

Murphys Sanitary District Board Policy & By-Laws June 20, 2019

“A policy is a deliberate system of principles to guide decisions and achieve rational outcomes. A policy is a statement of intent and is implemented as a procedure or protocol.”

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DISTRICT MISSION STATEMENT

To provide the highest level of collection, treatment and reuse of wastewater for environmental and beneficial purposes at the lowest cost possible to the users of the district.

BOARD MISSION STATEMENT

The primary responsibilities of the Board shall be the formulation and evaluation of District policy as well as legal and fiduciary oversight of the District and its mission.

VISION STATEMENT

The Board of Directors seeks to create an environment that promotes respect and communication throughout the District and are effectively helpful to the Community. The Board will:

- Meet the needs of our Community by providing efficient and cost-effective service
- Comply with County, State and Federal Regulation
- Cooperate with other districts and agencies to best serve our Community
- Obtain and implement best practices
- Set a standard of excellence for public agencies

THESE POLICIES ESTABLISH THE RESPONSIBILITIES, DUTIES AND LIMITATIONS OF THE BOARD AND INDIVIDUAL BOARD OF DIRECTORS.

I. RESPONSIBILITIES OF THE BOARD OF DIRECTORS

- A. **Policy.** The primary responsibility of the Board shall be the formulation and evaluation of policy. Routine operation of the District shall be delegated to the District Managers and to other members of the District staff, as appropriate. The Board and individual Directors do not give direction on day-to-day operations of the District.
- B. **Limits on Commitments.** The Board designates the Districts Public Information Officer as the authorized person to speak on behalf of the District. Individual Directors or a group of Board of Directors shall not imply or express any commitment or representation of the Board or the District unless approved by the Board.
- C. **Obtaining Information.** Board of Directors may obtain information from other Directors or the Administration Manager in accordance with the Ralph M. Brown Act (California Government Code §54950 through §54926). In seeking clarification for policy-related concerns, especially those involving personnel, legal action, land acquisition and development, finances, and programming, said concerns should ordinarily be referred directly to the Administration Manager for access to legal counsel.
- D. **Personal Conduct.** Board of Directors shall conduct themselves with dignity, shall treat other Directors and District Staff with courtesy, shall respect the rights of other Directors to give opinions, shall listen attentively and respond appropriately in a professional manner & give first priority to the needs and best interests of the District. Differing viewpoints are healthy in the decision-making process. Directors do not represent any fractional segment of the community, but are, rather, a part of the body that represents and acts for the community as a whole. Once the Board of Directors take action, Directors should commit to supporting the collective Board action and not to create barriers to the implementation of said action. Board of Directors shall focus on issues and not personalities, respect differing points of view, disagree without being disagreeable, and once the Board has acted, support the action of the Board.
- E. **Issues and Concerns.** Board of Directors shall refer customer issues and concerns directly to the Administration Manager, report public health and safety concerns immediately to the Administration Manager, and seek clarification and information from the Administration Manager on such issues as policy, personnel, legal action, land acquisition and development, finances, and other matters related to the operation of the District.
- F. **Interactions with Other Members of District Staff.** If approached by Other Members of District Staff concerning specific District policy, Directors should direct inquiries to the Administration Manager.
- G. **Interactions with Community Members.** If approached by a member of the public concerning specific District policy, Directors should direct inquiries to the Administration Manager.
- H. **Meeting Attendance.** Board of Directors are expected to attend all regular and special meetings of the Board unless there is good cause for absence. Pursuant to California State Law, a vacancy shall occur if any Director ceases to discharge the duty of his/her office for the period of three (3) consecutive meetings except as authorized by the Board of Directors or as otherwise provided by state law.
- I. **Agenda Items.** All requests from the Board for information/agenda items will be directed through the Administration Manager or their designee and distributed to all Board of Directors.

II. AUTHORITY OF THE BOARD

- A. Individual Directors shall have no power to act for Murphys Sanitary District (MSD), or the Board, or to direct the staff of MSD, except as authorized by the Board.
- B. The Board sets the policy for the District. The District's Administration Manager and Operations Manager serve at the pleasure of the Board. The Board will provide policy direction to the Administration Manager and Operations Manager on matters within the District of the Board by majority vote.

