

Tom Fayram, President
Julie Kennedy, Vice President
Lisa Palmer, Director
Greg Parks, Director
Nina Stormo, Director



**LOS OLIVOS COMMUNITY SERVICES DISTRICT
PROJECT MANAGEMENT SUBCOMMITTEE MEETING**

Posted: 12-28-2023

January 8, 2024 – 9:00 AM

**St Mark's in the Valley Episcopal Church
2901 Nojoqui Ave, Los Olivos CA 93441**

Please observe decorum and instructions from the Subcommittee Chair

Subcommittee Members: Director Palmer (Chair), Director Stormo, and General Manager Guy Savage

This meeting will be held both in-person and electronically via Zoom Meetings. In-person the meeting will be held at the following locations:
St Mark's in the Valley Episcopal Church, 2901 Nojoqui Ave, Los Olivos CA 93441

The public will also be able to hear and participate electronically via Zoom by using the following links:

Zoom: <https://us06web.zoom.us/j/81937722522?pwd=SWpSU0RYZFliZTBLNGphZG41TGs4dz09>
By Phone: +1 669 900 6833 US (San Jose) Meeting ID: 819 3772 2522 Passcode: 914085
One tap mobile: +14086380968,,81937722522#,,,,*914085# US (San Jose)

The Los Olivos Community Services District is committed to ensuring equal access to meetings. In compliance with the American Disabilities Act, if you need special assistance to participate in the meeting or need this agenda provided in a disability-related alternative format, please call 805.500.4098 or email to losolivoscscsd@gmail.com. Any public records, which are distributed less than 72 hours prior to this meeting to all, or a majority of all, of the District's Board members in connection with any agenda item (other than closed sessions) will be available for public inspection at the time of such distribution at a location to be determined in Los Olivos, California 93441.

MEETING AGENDA

1. CALL TO ORDER

2. ROLL CALL

3. PUBLIC COMMENTS

Members of the public may address the Board of Directors on any items of interest within the subject matter and jurisdiction of the Board but not on the agenda today (Gov. Code - 54954.3). The public may also request future agenda topics at this time. Speakers are limited to a maximum of 3 minutes. Due to the requirements of the Ralph M. Brown Act, the Board of Directors cannot take action today on any matter not on the agenda, but a matter raised during Public Comments can be referred to District staff for discussion and possible action at a future meeting.

ADMINISTRATIVE ITEMS:

All matters listed hereunder constitute an administrative / consent agenda and will be acted upon by a single vote of the Board. Matters listed on the Consent Agenda will be read only on the request of a member of the Subcommittee, in which event the matter may be removed from the Consent Agenda and considered as a separate item. Public may comment on any of the items prior to the vote being taken by the Subcommittee.

4. CONSENT AGENDA

A. MINUTES APPROVAL

Approval of the minutes from December 22, 2023.

BUSINESS ITEMS:

All matters listed hereunder will be acted upon separately and public comment will be held for each item.

5. CONSIDERATION OF BYLAWS FOR THE LOS OLIVOS COMMUNITY SERVICES DISTRICT

Los Olivos Community Services District, P.O. Box 345, Los Olivos, CA 93441, (805) 500-4098
losolivoscscsd@gmail.com, www.losolivoscscsd.com

As part of the discussion on item 12 at the Regular Meeting for the District Board of Directors on August 24, 2023, the Board of Directors decided that supplementing existing practice, policy, and resolution through the development and adoption of a set of Bylaws for the District would provide additional guidance to the Board, staff, and the public; while also increasing public transparency and District efficiencies. As part of the discussion, the Board directed the GM and Counsel to put together a draft set of Bylaws, review them with the Project Management Subcommittee, and then bring them back to the full Board of Directors for final adoption. The GM and Counsel have drafted the attached set of Bylaws, which are presented for public and subcommittee comment and potential changes prior to being brought back to the full Board of Directors. The Project Management Subcommittee discussed the Bylaws on December 22, 2023 and wanted to bring them back again prior to recommending a set of Bylaws to the entire Board of Directors for adoptions.

INFORMATIONAL ITEMS:

All matters listed hereunder are informational only, no action will be taken, and public comment not received.

6. SUBCOMMITTEE MEMBER COMMENTS

Subcommittee members will give reports on any meetings that they attended on behalf of the Subcommittee and/or choose to comment on various Subcommittee activities. Subcommittee member requests for future agenda items may also be made at this time.

