

20200

Draft 3 PUBLIC COMMENT

GOLDEN WEST COMMUNITY SERVICES DISTRICT

BYLAWS

DATED:
RESOLUTION NO.

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**ARTICLE 1
GOLDEN WEST COMMUNITY SERVICES DISTRICT**

1.0 ESTABLISHMENT

The Golden West Paradise Homeowners Association (GWPHA) was established September 1, 1970. All affected parcels and dedicated roads are recorded in maps of Golden West Paradise Unit No. 2 and Unit No. 5. The Golden West Community Services District (GWCS D) conversion from GWPHA was initiated by LAFCO Resolution L-83-43 on November 3, 1983 and approved by a majority vote of landowners in the GWPHA in the election held on June 5, 1984. It was designated "FORMATION NUMBER F-83-05 (GOLDEN WEST COMMUNITY SERVICES DISTRICT)" to operate in accordance with Government Code Section 61600 j and k.

The term "District" hereinafter refers to the Golden West Community Services District.

**ARTICLE 2
OBJECT AND PURPOSE**

2.0 The object and purpose of the District is to maintain the DEDICATED PUBLIC ROADS WITHIN the DISTRICT including weed abatement, tree trimming, culvert repair, pot-hole repair, shoulder backing, resurfacing and improvement of said public roads.

**ARTICLE 3
POWERS AND GOVERNMENT**

3.0 The GWCS D operates pursuant to the Community Services District Law as set forth in Government Code Section 61000 et seq. As a public agency, the GWCS D is subject to numerous Federal, State and Local laws including but not limited to Proposition 218 (Articles XIIIIC and XI IID of the California Constitution), and Labor Code, Public Contract Code, Conflict of Interest laws, Public Records Act, and the Ralph M. Brown Act.

The District has the powers authorized under Government Code Section 61060 and may exercise those powers as necessary and lawful to carry out the District's purpose.

**ARTICLE 4
BOARD OF DIRECTORS AND OFFICERS**

4.0 CONSTITUTION AND AUTHORITY OF THE BOARD

The District Board of Directors (hereinafter, the "Board") shall comprise five (5) members, called Directors. Each Director shall be legally

elected by the voters in the District, appointed by the Board pursuant to Section 4.5, or appointed by the County Board of Supervisors.

Every incumbent of the office of Director, whether elected by popular vote for a full term or appointed, may be recalled by the voters in accordance with the recall provisions of the Elections Code of the State of California.

The authority for conduct of District affairs shall be vested in, exercised by, and directed by the District Board of Directors.

4.1 PRESIDENT AND VICE PRESIDENT

At the regular meeting in December each year, the majority of Directors shall appoint a President and Vice President of the Board for a term of one year. Should the President or Vice President vacate his or her office prior to the end of his or her term, a replacement shall be appointed by the majority of Directors to complete the vacated term.

4.2 FINANCIAL OFFICER

A financial officer shall be appointed from the remaining Board Members.

4.3 ELIGIBILITY

Board members must reside and be a registered voter in the District. Two or more members of the same household may not serve as Directors at the same time.

4.4 TERM

The Director's term of office is four years.

Elected Directors are seated at the December regular meeting following their election. A Director appointed by the Board to fill a vacancy on the Board is seated at the regular meeting at which the Board, by its formal action, appoints that Director. A Director appointed by the County Board of Supervisors is seated at the next regular meeting following such appointment. The term of office of Directors elected or appointed to fill a vacancy on the Board is to be determined by applicable election board rules.

4.5 VACANCY AND REMOVAL OF OFFICERS

All vacancies that occur on the District board shall be filled according to the provisions of California Govt. Code section 1780 et seq., and any other applicable Ca. Gove Code sections.

The Board may appoint a Director to fill a vacancy. The appointment process consists of (i) notifying the El Dorado County elections department of the vacancy and (ii) announcing board position vacancy for 15 days by posting in three places in the District and by publishing said notice in a publication of general circulation in the District prior to Board consideration of the appointment. Any appointment made by the Board to fill a vacancy must occur within 60 days of the

vacancy. Directors appointed by the Board to fill any vacancy shall be sworn in at County elections or by the Board president or secretary, and immediately begins serving the remaining term of the vacated office.

