

RESOLUTION NO. 582

BOARD BYLAWS AND RULES OF PROCEDURE

**A RESOLUTION OF THE BOARD OF DIRECTORS OF THE
PLEASANT VALLEY RECREATION AND PARK DISTRICT
ESTABLISHING BYLAWS AND RULES OF PROCEDURE
FOR THE CONDUCT OF BOARD BUSINESS**

WHEREAS, in accordance with Government Code section 54954(a) and Public Resources Code section 5784.13, the Board of Directors ("Board") of the Pleasant Valley Recreation and Park District ("District") must specify the time and place for the holding of regular Board meetings, and enact rules for Board proceedings; and

WHEREAS, the Board accordingly desires to establish Board Bylaws and Rules of Procedure for the orderly and efficient operation of Board business.

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

Section 1. Power & Authority of Board.

- (A) **The Board.** The Board is the legislative body of the District. The Board possesses and shall exercise its powers in accordance with the District's principal act [the Recreation and Park District Law, Public Resources Code section 5780 et seq.], and other provisions of law governing the District and Board, including but not limited to the Ralph M. Brown Act (Government Code section 54950 et seq.).

- (B) **Roles & Responsibilities.** The Board is the District's policy maker. The District General Manager together with District staff shall administer and implement Board policies and directives. The Board shall provide direction to District staff through the General Manager or designee on all new and/or major issues. Individual Board members shall not direct staff to initiate an action, project, or study, or prepare a report which is significant in nature (exceeding 10 hours to accomplish) without approval of the Chair or a majority of the Board. All Directors shall receive or be notified of information requested by an individual Board member. The Board and District staff shall strive to work together in a positive, professional relationship.

Section 2. Board Officers.

- (A) **Officers.** Pursuant to Public Resources Code section 5784.7, the officers of the Board are a Chair and Vice Chair, respectively. The Board shall also elect a Secretary. No member of the Board may hold more than one (1) office.

- (B) **Election.** Board officers shall be elected by the Board within forty-five (45) days of each general district election or unopposed election, or at beginning of each

new term, the board shall meet and elect its officers for one-year terms, at the Board's annual reorganization meeting each year.

- 1) **Chair**: The Chair shall: (a) preside at all meetings of the Board to preserve order and decorum; (b) call special meetings of the Board as may be necessary; (c) consult with the General Manager and District staff in the preparation of Board meeting agendas; (d) appoint the chairs and members of Board committees, and establish ad hoc or advisory committees; (e) act as Board spokesperson concerning District issues; (f) sign District documents, as required or appropriate; and (g) perform other duties as may be required by law.
- 2) **Vice Chair**: In the event of absence, resignation or inability of the Chair to perform those duties of office listed in the preceding paragraph, the Vice Chair shall perform such duties.
- 3) **Secretary**: The Secretary, through the employee Clerk of the Board, shall be responsible for: (a) keeping accurate minutes of all meetings; (b) providing advance and proper notice of meetings in accordance with law; (c) countersigning any District documents, as required or appropriate; and (d) carrying out other duties as may be required by law.
- 4) **Finance Officer**: Pursuant to Public Resources Code section 5784.9, the Board shall appoint a Finance Officer. The Board hereby appoints the General Manager as the Finance Officer.
- 5) **Pleasure of Directors**: Officers shall serve at the pleasure of the majority of the Directors. At a regular or special meeting, a majority of the total membership of the Board may: (a) elect a successor to fill any officer vacancy created by absence, resignation or inability to perform the duties of office; or (b) remove an officer prior to the expiration of his or her one-year term. In such event, the Board shall elect a Director to fill such position for the balance of the then-current one-year term.

Section 3. Board Meetings. All Board meetings shall be held in accordance with the Ralph M. Brown Act, Government Code section 54950 et seq., and any other requirements established by law.

- (A) **Regular Meetings**: The regular monthly Board meetings shall be held on the first Wednesday of each calendar month, commencing at 6:00 p.m., at the City of Camarillo, City Hall Council Chambers at 601 Carmen Drive, Camarillo, California 93010. The Community Center at 1605 E. Burnley Street, Camarillo California 93010 is allocated as an alternate meeting location in the event the primary location specified is unavailable due to unforeseen circumstances. The Board may adjourn any regular meeting to a specific time and place, as set forth in the order of adjournment and in accordance with law.
- (B) **Special Meetings**: A special meeting may be called at any time by the Chair or by a majority of Directors, in accordance with the Ralph M. Brown Act. Such

meetings shall be held at the District office, unless otherwise specified in the written notice of the meeting.

