

**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 the 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.

**2. MEETINGS**

- 2.1 Regular meetings of the Board of Directors shall be held at 6:00 p.m. on the second Wednesday of each calendar month at the San Miguel Senior Center located at 601 12<sup>th</sup> Street, San Miguel, California. The date, time and place of regular Board meetings may be reconsidered by the Board at any regular meeting.
- 2.2 Special Meetings of the Board of Directors may be called by the Board President or by a majority of the Board.
- 2.3 Members of the Board of Directors should attend all regular and special meetings of the Board unless there is good cause for their absence. A super majority is required to remove a sitting board member.
- 2.4 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.

2.5 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, 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 member in open session may take action to direct staff to place a matter on a future agenda.

2.6 The General Manager in cooperation with the Board President shall prepare an agenda for each regular and special meeting of the Board. Any Director may request an item to be placed on the agenda.

2.7 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 remainder are polled with the President voting last, unless the President made the motion or seconded the motion.

2.8 A majority of the Board shall constitute a quorum (3) three for the transaction of business. A majority of the Board is sufficient to do business; however, motions must be passed unanimously if only (3) three members 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.

2.9 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 abstaining vote.

- 2.10 Any person attending a public meeting of the Board of Directors may record the proceedings with an audio or video 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.
- 2.11 All video tape recorders, and/or motion picture cameras shall remain stationary and be located and operated in an unobtrusive manner when the meeting begins.
- 2.12 Public comment and public testimony shall be directed to the President and be limited to (3) three minutes unless extended or shortened by the President at his/her discretion.

### **3. PREPARATION OF MINUTES AND MAINTENANCE OF TAPES**

- 3.1 The minutes of the Board shall be kept by the General Manager or Secretary of the Board and shall be neatly produced and kept in a file for that purpose, with a record of each particular type of business transaction in paragraphs with proper subheadings.
- 3.2 The General Manager shall be required to make 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.
- 3.3 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.
- 3.4 Written material delivered to the Board at the meeting that were not contained in the Board Agenda Packets for review by the Board prior to the meeting shall be included in the meeting minutes.
- 3.5 The General Manager shall attempt to record the names and the general place of residence of persons addressing the Board, the title of the subject matter to which their remarks relate, and whether they spoke in support or opposition to such matter.
- 3.6 Whenever the Board acts in a quasi-judicial proceeding such as in assessment matters, the General Manager shall compile a summary of testimony of the witnesses.

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 one hundred and eighty (180) days after the taping or recording.

#### **4. AGENDAS**

- 4.1 The General Manager, in cooperation with the Board President, shall prepare an agenda for each regular and special meeting of the Board of Directors in accordance the Ralph M. Brown Act (California Government Code Section 54950). Any Director may contact the General Manager and request any item to be placed on the agenda no later than 5:00 p.m. on the day that is at least 72 hours prior to the closing of the agenda for the next meeting date (per section 4.4).
- 4.2 Any member of the public may request that a matter directly related to District business be place on the agenda of a regularly scheduled meeting of the Board of Directors, subject to the following conditions.
  - a. The request must be in writing and be submitted to the General Manager or Board Secretary together with supporting documents and information, if any, at least seven business day prior to the date of the meeting.
  - b. The General Manager shall be the sole judge of whether the public request is or is not a “matter directly related to District business.” The public member requesting the agenda item may appeal the General Manager’s decision at the next regular meeting of the Board of Directors. Any Director may request that the item be placed on the agenda of the Board’s next regular meeting.
  - c. No matter which is legally a proper subject for consideration by the Board in closed session will be accepted under this policy.
  - d. The Board of Directors may place limitations on the total time to be devoted to a public request issue at any meeting, and may limit the time allowed for any one person to speak on the issue at the meeting,
- 4.3 This policy does not prevent the Board from taking testimony at regular and special meetings of the Board on matters which are not on the agenda which a member of the public may wish to bring before the Board. However, the Board shall not discuss or take action on such matters at that meeting.