The Board President, Vice President, and/or Financial Officer can be removed from office by a four-fifths (4/5) vote of the members of the Board at a special meeting called for that exclusive purpose.

4.6 PRESIDING OFFICER

The President shall preside at all meetings of the Board. The Vice President shall preside at meetings of the Board in the absence of the President. If both the President and Vice President are absent, the Directors in attendance shall select a Director to preside over the meeting.

4.7 DUTIES OF THE PRESIDENT

The President of the Board shall preside at all meetings of the District. The President shall preserve order and decorum and shall decide questions of order, subject to appeal to the Board of Directors. The President, from the chair, may place a motion before the Board, second a motion and vote irrespective of the existence of an otherwise tie vote. The President shall formulate the monthly agenda with assistance of staff as needed. The Board President must provide to the Board Members a proposed Agenda to determine if all items for discussion have been included four (4) days before posting to the general public.

The President may act as spokesperson for the Board with respect to its actions and policies, and those of the District.

4.8 DUTIES OF THE VICE PRESIDENT

The Vice President shall act if the President is absent or unable to act and shall exercise all of the powers of the President on such occasions.

4.9 DUTIES OF THE FINANCIAL OFFICER

The District's Treasurer is the El Dorado County Office of Auditor/Controller. The Financial officer is the Board's designated liaison with the District Treasurer and works in their capacity under the supervision of the General Manager per Gov. Code 61051.

The Financial Officer shall:

- A. Direct the District's Treasurer to pay District bill(s), upon Board approval of such payment(s).
- B. Be responsible for preparation of a preliminary budget. The Preliminary Budget shall be presented to the Board for consideration at a regular meeting prior to the close of the District's fiscal year;
- C. Prepare District Direct Charges pursuant to the requirements of the El Dorado County Auditor/Controller;
- D. Monitor revenues and expenditures of the District;
- E. Prepare financial reports for the Board and General Manager review.

4.10 AUTHORITY OF INDIVIDUAL BOARD MEMBERS

All powers of the District shall be exercised and performed by the Board as a body. Individual Board Members, except as provided in or otherwise authorized by the Board, shall have no independent power to act for the District, or the Board.

The President, or any member of the Board, may act as a spokesperson if so designated and shall represent the Board where it is appropriate or desirable for the District to appear. This may include attendance at meetings of other public agencies, private entities, before public or private groups, or on other public or private occasions.

4.11 COMPENSATION AND REIMBURSEMENT

The position of Director is voluntary with no compensation for services. Directors may request and receive reimbursement for out-of-pocket expenses incurred on behalf of the District. Approval of such requests and reimbursements shall be by Board action.

ARTICLE 5 GENERAL MANAGER, BOARD SECRETARY, CONSULTANTS

5.0 PRINCIPALS

The Board shall appoint a General Manager and a District Secretary. The General Manager may also act as District Secretary, but no Director may be appointed as General Manager or District Secretary. The General Manager, District Secretary or a third party may also be appointed as the Finance Officer.

5.1 CONSULTANTS

The Board may also appoint, fix the compensation of, and/or prescribe the duties and authorities of other individuals, attorneys, engineers, webmasters and other professional consultants as necessary for the business of the District. The scope and duration of duties and authorities prescribed for such persons or organizations will be delineated in signed contracts made between the District and each consultant.

5.2 DUTIES OF THE GENERAL MANAGER

The General Manager shall be responsible for implementing the policies established by the Board of Directors for the operation of the District as outlined in his or her contract.

The General Manager shall receive compensation from the District, as fixed by the Board, for his/her services to the District.

5.3 DUTIES OF THE DISTRICT SECRETARY

The District Secretary shall take minutes and will record all votes at each regular or special meeting of the GWCSB Board of Directors. The District Secretary shall prepare minutes for adoption by the Board of Directors setting forth all actions taken by the Board. If the District Secretary is unavailable, the Board

President may appoint an acting secretary from the audience with approval of the other board members. The secretary, whether appointed or acting, may not be a Director.

