September 5, 2019

Board of Directors
Ventura Regional Sanitation District
Ventura, California

APPROVE AND ADOPT PROPOSED REVISIONS TO VENTURA REGIONAL SANITATION DISTRICT BOARD BYLAWS; ADOPT VRSD RESOLUTION 19-05

RECOMMENDATION

A. Approve and Adopt Proposed Revisions to the VRSD Board Bylaws by Board Resolution 19-05.

B. Authorize General Manager and Legal Counsel to make any necessary editorial or grammatical corrections.

FISCAL IMPACT

None.

BACKGROUND/ANALYSIS

Attached to this letter are four exhibits, which are incorporated herein by reference, that provide the background, analysis and action for this agenda item. Exhibit 1 is a memorandum from District Legal Counsel to the Board of Directors explaining the major revisions to the Bylaws. Exhibit 2 is the revised Bylaws in legislative format showing the additions in red and the deletions in strikethrough ~~text~~. Exhibit 3 is the revised Bylaws showing all the changes in regular text. Exhibit 4 is the Resolution for the Adoption of the Ventura Regional Sanitation District Bylaws.

If you should have any questions or need additional information, please contact me by phone at (805) 658-4644 or via email at ChrisTheisen@vrsd.org or Robert N. Kwong at (805) 988-9886 or via email at rkwong@atozlaw.com.

CHRIS THEISEN, GENERAL MANAGER

APPROVED FOR AGENDA: _____
Chris Theisen, General Manager

Attachments: 1. Memorandum to VRSD Board from Legal Counsel, September 5, 2019
2. VRSD Bylaws with red-line revisions
3. VRSD Bylaws in final format
4. Proposed Resolution No. 19.05

AtoZ LAW | ARNOLD LAROCHELLE MATHEWS VANCONAS & ZIRBEL LLP

MEMORANDUM

TO: Ventura Regional Sanitation District Board Chairperson Kevin Kildee and Members of the Board of Directors

FROM: Robert N. Kwong RNK
Legal Counsel

DATE: September 5, 2019

SUBJECT: Proposed Revised Board of Director Bylaws

I. Introduction & Overview of Proposed Revised Board of Director Bylaws

Governing an organization, whether it is a voluntary, governmental, for-profit or non-profit corporate body or agency involves a level of formality and consistency to promote and achieve:

- thoughtful and orderly decision-making; and
- the legitimacy and acceptance of such decisions to the organization, its constituents, and those it serves.

A governing board's bylaws are rules or administrative provisions that are adopted for its internal governance and its external dealings. An organization's bylaws are second only to its charter (i.e., articles of incorporation or statutory authorization). The District's Bylaws were originally adopted in 1971 and were periodically amended over the years with the latest revision taking place in 2004. Since 2004, there have been numerous legal and practical developments regarding public agency board governance that are not reflected in the current Bylaws.

Therefore, the following changes to the Bylaws are proposed to update them to current and best practices levels:

- Article II, Purposes & Mission, has been slightly altered to reflect District wastewater operations for private entities.

- Article III, Jurisdiction, has been amended to specify cities and special districts.

- Article IV, Ethics Guidelines for Board of Directors, has been added and the rationale for doing so is set forth in Section III of this memorandum below.

- Article VI, Officers of the Board, has been amended to: (a) add gender neutral terms; (b) reflect ever changing Board Member make-up and experience; and (c) address changes in regulatory circumstances.

- Article VII, Meetings of Board of Directors, has been altered to: (a) simplify order of business; (b) specify and track Brown Act Open Meetings Law provisions; (c) add rules of order and public hearing procedures; and (d) address Board Meeting Agenda formation. See Section IV of this memorandum below for a more detailed explanation.

- Article VIII, Record of Proceedings, has been updated to detail Board responsibility for keeping records of its meetings.

- Article XI, Board of Directors Committees, has been amended to underscore the advisory nature of Committee decisions.

II. General Context and Governance Principles for Proposed Revision of Board of Director Bylaws

The United States of America and all its governmental subsidiaries are founded on Greco-Roman and Judeo-Christian principles[1] that can be summarized as "doing all things decently and in order." The principle of law and order in democratic governmental decision-making is found in the earliest Greek and Roman texts to the Magna Carta to the Constitution of the Commonwealth of Virginia to the United States Constitution.[2]

The California Constitution not only follows the federal Constitution but it also mandates that, "The people have the right of access to information concerning the conduct of the people's business, and, therefore, the meetings of public bodies and the writings of public officials and agencies shall be open to public scrutiny." Cal.Const. Art.1, §3(b)(1). This part of the state constitution further states that, "A statute, court rule, or other authority

[1] Lane, Melissa, "Ancient Political Philosophy," The Stanford Encyclopedia of Philosophy (Winter 2018 Edition), Edward N. Zalta (ed.), URL = <https://plato.stanford.edu/archives/win2018/entries/ancient-political/>.

[2] "Where there is no law, but every man does what is right in his own eyes, there is the least of real liberty." Henry M. Robert

. . . shall be broadly construed if it furthers the people's right of access, and narrowly construed if it limits the right of access." Cal.Const. Art. 1§3(b)(2).

This constitutional precept of open and transparent government to promote democratic accountability makes the Brown Act Open Meetings Law ("Brown Act") (Gov. Code §54950 *et seq.*) even more important for purposes of good Board of Director governance. The Brown Act's foundational principle is that:

> [P]ublic commissions, boards and councils and the other public agencies in this State exist to aid in the conduct of the people's business. It is the intent of the law that their actions be taken openly and that their deliberations be conducted openly. The people of this State do not yield their sovereignty to these agencies which serve them. The people, in delegating authority, do not give their public servants the right to decide what is good for the people to know and what is not good for them to know. The people insist on remaining informed so that they may retain control over the instruments they have created.

Carlson v. Paradise Unified School Dist. (1971) 18 Cal.App.3d 196, 199; *see also Cohan v City of Thousand Oaks* (1994) 30 Cal.App.4th 547, 555 [The purpose of the Brown Act is to curb misuse of the democratic process and to facilitate public participation.].

Thus, Brown Act statutory and case law form the solid foundation for public agency governing board decision-making. Stated another way, a public agency governing board exists to aid in the conduct of the organization's business, and their deliberations should be conducted as openly as possible and with a corresponding adherence to due process.

