

RULES OF PROCEDURE
OF THE
SANITARY DISTRICT NO. 5 OF MARIN COUNTY

Sanitary District No. 5 of Marin County (“District”) adopts the following rules to govern its proceedings.

These Rules of Procedure are designed solely to facilitate the handling by the Board of Directors of its own affairs. The Rules are not intended, and shall not be construed, to create a procedural or substantive right in any person who is not a member of the Board in the event an action is taken by the Board in a manner which is inconsistent with these Rules.

As Amended
July 20, 2019

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I. THE BOARD OF DIRECTORS

Pursuant to Section 6480 and 6482 of the California Health & Safety Code, the District shall have a board of five directors who shall reside within the District. The term of office, other than for a director appointed to fill an unexpired term, shall be four years. Before taking office, each director shall take and subscribe the official oath and file it with the Office Manager.

A. President. Pursuant to Section 6486 of the California Health & Safety Code, the President shall be elected at the first meeting of the Board of Directors, and each year thereafter at its first meeting in January. It shall be the duty of the President to preside at all meetings of the District. The President may regulate the order of presentations to the District and may also regulate the time allowed to each person making such presentation and the order in which each person shall speak. The President shall sign all resolutions and ordinances. The President also shall sign all contracts, warrants and documents, unless the Board authorizes, by Resolution, other Board members, the District Manager or other district employee(s) to do so. If the office of the President becomes vacant, the Vice President shall become the President and shall serve the then remaining term of the President.

B. Vice President. The Vice President shall be elected at the first meeting of the Board of Directors, and each year thereafter at its first meeting in January. The Board Vice President shall, in the absence or incapacity of the President, perform the duties and exercise the powers of the President and shall perform such duties and have such other powers as the Board by resolution may from time to time prescribe.

C. Board Secretary. Pursuant to Section 6486 of the California Health & Safety Code, the Board Secretary shall be elected at the first meeting of the Board of Directors, and each year thereafter at its first meeting in January. The Board Secretary shall perform the duties and exercise the powers of the Vice-President in the absence or incapacity of the President, and the Board Secretary shall become the Vice-President if the office of Vice-President becomes vacant. If the offices of the Vice-President and President become vacant, the Board Secretary shall become the President. In the absence of the President, the Vice President and the Board Secretary, the District shall appoint a presiding officer pro tempore from among the members present. The Board Secretary shall countersign all resolutions and ordinances. The Board Secretary also shall countersign all contracts, warrants and documents unless the Board authorizes, by Resolution, other Board members, the District Manager or other District employee(s) to do so. If the office of the Board Secretary becomes vacant, the Board shall elect a successor to such office from its membership at the next regular meeting.

D. Compensation. Pursuant to Section 6489 of the California Health & Safety Code, each director shall receive compensation in an amount not to exceed \$100 per day for each day's attendance at meetings of the Board not exceeding a total of six (6) days in any calendar month, together with any expenses incident thereto. Compensation for actual attendance at meetings of the Board shall be disbursed on a semi-annual basis in December and June of each calendar year. Directors will be reimbursed for travel, lodging, meals and other expenses actually incurred in performing services for the benefit of the District in accordance with the District's Travel Policy as adopted by the Board. No other compensation will be paid to Directors unless authorized by the Board of Directors.

ASSESSOR

Pursuant to Section 6494 of the California Health & Safety Code, there shall be an election for assessor in each even-numbered year in which members of the Board are elected, unless the District Board has elected to avail itself of the county assessment roll for District taxation pursuant to Article 6 of Chapter 7 of the California Health & Safety Code.

II. BOARD-APPOINTED STAFF

Pursuant to Section 6517 of the California Health & Safety Code, the Board may employ a District Manager and other agents and assistants to serve as its management staff and establish compensation for these offices.

A. District Manager. The District Manager shall:

1. Have full charge and control of the maintenance, operation and construction of the District's sewage works. If emergency work is required, the District Manager shall take whatever steps are necessary to maintain service to customers pending action by the Board. The District Manager shall promptly report any violation of any regulations or any disrepair in the treatment and collection system to the Board.

2. Have full power to employ and discharge all employees and assistants not appointed by the Board, and to prescribe the duties of all employees and assistants.

3. Perform other duties imposed by the Board.

B. Office Manager. The Office Manager shall:

1. Attend and take minutes at each Board meeting.

2. Perform other duties imposed by the Board and the District Manager.

III. MEETINGS

A. Regular Meetings. Except as otherwise determined by the District, regular meetings of the District shall normally be held on the third Thursday of every month at 5:00 p.m. in the District Office at 2001 Paradise Drive, Tiburon, California.