ARTICLE 6 MEETINGS

6.0 SOLE FORUM FOR ACTION

The Board shall act only at its regular meetings, regular adjourned meetings, special meetings or emergency meetings. Duly noticed special meetings and emergency meetings are allowed, but do not substitute for any regular meeting.

The time, place and manner of calling all meetings of the Board shall be undertaken as prescribed in the Ralph M. Brown Act, Government Code sections 54950 et seq.

6.1 QUORUM AND MAJORITY VOTE

The presence of three Directors constitutes a quorum for conduct of District business. Lacking a quorum, the Directors present cannot take action on the part of the Board excepting only to adjourn the meeting until a quorum is obtained. Meetings adjourned due to lack of quorum shall be documented by their Minutes.

Except as explicitly described otherwise herein, every official act of the Board, shall (i) require a quorum to be enacted, and (ii) be enacted by a majority vote of the Directors present at a meeting. Voting shall be by voice vote or roll-call vote. Secret ballots are not allowed.

6.2 REGULAR MEETINGS

The Golden West Community Services District shall hold regular meetings on a monthly basis. The planned annual schedule for regular meetings shall be published at the beginning of each Calendar year by the Board, and posted at a minimum of three public locations within the District and on the District website. The published regular meeting schedule may be amended by action of the Board. All regular meetings shall be noticed by posting of the meeting agenda pursuant to Article 7.

6.3 SPECIAL MEETINGS

Special meetings may be called by the President or any two members of the Board. Special meetings shall be noticed by posting of the meeting agenda pursuant to Article 7.

6.4 ADJOURNED MEETINGS

A majority vote by the Board of Directors may adjourn any meeting at any time during the meeting to any time and place specified in the order of adjournment, except that if no quorum of Directors is present at any regular or adjourned regular meeting, the General Manager may declare the meeting adjourned to a stated time and place.

6.5 COMPLIANCE WITH BROWN ACT

All meetings of the Board of Directors shall be open and public and all persons shall be permitted to attend any public meeting of the Board of Directors except as provided by law; with the exception of closed sessions which may be held as directed by section 54950 et seq. of the Govt. Code (Ralph M. Brown Act).

6.6 TELECONFERENCE MEETINGS

Teleconference meetings shall be conducted in accord with Government Code section 54953b(3) as referenced in the Brown Act as follows:

- A. A majority (quorum) of the Board of Directors must be at the main teleconference location as noticed for the District meeting.
- B. Notice must be given that a member of the Board will be joining by teleconference for all or part of a meeting and his/her teleconference location.
- C. An agenda must be posted at all teleconference locations.
- D. All teleconference locations must be accessible to the public.
- E. Members of the public shall be afforded the opportunity to address the Board at all teleconference locations.
- F. Teleconferencing may be conducted by electronic means through either audio, video, or both.
- G. All votes taken during a teleconference meeting shall be by roll-call.

6.7 RULES OF ORDER

All meetings of the Board of Directors shall be conducted in accord with the Bylaws and Robert's Rules of Order. The Bylaws shall take precedence in any conflict with Robert's Rules of Order.

ARTICLE 7 AGENDAS

7.0 SETTING OF AGENDA

Directors, staff or members of the public may request the President to consider topics for the agenda of any future regular or special meeting. Such requests must be made timely in advance of the meeting to be considered. The President may, at his or her discretion, place any topic so requested onto an agenda of any meeting following such request. However, the President is not bound to place any item so requested on any meeting agenda unless otherwise bound by the fiduciary responsibility of the office, or in the case an item is voted for consideration on an agenda by a majority of Directors. Agendas may incorporate a Consent Calendar listing items of a routine nature not normally requiring discussion.

7.1 DISTRIBUTION

Agendas shall be posted a minimum of seventy-two (72) hours prior to a regular meeting and twenty-four (24) hours prior to a special meeting. Agendas shall be posted in three conspicuous public locations within the District,

and mailed or sent by electronic media to any person who has a request on file to receive agendas.