7. ADJOURNMENT

ITEM 4A – MINUTES

MINUTES

Tom Fayram, President
Julie Kennedy, Vice President
Lisa Palmer, Director
Greg Parks, Director
Nina Stormo, Director



**LOS OLIVOS COMMUNITY SERVICES DISTRICT
PROJECT MANAGEMENT SUBCOMMITTEE MEETING**

Posted: 12-14-2023

December 22, 2023 – 9:15 AM

**St Mark's in the Valley Episcopal Church
2901 Nojoqui Ave, Los Olivos CA 93441**

Please observe decorum and instructions from the Subcommittee Chair

Subcommittee Members: Director Palmer (Chair), Director Stormo, and General Manager Guy Savage

This meeting will be held both in-person and electronically via Zoom Meetings. In-person the meeting will be held at the following locations:
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MEETING AGENDA

1. CALL TO ORDER

Chair Palmer calls the meeting to order at: 9:20 AM

2. ROLL CALL

Present: Chair Palmer, Director Stormo, General Manager Savage

Absent: None

3. PUBLIC COMMENTS

Members of the public may address the Board of Directors on any items of interest within the subject matter and jurisdiction of the Board but not on the agenda today (Gov. Code - 54954.3). The public may also request future agenda topics at this time. Speakers are limited to a maximum of 3 minutes. Due to the requirements of the Ralph M. Brown Act, the Board of Directors cannot take action today on any matter not on the agenda, but a matter raised during Public Comments can be referred to District staff for discussion and possible action at a future meeting.

Chair Palmer opens the floor to public comment.

No requests speak.

ADMINISTRATIVE ITEMS:

All matters listed hereunder constitute an administrative / consent agenda and will be acted upon by a single vote of the Board. Matters listed on the Consent Agenda will be read only on the request of a member of the Subcommittee, in which event the matter may be removed from the Consent Agenda and considered as a separate item. Public may comment on any of the items prior to the vote being taken by the Subcommittee.

4. CONSENT AGENDA

A. MINUTES APPROVAL

Approval of the minutes from November 9, 2023.

Los Olivos Community Services District, P.O. Box 345, Los Olivos, CA 93441, (805) 500-4098

losolivoscscsd@gmail.com, www.losolivoscscsd.com

Chair Palmer opens the floor to public comment.

No comments.

Motion to approve minutes from November 9, 2023.

Motion by: Director Stormo, Second: GM Savage

Voice vote: 3-0

BUSINESS ITEMS:

All matters listed hereunder will be acted upon separately and public comment will be held for each item.

5. DISCUSSION OF PROJECT SCHEDULE

The Subcommittee will discuss the most recent project schedule.

Upon direction from Chair Palmer, GM Savage leads a conversation about the attached project schedule. GM Savage notes that much of the scheduling activities are being driven by the current timelines of the 30% Design effort being completed by REGEN. The effort will drive activities such as EIR and 60% Design. According to GM Savage, the most likely, early timeline for REGEN's completion is probably late March. Chair Palmer pushes to try and get it done as soon as reasonably possible. Discussion about how 30% Design activities lead to engagement of the Assessment Engineer follows. GM Savage notes that the best time to engage the Assessment Engineer is likely after the 60% Design. He comments that broad discussion about allocation of costs can be driven by the Board of Directors and completed without the Assessment Engineer. Discussion follows about when effective public workshops and outreach can be completed. Chair Palmer requests that a line be added under Grants and Financing related to holding "cost allocation by parcel type" conversations with the full Board (and public). The subcommittee talks about when the conversation (quarter 1 versus quarter 2) can be held.

Chair Palmer opens the floor to public comment.

Kathryn Lohmeyer speaks.

6. CONSIDERATION OF BYLAWS FOR THE LOS OLIVOS COMMUNITY SERVICES DISTRICT

As part of the discussion on item 12 at the Regular Meeting for the District Board of Directors on August 24, 2023, the Board of Directors decided that supplementing existing practice, policy, and resolution through the development and adoption of a set of Bylaws for the District would provide additional guidance to the Board, staff, and the public; while also increasing public transparency and District efficiencies. As part of the discussion, the Board directed the GM and Counsel to put together a draft set of Bylaws, review them with the Project Management Subcommittee, and then bring them back to the full Board of Directors for final adoption. The GM and Counsel have drafted the attached set of Bylaws, which are presented for public and subcommittee comment and potential changes prior to being brought back to the full Board of Directors.

GM Savage walks the subcommittee and public through the attached Bylaws document. One item of special focus was the procurement section. GM Savage notes that there has been some confusion about authority of the GM to expend funds. He comments that the document is consistent with existing Resolution 19-06, which provides \$2,500 of authority. The confusion was related to what he believes was a one-time authorization of the GM to spend up to \$5,000.

Chair Palmer and Director Stormo state they both have suggested changes. In answer to a question, GM Savage notes that there is no specific timeline for adoption of the document. If the subcommittee were to be ready to recommend the Bylaws as part of this meeting, he would put it on the full Board of Directors in January 2024.

Chair Palmer opens the floor to public comment.

Anna Marie Gott speaks.