B. Special Meetings. The President of the District, or a majority of the Board, may call a special meeting for the purpose of transacting any business so specified in the notice for the meeting. Such notice must be given to each member of the Board by personal delivery or by mail, and to all media outlets that have made a written request to the District, at least twenty-four (24) hours before the time of such special meetings. The notice shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public. The notice shall specify the time and place of such special meeting together with the business to be transacted. No other business shall be conducted by the District except as specified in the notice calling the special meeting.

C. Meetings Open to the Public. Pursuant to the Ralph M. Brown Act, California Government Code Sections 54950 et seq., all regular meetings, special meetings, and standing committee meetings shall be open and public as required by law. At all regular meetings, the Board will recognize persons wishing to address the District concerning items of interest to the public that are within the subject matter jurisdiction of the District. At all regular, special, and standing committee meetings, the District will recognize persons wishing to address the Board concerning any item that has been described in the notice for the meeting before or during consideration of that item. The District may adopt reasonable regulations during each meeting pertaining to the permitted scope and duration of public testimony to be received including, but not limited to, regulations limiting the total amount of time allocated for public testimony on particular issues and for each individual speaker. Any regular or special meeting may be adjourned to a date and place certain as specified by the District, and any such adjourned meeting shall be deemed to be a part of the regular or special meeting so adjourned. The District shall take such action as may be required by law to notify the public of all District meetings including meetings of any standing and ad hoc committees.

The Board may consider items in closed session as allowed by the Ralph M. Brown Act, California Government Code Sections 54950 et seq.

D. Meeting Falling on Legal Holiday. In the event any regular or special meeting shall fall upon a legal holiday, the meeting shall be held on the next succeeding day that does not fall on a holiday unless otherwise determined by the District.

E. Agenda. Prior to every meeting of the District, the District Manager, in consultation with the President and Office Manager, shall prepare an agenda which shall set forth a brief general description of each item of business to be transacted or discussed by the District, including matters to be discussed in closed session and matters specifically requested for consideration by any Board member. A complete copy of each agenda, together with supporting material (except those documents exempt from disclosure under the Public Records Act), shall be delivered or mailed to each Board member so as to reach the recipient in sufficient time preceding the scheduled meeting. The agenda and supporting documents shall be available and open to the public. A copy of the agenda shall be posted in a public location at least seventy-two (72) hours before each regular meeting of the District and at least twenty-four (24) hours before each special meeting of the District.

No action shall be taken on any item not appearing on the posted agenda unless (1) a majority of the Board determines that an emergency situation exists; (2) two-thirds of the Board, or if less than two-thirds of the Board members are present then by an unanimous vote, determine that there is a need to take immediate action and that need for action came to the attention of the District subsequent to the agenda being posted; or (3) the item was posted in an agenda for a Board meeting held no more than five calendar days earlier where the item was continued to the meeting where action is begin taken.

F. Procedure. The meetings of the Board of Directors generally shall be conducted in accordance with the procedures described below.

1. Call to Order and Roll Call. The President of the District Board shall preside at all meetings, and shall call each regular, adjourned, recessed or special meeting to order at the appointed time. Immediately after the call to order, the Office Manager shall call the roll of the members of the Board and shall record those present and those absent. If present, members of the Board will be recorded present regardless of their answer or failure to answer to the roll call. Immediately after the roll call, or the appointment of a president pro tempore in the event that the President, Vice President and Board Secretary are absent, the presiding officer shall proceed with the order of business.

2. Quorum. A majority of the membership of the Board constitutes a quorum for the purpose of conducting the business of the District. If there is not a quorum, a lesser number of Board members or the Office Manager may adjourn the meeting until there is a quorum.

3. Order of Business. The order of business taken up for consideration shall generally be as follows:

- a. Call to Order
- b. Roll Call
- c. Public Comments
- d. Directors Comments and/or Agenda Requests
- e. Consent Calendar
- f. Management Reports
- g. New Business
- h. Unfinished Business
- i. Committee Reports
- j. Other Business
- k. Environmental
- l. Correspondence
- m. Informational Items
- n. Adjournment

The President may, if in the interest of the District, take any item of business out of order.

4. Actions by the Board. The actions of the District may be expressed by ordinances, resolutions or motions. All items requiring Board action must be preceded by a motion of a Board member. In order for a vote to be taken on a motion, it requires a second from another Board member. A motion will die for lack of a second. The President may make or second any motion.

Discussion may precede or follow the making of a motion or second. The President shall state the motion under consideration. Once a motion is made seconded and stated, the debate is limited to the pending motion.

The President will then call for the question. Voting on ordinances, or any other matters when requested by the majority of the Board members, shall be by roll call. No ordinance, resolution or motion shall become effective without the affirmative votes of a majority of the quorum.