III. Proposed Board Director Rights, Duties & Ethics

In organizations of all kinds, good governance starts with the Board of Directors. "The board's role and legal obligation is to oversee the administration and management of the organization and ensure that the organization fulfills its mission."[3] The Board does not execute the day-to-day management of the organization for that would be contrary to its oversight and visionary role. Good Board members monitor, guide, and enable good management. The Board of Directors has decision-making powers regarding matters of policy, direction, major transactions, fiscal management oversight, strategy and

[3] L. Rosenthal, Lincoln Center for the Performing Arts, *The Harvard Law School Forum on Corporate Governance and Financial Regulation* (April 15, 2012).

governance of the organization or government agency.[4] To this end, every Board member or director has the following rights:

- Right to be informed regarding all activities and operations of the organization.
- Right to inspect all books and records of the organization.
- Right to contact staff or Board Committee members with questions and concerns.
- Right to receive notice of all board meetings and copies of meeting minutes.

For the most part, current District Board operations and practices and the proposed Bylaws ensure that these four Board member rights are upheld and satisfied. And with Board member rights comes the corresponding Board member duties as follows:

A. Duty of Care

A Board director must pay attention to organization matters and participate fully in board review and decision-making. He or she must exercise the care that an ordinarily prudent person would exercise in a like position and under similar circumstances.

B. Duty of Loyalty

A Board director must put the needs of the organization ahead of any personal interest when making decisions affecting the organization and may not use information obtained as a director for personal gain. A director must always maintain confidentiality regarding the agency's operations.

C. Duty of Obedience

A Board director must be faithful to the organization's mission and may not act in a manner that is inconsistent with this mission. This requirement is based on the public trust afforded to governmental entities, and the assumption that the agency will manage constituent funds in fulfillment of the agency's statutory purpose.

[4] Health & Safety Code §§4738 to 4767.5.

D. Fiduciary Duty

A Board director is a fiduciary or is someone who must exercise a high standard of care in managing another's money or property.[5] A Board Member's fiduciary duty to the organization or public agency means that he or she is responsible for assuring the public agency's fiscal health in the near and long term.

An extension of these Board Member rights and duties are Board Member ethics or code of conduct which are proposed in Article IV. This added Bylaws Article articulates core ethical principles found in the Political Reform Act[6], the Brown Act and in time-honored best practices on Board Member communications and interaction with public agency staff.

Circumspect adherence to these rights, duties and ethics will necessarily lead to decision-making marked by thoughtfulness and orderliness, increasing the Board's legitimacy as public agency leaders, and broadening the internal and external acceptance of Board decisions.

IV. Board Meeting Rules of Order and Conduct

Due process in Board governance is tested whenever a Board member raises an issue, problem or proposed action that is neither listed on the Board meeting agenda nor analyzed in a Board letter or memorandum. Thankfully, the Brown Act has foreseen this common occurrence and addressed it as follows:

(1) A decision-making body may not consider, act on or discuss any issue, matter, project or proposal not specifically listed or appearing on the decision-making body's written agenda which was made available to the Board prior to the meeting. (Gov. Code §54954.2)

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[5] Black's Law Dictionary, 10th ed., p. 743.

[6] Cal. Gov't Code § 81001 states in pertinent part that:

"(a) State and local government should serve the needs and respond to the wishes of all citizens equally, without regard to their wealth;
(b) Public officials, whether elected or appointed, should perform their duties in an impartial manner, free from bias caused by their own financial interests or the financial interests of persons who have supported them . . . ."

(2) However, a Board member may *briefly* respond to statements made or questions posed by persons exercising their public testimony rights under Section 54954.3. (Gov. Code §54954.2(a)(3); emphasis added.)

(3) In addition, on their own initiative or in response to questions posed by the public, a Board member may:

- ask a question for clarification;
- make a brief announcement; or
- make a brief report on his or her own activities.

(4) Furthermore, a Board member, subject to rules or procedures of the legislative body (i.e., Proposed Board Bylaws), may:

- provide a reference to District staff or other resources for information;
- request District staff to report back to the Board at a subsequent meeting concerning any matter within the District's jurisdiction or mission; or
- act to direct staff to place a matter of business on a future Board meeting agenda.

The above steps are best reserved for a regular Board meeting agenda item simply entitled "Board Member Comment" with a citation to this portion of the Brown Act to remind the Board members of what can and cannot be handled at this juncture of a Board meeting. This process and procedure is also found in proposed Bylaws Article VII, Section 11 entitled "Board Meeting Agenda Formation."

V. CONCLUSION & RECOMMENDATION

Based upon the foregoing explanations, it is recommended that your Board approve and adopt the revised Board of Director Bylaws.

BYLAWS

VENTURA REGIONAL SANITATION DISTRICT

Adopted: January 21, 1971
Amended: September 16, 1971
Amended: May 18, 1972
Amended: October 19, 1972
Amended: April 17, 1975
Amended: May 15, 1975
Amended: January 15, 1976
Amended: December 16, 1976
Amended: September 21, 1978
Amended: December 18, 1980
Amended: February 19, 1981
Amended: March 18, 1982
Amended: December 16, 1982
Amended: August 18, 1983
Amended: January 19, 1984
Amended: February 16, 1984
Amended: June 21, 1984
Amended: November 15, 1984
Amended: January 3, 1985
Amended: November 7, 1985
Amended: June 1, 1989
Amended: May 6, 2004
Amended: September 5, 2019

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BYLAWS

VENTURA REGIONAL SANITATION DISTRICT

ARTICLE I NAME

Section 1. The name of this organization is the VENTURA REGIONAL SANITATION DISTRICT. It is a continuation of the Ventura Regional County Sanitation District formed by action of the Ventura County Board of Supervisors on July 28, 1970 and restructured by Health & Safety Code Section 4730.6 (enacted January 1, 1984~~/~~ and amended January 1, 1988).

ARTICLE II PURPOSES & MISSION

Section 1. The Ventura Regional Sanitation District is a county sanitation district established in accordance with and having the authority and powers defined in the County Sanitation District Act, Health & Safety Code Section 4700 et. seq., ~~for the purpose of meeting~~ to meet the regional refuse disposal and sewerage needs of the Ventura County area provided for under that Act.