Chair Palmer and Director Stormo offer various changes to the document, and GM Savage makes the changes in real-time to the document for the subcommittee and public to see. As part of the discussion, the subcommittee discusses the approach currently being taken related to written public comment. GM Savage comments that as the District does not have full-time staff, he would have to change his current practice regarding when he logs in and checks emails prior to meetings. GM Savage adds that best practice regarding information provided to the Board prior to a meeting is that the information is: (1) provided to the Board, (2) posted on the website, and (3) posted in a publicly accessible area (such as the Los Olivos Post Office).

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Chair Palmer reopens the floor to public comment.

Kathryn Lohmeyer speaks.

The subcommittee agrees to reconvene on Monday January 8, 9:00 AM.

INFORMATIONAL ITEMS:

All matters listed hereunder are informational only, no action will be taken, and public comment not received.

7. SUBCOMMITTEE MEMBER COMMENTS

Subcommittee members will give reports on any meetings that they attended on behalf of the Subcommittee and/or choose to comment on various Subcommittee activities. Subcommittee member requests for future agenda items may also be made at this time.

Director Stormo – None

GM Savage – Notes that he does not believe the Board can remove another Board member by a vote of just the Board of Directors. His understanding is that only the public can remove a Board member, as that is who elected the Board member to begin with.

Chair – Director Palmer – None


8. ADJOURNMENT

Motion to adjourn at: 10:22 AM.

Motion by: Director Stormo, second: GM Savage

Voice vote 3-0

Respectfully submitted:



Guy W. Savage

General Manager – Los Olivos Community Services District

Approved:

Chair – Director Lisa Palmer

ITEM 5 - BYLAWS

BYLAWS



LOS OLIVOS COMMUNITY SERVICES DISTRICT

BYLAWS

Last Updated: 1/10/2024

P.O. Box 345, Los Olivos, CA 93441, (805) 500-4098
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DRAFT

1. INTRODUCTION

The Board of Directors of Los Olivos Community Services District ("District" or "LOCSD") is committed to providing excellence in leadership that results in the provision of the highest quality services and representation to the District's constituents.

The purpose of these Bylaws is to provide rules and guidelines for the conduct and operations of the District.

Any of the rules or guidelines contained in these Bylaws that are not required by law may be suspended by a majority of the Board, at any time. Any rule or guideline may be altered, amended or repealed at a duly noticed meeting by a majority vote of the Board.

Where Resolutions, motions, past practices, or other action on specific topics have been adopted, those actions serve shall as the superseding or overriding document.

As a general rule, the LOCSD uses Rosenberg's Rules of Order for all Board of Directors and standing committee/subcommittee meetings. These Bylaws will be applicable to all Board of Directors meetings and all standing committee/subcommittee meetings of the Board of Directors.

As an introductory guideline, a good Board Member:

1. Is dedicated to helping others and is modest in the light of her/his/their responsibility
2. Approaches Board responsibilities in the best interest of the District and its residents
3. Stands up for their convictions even at the cost of disapproval
4. Welcomes information and the best advice, but reserves the right to arrive at decisions on the basis of personal judgment
5. Respects the right of other Board Members to disagree with them and have a fair hearing of all points of view
6. Supports decisions made by a majority of the Board, even if they dissented during debate, abstained, or voted against a specific decision
7. Criticizes in a constructive way and offers suggestions or alternatives
8. Recognizes that time and energy are limited and that over-commitment may be self-defeating
9. Maintains loyalty to other Board members, the District, and the organization

Directors have taken on a fiduciary responsibility overseeing the delivery of vital community services. To meet this responsibility, the job requires an open mind, patience, and hard work.

2. BASIS OF AUTHORITY FOR PROCEDURAL BOARD RULES

2.1 Governing Laws and Director Liability

The Board of Directors shall comply with and be guided by applicable state laws and regulations, including the enabling act of the District and applicable federal laws and regulations. A Director can be held personally liable for damages arising from any actions taken by that Director that can be construed to be outside the course and scope of their duties, responsibilities, and authority as a Director. If Directors do attempt to act individually on behalf of the District and without the full authority of the Board, those Directors are subjecting

themselves to potential personal liability, and also subjecting the District to potential liability. Director immunity from liability for their discretionary actions is not applicable with respect to actions that exceed the scope of a Director's authority; for example, disclosing information that is either confidential and/or discussed during closed session or directing District staff in the performance of their job duties.

2.2 Authority of the Board

The Board of Directors is the unit of authority within the District. Apart from her/his normal function as a part of this unit, individual Directors may not commit the District to any policy, act or expenditure. It is important to remember that the Board's role is to establish the policies for the District. The role of a Director is expressly stated in the California Community Services District Law ("CSD Law"), Government Code Section 61000, et sec, as follows:

The board of directors shall establish policies for the operation of the district. The board of directors shall provide for the implementation of those policies which is the responsibility of the District's general manager.
[Section 61040(a)]

Thus, while the role of the Board is to establish policy for the District, the General Manager is responsible for implementing that policy. If a Director receives information that there may be a problem at the District or there may have been some wrongdoing, the Director needs to discuss the issue with the President and the General Manager. When appropriate, the General Manager will schedule the issue for discussion by the full Board.

