

Board Member Reference Guide

Resolution 081611-1

Meiners Oaks Water District

08/16/2011

The mission of Meiners Oaks Water District and its staff is to produce and deliver a reliable and sustainable supply of water to meet the needs of the residents and properties and the community within its boundaries.

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Board Members BYLAWS

MEINERS OAKS WATER DISTRICT

Article I. NAME

The name of this organization is the Meiners Oaks Water District. (further referred to as District) The District was formed under Chapter 592 of the acts of the 40th session of the California Legislature in December, 1948 under Government Code section 53011 and 53051.

Article II. HISTORY

Meiners Oaks Water District was formed in December, 1948 as a Special District under Health and Safety Code 4011. Added to that, Meiners Oaks Water District operates under a permit issued by the State Board of Public Health since June, 1954.

Article III. MISSION AND OBJECTIVES

The mission of Meiners Oaks Water District and its staff is to produce and deliver a reliable and sustainable supply of water to meet the needs of the residents and properties and the community within its boundaries.

Article IV. TERRITORY

Use LAFCO Definition (See attachment 1 and 2)

Article V. PLACE OF BUSINESS

The administrative office is located at 202 West El Roblar, Ojai CA 93023.

Article VI. GOVERNING BOARD

The Board is the governing body of the District. The Board receives its power from the California Constitution and State laws passed by the legislature, including the District's formation document dated March 1949. State law takes precedence if a conflict occurs between State Law, versus these bylaws or any action by the Board.

Article VII. POWERS

The powers of the District, pursuant to Health & Safety Code § 4011 et seq., include but are not limited to:

- Use a seal

- Sue and be sued
- Acquire property, plan, construct, reconstruct, alter, enlarge, lay, renew, replace, maintain, and operate as the Board deems necessary and proper
- Permit the use of District property by other governmental agencies
- Permit the lease of the District property [Water code 32449 and 32451]
- Acquisition and disposal of surplus property [CA. Gov. Code Section 54220 – 54232]
- Make & accept contracts & deeds
- Expend any sum required in an emergency without complying with regular competitive bidding requirements
- Pay lawful claims & demands
- Employ & pay necessary employees
- Lay its mains & laterals in any public street or road in the County or City
- May sell, or otherwise dispose of byproducts resulting from District operations
- Call & conduct all necessary or proper elections
- Enter into contracts with county or city to pay and apportion costs of locating, repairing or relocating facilities on roads or other property of the other County or City
- Prescribe, revise & collect, fees, tolls, rates, rentals, or other charges for services & facilities furnished
- Exercise the power granted by [Water Code 32449/32451 & CA Government code 53011/53051]
- Borrow money & incur indebtedness & guarantee the performance of its legal or contractual obligations
- Enter upon private property for the purpose of inspection & maintenance of facilities

Section 1. Ethics Guidelines

1.1 Acts in the Public Interest

Directors must recognize that stewardship of the public interest must be their primary concern; Directors will work for the common good of the people of the District and not for any private or personal interest, and they will assure fair and equal treatment of all persons, claims and transactions coming before the Board.

1.2 Comply with the Law

Directors shall comply with the laws of the Nation, the State of California and the District in the performance of their public duties. These laws include, but are not limited to: the United States and California constitutions; Fair Political Practices laws; laws pertaining to conflicts of interest, election campaigns, financial disclosures, employer responsibilities, open process of government; and policies in accordance with AB 1234.

1.3 Conduct of Directors

The professional and personal conduct of Directors must be above reproach and avoid even the appearance of impropriety. Directors shall refrain from abusive conduct, personal charges or verbal attacks upon the character or motives of other Directors, the staff or public.

1.4 Respect for Process

Directors shall perform their duties in accordance with processes and rules of order established in this guide.

1.5 Conduct at Public Meetings

Directors shall prepare themselves for public issues; listen courteously and attentively to all public discussion before the body; and focus on the business at hand. They shall refrain from interrupting other speakers; making personal comments not germane to the business of the body; or otherwise interfering with the orderly conduct of meetings. Brown Act (See Attachment 3)

1.6 Communication

Directors shall publicly share substantive information that is relevant to a matter under consideration by the Board, which they may have received from sources outside of the public decision-making process.

