

**BYLAWS OF THE
MUIR BEACH COMMUNITY SERVICES DISTRICT**

1.0 *Board of Directors is Legislative Body.* A legislative body of five members known as the Board of Directors shall govern the Muir Beach Community Services District (“District”). The Board of Directors shall establish policies for the operation for the District, and shall act only by motion, resolution or ordinance, passed by a majority of the members of the Board of Directors present at a duly convened meeting. No director (including the Board President or Board Vice President) has individual authority and may not commit the District to any policy, act or expenditure whatsoever. The District Manager shall be exclusively responsible for the implementation of policies established by the Board of Directors. In accordance with Section 61064 of the Government Code, violation of any rule, regulation or ordinance adopted by the Board of Directors is a misdemeanor punishable pursuant to Section 19 of the Penal Code.

1.1 *Terms and Vacancies.* The term of office of each member of the Board of Directors is for that period as specified in the Government Code and until his/her successor qualifies and takes office. Directors shall take office at the first meeting on or after the first Friday in December following their election. Any vacancy in the office of a member elected to the Board of Directors shall be filled pursuant to Section 1780 of the Government Code.

1.2 *Limitations.* A member of the Board of Directors may not be the District Manager, the District Treasurer or any other compensated employee or agent of the District.

2.0 *Officers of the Board of Directors.* The officers of the Board of Directors shall be the Board President and the Board Vice President. These are officers of the Board of Directors and are not to be considered officers of the District. All references to these officers shall include in their titles the word “Board” to clarify that they are not officers of the District.

2.1 *Chair of Meetings.* The Board President shall serve as the chairperson at all meetings of the Board of Directors. He/she shall in all other respects have the same rights as the other members of the Board of Directors in voting, introducing motions, resolutions and ordinances, and any discussion or questions that precede such actions.

2.2 *Representative of the Board.* Between meetings of the Board of Directors, the Board President shall act as the representative of the Board of Directors. This role shall be limited to that of providing information as to the existing policies of the Board of Directors, or should no policy on a matter exist, to bringing such a matter to the Board of Directors at a subsequent meeting.

2.2 *Absence of Board President.* In the absence of the Board President, the Board Vice President shall act as the Board President. If the Board President and the Board Vice President are both absent, the remaining members shall select one of themselves to act as chairperson of the meeting.

2.3 *Election.* The Board President and Board Vice President shall be elected at the first meeting of the calendar year or at another subsequent meeting as determined by the Board of Directors. The term of office shall commence upon election and shall continue for one year and until his/her successor is elected and takes office. At any time during the terms of office of Board President or Board Vice President (even if less than one year) a member of the Board of Directors may call for a new election using the procedure provided in the section of these Bylaws identified as *Agenda Creation*. Any new term of office shall take effect upon election.

3.0 *Officers of the District.* The Board of Directors shall appoint a District Manager. The Board of Directors shall also appoint a District Treasurer, who may be the same person as the District Manager. The Board of Directors may appoint a District Secretary, or if none is appointed, the duties of District Secretary shall be performed by the District Manager. The District Manager shall be responsible for the following:

- (a) The implementation of policies established by the Board of Directors for the operation of the District.
- (b) The appointment, supervision, compensation, discipline and dismissal of the District's employees and volunteers, consistent with policies established by the Board of Directors.
- (c) The supervision and management of the District's facilities and services.
- (d) The supervision and management of the District's finances.

4.0 *Open, Public Meetings.* All meetings, whether regular, special or emergency, shall be open and public. Notice thereof including an agenda of all items that may be discussed shall be given in accordance with provisions of the Ralph M. Brown Act of the Government Code. Except during open and public meetings, a majority of the Board of Directors shall not use communications of any kind, or a series of communications of any kind, directly or through intermediaries, to discuss, deliberate, or take action on any item of business that is the subject matter of the District. This prohibition on the use of communications by a majority of the Board of Directors shall not apply to strictly administrative matters such as selection of a meeting date, transmittal of documents, provided that no further discussion, deliberation or action is undertaken. Members of the Board of Directors may have communications with the District Manager or other staff provided that the District Manager or other staff does not then communicate to other members of the Board of Directors the comments or positions of members of the Board of Directors.

4.1 *Agenda Creation.* Agendas for regular or special meetings shall be prepared and distributed pursuant to the procedures of the Brown Act by the District Manager in consultation with the Board President or, in his/her absence, the Board Vice President, or in the case of a special meeting, those members of the Board of Directors calling the meeting. Each member of the Board of Directors is entitled to direct that an item or items within the subject matter jurisdiction of the District be added to the agenda for an upcoming meeting by contacting the District Manager one week prior to the scheduled meeting.

Should an item or items be not included on the agenda on the basis of not being within the subject matter jurisdiction of the District or for other reason, the item or items shall be nevertheless be identified in a section of the agenda along with an explanation as to why the item or items were not included in the agenda for the meeting. During the meeting the Board of Directors may by motion require that the item or items be added back to the meeting's agenda. Should the item or items require research or preparation by staff or member(s) of the Board of Directors in order to be properly heard, the item or items may be deferred to a subsequent meeting by a determination of the Board of Directors. These procedures shall also apply to an agenda item or items brought by members of the public with a distinction that they may propose, rather than direct, that an item or items be added to the agenda (and any item or items not included shall be similarly identified and subject to vote for re-inclusion in the agenda).