Section 2. Consistent with its governing statutory authority, t~~T~~he District's functions and powers include, but are not limited to:

a. Satisfying, within its available powers and as directed by law, the efficient and safe treatment, and disposal~~, and reuse~~ of waste products of the public and other governmental entities of Ventura County, when in the best interest to do so.

b. Providing technical and environmental management assistance to the County, cities, ~~and~~ special districts and private entities when requested to do so or pursuant to contract.

c. Fostering efficiencies of operation, economies of scale to public and private consumers, and environmental protection through regional planning, implementation, construction, operation, maintenance, and management of wastewater and solid waste collection, treatment, and disposal facilities.

d. Promoting environmental research, evaluation, and technological development to reduce impacts of the discharge of waste products in Ventura County.

e. Providing centralized, regional facilities for efficient and economical waste treatment, reclamation, and disposal.

ARTICLE III ~~TERRITORY~~ JURISDICTION

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Section 1. The jurisdictional boundaries of the District are coincident with those of Ventura County and include both incorporated (the Cities of Camarillo, Fillmore, Ojai, Oxnard, Port Hueneme, San Buenaventura, Santa Paula, and Thousand Oaks) and unincorporated lands and the special districts of Camarillo Sanitary, Camrosa Water, Channel Islands Beach Community Services, Montalvo Municipal Improvement, Ojai Valley Sanitary, Saticoy Sanitary, Triunfo Water & Sanitation, and County Waterworks Nos. 1 and 16, with the following exceptions:

1.1 The boundaries of the Moorpark and Simi Valley Unified School Districts, except ~~luding therefrom~~ those areas within the Triunfo Water & ~~County~~ Sanitation District boundaries, as they existed on September 11, 1985.

~~1.1~~

ARTICLE IV. ETHICS GUIDELINES FOR BOARD OF DIRECTORS

Section 1. Act 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.

Section 2. Comply with the Law

Directors shall comply with all applicable federal, state and local laws and regulations in the performance of their public duties. These laws include, but are not limited to: the United States and California Constitutions; California Political Reform Act of 1974 (Gov. Code §§87100-87500) and corresponding Fair Political Practices Commission regulations (title 2 Calif. Code of Regs., §18701 et seq.); laws pertaining to conflicts of interest, election campaigns, financial disclosures, employer responsibilities, Brown Act Open Meetings Law (Gov. Code §54950 et seq.), Public Records Act (Gov. Code §6250 et seq.), AB 1234 (Local agencies: ethics; Stats. 2005, ch. 700) and AB 1661 (Local governments: sexual harassment prevention training and education; Stats. 2016, ch. 816).

Section 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, District staff, other public agencies, representatives of other public agencies, and the public.

A. Duty of Care

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A Board director must pay attention to organization matters and participate fully in board review and decision-making. He or she must exercise the care that an ordinarily prudent person would exercise in a like position and under similar circumstances.

B. Duty of Loyalty

A Board director must put the needs of the organization ahead of any personal interest when making decisions affecting the organization and may not use information obtained as a Board director for personal gain. A Board director must always maintain confidentiality regarding confidential District operations and business.

C. Duty of Obedience

A Board director must be faithful to the organization's mission and may not act in a manner that is inconsistent with this mission. This requirement is based on the public trust afforded to governmental entities, and the assumption that the agency will manage constituent funds in fulfillment of the District's statutory purpose.

D. Fiduciary Duty

A Board director has a fiduciary (i.e., "one who must exercise a high standard of care in managing another's money or property" (Black's Law Dictionary, 10th ed., p. 743)) duty to the organization and is responsible for assuring the District's fiscal health.

Section 4. Respect for Process

Board Directors shall perform their duties in accordance with the processes and rules of order established in these Bylaws.

Section 5. Conduct at Public Meetings

Board Directors shall be prepared to attend and participate at Board meetings and Board committee meetings; listen courteously and attentively to all public discussions 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.

Section 6. Decisions Based on Merit

Board Directors shall base their decisions on the merits and substance of the matter at hand, rather than on unrelated considerations.

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Section 7. Communication

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

Section 8. Conflict of Interest

To ensure their independence and impartiality on behalf of the common good, Board Directors shall not use their official positions to influence government decisions in which they have a material financial interest as defined by California law.

In accordance with governing law, Board Directors shall disclose investments, interests in real property, sources of income, and gifts; and they shall abstain from participating in deliberations and decision-making where conflicts may exist pursuant to Federal and California laws.

Section 9. Gifts and Favors

Board Directors shall not take any special advantage of services or opportunities for personal gain, because of their public office, 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.

Section 10. Confidential Information

Board Directors shall respect the confidentiality of information concerning the property, personnel or affairs of the District that they learn or receive from their interactions with other District Board members, staff, or legal counsel outside of a public meeting, especially for those matters discussed and acted upon in closed session. Board Directors shall not disclose confidential information unless required to fulfill their fiduciary duty nor shall disclose confidential information to advance their personal, financial or other private interest.

Section 11. Representation of Private Interests

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

Section 12. Advocacy

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Directors shall represent the official policies of the District to the best of their ability when designated as representatives or delegates for this purpose. When presenting or communicating their individual opinions and positions to the public or to other agencies or agency staff, Board Directors shall: (a) explicitly state that they do not represent the District or the District Board; (b) explicitly state that their views do not reflect the views of the District or the District Board; (c) explicitly state that their opinions and positions are theirs alone; and (d) not allow any inference that they are speaking or acting as District or District Board representatives.

Section 13. Policy Role of Directors

The primary roles of the Board Directors are policy setting and policy review. Board Directors shall not participate in, interfere with nor direct the daily administrative functions of the District or the professional duties of District staff or consultants; nor shall they impair the ability of District staff to implement Board policy decisions. A Board member shall not attempt to circumvent Board direction by attempting to influence others outside of a public Board meeting.

Section 14. Positive Workplace Environment

Directors shall support the maintenance of a positive and constructive workplace environment for District employees and for citizens and businesses dealing with the District. Directors shall recognize their special role in dealings with District employees and shall not provide direct or indirect direction to staff other than the General Manager.

ARTICLE ~~I~~V COMPOSITION OF GOVERNING BOARD

Section 1. The Board of Directors of the Ventura Regional Sanitation District is formed pursuant to the provisions of Section 4730.6 of the Health & Safety Code, which provides that:

1.1 The legislative body of each city located wholly or partially within the District's boundaries shall designate one of its members to be a member of the District's Board of Directors. Each legislative body may designate one of its members as an alternate to act in the place of its regular member in the case of the absence or disqualification of the regular member. An alternate member shall have the full voting rights of the regular member.