7.2 REQUEST TO APPEAR

Any person who desires to address the Board at length on a matter shall make a request to do so to the President at least one week before the scheduled meeting date to be placed on the agenda. This provision shall not prevent any person from addressing the Board at a time designated therefor on the agenda.

7.3 AGENDA CHANGE

The Board may not, in any meeting, take action on any item not appearing on that meeting's agenda, excepting that the Board may, by a two-thirds (2/3) affirmative vote, add an item for consideration and possible action to that meeting's agenda if the Board determines that the matter in question constitutes or addresses an immediate emergency, or for other cause permitted under section 54954.2(b) of the "Brown Act".

7.4 PUBLIC COMMENT ON AGENDA ITEMS

Any member of the public may address the Board on any item on the agenda at the time that item is being considered by the Board. Speakers will be limited to three (3) minutes per agenda item as monitored by the District Secretary. Additional time may be extended by the President. Speakers shall not be allowed to "split" their time, nor shall they be permitted to "reserve" all or any portion of their allotted time. If any person fails or refuses to abide by these rules, the President, after warning the speaker, may declare that the speaker is disrupting, disturbing or impeding the orderly conduct of the meeting and order the speaker to leave the meeting room.

7.5 PUBLIC COMMENT ON ITEMS NOT ON THE AGENDA

Any member of the public may address the Board at a regular meeting on any item of interest to the public that is within the subject matter jurisdiction of the District that is not on the agenda, subject to the time limits and restrictions for public comments on agenda items. No action shall be taken on any item not appearing on the agenda unless authorized in accordance with the procedures set forth in Section 54954.2 of the Brown Act. The Board may refer the matter to staff or determine whether the matter should be included on a future agenda for consideration and action.

7.6 MANNER OF ADDRESSING THE BOARD BY AN INDIVIDUAL

A member of the public addressing the Board may give his or her name – in an audible tone of voice for the record. All remarks shall be addressed to the Board as body, not to any individual Director. No person, other than a Director, General Manager and the person having the floor, shall be permitted to enter into any general discussion without the permission of the President.

7.7 MANNER OF ADDRESSING THE BOARD BY A GROUP OF PERSONS

Whenever members of the public wish to address the Board on a single subject matter, it shall be proper for the President to request that a

spokesperson be chosen by the group to address the Board and, in case additional matters are to be presented at the time by any member of that group, to limit the number of persons so addressing the Board, so as to avoid repetition before the Board. The President may set a time limit for persons advocating each side of any particular issue to address the Board on that particular issue.

7.8 CORRESPONDENCE TO THE BOARD

All written correspondence addressed to the Board of Directors is to be sent to the District post office box, or electronically to the Board through the email address on the website. Anonymous correspondence may be ignored.

ARTICLE 8 ACTIONS

8.0 FORM OF ACTIONS

The Board shall act only by ordinance, resolution, or motion. The minutes of the Board shall record the ayes, noes, and abstentions for the passage of all ordinances, resolutions, and motions

8.1 ENACTING CLAUSE OF ORDINANCES

The form of enacting clause of all ordinances passed by the Board shall be: "Be it ordained by the Board of Directors of the Golden West Community Services District as follows".

8.2 EXECUTION OF ORDINANCES

All ordinances shall be signed by the President and attested by the District Secretary.

ARTICLE 9 DEVIATIONS

10.0 DEVIATIONS

Excepting the circumstances listed below, no deviation from or failure to follow any procedure set forth in these Bylaws shall invalidate any action or decision of the Board of Directors unless such deviation or failure has substantially prejudiced the rights of an interested person.

Specific circumstances under which a deviation from or a failure to follow the procedures set forth in these Bylaws shall constitute cause per se to invalidate and nullify an action or decision by the Board shall be:

- A. Any and all actions taken by the Board in any meeting lacking a quorum, excepting actions taken to adjourn said meeting until a quorum can be achieved.
- B. Any and all actions taken by the Board in any meeting that were not properly noticed by published agenda pursuant to Article 7.