- 4.4 At least 72 hours prior to the time to all regular meetings, an agenda, which includes but is not limited to all matters on which there may be discussion and/or action by the Board, shall be posted in a place that is freely accessible to members of the public (California Government Code 54954.2 (a)(1). The agenda shall be posted on the website for public information at the same time. All information made available to the Board of Directors (except confidential information allowed by State law per legal counsel authority) shall be available for public review prior to the board meeting.
- a. The agenda for a special meeting shall be posted at least 24 hours before the meeting in the same location as for Regular Meeting agendas (California Government Code Section 54956).

## **5. MEMBERS OF THE BOARD OF DIRECTORS**

- 5.1 Directors shall thoroughly prepare themselves to discuss agenda items at meetings of the Board of Directors. Information may be requested.
- a. Information exchanged before meetings shall be distributed through the General Manager, and all Directors will receive all information being distributed.
- b. Subject to confidential attorney/client privileged communications, copies of information distributed in Board packets for Board meetings or discussed at Board meetings shall be available at the meeting for members of the public in attendance, and shall also be provided to anyone not presents upon their request.
- 5.2 Directors shall at all times conduct themselves with courtesy to each other, to staff, and to members of the audience present at Board meetings.
- 5.3 Directors shall defer to the chairperson for conduct of meetings of the Board, but shall be free to question and discuss items on the agenda. All comments should be succinct and confined to the matter being discussed by the Board.
- 5.4 Directors may request for inclusion into minutes brief comments pertinent to an agenda item only at the meeting that item is discussed (including, if desired, a position on abstention or dissenting vote).

- 5.5 Directors shall abstain from participation in consideration on any item involving a personal or financial conflict of interest as required by law. Unless such a conflict of interest exists, Directors should abstain from the Board's decision-making responsibilities.
- 5.6 Requests by individual Directors for substantive information and/or research will be channeled through the General Manager.

## **6. AUTHORITY OF DIRECTORS**

- 6.1 The Board of Directors is the unit authority within the Independence Ranch Community Service District. Apart from their normal function as a part of this unit, Directors have no individual authority. As individuals, Directors may not commit to District to any policy, act or expenditure.
- 6.2 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.
- 6.3 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.

## **7. DIRECTOR GUIDELINES**

- 7.1 Board Members, by making a request to the General Manager, shall have access to all the 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 load, or priorities, then the General Manager shall inform the individual Board Member why the information is not or cannot be made available.
- 7.2 In handling complaints from residents, property owners within the district, or to members of the public, Directors are encouraged to listen carefully to the concern, but the complaint should be referred to the General Manager.
- 7.3 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.

- 7.4 Directors and General Manager should develop a working relationship so that current issues, concerns and District projects can be discussed comfortably and openly.
- 7.5 Directors should at all times conduct themselves with courtesy to each other, staff and to members of the audience at Board meetings.
- 7.6 Differing viewpoints are healthy towards deciding consensus. Individuals have a right to disagree with ideas and opinions without being disagreeable. Once the Board of Directors votes to take an action, Directors should not interfere with the actions as approved.
- 7.7 When responding to constituent request and concerns the Directors should respond to individuals in a positive manner and route their questions to the General Manager.
- 7.8 Directors are responsible for monitoring the districts progress in attaining its goals and objectives.

## **8. DIRECTOR COMPENSATION**

- 8.1 Directors of Independence Ranch Community Service District offer their services on a voluntary basis. Directors waive compensation for attendance at each regular, adjourned or special meeting of the Board.
- 8.2 Each Board Member is entitled to reimbursement for their reasonable expenses incurred in the performance of the duties required or authorized by the Board. Reimbursement will require an expense statement with receipts and approval at a regular Board meeting.

## **9. BOARD BY-LAW REVIEW POLICY**

- 9.1 The Board Bylaw policy shall be reviewed annually at the first (1) regular meeting in February. The review shall be provided by the General Manager and ratified by Board action.

## **10. RESTRICTIONS ON RULES**

- 10.1 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 County, State or Federal Laws.

On motion of Director Stark, seconded by Board Member Tracy, and on the following roll call vote, to wit:

Ayes: Greg Hamson, George Tracy, Cinde Stark, Bill Mulcahy

Noes: None

Absent: Matt Costello

Abstain: None

The foregoing resolution is hereby adopted this 11 day of March, 2026