- (C) **Emergency Meetings**: An emergency meeting may be called at any time, if an “emergency situation” exists as defined in the Ralph M. Brown Act.
- (D) **Quorum**: Three Directors constitute a quorum of the Board for the transaction of business. The Board shall act by ordinance, resolution or motion. Except as otherwise provided by law, a recorded majority vote of the total membership of the Board is required on each action. The Board shall keep a record of all its acts, including financial transactions.
- (E) **Procedures & Order**: Rules for order and procedure of Board meetings shall be determined by the Chair and subject to approval by a majority of the Board. Robert’s Rules of Order shall be applied to or govern the procedures for the conduct of Board business. In the case of ambiguity or uncertainty in the application of rules to any procedure, the Chair may direct such question to the District’s Legal Counsel, who shall be the parliamentarian for the Board.
- (F) **Public Input**: Meeting agendas shall provide an opportunity for members of the public to directly address the Board on any item of interest to the public, before or during the Board’s consideration of an item, in accordance with the requirements of the Ralph M. Brown Act. Speakers shall be requested, but cannot be required, to fill out a speaker card and state their name and city of residence for the record and thereafter address their remarks to the Board. Speakers on non-agenda items may address only items that are within the subject matter jurisdiction of the Board. Speakers on agenda items may be deferred until the specific agenda item is taken for discussion. All speakers are limited to three (3) minutes. The total time allotted for all public input on any one agenda item shall be limited to one (1) hour, in the discretion of the Chair, taking into consideration the number of speakers filing a request to address the Board. All questions of staff or the District shall be directed to the Chair, who will decide if a question is appropriate and who will respond. Typically, public inquiries on technical matters shall be referred to the General Manager or other District staff.
- (G) **Voting**: Voting shall occur by voice vote, except that a roll call vote shall occur if the item is an ordinance, resolution, or contract, or if a roll call vote is requested by any Director or is otherwise required by law. The Chair shall determine whether an item has been approved or adopted.
- (H) **Disqualification For Conflict of Interest**: Any Board member who is disqualified from voting on a particular matter by reason of a conflict of interest shall publicly state the nature of such disqualification, recuse themselves, step down from the dais and leave the meeting room until the matter is concluded.

(I) Litigation & Confidential Information.

(1) Closed Sessions: Board members shall keep in complete confidence all written materials and information provided to them during closed session, to ensure that the District's position is not compromised. Board members shall not discuss confidential information with anyone other than other Board members, the General Manager or designee, and District Legal Counsel, and any such discussion shall be in accordance with the Ralph M. Brown Act.

(2) Negotiations: If the Board in closed session has provided direction on negotiations concerning a closed session item (e.g. real property negotiations, litigation, etc.), all contact(s) with the other party or its representative(s) will be by the designated District representative (Board member, General Manager or designee, or District Legal Counsel) representing the District. Unless designated as a representative, a Board member shall not have contact or discussion with the other party or its representative(s) during the negotiations period, and shall not communicate any discussion or information occurring or provided in closed session.

Section 4. Board Committees. There shall exist the following standing committees of the Board: (a) Finance; (b) Foundation; (c) Liaison; (d) Long-Range Planning; (e) Personnel; and (f) Policy. Each committee is a "legislative body" and shall comply with applicable requirements of the Ralph M. Brown Act. Each committee shall determine the time and place for holding regular meetings.

Section 5. Amendments. These Board Bylaws and Rules of Procedure may be amended by a majority of the total membership of the Board.

Section 6. Effective Date. These Board Bylaws and Rules of Procedure shall take effect immediately and shall supersede Resolution No. 515 previously-adopted Board bylaws and procedures.

ADOPTED AND APPROVED BY THE BOARD OF DIRECTORS on January 3, 2018, by the following vote:

Ayes: *Directors Mishler, Dixon, Magner, Kelley, Malloy*

Nays:

Abstain:


Mark Malloy
Chair, Board of Directors

Attested:


Elaine Magner
Secretary, Board of Directors