



# OJAI VALLEY SANITARY DISTRICT

A Public Agency

1072 Tico Road, Ojai, California 93023

(805) 646-5548 • FAX (805) 640-0842

www.ojaisan.org

## MEETING OF THE EXECUTIVE COMMITTEE

Date & Time:

February 13, 2014  
Thursday, 3:30 p.m.

Location

OVSD Board Room  
1072 Tico Road, Ojai

Committee Members:

William M. Stone

William D. O'Brien

William C. Murphy, Chairman

## AGENDA

1. **Public Comment - (Items not on the agenda - 3 minute limit)**
2. **Review of District Bylaws**
3. **Review of Board Compensation Ordinance**
4. **Discussion**
  - a. Audience
  - b. Committee Members
  - c. General Manager

A staff report providing more detailed information is available for most agenda items, and may be reviewed in the District office during regular business hours. Copies of individual reports may be requested from Brenda Krout (646-5548).

**ATTEST TO POSTING:**

**Brenda Krout – Clerk of the Board**

**Feb. 7, 2014 @ 3:30 p.m.**

**Date & Time Posted At District Office**

# ITEM #2

Memorandum

**Ojai Valley Sanitary District**

February 6, 2014

To: Executive Committee – Bill Murphy, Bill Stone & Bill O’Brien  
From: Jeff Palmer – General Manager  
Subject: REVIEW OF DISTRICT BYLAWS

In December 2013, the Board adopted a revised list of subcommittees and made changes accordingly to the District Bylaws. At the Board meeting, there was a discussion about further review and changes to the Bylaws and Ordinances related to days of service, subcommittees, meeting times/dates and transparency of the meetings.

It was agreed that Staff would work with the Executive Committee to investigate ways to further streamline the subcommittee process to avoid annual changes to the Bylaws and Ordinance. The Committee will then develop recommendations to present to the Board for their consideration.

The discussion points include:

1. Day of service definition
2. Subcommittee compensation structure
3. Date/time of meetings
4. Transparency issues including postings of agenda and minutes

Over the years, the District has created a number of different subcommittees and ad-hoc committees to address, study, review and implement various programs and issues. At the core, the standing and ad-hoc committees are used to provide necessary oversight and Board management of the District functions. Focused discussions, with a smaller group of the Board is necessary sometimes to review in more detail program and management issues. Having a smaller group that can meet in a more rapid manner or on an irregular schedule is an efficient, responsive and cost effective way to address District function and oversight responsibilities. Depending on the issue, the committees may be short term, one or two meetings or longer. Given the past history on District issues such as the renewal of the discharge permit, the algae TMDL and nutrient discussions, it appears that for the foreseeable future, committee meetings may take longer and involve more study and detail discussions.

Standing Committees established for calendar year 2014 are as follows:

Finance  
Personnel/Safety  
Public Relations/Newsletter/Ordinance  
CEQA/Environmental Review  
Executive (Chairman, Vice-Chairman & Secretary)

Executive Committee  
February 6, 2014  
Page 2

Staff strongly feels that this revised Committee structure provides for an appropriate venue to address the majority of the issues typically assigned to Committees; any unusual issue which may arise can be effectively addressed through the formation of an Ad Hoc Committee. Any Ad Hoc Committee would be single issue focused and of a limited duration. Ad Hoc Committees would adhere to all Brown Act posting requirements.

A copy of the Bylaws adopted on December 16, 2013 is attached for your reference.

If you have any questions or need additional information please call me at 646-5548.

**RESOLUTION NO. 2013-11**

**OJAI VALLEY SANITARY DISTRICT**

**RESOLUTION FOR THE ADOPTION OF THE  
OJAI VALLEY SANITARY DISTRICT  
BYLAWS**

**BE IT RESOLVED** that the Ojai Valley Sanitary District Board of Directors does hereby approve and adopt the attached Bylaws, to become effective immediately. These Bylaws supersede all previously adopted Bylaws.