III. CODE OF ETHICS

- A. The proper operation of the District requires decisions and policy to be made in the proper channels of government structure, that public office not be used for personal gain, and that all individuals associated with the District remain impartial and responsible towards the public. Accordingly, it is the policy of the District that Board and staff will maintain the highest standard of personal honesty and fairness in carrying out their duties.
- B. To conform to the requirements of AB1234, all Board of Directors need to take at least two (2) hours of ethics training every two years and receive a certificate of completion. The District must keep records indicating when each Board member has completed the training and who provided the training for five years.
- C. Except as specifically authorized, a Board member will not use or permit the use of District owned vehicles, equipment, telephones, materials or property for personal convenience or profit. A Board member will not ask or require a District employee to perform services for the personal convenience or profit of a Board member or employee. Each Board member must protect and properly use any District asset within his or her control, including information recorded on paper or in electronic form. Board of Directors will safeguard District property, equipment, moneys and assets against unauthorized use or removal, as well as from loss due to criminal act or breach of trust. Board of Directors are responsible for maintaining written records, including expense accounts, in sufficient detail to reflect accurately and completely all transactions and expenditures made on the District's behalf, in accordance with the District's policy for reimbursement of expenses of Board of Directors.
- D. A Board member is not authorized, without approval of the Board, to disclose information that qualifies as confidential information under applicable provisions of law to a person not authorized to receive it, that (1) has been received for, or during, a closed session meeting of the Board, (2) is protected from disclosure under the attorney/client or other evidentiary privilege, or (3) is not required to be disclosed under the California Public Records Act.
- E. This section does not prohibit a board member from performing any of the following: (1) making a confidential inquiry or complaint to the District's general counsel or grand jury concerning a perceived violation of law, including disclosing facts to the District's general counsel or grand jury that are necessary to establish the alleged illegality of an action taken by the District, (2) expressing an opinion concerning the propriety or legality of actions taken by the District in closed session, including disclosure of the nature and extent of the allegedly illegal action, or (3) disclosing information acquired by being present in a closed session that is not confidential information. Prior to disclosing confidential information pursuant to (1) or (2), above, however, a Board member will first bring the matter to the attention of either the President of the Board or the full Board, to provide the Board an opportunity to cure an alleged violation. A Board member who willfully and knowingly discloses confidential information received by him or her in the course of his or her official duties may be guilty of a misdemeanor.
- F. Board of Directors are prohibited from soliciting political funds or contributions at District facilities. A Board member will not accept, solicit or direct a political contribution from any person or entity who has a financial interest in a contract or other matter while that contract or other matter is pending before the District. A Board member will not use the District's seal, trademark, stationery, or other indicia of the District's identity, or facsimile thereof, in any solicitation for political contributions contrary to state or federal law. Board of Directors must not accept entertainment, gifts, or personal favors that could, in any way, influence, or appear to influence, business decisions in favor of any person or organization with whom or with which the District has, or is likely to have, business dealings. Similarly, Board of Directors must not accept any other preferential treatment under these circumstances because their position with the District might be inclined to, or be perceived to, place them under obligation.
- G. District officials shall not, for a period of one year after leaving [their] office or employment, act as agent or attorney for, or otherwise represent, for compensation, any other person, by making any formal or informal appearance before, or by making any oral or written communication to, that local government agency, or any committee, subcommittee, or present officer of that local government agency, or any officer or employee of the local government agency, if the appearance or communication is made for the purpose of influencing administrative or legislative action, or influencing any action or proceeding involving the issuance, amendment, awarding, or revocation of a permit, license, grant, or contract, or the sale or purchase of goods or property.
- H. The District Managers have primary responsibility for (1) ensuring compliance with the District's Employee Handbook, and ensuring that District staff do not engage in improper activities, (2) investigating allegations of

improper activities, and (3) taking appropriate corrective and disciplinary actions. The Board has a duty to ensure that the District Managers are operating the District according to law and the policies approved by the Board. Board of Directors are encouraged to fulfill their obligations to the public and the District by disclosing to the District Managers to the extent not expressly prohibited by law, improper activities within their knowledge. Board of Directors will not interfere with the District Managers responsibilities in identifying, investigating and correcting improper activities, unless the Board determines that the District Managers are not properly carrying out these responsibilities. Nothing in this section affects the responsibility of the Board to oversee the performance of the District Managers.

- I. A Board member will not include false or misleading information in a candidate's statement for a general District election.
- J. A perceived violation of this policy manual by a Board member should be referred to the President of the Board or the full Board for investigation, and consideration of any appropriate action warranted by law.

