

CHAPTER 2
GENERAL PROVISIONS GOVERNING
DISTRICT ORGANIZATION AND OPERATIONS

2.1 AUTHORITY FOR AND PURPOSE OF CODE

The purpose of this Chapter is to promulgate rules and regulations, consistent with applicable statutory provisions, with regard to the organization, operation and functioning of the District, the exercise of governmental powers granted to the District and the manner in which District services are to be provided to the District's constituents. (Ord. No. 2010-103)

2.2 OFFICE AND MAILING ADDRESSES

The office and mailing address of the District is:
Mt. View Sanitary District
3800 Arthur Road
P.O. Box 2757
Martinez, CA 94553

2.3 OBSERVANCE OF CODE

Subject to the power of the Board to grant waivers, as provided in Chapter 9, the provisions of this Code shall be observed by all persons to whom its provisions apply and it shall be unlawful for any person to violate any provision of this Code. This Code and its provisions shall be enforceable as provided in the respective chapters including but not limited to Chapter 10 entitled "Enforcement", or otherwise as the law requires or allows. (Ord. No. 2010-103)

2.4 DISTRICT ORGANIZATIONAL STRUCTURE

2.4.1 District Governance. The District is governed by the Board which shall make provisions for the conduct of the District's business and the exercise of its governmental powers. (Ord. No. 2010-103)

2.4.2 Appointments. The following positions have been established and are to be filled by Board appointment. Appointees shall hold their appointments at the pleasure of the Board and shall receive compensation as approved by the Board:

District Manager
District Legal Counsel
District Engineer
Board Secretary

Other consultants and advisors as may be appointed by the Board.
(Ord. No. 2010-103)

2.5 BOARD OF DIRECTORS

The Board is comprised of five (5) Directors elected at large and serving staggered four (4) year terms with elections being held on even-numbered years. The structural organization and various duties, obligations and responsibilities of members of the Board are set forth in this Section and the District's Policies & Procedures Manual of the Board of Directors.
(Ord. No. 2010-103) (Ord. No. 2013-111)

2.5.1 Officers of the Board. Officers of the Board include the President and Vice-President. The term of office of the President and Vice-President of the Board of Directors shall commence immediately following their election by the Board. Should the President or Vice president vacate office prior to the end of the prescribed term, a replacement shall be appointed by the Directors to complete the term.
(Ord. No. 2010-103) (Ord. No. 2013-111)

2.5.1.1 Office and Duties of the President of the Board.

The President of the Board shall be elected annually by the Board at the last regular meeting of each calendar year. The President of the Board shall serve as Chairperson at all Board meetings. She/he shall have the same rights as the other Directors to vote, introduce motions, resolutions and ordinances and to engage in any debate related thereto. The President shall act as spokesperson for the Board with respect to its actions and policies, and those of the District. The President shall be responsible for signing all contracts, deeds, warrants, releases, receipts and documents in the name of the District unless the Board has by resolution or other formal action authorized the District Manager or other District officers or employees to sign on behalf of the District. The President of the Board is also responsible for interacting with and communicating Board directions to the District Manager so that the District Manager can efficiently and effectively carry out the Board directives. The President shall work through the District Manager and District Legal Counsel when applicable to obtain such information as may be necessary and appropriate to assist the Board in its deliberations. (Ord. No. 2010-103, rev. Ord. No. 2013-111)

2.5.1.2 Office and Duties of the Vice-President of the Board of Directors.

The Vice-President shall be elected annually by the Board at the last regular meeting of each calendar year, to act in the President's absence or inability to act. (Ord. No. 2010-103)

2.5.1.3 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 this Code or otherwise authorized by express Board action, shall have no independent power to act for the District, or the board, or to direct the staff of the District.(Ord. No. 2013-111)

2.5.1.4 Board Secretary, the Secretary shall serve at the pleasure of the Board for an unspecified term of office. The Secretary shall be responsible for the prompt preparation of minutes accurately recording actions taken at Board and Board Committee meetings and other duties as established by the Board or by applicable law. (Ord. No. 2010-103)

2.5.2 Meetings. The Board shall hold meetings as necessary. All meetings shall be held in accordance with the Brown Act. The Board shall act only at its regular meetings, regular adjourned meetings, special meetings or emergency meetings.
(Ord. No. 2010-103, rev. Ord. No. 2013-111)

2.5.2.1 Regular Meetings, Adjourned Regular Meeting and Rescheduled Meetings.

Regular meetings of the Board shall be held monthly at the hour of 6:30 P.M., on the second Thursday of each month. A regular meeting may be cancelled, adjourned or rescheduled by the Board due to the unavailability of one or more Board members or for other good cause. The President of the Board may cancel or reschedule a regular meeting when in his/her judgment compelling circumstances require such action to be taken. Notice of cancellation shall be given in the same manner as for special meetings, unless the Board adjourns its prior meeting to the rescheduled meeting date. A rescheduled meeting shall be treated as a special meeting and the provisions of law and this Code applicable to special meetings shall apply. (Ord. No. 2010-103)