1.7 Conflict of Interest

In order to assure their independence and impartially on behalf of the common good, Directors shall not use their official positions to influence government decisions in which they have a material financial interest.

1.8 Gifts and Favors

Directors shall not take any special advantage of services or opportunities for personal gain, by virtue of their public offices that are not available to the public in general. They shall refrain from accepting any gifts, favors or promises of future benefits which might compromise their independence of judgment or action or give the appearance of being compromised. (AB 1234 Board member ethics)

1.9 Confidential Information

Directors shall respect the confidentiality of information concerning the property, personnel or affairs of the District. They shall not disclose confidential information unless required to fulfill their fiduciary duty. They shall not disclose confidential information to advance their personal, financial or other private interest.

1.10 Representation of Private Interests

In keeping with their roles as stewards of the public interest, Directors shall not appear on behalf of the private interests of third parties before the Board.

1.11 Advocacy

Directors shall represent the official policies of the District to the best of their ability when designated as delegates for this purpose. When presenting their individual opinions and positions, Directors shall explicitly state they do not represent their body, nor will they allow the inference that they do.

1.12 Policy Role of Directors

Directors shall not interfere with the administrative functions of the District or the professional duties of District staff; nor shall they impair the ability of staff to implement Board policy decisions.

1.13 Positive Workplace Environment

Directors shall support the maintenance of a positive and constructive workplace environment for District employees, customers, members of the public and businesses dealing with the District. District shall recognize their special role in dealings with District employees and in no way create the perception of inappropriate direction to staff.

Section 2. Number of Directors

Pursuant to Water Code Section 30500 the minimum number of members for the Board of Directors is five (5), each representing the District as a whole.

Section 3. Vacancies and Appointments

Refer to California Government Code Section 1780 et seq. regarding Board member vacancies and appointments.

No member of the Board shall have more than three (3) unexcused absences in one calendar year.

Section 4. Elections

4.1 Election

Each member of the Board is elected in a general election pursuant to Elections Code 10500 et seq.

4.2 Election Year

Elections are held in even-numbered years in November and are consolidated with the County of Ventura's general election; the new terms, following election, begin at the first meeting in January.

4.3 Residence Requirements

Each member of the Board is required to maintain their primary domicile (inhabiting) within the district from which they are elected: CA Gov. Code Section 34882, CA Elections Code Section 10227

4.4 Term of Office

The term of office for each member of the Board is four years beginning on the first regular meeting in January, following the general election. This date will also be designated in the letter from the County Elections Officer to the newly elected Board Member. A member's term can be terminated by his/her resignation from office, Board action, or termination of residence within the District.

4.5 Vacancies

Vacancies on the Board shall be filled for the unexpired term pursuant to Government Code Section 1780 et seq.

1. Seating of newly elected directors takes place at the first meeting after the County Board of supervisors certifies the election results as recommended by the County Elections Office. Previous office holder, unless removed from the board, shall serve until the meeting of the newly elected director takes office.
2. Every newly elected director shall take an oath of office at the time of seating, as required by the County Clerk's office.
3. A newly elected director must file a Conflict of Interest Statement, pursuant to the requirements of the Political Reform Act, (Government Code Sections 87300-87302) as amended by the Fair Political Practices Commission pursuant to (Ca. Gov. Code Section 18730).

Section 5. Board Compensation

5.1 Compensation

Directors shall be compensated for each meeting of the Board of Directors, or sub-committee meeting. [Government Code Section 20201 et seq.] Attended by him/her or for each day's service rendered as a member by request of the Board, together with any expenses incident thereto. Rate of compensation and eligible expense reimbursement shall be set by resolution of the Board. (Resolution # 031511-1)

Article VIII. OFFICERS OF THE BOARD

Section 1. Titles and Functions

The officers of the Board of Directors shall consist of the following:

1.1 President

The President shall preside at all meetings of the Board of Directors, have general supervision of the affairs of the Board of Directors, represent such duties as the bylaws may prescribe.