4.2 *Meeting Discussion Confined to those on Agendas.* No action or discussion may be taken on items not on the posted agenda, except under the provisions enumerated in the Brown Act. For items raised during public open time, members of the Board of Directors or staff may only briefly respond to questions or statements concerning the item, may ask a question for clarification, and may refer the matter to staff or to be placed on a future agenda.

4.3 *Quorum Required.* Three members of the Board of Directors shall constitute a quorum for the transaction of District business, and a majority vote of those members present at a duly convened meeting shall be sufficient for passage of any motion, resolution or ordinance. When a quorum is lacking no meeting shall commence, or if a meeting is underway, shall be adjourned by the Board President, the Board Vice President, or if neither is present, by any member of the Board of Directors, or by the District Manager.

4.4 *Regular Meetings.* Subject to holidays and scheduling conflicts, the regular meetings of the Board of Directors shall be held on the fourth Wednesday of each calendar month at 7:00 p.m. at the Muir Beach Community Center, 19 Seacape Drive, Muir Beach, CA, or if a holiday or scheduling conflict exists, on such other date or location within the District as determined from time to time by motion of the Board of Directors, or by the District Manager working in consultation with members of the Board of Directors. The regular meetings may occur more or less frequently than monthly based upon anticipated workload as determined by the Board of Directors. In accordance with Section 61044 of the Government Code, the Board of Directors shall hold a meeting at least once every three months.

4.5 *Special Meetings.* Special meetings may be called by the Board President or three members of the Board of Directors with a minimum of twenty-four hours public notice and posting of agenda.

4.6 *Minutes of Meetings.* The minutes of meetings of the Board of Directors shall be taken by a staff member for that purpose and shall be reviewed by the District Manager prior to their being submitted to the Board of Directors for approval. Upon review by the District Manager but prior to approval by the Board of Directors, the draft minutes may, at the direction of the Board of Directors, be posted on the District's website provided that the minutes display a conspicuous notation that they are draft minutes, subject to review, modification and approval by

the Board of Directors. The minutes shall record the actions taken by members of the Board of Directors for the passage or denial of all ordinances, resolutions and motions.

5.0 *Participation in Elections.* The District shall not participate in, or intervene in, or permit any of its official resources to be used in, any political effort on behalf of, or in opposition to, any candidate for election to the Board of Directors. Official resources shall include (but are not limited to) postings to the District's website, preparations of research by District staff, use of the District's mailing lists or email lists. Should any District officer or any member of the Board of Directors believe that official resources of the District are being used in contravention of this bylaw he/she alone may direct that any continuing use cease immediately, and the matter shall be placed on the agenda for the next regular meeting or special meeting of the Board of Director for consideration by the Board of Directors.

6.0 *Conflicts of Interest.* State laws are in place which prohibit participation by elected officials in decisions in which a financial conflict of interest exists. The test is as follows: (1) The official makes, participates in or uses his or her official position to influence a governmental decision; (2) It is foreseeable that the decision will affect the individual's economic interest; (3) The effect of the decision on the individual's economic interest is material; and (4) The effect of the decision on the individual's economic interest is distinguishable from the effect on the general public.

All four conditions must be met for a conflict to exist. A material effect is considered to be present when the decision accrues over a certain dollar amount as specified from time to time and for different categories of economic interests by the California Fair Political Practices Commission ("FPPC").

When such a conflict of interest exists, the member must not participate in any manner in the discussion or decision-making involving the matter. Further, the member should leave the table during any meeting in session and join the audience until the matter is resolved.

In addition to the above, the California Legislature has enacted another body of law which prohibits the making of any contract between the District and any of its members. The financially interested member may not merely abstain from discussion and voting on the making of such a contract. The subject member of the Board of Directors, as well as each of the remaining members of the Board of Directors, is precluded from entering into such a contract, or if a preexisting contract exists, from amending or waiving any of the terms of such a preexisting contract.

Members of the Board of Directors are directed to contact the FPPC (Advice Line 866-275-3772, www.fppc.ca.gov) whenever a possibility of a conflict arises. If questions remain they may be then posed to legal counsel for the District.

7.0 *Amendment or Repeal.* These Bylaws may be amended or repealed by a majority vote of the Board of Directors.

PASSED, APPROVED, AND ADOPTED to be the Bylaws of the Muir Beach Community Services District this 28th day of March, 2018 by the following vote:

AYES: Friedman, Hamilton-Rivers, Hills, Lambert, Shaffer

NOES: None

ABSENT: None

ABSTAIN: None

/s/ Victoria Hamilton-Rivers

Victoria Hamilton-Rivers, Board President
Board of Directors
Muir Beach Community Services District

ATTEST:

/s/ Mary Halley

Mary Halley, District Manager