1.2 The Independent Special District Committee, which shall consist of the presiding officers of all independent special districts which have a governing board separately elected from any board of supervisors or city council and which would be entitled to representation on the Ventura Regional Sanitation District Board of Directors under section 4730.1, if that section were applicable to the Ventura Regional Sanitation District, shall designate one elected member of a board of directors of an independent

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special district represented on the committee to be a member of the District's Board of Directors. The Independent Special District Committee may designate one such elected member as an alternate to act in the place of the regular member in the case of the absence or disqualification of the regular member. An alternate member shall have the full voting rights of the regular member.

~~1.2~~1.3 District Board of Director membership stated above is subject to Article III, Section 1.1, above.

ARTICLE V~~I~~I OFFICERS OF THE BOARD

Section 1. Titles and Functions.

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

1.1 A ~~Chairman~~ Chairperson who shall preside at all meetings of the Board of Directors, have general supervision of the affairs of the Board of Directors, represent the Board of Directors in any actions taken by the Board, be an *ex officio* member of all Board committees, ~~;~~ and perform such duties as the Bylaws may prescribe.

1.2 A Vice-~~Chairman~~Chairperson ~~-elect~~ who shall assist the Chairman in performance of his/her duties and act in his/her stead when required.

Section 2. Terms of Office.

2.1 The terms of the ~~Chairman~~ Chairperson and Vice-Chairperson ~~man-elect~~ shall be one year and one year only from the date of their election as provided in Article V, Section 3. These officers shall continue in office until their successors have been elected.

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

Section 3. Election.

At the first regular meeting of the Board of Directors in January of each year, the ~~Chairman-elect shall be elevated to the office of Chairman and the~~ Board shall elect ~~a new~~the Chairperson and Vice-~~-~~Chairperson~~man-elect~~ from among its members.

ARTICLE VI~~I~~I MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Time and Place. Regular meetings of the Board shall be set by resolution.

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Section 2. Agenda. A copy of each Board meeting agenda shall be mailed to each city and special district represented on the Board of Directors and local news media. Backup materials shall be provided for items of specific interest to each agency.

Section 3. Quorum. No action shall be taken at any meeting of the District's Board of Directors unless a majority of all authorized members of the Board of Directors is in attendance. A majority of the members present shall be required to approve or otherwise act on any matter except otherwise required by law. Each member shall have one vote.

~~unless a majority of all authorized members of the Board of Directors is in attendance. A majority of the members present shall be required to approve or otherwise act on any matter except otherwise required by law. Each member shall have one vote.~~

Section 4. Order of Business.

a. Call to Order
b. Roll call ~~Pledge of allegiance~~
~~b~~c. ~~Roll call~~ Pledge of Allegiance
~~c~~d. ~~Amendments to the agenda~~Agenda Review
~~d~~e. ~~Minutes~~Public Comment (Gov. Code §54954.3)
~~e~~f. ~~Public concerns (brief presentations)~~Consent Agenda
~~f~~g. Regular Agenda~~Hearings~~
~~g~~h. Public Hearings
i. Committee ~~reports~~Reports
~~h~~j. ~~Regular business & reports~~ Information items
~~1) Consent items~~
~~2) Action items~~
~~3) Information items~~
~~i~~k. ~~Public concerns (longer presentations)~~ Board Member Comments (Gov. Code §54954.2(a))
l. General Manager Informational Report on District Operations
~~j~~m. ~~Directors' concerns~~ Closed Session Agenda
~~k~~n. Adjournment

Section 5. Closed Sessions. The Board may meet in c~~C~~losed session ~~s may be called by the Chairman at any time during a meeting~~ in accordance with Sections ~~54950~~ 54956.7 to 54957.2 ~~et. seq.~~ of the California Government Code.

Section 6. Amendments or Additions to the Agenda. Government Code Section 54954.2, subdivision (b) provides that no action shall be taken on any item not appearing on the posted agenda, with certain specific exceptions. Other amendments to the agenda to be conducted during Agenda Review shall consequently be limited to removal, rearrangement, movement between categories, or addition of informational items.

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Section 7. 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.

Section 8. Temporary ~~Chairman~~Chairperson. In the absence of the ~~Chairman~~ Chairperson and Vice-Chairperson~~man-elect~~ 15 minutes after the noticed time of any meeting of the Board, the Clerk of the Board shall convene the meeting and the Board shall elect a temporary Chairperson~~man~~ to conduct such meeting. Upon arrival of the Chairperson~~man~~ or Vice-Chairperson~~man-elect~~ the higher ranking regular officer shall become the presiding officer and conduct such meeting.

Section 9. Rules of Order for Board and Board Committee Meetings

9.1 To the fullest extent practicable, the Board of Directors shall follow the latest edition of Robert's Rules of Order Newly Revised in the conduct of all Board and Board Committee business. If a conflict should arise between these Bylaws and Robert's Rules of Order Newly Revised, the former shall take precedence over the latter.

9.2 To obtain the floor, a Director, staff member or public attendee must be directly recognized by the Chairperson.

9.3 The Director making a motion shall clearly state the action or actions desired.

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

9.5 A Motion to Reconsider Made at the Same Meeting. A Board member who voted with the prevailing side on a question previously considered by the Board, may, prior to the adjournment of the meeting where such question was considered, move that the Board reconsider the vote on that question. Any member may second the motion to reconsider. If a majority of the Board votes in favor of the motion to reconsider, the question will be reheard before the Board. A motion to re-consider made at the same meeting has precedence over every main motion, and may be taken up at any time during the meeting if there is no other motion on the floor. Upon adoption, a motion for reconsideration cancels the previous vote on the question as though the previous vote had never taken place.

9.6 A Motion to Reconsider Made at a Subsequent Meeting. If, after the adjournment of a meeting where a question was previously considered, a Board member who voted with the prevailing side on that question requests reconsideration of the question, a motion for reconsideration will be placed on the agenda of the Board's next scheduled meeting. At that next scheduled meeting, any member may second the motion to reconsider. If a majority of the Board votes in

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favor of the motion to reconsider, the question will be reheard before the Board. Upon adoption, a motion for reconsideration cancels the previous vote on the question as though the previous vote had never taken place.

9.7 Agenda items which shall require a roll call vote are:

a) Contracts or any action involving the expenditure of over $25,000 of District funds;
b) Board Resolutions;
c) Quasi-legislative matters; and
d) Quasi-adjudicatory matters.