2.5.2.2 Special Meetings.

Special meetings of the Board may be called at any time by the President or by a majority of the members of the Board by delivering, personally or by mail, written notice of the meeting to each Director and to each local newspaper of general circulation, radio and television station on record as having requested notice in writing. Such notices must be received at least twenty-four (24) hours before the time of the meeting as specified in the notice. The notice shall specify the time and place of the special meeting and the business to be transacted, and shall be posted in public place at least twenty-four (24) hours before the time of the meeting. No other business shall be considered by the Board at a special meeting. Written notice may be dispensed with as to any Director who, at or prior to the time the meeting convenes, files with the Secretary a written waiver of notice. The waiver may be given by fax, telegram or electronic mail. The written notice may also be

dispensed with as to any Director who is actually present at the meeting at the time it convenes. (Ord. No. 2010-103)

2.5.2.3 Notices of Meetings.

Notice of all meetings shall be in accordance with the law. (Ord. No. 2010-103)

2.5.2.4 Place of Meetings.

All meetings of the Board will be held in the room known and designated as the Board Room located in the District Administrative Building and Learning Center unless otherwise designated by the Board or the President of the Board of Directors, in which event notice of the place of meeting shall be given in the manner required by law.

(Ord. No. 2011-106) ¹

2.5.2.5 Minutes of Meetings.

Minutes of completed Board meetings shall ordinarily be prepared and delivered to each Director prior to the next regular Board meeting. (Ord. No. 2010-103) (Ord. No. 2013-111)

2.5.2.6 Meeting Agendas.

Except as otherwise provided herein, no item may appear on the Board agenda or be considered by the Board, unless it has been submitted to the Secretary with adequate time available for review so that the agenda can be posted within time constraints established by the Brown Act. (Ord. No. 2010-103)

2.5.2.6.1 Adding Agenda Items.

No action or discussion shall be taken by the Board on any item of business not appearing on the posted agenda except as permitted by Government Code Section 54954.2. As provided in Section 54954.2, an item may be added to the agenda upon determinations by the required votes that a) an emergency situation exists, b) there is a need to take immediate action and c) the need for action came to the attention of the District subsequent to the agenda being posted. (Ord. No. 2010-103)

2.5.2.6.2 Distribution of Communications to the Board.

The Secretary shall send copies of items for the Board and other important communications received by the District Manager and the District Legal Counsel unless they already have such copies. The Agenda, supporting materials and Staff Reports shall be delivered to Directors as soon as practical after the completion of the Agenda. (Ord. No. 2010-103)

2.5.2.7 Meetings Open to the Public.

¹ Enacted August 18, 2011

All meetings of the Board shall be open and public, shall have a published agenda as required by law, and all persons shall be permitted to attend any meeting, except for closed sessions of the Board held in accordance with law. (Ord. No. 2010-103)

2.5.2.8 Public Participation.

Oral public comment and participation on items not on the agenda will be limited to the Public Comment part of the meeting. Persons wishing to suggest subjects for discussion on a meeting agenda may do so during the Public Comment part of the meeting and/or may provide a written request to the Board Secretary. The Board Secretary will forward requests to the Board President and the President will decide if requested subjects will be included on a future agenda. (Ord. No. 2010-103)

2.5.2.9 Adjourned Meetings.

The Board may adjourn any regular, adjourned regular, special or adjourned special meeting to a time and place specified in the order of adjournment. Meetings having less than a quorum of the Board may be adjourned by the Directors in attendance. If all Directors are absent from any regular or adjourned regular meeting, the Secretary may declare the meeting adjourned to a stated time and place and shall cause written notice of the adjournment to be given, unless such notice is waived as provided for in special meetings. A copy of the order or notice of adjournment shall be conspicuously posted within twenty-four (24) hours after the time of adjournment on or near the door of the place where the regular, adjourned regular, special or adjourned special meeting was held. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings. (Ord. No. 2010-103)

2.5.2.10 Rules of Order.

Ordinarily meetings of the Board will be conducted informally in the manner determined by the President and in accordance with Board Policy, if any. (Ord. No. 2010-103, Ord. No. 2013-111)

2.6 STANDING COMMITTEES

Standing committees of the Board of Directors are advisory bodies that are formed in accordance with the existing Policies and Procedures of the Board to advise the full Board on certain topics of recurring interest. Standing Committees of the Board of Directors shall be composed of a number of members of the Board of Directors which is less than a quorum of the Board. Members of the committees and Chairpersons are ordinarily appointed by the President at the January meeting. The President may also appoint alternates. The District

has the following standing committees: Finance, Ordinance, Planning, Personnel and Public Information. (Ord. No. 2010-103)