IV. GOVERNING LAWS

- A. The Board of Directors shall comply with and shall be guided by applicable provisions of the State law, MSD's Bylaws, and the motions, resolutions and ordinances enacted by the Board of Directors.
- B. Motions, resolutions and ordinances may be enacted by the Board in accordance with Title 6, Division 3 of the California Government Code.
- C. Whistle Blowing: A Board member will not directly or indirectly use or attempt to use the District or influence of his or her position for the purpose of intimidating, threatening, coercing, commanding or influencing any other person for the purpose of preventing such person from acting in good faith to report or otherwise bring to the attention of a District Manager or the Board any information that, if true, would constitute: a work-related violation by a Board member or District employee of any law or regulation, waste of District funds, abuse of District, a specified and substantial danger to public health or safety due to an act or omission of an District official or employee, use of an District office or position or of District resources for personal gain, or a conflict of interest of a Board member or District employee.
- D. A Board member will not directly or indirectly use or attempt to use the District or influence of his or her position for the purpose to affect any action as a reprisal against a District Board member or District employee who reports or otherwise brings to the attention of the DISTRICT MANAGERS, any Board of Directors or the public any information regarding the subjects described in this section.
- E. Any person who believes that he or she has been subjected to any action prohibited by this section, may file a confidential complaint by following one of the steps below:
 - **Employees:** Will file their complaint with one or both District managers as laid out in the employee handbook.
 - **District Managers:** Will have the option to (1) address and resolve the complaint or (2) file their complaint with any Board Member who will call for a Special closed session Board Meeting or (3) use the District Legal Counsel for further recommendations.
 - **Board of Directors:** Will request via the Administration Manager or the Board President that a special meeting be called to discuss the prohibited action.

Upon the conclusion of the investigation, the District Managers (or the Board in case of a complaint against the District Managers) will take appropriate action consistent with the District's Employee Handbook and applicable law (Labor Code Section 1102.5, et seq., and Government Code Section 53296, et seq.).

V. BOARD ORGANIZATION

- A. There shall be FIVE members: a president, a vice-president, secretary, treasurer and a parliamentarian, who shall be the MSD Board of Directors.
- B. Elections of members shall be held at the first meeting in December of each year. These positions will serve for one- year terms.
- C. Selection of the Positions of the Board of Directors may be on a rotational basis amongst all Directors. In the event of a board member vacancy mid-term, the board can select new Positions at the time of the notice of vacancy and/or at the appointment of a new Board member.
- D. The President of the Board of Directors shall serve as chair at the Board meetings. The President shall have the same rights as the other Directors in introducing motions, resolutions, and any discussion of question that

follow said actions.

- E. In the absence of the President, the Vice-President of the Board of Directors shall serve as President Pro tem over all meetings of the Board. If the President and Vice-President of the Board are both absent the Secretary shall preside over the meeting.

VI. ROLE OF BOARD OF DIRECTORS (Powers, Purposes, Duties and Functions)

A. PRIMARY RESPONSIBILITIES

The primary responsibility and duties of the Board shall be the evaluation and formulation of District policy as well as legal and fiduciary oversight of the District and its mission.

Board Member responsibilities include a commitment to:

- Serve as a part of a unified governance body;
- Govern within Board of Directors policies, standards and ethics;
- Commit the time and energy to be effective;
- Represent and make policy decisions for the benefit, and in the best interest, of the community we serve;
- Support collective decisions;
- Communicate as a cohesive Board of Directors with a common vision and voice;
- Operate with the highest standards of integrity and trust;
- Be prepared for meetings: Board members must have information available regarding topics that will be decided at the meeting. Agenda and accompanying material will be made available to you prior to the meeting. Review all material so that a decision does not have to be delayed.

B. PRIMARY DUTIES

1. Provide oversight and approval of the District 10-year CIP
2. Set written policies for the District
3. Provide fiduciary oversight for all District operations
4. Approve annual fiscal budget
5. Monitor the budget performance
6. Establish written policy on how Board Meetings are conducted
7. Set Director compensation policy
8. Set rates and fees for District services
9. Hire and discharge the DISTRICT MANAGERS
10. Provide annual performance evaluations on DISTRICT MANAGERS

C. GOVERNANCE FUNCTIONS

To fulfill its responsibility, the Board is committed to establishing policies to govern MSD. The Board shall consider all matters submitted for the agenda by a Director, the DISTRICT MANAGERS or the public. All agenda items shall be acted upon by the Board. The Board shall prescribe rules for its own governance which are consistent with Federal, State and local laws and regulations.