9.8 All other Board votes on other Board Meeting Agenda items may be conducted by voice vote, (*i.e.*, signifying affirmative or negative). The Clerk of the Board shall publicly report any action taken in the minutes and the vote or abstention on that action of each member present.

Section 10. Public Hearings

10.1 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. Proponent's testimony
5. Respective rebuttal testimony
6. Public comment
7. Close public hearing
8. Discussion by Board of Directors

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

10.2~~Section 2.~~ Rules of Evidence. The formal rules of evidence applicable to an action at law shall not apply to hearings before the Board. The only rule that shall govern the admissibility or the reception of evidence is the requirement that the offered evidence have some reasonable tendency to explain or shed light on the matter at issue.

10.3~~Section 3.~~ Limitation of Time. The testimony and argument of all persons appearing before the Board shall be limited to a reasonable time as determined by the Chair~~man~~person.

Section 11. Board Meeting Agenda Formation

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11.1 Formation, review and finalization of the Board Meeting Agenda for each regular or special Board Meeting shall be the joint responsibility of the Board Chairperson, General Manager, and Legal Counsel.

11.2 Each Board Member, subject to the provisions in this section and Government Code §54954.2, may ask that a matter be placed on a future Board Meeting Agenda so long as that matter is within the jurisdiction of the District.

11.3 When a Board Member requests that a certain matter be placed on a future Board Meeting Agenda in accordance with subsection 11.2 above, its actual placement on a future Board Meeting Agenda shall depend upon several factors including, but not limited to: existing Board priorities, agenda items already in progress for placement on the Board Meeting Agenda, work load of affected District staff responsible for pre-paring a Board letter or memorandum on the subject as determined by the General Manager, and District Board consensus to place the matter on a future Board Meeting Agenda.

ARTICLE VIII RECORD OF PROCEEDINGS

Section 1. Recordings

All Board of Directors' meetings shall be either audio or video-recorded and these records shall be retained for a period of one year and then destroyed.

Section 2. Written Minutes of Board Meetings

The Clerk of the Board shall prepare for approval by the Board of Directors action minutes recording all resolutions, ordinances, actions, and determinations of the Board. Minutes shall contain mainly a record of what was done at the meeting, not what was said by the Board Members, staff or public. Robert's Rules of Order (11th Ed.), §48.

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 Chairperson attested by the Clerk of the Board shall be deemed sufficient.

ARTICLE ~~VIII~~IX BOARD OF DIRECTORS COMPENSATION

Section 1. Compensation of Directors. Directors' compensation shall be set by resolution, which may be amended from time to time, to provide that Directors shall receive compensation (i.e., *per diem*) in an amount not to exceed a total of six (6) days in any calendar month.

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Section 2. Compensation of Alternates. Alternates shall be compensated in accordance with Section 1 above when acting in the place of the regular member. When both the member and alternate are in attendance, only the member will be compensated.

Section 3. Payment by Voucher. Reimbursement for mileage and expenses, other than monthly Board meeting fees, shall be made upon a voucher signed by the Director and submitted to the Clerk of the Board.

~~**ARTICLE VIII RECORDS OF PROCEEDINGS**~~

~~Section 1. All Board meetings shall be sound recorded and the records shall be retained for a period of one year.~~

~~Section 2. The Clerk of the Board shall prepare for approval by the Board of Directors summary minutes recording all resolutions, ordinances, actions, and determinations of the Board.~~

~~Section 3. 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 Chairman or Chairman-elect attested by the Clerk of the Board shall be deemed sufficient.~~

~~**ARTICLE IX HEARINGS**~~

~~Section 1. Order of Presentation of Evidence and Testimony. First, staff or committees of the District; second, the proponents; third, the opponents; last, proponents' rebuttal.~~

~~Section 2. Rules of Evidence. The formal rules of evidence applicable to an action at law shall not apply to hearings before the Board. The only rule that shall govern the admissibility or the reception of evidence is the requirement that the offered evidence have some reasonable tendency to explain or shed light on the matter at issue.~~

~~Section 3. Limitation of Time. The testimony and argument of all persons appearing before the Board shall be limited to a reasonable time as determined by the Chairman.~~

ARTICLE X 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 established by the Board of Directors. He/she shall serve at the pleasure of the Board. The General Manager shall appoint, by name, a Clerk of the Board and Director of ~~Finance Officer~~Director of Finance, to perform those duties referred to in these Bylaws.

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Section 2. Legal Counsel. The Board of Directors shall obtain legal counsel to ensure 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 as deemed appropriate.

Section 3. Other Employees. The General Manager shall appoint such other employees as are necessary to carry out the programs and policies of the Board of Directors and shall have the authority to execute employment agreements and make appointments pursuant to relevant personnel rules and regulations and shall be within the framework of the annual budget approved by the Board of Directors. The General Manager shall be the primary point of contact with the Board of Directors and individual Directors and shall be the intermediary between the Board of Directors and individual Directors and District staff.

Section 4. Fiscal Matters. Consistent with the provisions of applicable laws of the State of California, and the operational needs of the District, the ~~Finance Officer~~Director of Finance shall be authorized and responsible for the fiscal concerns of the District as follows:

4.1 Prepare, for adoption by the Board of Directors prior to July 1 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 ~~Finance Officer~~Director of Finance 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 ~~Finance Officer~~Director of Finance shall control expenditures to be within the specific categories and purposes in the adopted or amended budget and within the available funds on hand and revenues received.

4.2 Act as the Treasurer of the District and direct the collection and disbursement of all monies into and out of the District treasury. The ~~Finance Officer~~Director of Finance is authorized to make investments and open and close bank accounts as necessary to conduct the business of the District. The Board of Directors shall designate authorized signatories of such accounts by resolution.

4.3 Act as the Purchasing Agent of the District and procure supplies, services and equipment as necessary in accordance with policies established by the Board of Directors.

4.4 Keep detailed records of individual capital assets and periodically balance property records with general ledger accounts. Acquire and dispose of property and equipment in accordance with policies established by the Board of Directors.

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4.5 Maintain a file of records, which account for expenditures and revenues by fund and account as approved in the annual fiscal budget of the District.

4.6 Pursuant to Government Code Section 26909, arrange for an independent audit of District financial records and submit a report of the District's financial position to the Board of Directors.

4.7 Act as Risk Manager of the District to preserve assets and service capabilities and protect against adverse financial impact.

