws shall be reviewed every three years to stay current with the operation of conducting business by the Board.

A copy of these Bylaws shall be present for every meeting along with the minutes of the. A blank sheet of paper shall be inserted between the pages of the Bylaws to record any proposed changes and terms wishing to be amended. Should time to reference not be available at the time of proposal, the item shall be tabled to provide accurate reference time and applicable information to move forward with said proposal.

Note: For the purpose of this document, the term “shall” is to be defined as “will” to eliminate any ambiguity.

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