1.2 Vice-President

The Vice-President shall assist the President in performance of his/her duties and act in his/her stead when required.

1.3 Secretary (not an elected position)

The Secretary countersigns all resolutions and ordinances with the President of the Board. The General Manager may act as Secretary to the Board.

Section 2. Terms of Office

2.1 Length of Term

The terms of all officers shall be from the date of their election (historically this election has been held at the December Board Meeting) for the following approximately 12 month period when elections are held again. Any member can be reelected to continue in the same office.

2.2 Vacancies

If the President fails to complete his/her term, the Vice-President shall act in his/her stead and a new Vice-President shall be elected for the remainder of the term.

If the Vice-President fails to complete his/her term, the Board of Directors will elect a Board member to serve out the remainder of the unexpired term.

Section 3. Office Elections

3.1 Nominations

Nominations for each office will be open to all members of the Board. Nominations will be made by members of the Board, and taken at the Board meeting at which the election of officers will occur. No member shall be nominated without his or her consent to serve if elected.

3.2 Election Process

The election of officers shall take place as the first item of business at the regular meeting of Board of Directors in January of each year. Officers shall be elected in the following order: President and Vice-President

3.3 Method of Election

There shall be one vote per slate of candidates for each office. The candidate (or nominee) who gains the majority of votes from the board members present shall win that office. Votes may not be cast in absentia. In elections with multiple nominees, where no one receives a majority, a runoff vote shall take place between the two top vote receivers.

(No abstentions are allowed in these elections)

3.4 Assumption of duties

Officers shall assume the duties of their offices immediately following completion of the election process for all offices.

Article IX. MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Time and Place

The time and place of regular meetings of the Board shall be set by resolution. All meetings shall be conducted pursuant to Section 54950 et seq. of the California Government Code, commonly known as the Brown Act. (Attachment 3)

Section 2. Agenda

The Secretary of the Board is responsible for posting a copy of each Board meeting agenda at the District Administration Office, on the outside posting board, for regular meetings at least 72 hours prior to the meeting time as required by Section 54954.2 of the California Government Code, and for other meetings as required by the Brown Act. The Secretary of the Board shall mail a copy of each agenda to those people, agencies, organizations who have requested to be placed on the current mailing list for such notices. The General Manager is responsible for preparing a written staff report on agenda items, as appropriate. The Board

President may change the sequence of items on the agenda. Any Board Member may request an item be placed on the agenda for discussion or action. All such requests shall consider the amount of time needed for staff to research. Emergency items can only be added pursuant to the Brown Act.

Members of the public may request to have an item placed on a future Board agenda during the Public Comment portion of a Board meeting. The President shall ask if any Board Member supports this request. If there is support the General Manager will be directed to place the item on a future Board agenda.

Section 3. Quorum

A majority of the current Board membership shall constitute a quorum. (Three (3) or more) A majority of the Board members voting shall be required to approve, disapprove or otherwise act on any proposal. A tie vote shall be tabled for a full board vote.

Section 4. Special Meetings

Special and Emergency Meetings of the Board shall be called in accordance with Section 54950 et seq. of the Brown Act.

Article X. RECORDS OF PROCEEDINGS

Section 1. Recordings

Meetings may be recorded to assist in the preparation of written minutes of Board proceedings. These sound recordings may be destroyed once the written minutes are prepared and approved by the Board.

Section 2. Written Minutes

The Secretary of the Board shall prepare for approval by the Board of Directors minutes recording all resolutions, ordinances, actions, and determinations of the Board.

Section 3. Official Signatures

All papers involving official acts of the Board shall be signed in accordance with appropriate legislation relating to such acts. In the absence of specific regulations, the signature of the President or Vice-President attested by the Secretary to the Board shall be deemed sufficient.

Section 4. Public Records Act Policy

The District shall comply with the California Public records Act [Government Code Section 6250 et seq.], all qualified written requests for District records shall be promptly made.