ARTICLE XI BOARD OF DIRECTORS COMMITTEES

Section 1. Establishment of Committees. The Chairman of the Board of Directors may appoint such standing or temporary (*ad hoc*) committees as he/she deems appropriate and shall appoint, with the advice and consent of the Board, the members of committees from among the Directors of the Board. Committees shall be composed solely of members of the Board that are less than a quorum of the Board. The ~~Chairman~~ Chairperson of the Board shall be a member of all standing committees with no distinction between the ~~Chairman~~ Chairperson of the Board and other members of the committee. Attendance of a majority of the committee members shall constitute a quorum of the committee. ~~In the event of a tie vote, the item voted upon shall be forwarded to the Board of Directors for action.~~

Section 2. All Board committee decisions are advisory to the Board of Directors and thus are not binding on the Board of Directors.

ARTICLE XII ADOPTION AND AMENDMENT OF BYLAWS

These bylaws are adopted by resolution and become effective on ~~May 6~~ September 5, ~~2004~~2019. 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. Amendments shall be approved by resolution of the Board.

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BYLAWS

VENTURA REGIONAL SANITATION DISTRICT

Adopted: January 21, 1971
Amended: September 16, 1971
Amended: May 18, 1972
Amended: October 19, 1972
Amended: April 17, 1975
Amended: May 15, 1975
Amended: January 15, 1976
Amended: December 16, 1976
Amended: September 21, 1978
Amended: December 18, 1980
Amended: February 19, 1981
Amended: March 18, 1982
Amended: December 16, 1982
Amended: August 18, 1983
Amended: January 19, 1984
Amended: February 16, 1984
Amended: June 21, 1984
Amended: November 15, 1984
Amended: January 3, 1985
Amended: November 7, 1985
Amended: June 1, 1989
Amended: May 6, 2004
Amended: September 5, 2019

BYLAWS

VENTURA REGIONAL SANITATION DISTRICT

ARTICLE I NAME

Section 1. The name of this organization is the VENTURA REGIONAL SANITATION DISTRICT. It is a continuation of the Ventura Regional County Sanitation District formed by action of the Ventura County Board of Supervisors on July 28, 1970 and restructured by Health & Safety Code Section 4730.6 (enacted January 1, 1984 and amended January 1, 1988).

ARTICLE II PURPOSES & MISSION

Section 1. The Ventura Regional Sanitation District is a county sanitation district established in accordance with and having the authority and powers defined in the County Sanitation District Act, Health & Safety Code Section 4700 et. seq., to meet the regional refuse disposal and sewerage needs of the Ventura County area provided for under that Act.

Section 2. Consistent with its governing statutory authority, the District's functions and powers include, but are not limited to:

a. Satisfying, within its available powers and as directed by law, the efficient and safe treatment, and disposal of waste products of the public and other governmental entities of Ventura County, when in the best interest to do so.

b. Providing technical and environmental management assistance to the County, cities, special districts and private entities when requested to do so or pursuant to contract.

c. Fostering efficiencies of operation, economies of scale to public and private consumers, and environmental protection through regional planning, implementation, construction, operation, maintenance, and management of wastewater and solid waste collection, treatment, and disposal facilities.

d. Promoting environmental research, evaluation, and technological development to reduce impacts of the discharge of waste products in Ventura County.

e. Providing centralized, regional facilities for efficient and economical waste treatment, reclamation, and disposal.

ARTICLE III JURISDICTION

Section 1. The jurisdictional boundaries of the District are coincident with those of Ventura County and include both incorporated (the Cities of Camarillo, Fillmore, Ojai, Oxnard, Port Hueneme, San Buenaventura, Santa Paula, and Thousand Oaks) and unincorporated lands and the special districts of Camarillo Sanitary, Camrosa Water, Channel Islands Beach Community Services, Montalvo Municipal Improvement, Ojai Valley Sanitary, Saticoy Sanitary, Triunfo Water & Sanitation, and County Waterworks Nos. 1 and 16, with the following exceptions:

1.1 The boundaries of the Moorpark and Simi Valley Unified School Districts, except those areas within the Triunfo Water & Sanitation District boundaries, as they existed on September 11, 1985.

ARTICLE IV. ETHICS GUIDELINES FOR BOARD OF DIRECTORS

Section 1. Act 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.

Section 2. Comply with the Law

Directors shall comply with all applicable federal, state and local laws and regulations in the performance of their public duties. These laws include, but are not limited to: the United States and California Constitutions; California Political Reform Act of 1974 (Gov. Code §§87100-87500) and corresponding Fair Political Practices Commission regulations (title 2 Calif. Code of Regs., §18701 et seq.); laws pertaining to conflicts of interest, election campaigns, financial disclosures, employer responsibilities, Brown Act Open Meetings Law (Gov. Code §54950 et seq.), Public Records Act (Gov. Code §6250 et seq.), AB 1234 (Local agencies: ethics; Stats. 2005, ch. 700) and AB 1661 (Local governments: sexual harassment prevention training and education; Stats. 2016, ch. 816).

Section 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, District staff, other public agencies, representatives of other public agencies, and the public.

A. Duty of Care

A Board director must pay attention to organization matters and participate fully in board review and decision-making. He or she must exercise the care that an ordinarily prudent person would exercise in a like position and under similar circumstances.

B. Duty of Loyalty

A Board director must put the needs of the organization ahead of any personal interest when making decisions affecting the organization and may not use information obtained as a Board director for personal gain. A Board director must always maintain confidentiality regarding confidential District operations and business.

C. Duty of Obedience

A Board director must be faithful to the organization's mission and may not act in a manner that is inconsistent with this mission. This requirement is based on the public trust afforded to governmental entities, and the assumption that the agency will manage constituent funds in fulfillment of the District's statutory purpose.

D. Fiduciary Duty

A Board director has a fiduciary (i.e., "one who must exercise a high standard of care in managing another's money or property" (Black's Law Dictionary, 10th ed., p. 743)) duty to the organization and is responsible for assuring the District's fiscal health.

Section 4. Respect for Process

Board Directors shall perform their duties in accordance with the processes and rules of order established in these Bylaws.

Section 5. Conduct at Public Meetings

Board Directors shall be prepared to attend and participate at Board meetings and Board committee meetings; listen courteously and attentively to all public discussions 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.

Section 6. Decisions Based on Merit

Board Directors shall base their decisions on the merits and substance of the matter at hand, rather than on unrelated considerations.