**PASSED AN ADOPTED** this 16<sup>th</sup> day of December, 2013, upon the following vote:

AYES: BURG, BAGGERLY, O'BRIEN, KAISER, GREENE, MURPHY,  
STONE

NAYES: NONE

ABSENT: NONE

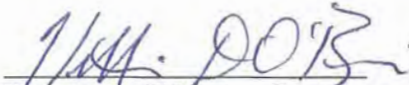
ABSTAIN: NONE

  
\_\_\_\_\_  
William C. Murphy - Chairman

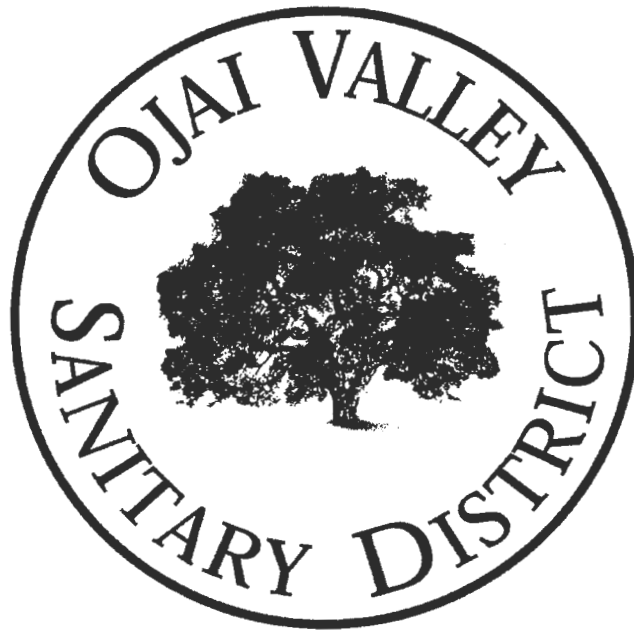
**COPY**

**CERTIFICATION:**

I, William D. O'Brien, Secretary of the Board of Directors of the Ojai Valley Sanitary District, do certify that the above is a true and accurate copy of Resolution No. 2013-11, adopted by the Board of Directors on December 16, 2013.

  
\_\_\_\_\_  
William D. O'Brien - Secretary

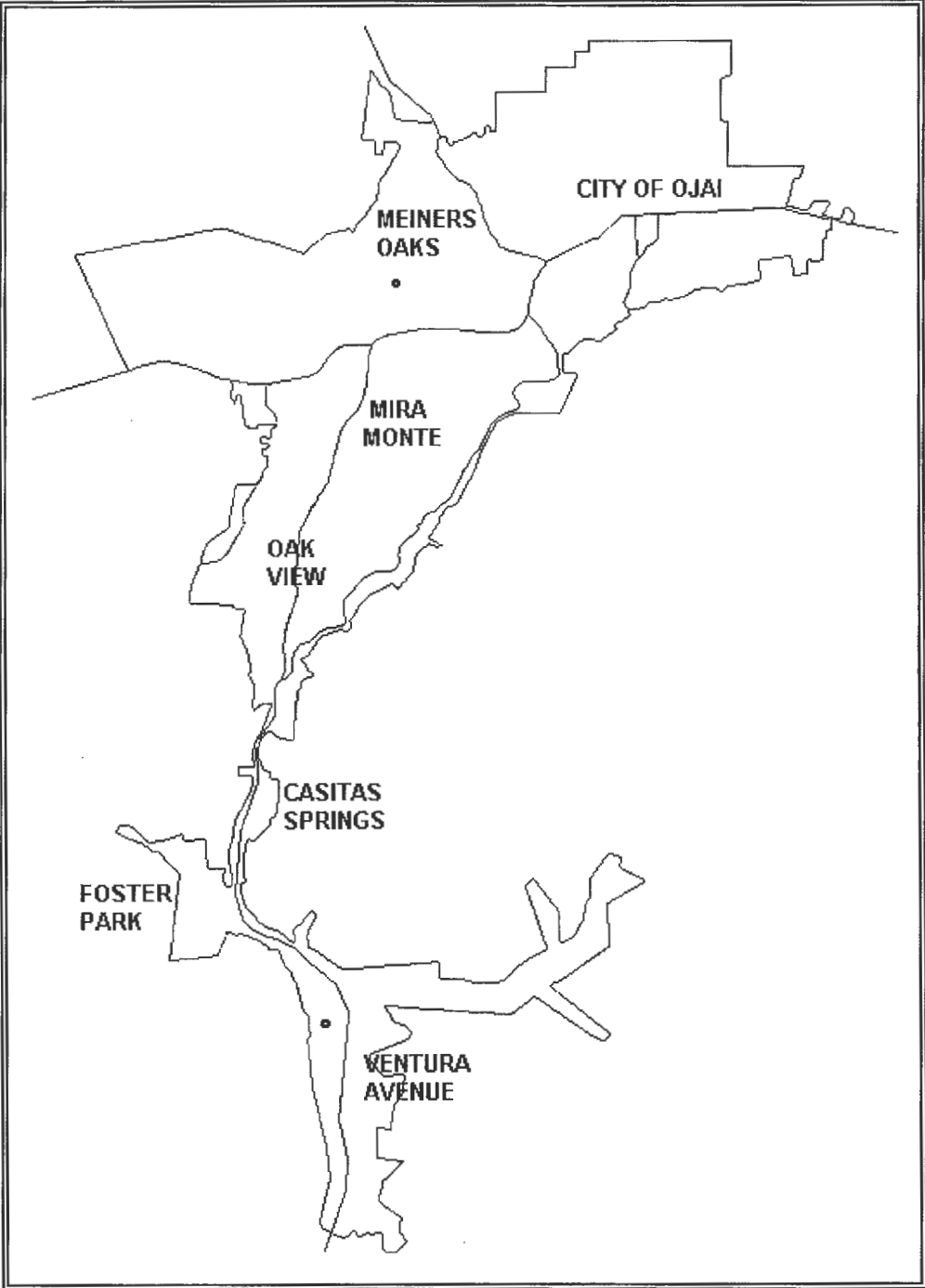
**OJAI VALLEY SANITARY DISTRICT**



**BYLAWS**

**(Revised December 16, 2013)**

Ojai Valley Sanitary District



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**BYLAWS**  
**OJAI VALLEY SANITARY DISTRICT**

**ARTICLE I**                    **NAME**

The name of this organization is the OJAI VALLEY SANITARY DISTRICT. It was formed in May 1985 under the California Health and Safety Code, through the annexation of the sanitation department of the City of Ojai to the Oak View Sanitary District followed by the consolidation of the Ventura Avenue, Oak View, and Meiners Oaks Sanitary Districts.