Article XI. RULES OF ORDER

Section 1. Order of Business-Board Meetings

The President, or acting President, may make changes in the order of the agenda unless a two-thirds vote of the members in attendance defeats the decision of the President. The preferred order of business shall be as follows:

Section 2. Rules of Order Per Agenda Item

To obtain the floor, a Director or staff member must be recognized by the President. A public attendee must fill out a speakers card and be recognized by the President. The Board may limit the amount of time speakers are permitted to address the Board.

The Director originating a motion/or action, should state the action or actions desired.

A motion may be amended, prior to the vote, if the first & second on that motion agree to that amendment.

The Board must address the matter of whether to reconsider the action or not by a majority vote. If the decision to reconsider an action occurs at the same meeting as the action itself, and is affirmative, the matter will be placed on the Agenda for the next Board Meeting.

If after the conclusion of a meeting, a Board Member requests the reconsideration be placed on the Agenda of the next meeting, the

motion to reconsider and, if affirmative, the reconsideration shall occur at the meeting.

Vote on all other motions can be conducted by voice vote, i.e. aye or nay.

Section 3. Public Hearings

Public Hearings will be conducted as follows:

1. Open public hearing
2. Receive staff report and recommendations
3. Report of written communications by Clerk of the Board
4. Public comment
5. Close public hearing
6. Discussion by Board of Directors

Further input by the public after the close of the public hearing shall be at the discretion of the President.

Section 4. Closed Sessions

Closed sessions may be called by the President at any time during a meeting in accordance with Section 54950, et seq. of the California Government Code. (Brown Act)

Section 5. Additions to the Agenda

Items may be added to the agenda at the beginning of a regular meeting only when the item to be added meets the requirements in Government Code Section 54950 et seq., commonly referenced as "the Brown Act." Additions cannot be made to the agenda of any special meeting.

Section 6. Adjournment

The Board may adjourn any regular, adjourned regular, special, or adjourned special meeting to a time and place specified in the order of adjournment, pursuant to Government Code Section 54955. (Brown Act)

Section 7. Temporary Chairperson

In the absence of the President and the Vice-President 15 minutes after the noticed time of any meeting of the Board, the Secretary

of the Board shall convene the meeting and the Board shall elect a temporary President to conduct such meeting. Upon arrival of the President or Vice-President, the higher ranking regular officer shall become the presiding officer and conduct such meeting.

Article XII. BOARD COMMITTEE

Annually, following the election of officers, the Board will renew the Standing Committees deemed appropriate for the Board's needs. The President of the Board of Directors shall appoint from within the Board's membership, with the advice of the Board, Directors to serve on each of the standing committees, and any additional temporary ad hoc committees as he/she deems appropriate.

The President of the Board of Directors shall appoint individual Directors to serve as the Board's representative to boards, committees and agencies outside the District. The President may appoint himself/herself to serve in any of these positions.

Committee meetings are public and subject to the requirements of "the Brown Act."

Committees shall consist of no more than two (2) members.

The committee meeting schedule shall be mutually determined by the committee membership. Committee meetings cannot be held without majority of the committee membership present.

If a committee member is unable to attend a scheduled committee meeting, it is the member's responsibility to notify the General Manager at the earliest time possible.

Article XIII. ADMINISTRATION OF DISTRICT BUSINESS

Section 1. General Manager

The Board of Directors shall appoint a General Manager to implement the policies and programs approved by the Board of Directors. The General Manager so selected shall meet such minimum qualifications as are established by the Board of Directors. He/she shall serve at the pleasure of the Board.

The General Manager will be subject to review annually by the Board of Directors beginning in April.

The General Manager shall be responsible for the publication and distribution of an agenda packet for Board of Directors and Committee meetings.

Section 2. Legal Counsel

The Board of Directors shall obtain legal counsel to insure that all business of the District is conducted in conformity with the laws of the State. Such legal counsel may be obtained by the employment of a competent attorney or by such other means deemed appropriate.

Contact with District Legal Counsel by an individual Director is prohibited except with the consent of President or by direction or approval of the Board. The General Manager is authorized to contact District Legal Counsel as deemed necessary.