VII. ROLE OF INDIVIDUAL DIRECTORS

The Board of Directors is the unit of authority for MSD. Apart from their normal function as a part of this unit, Board of Directors may not commit the District to any policy, act or expenditure unless duly authorized by the Board. Nor may an individual Board Member direct staff to perform specific duties unless duly authorized by the Board. Board of Directors do not represent any factional segment of the District, but are, rather, a part of the body which represents and acts for the District as a whole.

Each Board Member has the right to place an item on a subsequent Board Meeting agenda by submitting a request to the President of the Board or the Administration Manager. Agenda item requests received after the posting deadline for a specific agenda as set forth in state law will be added to the following agenda.

Board of Directors will make every effort to attend assigned committee meetings and board meetings and to prepare adequately for each such meeting and to observe the rules of decorum as set forth herein.

Board of Directors must be prepared and have read all materials provided. When requesting information from staff, Board of Directors shall contact the DISTRICT MANAGERS. When responding to community requests or concerns, Board of Directors should direct such inquiries to the District office.

VIII. MEETING OF THE BOARD

A. TIME AND PLACE OF MEETINGS

The Board adopts a Regular monthly meeting schedule. Unless otherwise specified and posted by action of the Board, meetings shall be held at the MSD office, 10:00 a.m. on the second Thursday of the month.

B. PUBLIC NATURE OF MEETINGS

All meetings of the Board shall be open to the Public, except when the Board is convened in Closed Session as authorized under provisions of law. Meetings of standing committees of the Board composed of three or more Board members shall be subject to the "open meetings laws and regulations" and shall comply with notification as required by law.

C. QUORUM AND VOTING REQUIREMENTS

A majority of the Board of Directors shall constitute a quorum for the transaction of business. No ordinance, resolution or motion shall be passed without three affirmative votes.

D. RULES OF DECORUM FOR BOARD MEETINGS

1. DECORUM—Meetings of the Board of Directors shall be conducted in an orderly manner to ensure that the public has a full opportunity to be heard and that the deliberative process of the Board is retained at all times. The presiding member of the Board, who shall be the President, Vice President, Secretary, or in their absence, other member so designated by the Board, shall be responsible for maintaining the order and decorum of the meetings.
2. RULES OF DECORUM—While any meeting of the Board is in session, the following rules of order and decorum shall be observed:
 - a. BOARD OF DIRECTORS—The Board shall preserve order and decorum, and a member of the public shall not by conversation or other means delay or interrupt the Board proceedings or disturb any other person while speaking.
 - b. PERSONS ADDRESSING THE BOARD—Public oral communications at the Board meetings should not be a substitute for any item that can be handled during the normal working hours of MSD. The primary purpose of oral communications is to allow citizens the opportunity to formally communicate with the MSD Board as a whole, for matters that cannot be handled during the regular working hours of MSD. Each person who addresses the Board shall do so in an orderly manner. Any person who makes threatening remarks, or engages in any other disorderly conduct which disrupts, disturbs or otherwise impedes the Board meeting, in compliance with the Brown Act, shall, at the discretion of the presiding member or a majority of the Board, be removed from the meeting.
3. ADDRESSING THE BOARD - A person wishing to address the Board regarding an item which is on the Board meeting agenda shall do so at the public comment period for that item. Persons wishing to discuss a non-agenda item may seek recognition by the presiding member during the "Public Comment" portion of the meeting. No person shall address the Board without first being recognized by the presiding member. The following procedures shall be observed by persons addressing the Board:
 - a. Public Comment (Limit 5 minutes per person) on items not appearing on agenda.
NOTICE: Pursuant to Government Code § 54954.3(a), any member of the public shall be provided with the opportunity to directly address the Murphys Sanitary District Board of Directors concerning any item that has been described in the notice for the meeting before or during consideration of that item or on items not on the agenda but within the District's jurisdiction provided that no action be taken on off-agenda items unless otherwise authorized by law.
 - b. All remarks or questions shall be addressed to the Board as a whole and not to any single member thereof, unless in response to a question from said member.
4. ENFORCEMENT OF DECORUM - The rules of decorum set forth below shall be enforced in the following manner:
 - a. WARNING—The presiding member shall request that a person who is breaching the rules of decorum be orderly and silent. If, after receiving a warning from the presiding member, a person persists in disturbing the meeting, the presiding member shall order said person to leave. If such person does not leave the meeting room, the presiding member may order any law enforcement member who is on duty to remove said person from the Board meeting room. If no member is on duty, the presiding office shall follow disorderly conduct procedures noted below:

- b. DISORDERLY CONDUCT—Clear Room (Govt. Code 54957.9). In the event that any meeting is willfully interrupted by a group or groups of persons so as to render the orderly conduct of such meeting unfeasible and order cannot be restored by the removal of individuals who are willfully interrupting the meeting, the Presiding Member of the Board conducting the meeting may order the meeting room cleared and continue in session. Only matters appearing on the agenda may be considered in such a session. Representatives of the press or other news media, except those participating in the disturbance, shall be allowed to attend any session held pursuant to this section. Nothing in this section shall prohibit the legislative body from establishing a procedure for readmitting an individual or individuals not responsible for willfully disturbing the orderly conduct of the meeting.
 - c. MOTION TO ENFORCE—If the presiding member of the Board fails to enforce the rules set forth above, any member of the Board may move to require the presiding member to do so. If the presiding member of the Board fails to carry out the will of a majority of the Board, the majority may designate another member of the Board to act as presiding member for the limited purpose of enforcing any rule of this section which it wishes to enforce.
 - d. ADJOURNMENT—If a meeting of the Board is disturbed or disrupted in such a manner as to make infeasible or improbable the restoration of order, the meeting may be adjourned or continued by the presiding member or a majority of the Board, and any remaining Board business may be considered at the next meeting.
5. SEVERABILITY—If any provision of this section is for any reason held unconstitutional or otherwise invalid by any court of competent jurisdiction, such provision shall be deemed a separate, distinct and independent portion of this section, and such holding shall not affect the validity of the remaining portions of this section.

E. BOARD ACTION

The Board shall act only by ordinance, resolution, or motion. Except where action is taken by the unanimous vote of all Directors present and voting, the ayes and noes shall be taken upon the passage of all ordinances or resolutions and shall be entered in the minutes. An ordinance does not require two readings at separate meetings, and unless otherwise provided by its own terms, shall become effective upon adoption. All motions, including a motion to adopt an ordinance or to approve a resolution, shall require a second. If a second is not received, the motion shall die without the requirement of a vote. Any member of the Board can make a motion or second a motion. The presiding member shall not call for a vote on any motion until sufficient time has been allowed to permit any member of the Board to speak. Complex motions should generally be prepared in writing and read aloud to the Board at the time the motion is made. If a motion is not in writing, and if it is necessary for full understanding of the matter before the Board, the motion shall be restated prior to the vote. Common motions may be stated in abbreviated form and will be put into complete form in the minutes. Until the presiding member states the question, the director who made the motion, with the approval of the second, may modify their motion or withdraw it completely. However, after the question has been stated by the presiding member, the motion may be changed only by a motion to amend which is seconded and carried.

F. BOARD DECISIONS

- 1. Action can only be taken by the vote of the majority of the voting members of the Board of Directors. Three Directors represent a quorum for the conduct of business. Action taken at a meeting where only a quorum is present, therefore require at least two to be effective. This policy applies as well to abstentions from voting. A Director abstaining in a vote is considered as absent for that vote.
- 2. Adoption or rejection of a resolution shall require a majority vote by the Board of Directors. In the event that a quorum of 4 Directors are present a minimum vote of 3 Directors is necessary to either adopt or reject a Resolution. Adoption or rejection of a resolution shall require a roll call vote of the Directors present. Such vote shall be recorded on the voting register of the resolution.
- 3. The Board of Directors may give directions or instructions which are not formal action. Such situations do not require formal procedural process. Such directions include the Board's directives and instructions to the Manager.
- 4. The Board President shall determine by consensus a Board directive or instruction and shall state it for clarification. Shall any two Directors challenge the statement of the President a voice vote may be requested.
- 5. Actions by the Board of Directors include, but are not limited to the following:
 - a. Adoption or rejection of policies.

- b. Adoption or rejection of a resolution.
- c. Approval or rejection of any contract or expenditure.
- d. Approval or rejection of any proposal which commits District funds or facilities, including employment and dismissal of personnel.
- e. Approval or disapproval of matters which require the District or its employees to take action and/or provide services.

G. PUBLIC HEARINGS

A public hearing is primarily intended to obtain public testimony or comment before significant decisions are made. A public hearing can occur as part of a regular or special public meeting or, in some circumstances, can be entirely separate from a public meeting. A public hearing is obligatory when due process is required, or when a specific statute or local regulation requires one. A local government may also hold a public hearing when it desires public input on a sensitive or controversial policy issue. Murphys Sanitary District will follow all applicable laws regarding public hearings.