- C. Any and all actions taken by the Board outside of any regular, adjourned, special or emergency meeting of the Board.

ARTICLE 10 RECORDS

10.0 RECORDS

Public records of the Golden West Community Services District shall be open to inspection as provided in the California Public Records Act.

ARTICLE 11 COMMITTEES

11.0 DUTIES

A Committee may take no action. Recommendations for formal action of the Board of Directors are made in reports from each Committee.

A Committee shall give a report at regular meetings of the Board and, if a need to take action should arise, the Committee shall bring a recommendation to the Board of Directors for possible future action at any duly noticed meeting. The Committee Chairman shall notify the President of items to be placed on a meeting agenda where action is warranted.

No more than two (2) board members may participate on any committee.

11.1 AD HOC COMMITTEES

Ad hoc Committees may be created by the Board of Directors to undertake special assignments on behalf of the Board. An ad hoc Committee shall exist for a specified term or until its special assignments are completed, whichever comes first, but its existence may be extended for an added term or added assignments by action of the Board. Unless otherwise specified, members of an ad hoc Committee shall be appointed by the Board and shall serve at the Board's pleasure. Ad Hoc Committee meetings are not subject to the provisions of the Brown Act.

11.2 STANDING COMMITTEES

Standing Committees may be created by the Board of Directors to undertake special assignments on behalf of the Board. A Standing Committee may continue in existence indefinitely. Unless otherwise specified, members of a Standing Committee shall be appointed by the Board and shall serve at the Board's pleasure. Standing Committee meetings are subject to the provisions of the Brown Act.

ARTICLE 12 BOARD CONDUCT

12.0 CONFLICT OF INTEREST

No Director shall make, participate in or in any way attempt to use his or her official position to influence a decision on any issue when prohibited from doing so by the Political Reform Act of 1974 (Government Code Section 81000, et. Seq.), or any other law. A Director shall, when an agenda item is called, declare that he or she has a conflict of interest, state what the conflict of interest is, and shall remove him or herself from the Board room during the discussion. The Director's removal shall be noted on the record by the District Secretary, who shall also note the Director's return when the item is completed.

12.1 ETHICS

Directors shall at all times comply with the District's Ethics Policy for Board of Directors. Directors shall comply with the requirements of Government Code Section 53235 by receiving at least two hours of training in general ethics principles and ethics laws relevant to District service every two years and shall file with the District Secretary a copy of the certificate verifying the completion of such training. An additional copy of the certificate shall be placed in the appropriate file in storage and marked by year of ethics training.

12.2 DECORUM

- A. Directors should commit themselves to emphasizing the positive, avoiding double talk, hidden agendas, gossip, backbiting, and other negative forms of interaction.
- B. Directors should commit themselves to focusing on issues and not personalities. The presentation of the opinions of others should be encouraged. Cliques and voting blocks based on personalities rather than issues should be avoided.
- C. 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.
- D. The work of the District is a team effort. All individuals should work together in the collaborative process, assisting each other in conducting the affairs of the District.
- E. Board members and the General Manager privy to confidential information must exercise caution in expressing views on social media. Anything said must be public knowledge and the board member's sole opinion.

**ARTICLE 13
AMENDMENTS TO BYLAWS****13.0 NOTICE AND VOTE TO AMEND**

Upon recommendation of the Board of Directors, these Bylaws may be amended or by a four-fifths vote of the Board of Directors in a duly noticed and constituted meeting. Notice of any recommended or pending amendment of these Bylaws must be announced at a regular meeting of the Board at least one month prior to the meeting in which the amending vote is taken.

REVISION HISTORY

1 ST REVISION	May 28, 2015
2 ND REVISION	June 16, 2015
3 RD REVISION	July 9, 2015
4 TH REVISION	July 30, 2015
DRAFT 1 to PUBLIC	August 8, 2015
DRAFT 2 TO PUBLIC	September 12, 2015
DRAFT 3 TO PUBLIC	October 17, 2015