Section 3. Independent Auditor

Pursuant to Government Code 26909 the Board shall obtain the services of an independent certified public accountant to annually audit the financial books and records of the District. Such auditor shall annually present a written report of the District's financial position to the Board of Directors along with a management letter containing any observations comments deemed pertinent.

Section 4. Conflict of Interest Code

All Board Members and covered employees (Board Secretary and General Manager and legal counsel) are subject to the District's conflict of interest code and shall file periodic statements as required by law.

Section 5. Fiscal Matters

Consistent with the provisions of applicable laws of the State of California, and the operational needs of the District, the General Manager shall be authorized and responsible for the fiscal concerns of the District as follows:

Fiscal Year begins July 1st and ends June 30th.

5.1 Budget

Prepare, for adoption by the Board of Directors prior to July 1st of each year, a budget showing anticipated revenues and expenses for personnel, services, supplies, equipment and related expenses to perform the purposes and goals of the District. Adoption of said budget authorizes the General Manager to collect and expend funds for purposes identified in the adopted budget, as it may be amended by the Board of Directors from time to time. The General Manager shall control expenditures to be within the specific categories and purpose in the adopted or amended budget and within the available funds on hand and revenues received.

5.2 Finance Management

As authorized in the District's Signatory Policy, adopted by the Board, the General Manager will direct the collection and disbursement of all monies into and out of the District treasury. The General Manager is authorized to make investments and open and close bank accounts as necessary to conduct the business of the District and in accordance with the District's current Investment Policy adopted by the Board of Directors.

5.3 Purchasing Authority

The General Manager has the authority to procure labor, supplies services and equipment as necessary in accordance with policies established by the Board of Directors. (Policy # F002)

The General Manager shall arrange for entrance and exit interviews with the independent auditor as directed by the Board.

The General manager is responsible for annually submitting financial reports to the State Controller's office (State Controller's Report) in accordance with Government Code § 53891.

The independent auditor is to be instructed to supply the Board of Directors with all correspondence, related to the audit, simultaneously submitting copies of such correspondence to the General Manager and Staff.

5.5 Statement of Investment Policy

The General Manager is responsible to present to the Board, for review and approval, an annual Statement of Investment Policy in accordance with Government Code § 53646.

5.6 Reimbursement Disclosure

The General Manager is responsible for a report being published, at least annually, to disclose any reimbursement paid by the District of at least one hundred dollars (\$100) for each individual charge for services or product received, in accordance with Government Code § 53646.

ARTICLE XIV. ADOPTION AND AMENDMENT OF this reference guide

This reference guide shall be adopted by resolution and become effective on August 16, 2011. Proposed amendments shall be presented in writing at a regular meeting of the Board of Directors and may be adopted at the next regular meeting, provided at least 14 days have elapsed since the first meeting. Amendments shall be approved by resolution of the Board and attached to this document. Changes to the District's boundary map due to annexations or detachments, and changes to the sections of laws reference, and any changes to this reference guide by reason of a change in the District's principal act or other State law affecting the District, shall be automatically incorporated as part of this document without the need for specific amendment following such changes.

Now, Therefore be it resolved that this Board Member Reference Guide be fully adopted as resolution 081611-1 by the Meiners Oaks Board of Directors on this 16th Day of August, 2011.

