

INDEPENDENCE RANCH COMMUNITY SERVICES
DISTRICT RESOLUTION NO. 1-13
A RESOLUTION OF THE BOARD OF DIRECTORS OF
INDEPENDENCE RANCH COMMUNITY SERVICES
DISTRICT ADOPTING BOARD BY-LAWS

WHEREAS, the Board of directors of Independence Ranch Community Services District is committed to providing excellence in legislative leadership that results in the provision of the highest quality of services to its constituents.

WHEREAS, in order to assist in the government of the behavior between and among the members of the Board of Directors, the following rules shall be observed.

WHEREAS, The District is a member of the Special District Risk Management Authority (SDRMA). The District participates in the SDRMA Credit Incentive Program which includes the adoption of board policies and procedures (Directors By-Laws) for the District to receive a one point credit.

WHEREAS, SDRMA has adopted a Credit Incentive Program whereby the District can receive a one point credit for an annual review of Board By-Laws conducted by the District's legal counsel and ratified by board action.

NOW, THEREFORE, BE IT RESOLVED, DETERMINED AND ORDERED by the Board of Directors of the Independence Ranch Community Services District as follows:

INDEPENDENCE RANCH COMMUNITY SERVICES DISTRICT BOARD OF
DIRECTORS BY-LAWS

1. OFFICERS OF THE BOARD OF DIRECTORS

- 1.1 The officers of the Board of Directors are the President and Vice President.
- 1.2 The President of the Board of Directors shall serve as chairperson at all Board meetings. The President shall have the same rights as the other members of the Board in voting, introducing motions, resolutions and ordinances, and any discussion of questions that follow said actions.

- 1.3 In the absence of the President, the Vice President of the Board of Directors shall serve as chairperson over all meetings of the Board. If the President and Vice President are both absent, the remaining members shall select one among themselves to act as chairperson for the meeting.
- 1.4 The President and Vice President of the Board shall be elected annually at the first regular meeting in December and the term of office shall commence on January 1 of the year immediately following their election.
- 1.5 The Board President shall appoint such standing and as-hoc committees as may be deemed necessary or advisable by himself/herself and/or the Board. The duties of the committees shall be outlined at the time of appointment.

2. MEETINGS

- 2.1 Regular meetings of the Board of Directors shall be held monthly at a reasonable time and place to be determined by the Board of Directors.
- 2.2 Members of the Board of Directors shall attend all regular and special meetings of the Board unless there is good cause for their absence.
- 2.3 No Board action may be taken on an item not on the posted agenda; provided, however, matters deemed to be emergencies or of an urgent nature may be added to the agenda under the procedures of the Brown Act.
- 2.4 Pursuant to the Brown Act:
 - (a) Board Members may briefly respond to statements or questions from the public; and
 - (b) Board Members may, on their own initiative or in response to public questions, ask questions for clarification, provide references to staff or other resources for factual information, or request staff to report back at a subsequent meeting; and
 - (c) The President of the Board or a Board majority in open session may take action to direct staff to place a matter on a future agenda.
- 2.5 The general manager in cooperation with the Board President shall prepare an agenda for each regular and special meeting of the Board of Directors. Any Director may request an item to be placed on the agenda as long as it has been approved by the President or a majority of the Board members deem it necessary.

- 2.6 The President shall conduct all meetings in a manner consistent with the policies of the District. All comments shall be directed to the President. The President shall determine the order in which agenda items shall be considered for discussion and/or actions taken by the Board and shall announce the Board's decision on all subjects. The President shall vote on all motions except in the case of a conflict of interest. On roll call the maker of the motion shall be called first, the Board member seconding the motion shall be called second, and the remainder are polled with the President voting last, unless the President made the motion or seconded the motion.
- 2.7 A majority of the Board shall constitute a quorum for the transaction of business. A majority of the Board is sufficient to do business, however motions must be passed unanimously if only three attend. When there is no quorum for a regular meeting, the President, Vice President, or any Board member shall adjourn such meeting, or, if no Board member is present, the General Manager shall adjourn the meeting.
- 2.8 A roll call vote if required by law or contract shall be taken upon votes on ordinances and resolutions, and shall be entered in the minutes of the Board showing those Board members voting aye, voting no and those abstaining or absent. Unless a Board member states that he/she is not voting because of a conflict of interest, his or her silence shall be recorded as an affirmative vote.
- 2.9 Any person attending a public meeting of the Board of Directors may record the proceedings with an audio or video tape recorder or a still or motion picture camera in the absence of a reasonable finding that the recording cannot continue without noise, illumination, or obstruction of view that constitutes or would constitute a disruption of the proceedings.
- 2.10 All video tape recorders, still and/or motion picture cameras shall remain stationary and shall be located and operated from behind the public speakers podium once the meeting begins. The President retains the discretion to alter these guidelines, including the authority to require that all video tape recorders, still and/or motion picture cameras be located in the back of the room.
- 2.11 Public comment and public testimony shall be directed to the President and be limited to three minutes unless extended or shortened by the President in his/her discretion.