Section 7. Communication

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

Section 8. Conflict of Interest

To ensure their independence and impartiality on behalf of the common good, Board Directors shall not use their official positions to influence government decisions in which they have a material financial interest as defined by California law.

In accordance with governing law, Board Directors shall disclose investments, interests in real property, sources of income, and gifts; and they shall abstain from participating in deliberations and decision-making where conflicts may exist pursuant to Federal and California laws.

Section 9. Gifts and Favors

Board Directors shall not take any special advantage of services or opportunities for personal gain, because of their public office, 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.

Section 10. Confidential Information

Board Directors shall respect the confidentiality of information concerning the property, personnel or affairs of the District that they learn or receive from their interactions with other District Board members, staff, or legal counsel outside of a public meeting, especially for those matters discussed and acted upon in closed session. Board Directors shall not disclose confidential information unless required to fulfill their fiduciary duty nor shall disclose confidential information to advance their personal, financial or other private interest.

Section 11. Representation of Private Interests

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

Section 12. Advocacy

Directors shall represent the official policies of the District to the best of their ability when designated as representatives or delegates for this purpose. When presenting or communicating their individual opinions and positions to the public or to other agencies or agency staff, Board Directors shall: (a) explicitly state that they do not represent the District or the District Board; (b) explicitly state that their views do not reflect the views of the District or the District Board; (c) explicitly state that their opinions and positions are theirs alone; and (d) not allow any inference that they are speaking or acting as District or District Board representatives.

Section 13. Policy Role of Directors

The primary roles of the Board Directors are policy setting and policy review. Board Directors shall not participate in, interfere with nor direct the daily administrative functions of the District or the professional duties of District staff or consultants; nor shall they impair the ability of District staff to implement Board policy decisions. A Board member shall not attempt to circumvent Board direction by attempting to influence others outside of a public Board meeting.

Section 14. Positive Workplace Environment

Directors shall support the maintenance of a positive and constructive workplace environment for District employees and for citizens and businesses dealing with the District. Directors shall recognize their special role in dealings with District employees and shall not provide direct or indirect direction to staff other than the General Manager.

ARTICLE V COMPOSITION OF GOVERNING BOARD

Section 1. The Board of Directors of the Ventura Regional Sanitation District is formed pursuant to the provisions of Section 4730.6 of the Health & Safety Code, which provides that:

1.1 The legislative body of each city located wholly or partially within the District's boundaries shall designate one of its members to be a member of the District's Board of Directors. Each legislative body may designate one of its members as an alternate to act in the place of its regular member in

the case of the absence or disqualification of the regular member. An alternate member shall have the full voting rights of the regular member.

1.2 The Independent Special District Committee, which shall consist of the presiding officers of all independent special districts which have a governing board separately elected from any board of supervisors or city council and which would be entitled to representation on the Ventura Regional Sanitation District Board of Directors under section 4730.1, if that section were applicable to the Ventura Regional Sanitation District, shall designate one elected member of a board of directors of an independent special district represented on the committee to be a member of the District's Board of Directors. The Independent Special District Committee may designate one such elected member as an alternate to act in the place of the regular member in the case of the absence or disqualification of the regular member. An alternate member shall have the full voting rights of the regular member.

1.3 District Board of Director membership stated above is subject to Article III, Section 1.1, above.

ARTICLE VI OFFICERS OF THE BOARD

Section 1. Titles and Functions.

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

1.1 A Chairperson who shall preside at all meetings of the Board of Directors, have general supervision of the affairs of the Board of Directors, represent the Board of Directors in any actions taken by the Board, be an *ex officio* member of all Board committees, and perform such duties as the Bylaws may prescribe.

1.2 A Vice-Chairperson who shall assist the Chairman in performance of his/her duties and act in his/her stead when required.

Section 2. Terms of Office.

2.1 The terms of the Chairperson and Vice-Chairperson shall be one year and one year only from the date of their election as provided in Article V, Section 3. These officers shall continue in office until their successors have been elected.

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

Section 3. Election.

At the first regular meeting of the Board of Directors in January of each year, the Board shall elect the Chairperson and Vice-Chairperson from among its members.

ARTICLE VII MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Time and Place. Regular meetings of the Board shall be set by resolution.

Section 2. Agenda. A copy of each Board meeting agenda shall be mailed to each city and special district represented on the Board of Directors and local news media. Backup materials shall be provided for items of specific interest to each agency.

Section 3. Quorum. No action shall be taken at any meeting of the District's Board of Directors unless a majority of all authorized members of the Board of Directors is in attendance. A majority of the members present shall be required to approve or otherwise act on any matter except otherwise required by law. Each member shall have one vote.

Section 4. Order of Business.

a. Call to Order
b. Roll call
c. Pledge of Allegiance
d. Agenda Review
e. Public Comment (Gov. Code §54954.3)
f. Consent Agenda
g. Regular Agenda
h. Public Hearings
i. Committee Reports
j. Information items
k. Board Member Comments (Gov. Code §54954.2(a))
l. General Manager Informational Report on District Operations
m. Closed Session Agenda
n. Adjournment

Section 5. Closed Sessions. The Board may meet in closed session in accordance with Sections 54956.7 to 54957.2 of the California Government Code.

Section 6. Amendments or Additions to the Agenda. Government Code Section 54954.2, subdivision (b) provides that no action shall be taken on any item not appearing on the posted agenda, with certain specific exceptions. Other amendments to the agenda to be conducted during Agenda Review shall consequently be limited to removal, rearrangement, movement between categories, or addition of informational items.

Section 7. 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.

Section 8. Temporary Chairperson. In the absence of the Chairperson and Vice-Chairperson 15 minutes after the noticed time of any meeting of the Board, the Clerk of the Board shall convene the meeting and the Board shall elect a temporary Chairperson to conduct such meeting. Upon arrival of the Chairperson or Vice-Chairperson the higher ranking regular officer shall become the presiding officer and conduct such meeting.

Section 9. Rules of Order for Board and Board Committee Meetings

9.1 To the fullest extent practicable, the Board of Directors shall follow the latest edition of Robert's Rules of Order Newly Revised in the conduct of all Board and Board Committee business. If a conflict should arise between these Bylaws and Robert's Rules of Order Newly Revised, the former shall take precedence over the latter.