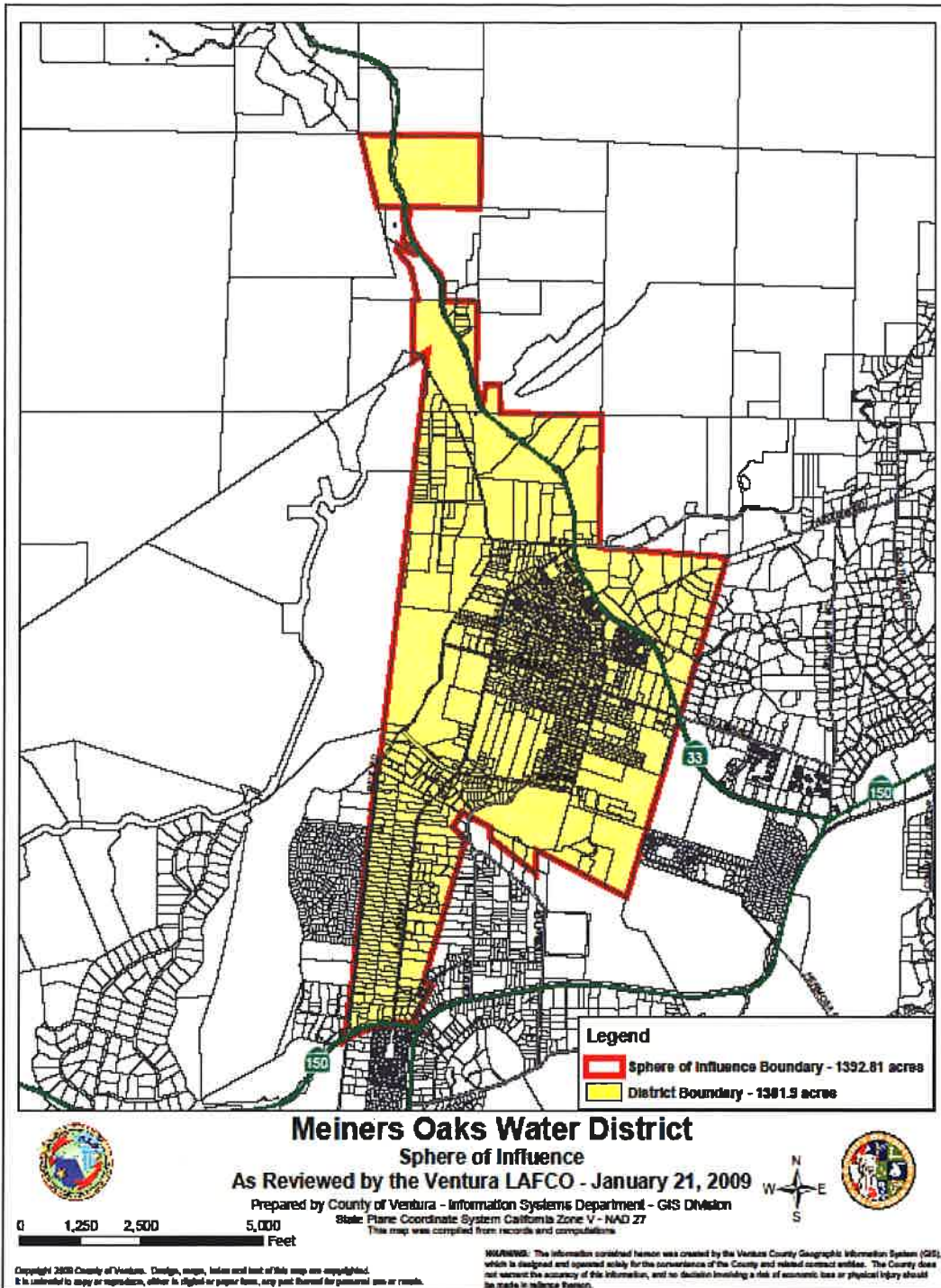
A handwritten signature in blue ink, appearing to read "Moira Barron".