It is fully recognized that as of the initial writing of these Bylaws, the LOCS D does not have any full-time staff. Consequently, it is both anticipated and expected that Directors will be more involved in day-to-day operations and activities of the District than typically allowed. While such involvement is typically seen as exceeding the scope of authority granted by their office, until the LOCS D has permanent staff it is expected that Directors will operate in this capacity.

2.3 Budget Responsibilities

The Board has approval authority over the annual Budget for all funds. The Board shall exercise that authority with the following constraints:

The Budget shall be balanced, maintaining sufficient reserves and building up depleted reserves. The minimum budget reserve for a given fiscal year shall be set by Resolution or at the time of budget adoption.

A Budget summary shall report, in casual reader friendly form, the amount of money and the percentage of the budget represented by expenditure categories/budget categories.

The Budget shall pre-fund all future liabilities at the time they accrue.

The Budget shall pay down all existing unfunded liabilities that were not approved by the electorate (excludes voter approved Bonds, etc.). These liabilities shall be zeroed out within a reasonable timeframe based on the District's financial health.

Reserves shall not be tapped except for qualifying circumstances. Reserves depleted shall be replenished to the required level within three years.

2.4 Representation

The Board of Directors as a whole should not represent any factional segment of the community, but rather represent and act for District constituents as a whole.

2.5 Duty of Loyalty

An individual Director should be cognizant of the fact that information obtained as a result of discussing a significant event or issue with District staff and others, is information which a Director's duty of loyalty to the District requires be shared with the General Manager and the full Board during a properly agendized meeting. Each individual Director should give the Board the opportunity to evaluate all the circumstances available regarding a significant event or issue that the Board, as a whole, can reach consensus and take action to respond to said significant event or issue in the best interest of the District. Individual Board members owe a duty of loyalty to the District, its residents, and their fellow Board members in conducting the business affairs of the District.

3. BOARD STRUCTURE

3.1 Officers

The Board shall annually select a President and Vice President for each calendar year. The General Manager shall perform the duties of District Secretary and/or District Clerk of the Board regarding preparation of agendas and minutes and filing of official documents. The General Manager shall exercise discretion in performing duties and may delegate duties as appropriate.

3.1.1 President

The President shall perform the duties of President at all meetings of the Board of Directors and shall carry out the resolution and orders of the Board of Directors and perform such other duties as the Board of Directors prescribes, including presiding over meetings of the Board of Directors, setting special meetings as necessary, and appointment of Directors to serve on committees or subcommittees of the Board.

3.1.2 Vice President

When the President resigns, is absent, or disabled, the Vice President shall perform the President's duties. Should both the President and Vice President be absent, disabled, or declare themselves partisan in the debate on any such item, the remaining Directors shall elect one of their members to perform the duties of the President for said item.

3.2 Annual Organizational Meeting

The Board of Directors shall hold an annual organizational meeting at its first regular meeting of the year. At this meeting, the Board will elect a President and Vice President from among its members to serve during the coming calendar year. Additionally, Standing Committee and Subcommittee assignments will be reviewed for possible changes.

3.3 Attendance at Meetings

Members of the Board of Directors shall attend all regular and special meetings of the Board unless there is good cause for absence. A vacancy shall occur if any member ceases to discharge the duty of their office for the period of three (3) consecutive months pursuant to Government Code 1770(g), except as authorized by the Board of Directors.

3.4 Performance and Constituent Satisfaction

The Board of Directors, as the unit of authority within the District, is ultimately responsible for the District's overall performance.

3.4.1 Performance Standards

The Board of Directors is responsible for setting performance standards for delivery of District services, while at the same time complying with all applicable laws including California Community Services District Law (Government Code Section 61000, et seq.), regulations, operating permit requirements, and the public's expectation for openness, and fair and equitable application of authority.

3.4.2 AB 1234 (2005) Ethics Training

Pursuant to Assembly Bill 1234 (2005), Directors shall take ethics training every two years, with a requirement that they take their first training no later than a year after they start their first day of service with the District. If a Director becomes non-compliant with this requirement, the Director cannot serve on any Board committee or subcommittee until compliant. Directors shall provide proof of AB 1234 Ethics Training to the General Manager.