2.7 OTHER COMMITTEES

2.7.1 Ad Hoc Committees. Ad hoc committees may be created by the Board to undertake special assignments on behalf of the Board. Unless otherwise specified, members of an ad hoc committee shall be appointed by the President and shall serve at the President's pleasure. An Ad Hoc committee is automatically disbanded upon reporting the completion of its assigned task to the Board. (Ord. No. 2010-103)

2.7.2 Subcommittees. If approved by the Board, subcommittees may be created by a standing committee of the Board of Directors to undertake specific assignments on behalf of the committee. The standing committee creating a subcommittee shall establish such term as it deems desirable. Unless otherwise specified, members of a subcommittee shall be appointed by the Chairperson of the subcommittee's parent committee and shall serve at his/her pleasure. (Ord. No. 2010-103)

2.8 RULES GOVERNING COMMITTEES

2.8.1 Definitions. Unless otherwise qualified in this Section, the term "committee" includes standing committee, ad hoc committee and subcommittee. (Ord. No. 2010-103)

2.8.2 Meetings. Meetings of a committee shall be called by the committee's chairperson. (Ord. No. 2010-103)

2.8.3 Minutes. Standing committee meetings shall be held in open public session except for closed sessions held in accordance with the law, and a record shall be kept of actions taken. The minutes of Standing committee meetings shall be recorded in writing. Reports of standing and ad hoc committees shall be addressed to the Board of Directors; reports of a subcommittee shall be addressed to its parent Standing committee. (Ord. No. 2010-103)

2.8.4 Quorum. A quorum of a committee shall be one member of the committee. (Ord. No. 2010-103)

2.9 BOARD MEMBER COMPENSATION AND EXPENSES

2.9.1 General. Each Director is entitled to be compensated for services as a Director in accordance with current District policy but no more than allowed by law for each day's attendance at meetings of the Board and/or for each day's service rendered on behalf of the District at the request of the Board but not to exceed a maximum of six (6) days' compensation in any calendar month. Expenses incidental to services as a Director are to be reimbursed in accordance with applicable District policies and law.

2.9.2 Prior Board approval. Subject to limitations set forth applicable in law, Directors will be compensated for attendance at all Board and committee meetings. Absent prior Board approval, Directors will not be compensated for attendance at California Association of Sanitation Agencies (CASA), City Council, Council Committee, Neighborhood Council, or Special District Association meetings. The Board may decide that it needs to be represented at certain functions, meetings or events and that attending Directors should be compensated for services rendered in these cases. Authorization of compensation for these special events shall be done at the request of the attending member or Board President at a Board meeting prior to the event, unless it is unavoidable to so authorize. (Ord. No. 2010-103)

2.10 CONFERENCE ATTENDANCE AND MEMBERSHIPS

The Board may authorize Directors and staff including the District Engineer and District Legal Counsel to attend conferences or meetings of the California Association of Sanitation Agencies, the California Special Districts Association and any other local, state or national organizations. Expenses of attendance at authorized meetings or conferences are a District expense. Reimbursement for expenses may be approved by the Board as a District expense. Costs of organizational memberships may also be approved by the Board as a District expense. (Ord. No. 2010-103, rev. Ord. No. 2013-111)

2.11 POLICIES & PROCEDURES MANUAL

The Board has adopted a Policies & Procedures Manual for the conduct of its business. This Policies & Procedures Manual supplements but does not amend this code and in the event of a conflict, the provisions of this Code shall be controlling. (Ord. No. 2010-103)

2.12 SALE OF SURPLUS PROPERTY

The procedures set forth in this Section shall be applicable to the disposal of property owned by the District and determined to be surplus and no longer necessary for District purposes. The procedures set forth with regard to termination, rejection or abandonment of offers of dedication pursuant to Section 66477.2 of the Government Code, if applicable, otherwise and Section 8300 of the Streets and Highway Code do not apply to disposal of District property. (Ord. No. 2013-111)

2.12.1 Determination of surplus property.

The District Manager shall determine whether a particular piece of District property constitutes "surplus" for purposes of Section 54221 of the Government Code. If the District Manager finds that such property is not required for any other District use, he or she shall so report to the Board and the Board may declare the property surplus and direct District staff to dispose of it. (Ord. No. 2013-111)

2.12.2 Prior to disposal of surplus property by public sale, the District Manager shall provide any applicable written notice to public agencies in the manner prescribed by Section 54220 et seq. of the Government Code. (Ord. No. 2013-111)

2.12.3 Manner of disposal.

The District Manager or his designee shall dispose of the property pursuant to competitive bid, direct negotiation or in some other manner that offers the greatest economic return to the District. (Ord. No. 2013-111)

2.12.3 District personnel prohibited.

No District official, officer or employee shall bid or be financially interested in any bid or other acquisition of District surplus property. (Ord. No. 2013-111)

2.12.4 Sale proceeds.

The amount received for any property sold pursuant to this chapter shall be credited to the appropriate fund as determined by the District Manager. (Ord. No. 2013-111)