3 PREPARATION OF MINUTES AND MAINTENANCE OF TAPES

- 3.6 The minutes of the Board shall be kept by the District Secretary and shall be neatly produced and kept in a file for that purpose, with a record of each particular type of business transacted in paragraphs with proper subheadings;
- 3.7 The District Secretary shall be required to make a record only of such business as was actually passed upon by a vote of the Board and, except as provided in Section 3.3 below, shall not be required to record any remarks of Board Members or any other person;
- 3.8 Any Director may request for inclusion into the minutes brief comments pertinent to an agenda item, but only at the meeting in which the item is discussed.
- 3.9 Written materials delivered to the Board at the meeting that were not contained in the Board Agenda Packet for review by the Board prior to the meeting shall not be included in the meeting minutes.
- 3.10 The District Secretary shall attempt to record the names and general place of residence of persons addressing the Board, the title of the subject matter to which their remarks related, and whether they spoke in support or opposition to such matter;
- 3.11 Whenever the Board acts in a quasi-judicial proceeding such as in assessment matters, the District Secretary shall compile a summary of the testimony of the witnesses.
- 3.12 Any electronic media of a District meeting made for whatever purpose at the direction of the District shall be subject to inspection pursuant to the California Public Records Act. District tape and film records may be erased ninety (90) days after the taping or the recording.

4 MEMBERS OF THE BOARD OF DIRECTORS

- 4.1 Directors shall prepare themselves to discuss agenda items at meetings of the Board of Directors. Information may be requested from staff or exchanged between Directors before meetings.
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- 4.1 Information that is exchanged before meetings shall be distributed through the General Manager, and all Directors will receive all information being distributed.
- 4.2 Directors shall at all times conduct themselves with courtesy to each other, to staff and to members of the audience present at Board meetings.
- 4.3 Differing viewpoints are healthy in the decision-making process. Individuals have the right to disagree with ideas and opinions, but without being disagreeable. Once the Board of Directors takes action, Directors should not create barriers to the implementation of said action.

5 AUTHORITY OF DIRECTORS

- 5.1 The Board of Directors is the unit of authority within the District. Apart from their normal function as a part of this unit, Directors have no individual authority. As individuals, Directors may not commit the District to any policy, act or expenditure.
- 5.2 Directors do not represent any fractional segment of the community, but are, rather, a part of the body, which represents and acts for the community as a whole.
- 5.3 The primary responsibility of the Board of Directors is the formulation and evaluation of policy. Routine matters concerning the operational aspects of the District are to be delegated to professional staff members of the District.

6 DIRECTOR GUIDELINES

- 6.1 Board Members, by making a request to the General Manager, shall have access to information relative to the operation of the District, including but not limited to statistical information, information serving as the basis for certain actions of Staff, justification for Staff recommendations, etc. If the General Manager cannot provide the requested information in a timely manner by reason of information deficiency, or major interruption in work schedules, work loads, and priorities, then the General Manager shall inform the individual Board Member why the information is not or cannot be made available.
- 6.2 In handling complaints from residents, property owners within the District, or other members of the public, Directors are encouraged to listen carefully to the concerns, but the complaint should be referred to the General Manager.

- 6.3 Directors, when seeking clarification of policy-related concerns, especially those involving personnel, legal action, land acquisition and development, finances, and programming, should confer directly with the General Manager.
- 6.4 Directors and General Manager should develop a working relationship so that current issues, concerns and District projects can be discussed comfortably and openly.
- 6.5 When responding to constituent request and concerns, Directors should respond to individuals in a positive manner and route their questions to the General Manager.
- 6.6 Directors are responsible for monitoring the District's progress in attaining its goals and objectives, while pursuing its mission.

7 DIRECTOR COMPENSATION

- 7.1 Directors of Independence Ranch Community Services District offer their services on a voluntary basis. Directors waive compensation for attendance at each regular, adjourned or special meeting of the Board.
- 7.2 Each Board Member is entitled to reimbursement for their expenses incurred in the performance of the duties required or authorized by the Board.

8 BOARD BY-LAW REVIEW POLICY

Subject to 2.5 the Board By-law Policy shall be reviewed annually at the first regular meeting in February. The review shall be provided by District Counsel and ratified by Board action.

9 RESTRICTIONS ON RULES

The rules contained herein are guidelines only and shall govern the Board in all cases to which they are applicable, and in which they are not inconsistent with State or Federal laws.

On motion of Director Carol Noe, seconded by Director Terry Leezer and on the following roll call vote, to wit:

Ayes: 4
Noes: 0
Absent: 1
Abstain: 0

The foregoing resolution is hereby adopted this 14th day of February, 2010