3.4.3 AB 1661 (2016) Sexual Harassment Prevention Training

Pursuant to Assembly Bill 1661 (2016), Directors shall take sexual harassment prevention training every two years, with a requirement that they take their first training no later than six months after they start their first day of service with the District. If a Director becomes non-compliant with this requirement, the Director cannot serve on any Board committee or subcommittee until compliant. Directors shall provide proof of AB 1661 Sexual Harassment Prevention Training to the General Manager.

4. BOARD MEMBER CODE OF ETHICS, VALUES, NORMS, AND BOARD CONDUCT

4.1 Responsibility

The primary responsibility of the Board of Directors is the formulation and evaluation of policy. Routine matters concerning the operational aspects of the District are to be delegated to the General Manager who can then delegate to other staff or contracts as appropriate.

4.2 Professionalism and Courtesy

Directors shall at all times conduct themselves with professionalism and courtesy to each other, to staff, and to members of the audience present at Board meetings.

The District is committed to providing excellence in legislative leadership that results in the provision of the highest quality of services to its constituents. To assist in governing the behavior between and among members of the Board of Directors, the following rules shall be observed:

1. The dignity, style, values, and opinions of each Director shall be respected.
2. Responsiveness and attentive listening in communication is encouraged.
3. The needs of the District's constituents shall be the priority of the Board of Directors.
4. Directors should commit themselves to emphasizing the positive, avoiding hidden agendas, gossip, infighting, and other negative forms of interaction.

5. Directors should commit themselves to focusing on issues and not personalities. The presentation of the opinions of others should be encouraged. Cliques and voting blocs based on personalities rather than issues should be avoided.
6. 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 commit to supporting said action and not to create barriers to the implementation of said action.
7. 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.
8. When responding to constituent requests and concerns, Directors should be courteous, responding to individuals in a positive manner and routing their questions through appropriate channels and to responsible District personnel.
9. Directors should develop a working relationship with the General Manager wherein current issues, concerns and District projects can be discussed comfortably and openly.
10. Directors should function as a part of the whole. Issues should be brought to the attention of the Board as a whole, rather than to individual members selectively.
11. Directors are responsible for monitoring the District's progress in attaining its goals and objectives, while pursuing its mission.

5. MEETINGS OF THE BOARD OF DIRECTORS

The LOCSB will use Rosenberg's Rules of Order for all Board of Directors and standing committee and subcommittee meetings.

5.1 Preparation

Directors shall thoroughly prepare themselves to discuss agenda items at meetings of the Board of Directors. Information or clarification may be requested from the General Manager but contact among Board members concerning District affairs (directly or indirectly), outside of the meeting context, is to be avoided as such activity may be in violation of the State of California's open meeting laws.

5.2 Exchanging Information

Information that is exchanged before meetings shall be distributed through the General Manager, and all Directors will receive all information being distributed.

5.3 Courteous Conduct

Directors shall at all times conduct themselves with courtesy and respect for each other, to staff and to members of the audience present at Board meetings. Just as is expected of all employees, Directors need to at all times conduct themselves ethically, with scrupulous regard for the highest standards of conduct and personal integrity. Directors need to conduct business in accordance with the letter, spirit, and intent of all relevant laws, and refrain from any illegal, dishonest, or unethical conduct.

5.4 Item Discussion

Directors shall defer to the President for conduct of meetings of the Board but shall be free to question and discuss items on the agenda during the meeting. All comments should be brief and confined to the matter being discussed by the Board.

5.5 Brief Comments into Minutes

Directors may request for inclusion into minutes brief comments pertinent to an agenda item only at the meeting at which the item is discussed (including, if desired, a position on abstention or dissenting vote).

5.6 Conflict of Interest

Directors shall recuse themselves and/or abstain from participating in consideration on any item involving a legally prohibited conflict of interest and shall declare the nature of the conflict to the Board and public prior to the Board's initiation of discussion on the item. Immediately after declaring such a conflict of interest, the Director shall leave the meeting room until the item in question has been heard and concluded, or tabled until a future meeting.

5.7 Prohibition Against Disclosure of Information Obtained in Closed Session

All documents prepared for and distributed in closed session, and all discussions among Board members and with authorized staff during closed sessions remain confidential pursuant to the terms of the Brown Act. [Cal. Gov. Code 54963, et al.] Likewise, what occurs in a closed session is confidential, and Board members who have participated in such a closed session may not disclose the content of any of the matters discussed. As part of their oath, all Board members have an obligation to protect the confidentiality of information received during a closed session.

5.8 Receiving and Communicating Information

Directors should practice the following procedures when seeking or communicating information:

5.8.1 Clarification

In seeking clarification on informational items, Directors may ask the General Manager to obtain information needed to supplement, upgrade, or enhance their knowledge to improve legislative and policy decision-making. Director requests for information from staff should be made through the General Manager.

5.8.2 Complaints

If a Director receives a complaint from a resident of property owner, the complaint should be referred directly to the General Manager. If the complaint is directed at the General Manager or one of the Directors, then the complaint shall be referred to the Board President for appropriate action.