Board President, Moira Barron

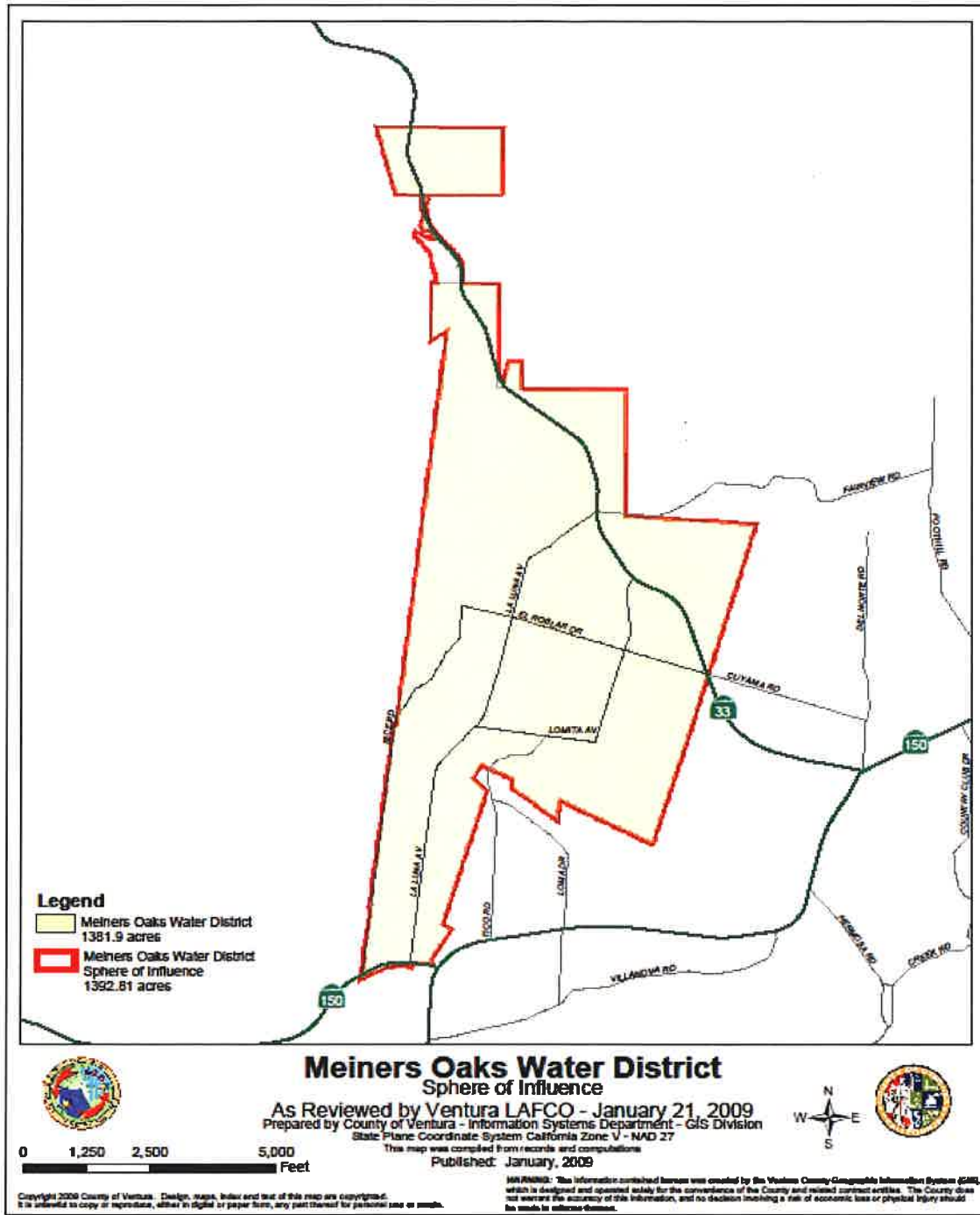
A handwritten signature in blue ink, appearing to read "Brandi Malone".

Board Secretary, Brandi Malone

Attachment 1 District Boundary



Attachment 2 District Boundary



Attachment 3 Brown Act

FINAL



LAW OFFICES OF MIDDLETON, YOUNG & MINNEY, LLP

The Ralph M. Brown Act
California Government Code Sections
54950-54963

August 28, 2009

Please note the information contained herein is current as to the date above. Because the law is constantly changing, we do not recommend that you act on this information without consulting legal counsel. Additionally, the attached Government Code Sections have been scaled down to meet the needs of charter schools. Joint Powers Authorities, health insurance organizations, etc should not rely upon this as a complete reproduction of the Brown Act.

HELPING SHAPE THE FUTURE
OF CALIFORNIA CHARTER SCHOOLS

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