H. ORDERLY DISCUSSION

In order to promote discussion of the issues before the Board, each member shall be recognized by the presiding member before speaking. Notwithstanding any provision of this Policy, however, each member of the Board shall have a right to be heard within reason on any issue before the Board. Each member of the Board may seek information or comment by the staff on any question.

I. PARLIAMENTARY PROCEDURES AFFECTING MOTIONS

Murphys Sanitary District follows all laws and complies with the Brown Act and uses Roberts Rules of Order for all parliamentary procedures.

IX. BOARD RECRUITMENT POLICY

A. QUALIFICATIONS FOR BOARD MEMBERS

- 1. Live within the Murphys Sanitary District
- 2. Registered to vote within the Murphys Sanitary District

B. RECRUITMENT

- 1. Use poster, flyer media posted on public area bill boards; i.e. market, other businesses etc.
- 2. Distribute Recruitment Brochure
- 3. Use social media
- 4. All Board members reach out to qualified community members
- 5. Post on our Website
- 6. Post notice on monthly billing statements
- 7. Contact Board of Supervisors
- 8. Appoint a Recruitment Officer (a Board Member)

C. RECRUITMENT OFFICER DUTIES

- 1. Working with staff, create a list of prospective members.
- 2. Has staff call the prospects on the list created by the recruitment officer, answer questions, send brochure and application package if interested.
- 3. Recruitment officer follow's up with the prospect
- 4. Set up a Special meeting to review applications and possibly interview candidates

X. DIRECTOR ROLES & RESPONSIBILITIES

A. DUTIES of the PRESIDENT

- 9. The President of the Board shall preside at meetings of the Board of Directors.
- 10. The President shall consult with the Clerk to the Board regarding the preparation of each Board meeting agenda.
- 11. The President shall have the same right as other members of the Board to discuss and to vote on questions\items for action before the Board.
- 12. The President of the Board shall establish, in consultation with other Board of Directors, and can be a participant in committees as needed.
- 13. The President of the Board shall sign official District documents on behalf of the Board when authorized to do so by a majority of the Board.
- 14. Serves on committees.

B. DUTIES of the VICE PRESIDENT

1. In the President's absence, or during any disability of the President, the Vice-President shall have the powers and duties of the President of the Board as prescribed by district policy.
2. The Vice-President shall have such other powers and duties as a majority of the Board may from time to time determine.
3. The Vice-President works closely with the President of the Board and other staff.
4. Serves on committees.

C. DUTIES of the SECRETARY

1. The Secretary of the Board shall cause accurate minutes of each Board meeting to be taken, transcribed and distributed to each Board Member in a timely manner for review prior to approval.
2. Any of the foregoing responsibilities may be delegated to staff members under the supervision of the Administration Manager.
3. The Secretary of the Board shall sign the approved minutes.
4. The Secretary of the Board shall sign other official District documents on behalf of the Board when authorized to do so by a majority of the Board.
5. Serves on committees.

D. DUTIES of the TREASURER

1. The Treasurer of the Board shall assure that accurate accounting and financial records are maintained by the District.
2. It is recommended that the Treasurer shall annually review the District's financial audit with District personnel prior to submitting the audit to the balance of the Board.
3. Serves on committees.

E. DUTIES of the DIRECTOR at LARGE\PARLIMENTARIAL

1. The Director at Large shall have such other powers and duties as a majority of the Board may from time to time determine.
2. Director at Large shall annually, at fiscal year-end, review the performance of the Board and make recommendations to improve its performance.
3. Serves on committees.

XI. SIGNING of OFFICIAL DOCUMENTS

A. RESOLUTIONS

1. Requires two signatures
2. First signer: President
3. Second signer: Vice President or Secretary

B. MINUTES

1. Requires two signatures
2. First signed by Board Clerk
3. Attested by the Secretary

A. BANKING:

1. WIRE TRANSFERS
 - a. Initiated by the Administration Manager
 - b. Transfer must be executed and signed by a Board Member
2. CHECKS
 - a. All checks produced for payment should have two Board Member signatures
 - b. If a check disbursement must be processed, and two Board members are not available, then follow steps 1 through 4 of the check signing policy and only the Operations Manager signature will be required to remit the payment.
3. CONTRACTS
 - a. All contracts will be signed by the President or the Board's designee.