5.8.3 Policy

In seeking clarification for policy-related concerns, especially those involving personnel, legal action, land acquisition and development, finances, and programming, said concerns should be referred directly to the General Manager. As needed, the General Manager will engage Legal Counsel.

5.8.4 Staff Notes

Staff notes or other general information that is exchanged before the meetings shall be distributed through the General Manager and all Directors will receive all information being distributed.

5.9 Safety

Emergency situations should be dealt with immediately by seeking appropriate assistance from the appropriate emergency responder, up to and including fire or sheriff. In handling items related to safety, concerns for safety or hazards should be reported to the General Manager or to the District office, as appropriate.

5.10 Guidelines for Receiving Public Comments at Board Meetings

The Board and staff welcome information on issues and matters within the District's geographical and subject matter jurisdiction. Comments and submittals should be:

- Concise, nondisruptive, and respectful.
- Factual to the best of the speaker's knowledge.
- Related to District business.
- Specific to enable the Board to be fully informed and take the appropriate action.

5.11 Agenda Item Discussions Procedure

The President will:

- a) Announce the Agenda Item.
- b) Upon request from the President, staff may provide a report and any associated recommended actions to be considered by the Board of Directors.
- c) Directors may provide preliminary comments and ask questions of staff.
- d) Members of the public will be recognized by the President and asked to present their comments on action items. All public comment shall be directed to the Board of Directors, not the audience in attendance, staff, or other presenters.
- e) The President may close the item, if it involves a formal public hearing, or may close public comments, and bring the issue back to the Board of Directors for final discussion and possible action.

5.12 Speaker Request and Attendance Cards

Persons wishing to speak on any Agenda Item are asked to complete a Speaker Request Card (Public Comment / Speaker Request Slip) and give it to the Board Secretary or Clerk of the Board prior to the meeting.

- a) A completed attendance card is voluntary. However, the Board would appreciate Speaker Request Cards from all people wishing to speak in order to produce accurate Minutes of the meeting and to provide follow-up responses as necessary.
- b) When an Agenda Item is of interest to a member of the public, the President will call upon those that have submitted a Speaker Request Card. Others may be called upon to speak at the discretion of the President, including those participating by electronic means.
- c) Should the Board of Directors choose to allow remote attendance and public comment, those wishing to speak shall use the tools directed by the President. Tools may include the use of the "Raised Hand" in Zoom or Microsoft Teams applications. Remote attendees are asked to:
 - i. Unmute their microphone only when they are called to provide public comment.
 - ii. State their name for the record.
 - iii. Speak clearly and at a volume that will allow others to hear them.
 - iv. Mute their microphone when their allotted time or commentary is completed.

5.13 Written Public Comment

- a) All interested parties may speak at a Board Meeting. Individuals providing written commentary may be requested to orally summarize their written submittals.
- b) Written comments should be submitted to the General Manager no less than twenty-four (24) hours prior to the start of an upcoming Board Meeting to allow the Board and staff sufficient time to distribute, read, and prepare responses to the comments prior to possible Board action on an Agenda Item. As a general rule, written comments will be included in the minutes. Written comments received after the deadline may not be provided to Directors prior to the upcoming meeting nor included in the minutes.

5.14 Oral Public Comment

- a) All comments will be addressed to the Board.
- b) Oral comments will typically be limited to three (3) minutes or less and must be relevant to the Agenda Item, or in the case of general public comment, relevant to subject matter jurisdiction of the District.
- c) If significant public comment is anticipated, the President may limit the total time allocated for public comment on any item as they deem appropriate.
- d) At the sole discretion of the President, public comment may be limited on any single item.
- e) A timer may be used and speakers are expected to honor the time limits.
- f) Oral comments should not be argumentative in nature or tone.
- g) One person will have the floor at any one time, though the Board President retains the power to control the meeting at all times.
- h) Cross-talking is discouraged by those attending the Board Meeting.
- i) After obtaining permission from the President, Directors may ask a question(s) of the speaker for clarification or to expand upon a point made, which shall not impact the speaker's allotted time.

5.15 Director Response to Correspondence

Board members may respond individually to correspondence addressed to the whole Board but must make it explicitly clear in all correspondence that they are speaking for themselves only and are not representing the whole of the Board.

5.16 Public Address to Board Members (General Public Comment)

A portion of each agenda for each regular or regular adjourned meeting shall provide an opportunity for members of the public to directly address the Board members on items of interest to the public that are within the subject matter jurisdiction of the Board of Directors, but which are not agendaized for action by the Board. The public may request future Board agenda items during this portion of the agenda. The public is asked to follow all guidelines for public comment in addressing the Board.