9.2 To obtain the floor, a Director, staff member or public attendee must be directly recognized by the Chairperson.

9.3 The Director making a motion shall clearly state the action or actions desired.

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

9.5 A Motion to Reconsider Made at the Same Meeting. A Board member who voted with the prevailing side on a question previously considered by the Board, may, prior to the adjournment of the meeting where such question was considered, move that the Board reconsider the vote on that question. Any member may second the motion to reconsider. If a majority of the Board votes in favor of the motion to reconsider, the question will be reheard before the Board. A motion to re-consider made at the same meeting has precedence over every main motion, and may be taken up at any time during the meeting if there is no other motion on the floor. Upon adoption, a motion for reconsideration cancels the previous vote on the question as though the previous vote had never taken place.

9.6 A Motion to Reconsider Made at a Subsequent Meeting. If, after the adjournment of a meeting where a question was previously considered, a Board member who voted with the prevailing side on that question requests reconsideration of the question, a motion for reconsideration will be placed on the agenda of the Board's next scheduled meeting. At that next scheduled

meeting, any member may second the motion to reconsider. If a majority of the Board votes in favor of the motion to reconsider, the question will be reheard before the Board. Upon adoption, a motion for reconsideration cancels the previous vote on the question as though the previous vote had never taken place.

9.7 Agenda items which shall require a roll call vote are:

a) Contracts or any action involving the expenditure of over $25,000 of District funds;
b) Board Resolutions;
c) Quasi-legislative matters; and
d) Quasi-adjudicatory matters.

9.8 All other Board votes on other Board Meeting Agenda items may be conducted by voice vote, (*i.e.*, signifying affirmative or negative). The Clerk of the Board shall publicly report any action taken in the minutes and the vote or abstention on that action of each member present.

Section 10. Public Hearings

10.1 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. Proponent's testimony
5. Respective rebuttal testimony
6. Public comment
7. Close public hearing
8. Discussion by Board of Directors

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

10.2 Rules of Evidence. The formal rules of evidence applicable to an action at law shall not apply to hearings before the Board. The only rule that shall govern the admissibility or the reception of evidence is the requirement that the offered evidence have some reasonable tendency to explain or shed light on the matter at issue.

10.3 Limitation of Time. The testimony and argument of all persons appearing before the Board shall be limited to a reasonable time as determined by the Chairperson.

Section 11. Board Meeting Agenda Formation

11.1 Formation, review and finalization of the Board Meeting Agenda for each regular or special Board Meeting shall be the joint responsibility of the Board Chairperson, General Manager, and Legal Counsel.

11.2 Each Board Member, subject to the provisions in this section and Government Code §54954.2, may ask that a matter be placed on a future Board Meeting Agenda so long as that matter is within the jurisdiction of the District.

11.3 When a Board Member requests that a certain matter be placed on a future Board Meeting Agenda in accordance with subsection 11.2 above, its actual placement on a future Board Meeting Agenda shall depend upon several factors including, but not limited to: existing Board priorities, agenda items already in progress for placement on the Board Meeting Agenda, work load of affected District staff responsible for pre-paring a Board letter or memorandum on the subject as determined by the General Manager, and District Board consensus to place the matter on a future Board Meeting Agenda.

ARTICLE VIII RECORD OF PROCEEDINGS

Section 1. Recordings

All Board of Directors' meetings shall be either audio or video-recorded and these records shall be retained for a period of one year and then destroyed.

Section 2. Written Minutes of Board Meetings

The Clerk of the Board shall prepare for approval by the Board of Directors action minutes recording all resolutions, ordinances, actions, and determinations of the Board. Minutes shall contain mainly a record of what was done at the meeting, not what was said by the Board Members, staff or public. Robert's Rules of Order (11th Ed.), §48.

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 Chairperson attested by the Clerk of the Board shall be deemed sufficient.

ARTICLE IX BOARD OF DIRECTORS COMPENSATION

Section 1. Compensation of Directors. Directors' compensation shall be set by resolution, which may be amended from time to time, to provide that Directors shall receive compensation (i.e., *per diem*) in an amount not to exceed a total of six (6) days in any calendar month.

Section 2. Compensation of Alternates. Alternates shall be compensated in accordance with Section 1 above when acting in the place of the regular member. When both the member and alternate are in attendance, only the member will be compensated.

Section 3. Payment by Voucher. Reimbursement for mileage and expenses, other than monthly Board meeting fees, shall be made upon a voucher signed by the Director and submitted to the Clerk of the Board.

ARTICLE X 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 established by the Board of Directors. He/she shall serve at the pleasure of the Board.The General Manager shall appoint, by name, a Clerk of the Board and Director of Director of Finance, to perform those duties referred to in these Bylaws.

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4.1 Prepare, for adoption by the Board of Directors prior to July 1 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 Director of Finance 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 Director of Finance shall control expenditures to be within the specific categories and purposes in the adopted or amended budget and within the available funds on hand and revenues received.

4.2 Act as the Treasurer of the District and direct the collection and disbursement of all monies into and out of the District treasury. The Director of Finance is authorized to make investments and open and close bank accounts as necessary to conduct the business of the District. The Board of Directors shall designate authorized signatories of such accounts by resolution.

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4.5 Maintain a file of records, which account for expenditures and revenues by fund and account as approved in the annual fiscal budget of the District.

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Section 2. All Board committee decisions are advisory to the Board of Directors and thus are not binding on the Board of Directors.

ARTICLE XII ADOPTION AND AMENDMENT OF BYLAWS

These bylaws are adopted by resolution and become effective on September 5, 2019. 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. Amendments shall be approved by resolution of the Board.

RESOLUTION NO. 19-05

VENTURA REGIONAL SANITATION DISTRICT

BOARD OF DIRECTORS

RESOLUTION FOR THE ADOPTION OF THE VENTURA REGIONAL SANITATION DISTRICT BYLAWS

BE IT RESOLVED that the Ventura Regional Sanitation District Board of Directors does hereby approve and adopt the attached Bylaws, to become effective immediately. These Bylaws supersede all previously adopted Bylaws.

PASSED AND ADOPTED this _____day of September 2019, upon the following vote:

AYES:

NAYES:

ABSENT:

ABSTAIN:

_____

Kevin Kildee, Board Chairperson

CERTIFICATION:

I, Juliet Rodriguez, Clerk of the Board of Directors of the Ventura Regional Sanitation District, do certify that the above is a true and accurate copy of Resolution No. 19-05 adopted by the Board of Directors on this _____ day of September 2019.

_____

Juliet Rodriguez