XII. COMMITTEES

- A. The Board President may appoint committees subject to ratification of the Board. The Board may create

standing committees and ad hoc committees at its discretion. Unless, to perform a duty is expressly delegated to a Committee, committee motions and recommendations shall be advisory to the Board and shall not commit the District to any policy, act or expenditure. Nor may any committee direct staff to perform specific duties unless duly authorized by the Board. Committees so appointed may be open to the public and must include at least one (1) member of the Board of Directors, but may not include a majority of the Board of Directors.

- B. The appointing member shall name the chairperson of each committee, without Board ratification. Each committee chairperson shall select such staff and consultants as is deemed necessary or appropriate, to facilitate the committee's operations.
- C. Each committee shall meet as needed, either at the call of the committee chairperson, any two committee members or the DISTRICT MANAGERS.
- D. Committees shall operate in a manner that complies with the Ralph M. Brown Act, its amendments and interpretations.
- E. Any committee may be dissolved by the President, subject to ratification by the Board of Directors.

XIII. REMUNERATION, REIMBURSEMENT and OTHER BENEFITS *Revised 06-2019*

A. STIPEND

It shall be the policy of the MSD Board that each member of the Governing Board elected by MSD Community or appointed by the MSD Board of Directors may receive a stipend in the amount of one hundred dollars (\$100) for each day's attendance at regular meetings and twenty-five dollars (\$25.00) every ½ hour, not to exceed one hundred dollars (\$100) for each day's attendance at special meetings of the Board. The maximum daily rate per Board member is one hundred and twenty-five dollars (\$125). This shall include travel time up to one day before and after said service. A member of the board of directors may waive any or all of the payments permitted by this section This policy is based, in part, on Section 61047(a) of the California Government Code.

B. REIMBURSEMENT OF TRAVELING AND INCIDENTAL EXPENSES INCURRED

- 1. Directors may receive their actual and necessary traveling and incidental expenses incurred while on official business, pursuant to Government Code Section 61047(c). Reimbursement for these expenses is subject to Government Code Sections 53232.2 and 53232.3.
- 2. Directors shall be reimbursed by MSD for reasonable expenses, including travel, lodging and meals incurred when attending board and committee meetings or when making any trips on official business of MSD when so authorized by the Board prior to expenses incurred. All requests for reimbursement will be made to the MSD Administrative Manager within 30 days of the actual expense. The following is a list of meetings allowed for stipend pay, mileage or other approved expenses:
 - a. TS-IRWM Regular monthly meetings or special meetings. Stipend Rate \$ 50
 - b. Mountain Counties Water Resources Association (MCWRA) meetings or special events and conferences. Stipend Rate \$100
 - c. Board Member Training. Within 1 to 50 miles of MSD office, Stipend Rate \$50 per day maximum \$100; 51 miles or further Stipend Rate \$100 per day maximum \$200
- 3. While driving on MSD business either using their own personal vehicle or a rental vehicle, Directors must meet the following conditions;
 - a. The Director should obey all state and local driving laws and observe driving conditions with the utmost care, including but not limited to wearing a seat belt.
 - b. The Director must possess and maintain a valid California driver's license.
 - c. Directors who have their driver's license suspended or revoked are required to report these conditions to the MSD Chief Risk Officer and no longer drive on MSD business.
 - d. MSD accepts no responsibility for citations issued to a Director by any law enforcement agency while driving a vehicle on MSD business under any circumstance. All liabilities created by any citation will be the responsibility of Directors who receive them.
 - e. Any personal vehicle driven on MSD business must be properly registered with the California Department of Motor Vehicles.
- 4. The amount of mileage reimbursement will be consistent with IRS Guidelines. All Board of Directors should keep travel, meals and lodgings costs within reasonable constraints, keeping in mind that these expenses require the use of public monies. Emphasis should be placed on keeping costs to acceptable practices as allowed by the respective agencies we serve. The following limitations shall be observed:

- a. Meals shall be reimbursed at a maximum rate of \$75 per day or \$50 per half day, based on actual receipts. The cost of alcohol shall not be reimbursable.
 - b. All travel arrangements must be made by the Administrative Manager or their designee.
 - c. Directors shall timely cancel any reservations they will not use. If the District is charged for an unused reservation, the Director will be responsible for that charge unless circumstances requiring cancellation were reasonably beyond the Director's control. The cost of lodging shall not exceed \$160 per night.
 - d. Directors and/or consultants who bring personal guests to dinners, etc. and who prefer not to pay for their guest separately at the time, shall be billed by MSD for the actual additional costs. If actual cost cannot be determined, the per person average of the bill shall be calculated and billed by MSD to the Director(s) and/or consultants.
 - e. Receipts or other supporting documentation for expenses shall be required, except for expenses less than \$15.00.
5. The DISTRICT MANAGERS shall bring any concerns or issues regarding a Director's travel expense reimbursement request to the attention of the Board President. The Board President shall attempt to resolve the concern with the Director and, if the attempt is unsuccessful, refer the matter to the full Board for discussion at a public meeting.
 6. EXPENSES FOR EDUCATIONAL PROGRAMS AND CONFERENCES - Directors shall be reimbursed by MSD for reasonable expenses, including registration, transportation, meals, lodging and incidental expenses incurred when attending MSD Board approved training seminars, programs, workshops or conferences when so authorized by the Board.
 7. EXPENSES OF DIRECTORS ELECT - Because it is to the advantage of the MSD that directors-elect become rapidly and fully informed of the workings of the Board of Directors and of the issues before the Board, upon approval MSD may reimburse the expenses of Directors-elect, between their date of election and the inception of their terms, that would otherwise be reimbursable if their terms began with the date of their election.

XIV. HARASSMENT POLICY – Submit to Legal Counsel for review

Murphys Sanitary District is committed to providing an environment free of unlawful harassment and committed to compliance with all applicable laws. This commitment applies to all persons involved in District operations and prohibits unlawful discrimination.

Harassment on any protected basis by any Director or employee shall not be tolerated. Board of Directors are expected to abide by all current State and Federal laws regulating harassment. The Board considers harassment on any protected basis to be a major offense which may result in disciplinary action.

A Director who feels that he/she is being harassed, is required to follow the Murphys Sanitary District employee handbook policy 102 Unlawful Harassment Including Sexual Harassment.

If the Director charged with harassment is the President of the Board, the DISTRICT MANAGERS can then notify the Vice President of the Board and Legal counsel. If an allegation of harassment against a Director is investigated and found to be supported, the Board reserves the right to take such remedial action as is appropriate under all of the circumstances.

The Directors agree that an accusation of harassment against any one of them must be investigated. It is further agreed that such an investigation is not an invasion of their right of privacy. Except as specifically modified/supplemented in this policy (with respect to reporting and disclosure to the Board), the process outlined in the Harassment Policy for investigation and resolution will govern all employee complaints of harassment by a Director.

XV. EDUCATIONAL PROGRAMS, CONFERENCES MEETINGS

The Board believes it is to the advantage of all Directors to participate in conferences, meetings and educational programs so that the Directors can better perform their duties as Directors. As a result of these findings, the Board of Directors has determined that the following provisions shall apply to educational programs, conferences and meetings, except those sponsored/presented by MSD:

- A. That Directors of MSD shall attend, on behalf of MSD, such educational programs, conferences and meetings (other than MSD meetings) as have been approved by the Board of Directors prior to such attendance; and
- B. That, to the extent possible, staff will, from time to time, present comprehensive lists of conferences, meetings and educational programs so that the Board may consider attendance on a broader than single-event approach, in order to provide a coordinated plan for attendance; and
- C. That if a Director who has not previously attended a particular conference or educational program is available to attend same, that Director shall have preference for attendance over a Director who has previously attended the same program; and
- D. At the board meeting following such attendance the attendee(s) will have the opportunity to report to the Board on information and ideas learned at the event(s); and
- E. Nothing in this policy shall permit the conduct of business in violation of the Ralph M. Brown Act.

XVI. INCOMPATIBLE EMPLOYMENT

Pursuant to the provision of the Government Code, Section 53227, an employee of MSD may not be sworn into office as an elected or appointed member of MSD's Board of Directors unless he or she resigns as an employee. If the employee does not resign, the employment shall automatically terminate upon his or her being sworn into office.

XVII. DIRECTORS' LEGAL LIABILITIES

The District shall defend and indemnify Directors from any claim, liability or demand that arises out of a Director's performance of his or her duties or responsibilities as a Director or Member of the District.

XVIII. GENERAL PROVISIONS

Any of the within policies not required by law may be suspended by a majority of the Board. Any policy not required by law may be altered, amended, or repealed at a duly noticed meeting by a majority vote of the Board. This policy is meant to be supplementary to, and not exclusive of, other federal, state and local laws with regard to conflicts of interest, etc.

Appendix A - Other Agency Representation\Participation

Revised August 3, 2017

1. HWY 4 Committee – Cindy Secada
2. IRWM Committee – Bruce Miller JPA, Cindy Secada WAC