5.17 Director Comments

Each Board Meeting agenda shall include a time allocated for Director Comments. This affords an opportunity for each Director to present information within the District's subject matter jurisdiction to the Board that they have acquired, which would be of interest to the entire Board.

5.17.1 Excluded Content

The following are not appropriate for inclusion in Director Comments:

- a) Confidential information.

- b) Subjects appropriate for Closed Session, and comments revealing the content of Closed Sessions.
- c) Charges or complaints against a District Employee.
- d) Personal or slanderous remarks.
- e) Requests for Board of Director action, excluding requests to add an item to a future agenda.

5.18 Request for Agenda Items from Directors Outside of Board Meetings

In addition to requesting future agenda items during the Director's Comment period, any Director may call or email the General Manager, or in the absence of a General Manager the Board President, and request that any item be placed on the draft agenda no later than 4:00 o'clock p.m. ten (10) calendar days prior the next scheduled Board meeting.

5.18.1 Written Request

Any agenda request must be in writing or any other form of written electronic correspondence, and include supporting documents and information, if applicable. All materials relating to the request must be delivered by the deadline.

5.18.2 Agenda Request Acceptance

The Board President shall be the sole judge of whether an agenda item request is or is not a "matter directly related to District business." This decision may be appealed to the full Board of Directors at the next regularly scheduled meeting

5.19 Discussion During Staff or Director Comments

Since Director and Staff Comments are not agendized for action or deliberation, no public input or Board discussion of comments will be allowed nor will any action be taken.

6. BOARD MEETING CONDUCT

The President shall conduct meetings of the Board of Directors in an orderly and respectful manner, as prescribed within these Bylaws in a manner that is consistent with the policies of the District.

6.1 Rosenberg's Rules of Order

The LOCSD uses Rosenberg's Rules of Order for all Board of Director and standing committee and subcommittee meetings.

6.2 Conduct Objective

The conduct of meetings shall, to the fullest possible extent, enable Directors to consider problems to be solved, weigh evidence related thereto, and make well informed decisions intended to solve the problems; and to receive, consider and take any needed action with respect to District operations.

6.3 Quorum and Majority

Action can only be taken by the vote of the majority of the Board of Directors. Three (3) Directors represent a quorum for the conduct of business. Actions taken at a meeting where only a minimum quorum is present, therefore, require all three (3) votes to be effective. The Board of Directors shall act only by ordinance, resolution, or motion.

6.4 Abstentions

When a Director abstains in a vote, the Director shall be considered to be absent. The abstention will be recorded as an abstention, which has the same effect as a "NO" vote. Thus, if only three (3) Directors are present and one (1) abstains, then no action can be taken on the item because a "Majority of the Board" did not vote "YES."

6.5 Staff Direction

The Board may give directions to the General Manager that are not formal action and do not exceed the scope of their authority. Such directions include the Board's directives and instructions to the General Manager (or their acting counterparts). The President shall determine by consensus a Board directive and shall state it for clarification. Should any two Directors challenge the statement of the President, a voice vote may be requested. A formal motion may be made to place a disputed directive on a future agenda for Board consideration, or to take some other action (such as to refer the matter to the General Manager for review and recommendation, etc.).

6.6 Respect for Schedule

All Board meetings shall commence at the time stated on the agenda and shall be guided by the desire to complete the Board's business within a reasonable period of time either by intent or by time allotted.

6.6.1 Recess

Schedule notwithstanding, the President may declare a short recess, or recesses, during any meeting.

6.7 Meeting Table

Only Directors, the District's legal counsel, the District's General Manager, and authorized staff members shall be seated at the meeting table. At the permission or direction of the President, others who are presenting during a Board meeting may also be temporarily seated at the meeting table.

6.8 Public Input

Provisions for permitting any individual or group to address the Board concerning any item on the agenda of a special meeting, or to address the Board at a regular meeting on any subject that lies within the jurisdiction of the Board of Directors, shall be as follows:

6.8.1 Time Limits

The President, unless a majority of the Board objects, may allot a maximum amount of time for each speaker and a maximum amount of time to each subject matter. If no such time limit was or is specified prior to the commencement of a speaker's presentation or the discussion of an agenda item, the President may intervene at any time to impose a reasonable time limit for concluding the presentation or discussion. The standard allotment shall be three (3) minutes per speaker per item.

6.8.2 Actions Taken

No action shall be taken on any item not appearing on the agenda unless the action is otherwise authorized by section on Board Agenda Actions or by §54954.2 of the Government Code.

6.8.3 Disruptive Conduct

No disruptive conduct shall be permitted at any Board meeting. Persistence in disruptive conduct shall be grounds for summary termination, by the President, of that person's privilege of address to the Board and immediate ejection from the meeting.