5. Guidelines for Discussion at Meetings.

a) General. These guidelines are intended primarily for those situations when it is necessary to formalize the meeting in order for each Board member to be heard. The President will decide, subject to a question of order by a Board member, the degree of enforcement of these guidelines during the meeting.

b) Rules of Order. The Board prefers a flexible form of meeting, and therefore does not conduct its meetings with formal rules of order. If a Board member believes order is not being maintained or procedures are not adequate, the Board member may raise the point of order to the President. If the ruling of the President is not satisfactory, it may be appealed to the entire Board. A majority of the Board will determine the point of order.

c) Requesting the floor. Any Board member desiring to speak should address the President and, upon recognition by the President, address the subject under discussion.

d) Interruptions. Any Board member, once recognized, should not be interrupted unless called to order by the President. If called to order, the Board member should cease speaking until the question of order is determined.

6. Minutes of Meeting. The minutes of the meetings of the District shall be kept by the Office Manager and they shall be neatly typewritten in a book kept for that purpose. A copy of the minutes of the District shall be provided to each member of the Board. The Office Manager shall be required to make a record of such business as was actually passed upon by vote of the Board, together with a summary of matters discussed. The Office Manager shall not be required to make a verbatim transcript of the proceedings. The Office Manager shall, as to all proposed ordinances, resolutions and motions voted upon by the Board, record in the minutes the names of those members who voted for and those who voted against the proposal. A record shall be made of the names and addresses of the persons addressing the Board, the title of the subject matter to which their remarks are directed and an indication as to whether they spoke in support of or in opposition to such item.

7. Remarks of Board Members When Entered in Minutes. Any Board member may request, through the President, the privilege of having an abstract of his or her statement on any subject matter under consideration by the Board entered into the minutes.

G. Committees. The President of the Board shall appoint all committees and the membership thereof. Unless otherwise prescribed, a committee shall consist of not more than two (2) Board members. A majority of the committee membership shall constitute a quorum and a vote of such majority shall be required for action. Meetings for standing committees and committees comprised of a quorum of Board members shall be noticed in the same manner as Board meetings.

1. Standing Committee/Committee of the Whole. To allow full participation by Board members at meetings of standing committees, each standing committee meeting shall also be noticed as a "Committee of the Whole." In the event that a quorum of Board members is present, the standing committee will automatically convert into a Committee of the Whole. Likewise, if there is no longer a quorum of the Committee of the Whole, then the Committee of the Whole will automatically convert back into a standing committee. The Chair of the Standing Committee will serve as Chair of the Committee of the Whole.

The agenda for each standing committee shall include the following footnote:

This Committee may be attended by Board Members who do not serve on this Committee. In the event that a quorum of the entire Board is present, this Committee shall act as a Committee of the Whole. In either case, any item acted upon by the Committee or the Committee of the Whole will require consideration and action by the full Board of Directors as a prerequisite to its legal enactment.

2. Standing Committees. The following are the standing committees and their functions:

a. Finance Committee. The functions of the Finance Committee include but are not limited to review of (1) matters affecting the fiscal operation of the District, including budgets, revenues, expenditures, and investments; (2) financial reports, audit reports, and accounting practices; and (3) grant funds and funding opportunities.

b. Personnel Committee. The functions of the Personnel Committee include but are not limited to review of (1) matters affecting employer and employee relations; (2) changes or amendments to the MOU between the District and its employees; and (3) issues regarding employee benefits, including retirement and health benefits.

c. Governance Committee. The functions of the Governance Committee include but are not limited to review of (1) matters regarding the management of the policies and procedures District; and (2) issues regarding the procedures and conduct of the Board of Directors including amendments to the Rules of Procedure.

d. Capital Improvement Committee. The functions of the Capital Improvement Committee include but are not limited to review of (1) the Capital Improvement Program and projects described therein; and (2) issues regarding the planning, design and construction of capital improvement projects.

3. Reports of Committees. Committees shall report on any subject referred to them by the Board or by the President of the Board and shall give their recommendations thereon.

4. Alternate Committee Members. The President may appoint alternates to all standing and advisory committees in case a regular committee member is unable to attend committee meetings.

H. Retention of Board Meeting Video Tape Recordings. Board meeting video tapes shall be retained for a period of 90 days unless determined otherwise by the Board. Tapes shall be erased, recorded over, or otherwise destroyed.

I. Robert's Rules of Order. To the extent not addressed above, rules of order shall be determined in accordance with the latest revised edition of Robert's Rules of Order.

IV. AMENDMENTS TO RULES OF PROCEDURE

The Rules of Procedure of this District may be amended by majority vote of the Board at a regular or special meeting, but only after the proposed changes have been introduced for adoption at a previous regular or special meeting.

V. PRECEDENCE

These Rules of Procedure take precedence and supersede all prior actions taken by the Board of Directors pertaining to the subject matter of this document.