6.9 Decorum

The President shall take whatever actions are necessary and appropriate to preserve order and decorum during board meetings, including public hearings. The President may call a recess. In some circumstances where a person becomes disruptive, the President may eject any person or persons refusing to abide by a lawful request from the President, or otherwise disrupting the meeting or hearing.

6.9.1 Willful Disruption, Disturbances or Interruptions

Willful disruption, disturbances, or interruptions (hereafter disruption) of any of the meetings of the Board of Directors shall not be permitted. If the President finds that there is in fact willful disruption of any meeting of the Board, the President may order the room cleared and subsequently conduct the Board's business without the audience present.

6.9.2 Use of Law Enforcement at Meetings

The Board, by majority opinion, may direct the use of law enforcement to ensure the safety and well-being of all present at Board meetings. Use of law enforcement at Board of Director meetings will be considered appropriate by majority opinion of the Board members if repeated orders by the President to clear the room are not adhered to or if, in the opinion of the Board, one or more individuals attending the meeting are physical threatened or abused.

6.9.3 Continuation of Business

In the event that the room has been cleared for willful disruption, only matters appearing on the agenda may be considered in such a session.

6.9.4 Re-admittance

After clearing the room, the President should and may permit those persons who, in their sole opinion, were not responsible for the willful disruption to re-enter the meeting room before any further business is conducted.

6.9.5 Media

Duly accredited representatives of the news media, whom the President finds not to have participated in the disruption, shall be admitted to the remainder of the meeting.

7. RELATIONSHIP MANAGEMENT

Directors should function as a part of the whole. Issues should be brought to the attention of the Board as a whole, rather than to individual members selectively.

7.1 Team Effort

The smooth operation of the District is a team effort. All individuals should try to work together in the collaborative process, assisting each other in conducting the affairs of the District. The Board of Directors functions collectively, not as individuals. Unless the Board, by formal action, delegates responsibility to one or more individual Board members, no Director has the legal

capacity or authority to act on behalf of the District. It is extremely important that all individual Directors respect this method of functioning as a Director, and in no way act or attempt to act unilaterally on behalf of the Board of Directors or the District.

7.3 Direct Access to Staff During Working Hours

Direct access to staff by Directors is only authorized after an appointment is made through the General Manager, in advance, with a staff member at an appropriate time as determined by the General Manager. The General Manager may also be present at such appointment if he/she so desires. When approached by District personnel concerning specific District policy, Directors should direct inquiries to the General Manager, as any other action would be considered outside the scope of a Director's responsibility and authority. The chain of command should be followed.

7.4 Monitoring Progress

Directors are responsible for monitoring the District's progress in meeting performance standards and attaining its goals and objectives, while pursuing its mission, and are responsible for issuing clear direction to the General Manager for all necessary course corrections required to meet such goals and objectives.

8. PROCUREMENT OF GOODS AND SERVICES

8.1 Procurement Authority

Procurement Authority shall be exercised and performed by the Board of Directors through the approval of warrants (invoices) presented to the Board. This authority includes both the authority to approve procurements and the authority to commit the District to procurements. The Board of Directors may delegate certain authorities to the District's President, Vice President, management and/or staff. These delegated authorities shall be exercised and performed in accordance with applicable federal, state, and local laws and the policies contained herein.

8.2 Procurement of Goods, Professional Services and Non-Professional Services

The District will maintain a Resolution describing processes and authorized amounts for normal purchases. As of January 10, 2024, Resolution 19-06 (adopted October 9, 2019) will serve as the Resolution of record.

8.2.1 Amendments / Change Orders / Revisions

Material changes to a contract document require written authorization. Approval and execution are subject to the thresholds established above and based on the final value of the contract document after the change is incorporated.

8.2.2 Leasing of Goods

Leasing of goods is subject to the same requirements established for the procurement of goods.

8.2.3 Public Works

The procurement of goods and services for the construction of public works shall be governed by California Public Contract Code sections 20640 et seq. The District may use established lists of qualified vendors and contractors developed by the County of Santa Barbara in-lieu of requests for proposal and/or request for quote processes where applicable.

8.3 Emergency Purchases and Services

In the event of an emergency, the General Manager may make immediate purchases of goods and services pursuant to California Public Contract Code section 20640 et seq. Emergency purchases include any purchase required to prevent imminent danger or to prevent or mitigate the loss or impairment of life, health, property, or essential public services. Every effort shall be made to obtain advance approvals or to obtain approvals as soon as possible following the purchase. Such purchases will be subject to subsequent consideration and ratification by the Board of Directors.

8.4 Procurement of Goods and Services

When expenditures are made for the procurement of goods and services, staff will use its best efforts to conform to an informal solicitation process and shall not exceed \$2,500 (two thousand five hundred dollars). Any expenditure for these types of purchases will be brought to the Board of Directors at the next regularly scheduled Board meeting for consideration and ratification.

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