**ARTICLE II**                    **PURPOSE**

The Ojai Valley Sanitary District is an independent Special District established in accordance with and having the authority and powers defined in the State of California's Health and Safety Code Section 6400 et seq. (Sanitary District Act of 1923). The purpose of the District is to provide safe and effective collection and treatment of wastewater for the communities within the area known as the Ojai Valley and the northern end of the Ventura Avenue area.

**ARTICLE III**                    **MISSION AND OBJECTIVES**

The mission of the District is to serve the people of the District by collecting and treating residential and commercial sewage, to make effective use of water and other resources, and to protect human health and the community environment, all in a competent and cost effective way.

To do this effectively the District will encourage community understanding and participation, develop professional competence in sanitary system technology and administration, and create an organization of dedicated people who are proud of themselves, their work, and their District.

**ARTICLE IV**                    **TERRITORY**

The boundaries of the District are the established boundaries of the City of Ojai and the prior Sanitary Districts (Ventura Avenue, Oak View, & Meiners Oaks. The most southern end of the District begins with the Ventura Avenue area immediately north of the City of Ventura, in the vicinity of Shell Road along the Ojai Freeway. This portion of the District is a sparsely populated area zoned for agricultural, commercial, open space, manufacturing, and residential uses.

The District boundaries continue on up the Ojai Valley for about 10 miles encompassing the unincorporated areas of Oak View, with islands at Live Oak Acres and Casitas Springs; Meiners Oaks/Mira Monte which is an intermix of agricultural, commercial and residential properties; making a north/easterly turn encompassing the City of Ojai incorporated boundaries; extending a 1 ½ mile arm east from the City limits to the Saint Joseph Convalescent Hospital on East Ojai Avenue/Highway 150.

A map of the District is shown inside the front cover of this document.

## **ARTICLE V**                      **PLACE OF BUSINESS**

The administrative office and the collection system maintenance crew headquarters is located at 1072 Tico Road in the Mira Monte area of the Ojai Valley. The treatment plant and the treatment plant operations office is located at 6363 N. Ventura Avenue at the southern entrance of the Ojai Valley, adjacent to the Ojai Freeway and the Ventura River.

## **ARTICLE VI**                      **GOVERNING BOARD**

The Board is the governing power of the District, and exercises all District powers. (Health & Safety Code §6481) The Board receives its power from the California Constitution and State laws passed by the legislature, including the District's principal act, the Sanitary District Act of 1923, Health & Safety Code §6400 et seq. State law takes precedence if a conflict occurs between State law, versus these bylaws or any action by the Board.

### **Section 1.                      Powers**

The powers of the District include, pursuant to Health & Safety Code §6510 et seq., include, but are not limited to:

- ❖ Use a seal.
- ❖ Sue and be sued.
- ❖ Acquire, plan, construct, reconstruct, alter, enlarge, lay, renew, replace, maintain, and operate garbage dump sites and garbage collection and disposal systems, sewers, drains, septic tanks, and sewerage collection, outfall, treatment works and other sanitary disposal systems, and storm water drains and storm water collection, outfall and disposal systems, and water recycling and distribution systems, as the Board deems necessary and proper
- ❖ Permit the use of District property by other governmental agencies.
- ❖ Permit the lease of District property [Health & Safety Code §6514.1
- ❖ Acquisition and disposal of property
- ❖ Make & accept contracts & deeds
- ❖ Expend any sum required in an emergency without complying with regular competitive bidding requirements
- ❖ Pay lawful claims & demands

- ❖ Employ & pay necessary employees
- ❖ Lay its sewers & drains in any public street or road in the county & city
- ❖ Collect waste & garbage
- ❖ May sell, or otherwise dispose of byproducts resulting from District operations
- ❖ Call & conduct all necessary or proper elections
- ❖ Compel all residents & property owners in the District to connect their houses & habitations and structures, requiring sewerage, with the sewers
- ❖ Prohibit any resident or property owner in the District from connecting any house, habitation, or structure requiring sewerage or drainage disposal service to any privately owned sewer in the District
- ❖ Require any resident or property owner desiring to connect to the sewer lines owned by the District to pay his proportionate share of cost of the line.
- ❖ Enter into contracts with county or city to pay and apportion costs of locating, repairing or relocating facilities on roads or other property of the other.
- ❖ Prescribe, revise & collect, fees, tolls, rates, rentals, or other charges for services & facilities furnished
- ❖ Make & enforce all necessary and proper regulations for removal of garbage; cleanliness of the roads & streets within the District and other sanitary purposes not in conflict with the laws of the State.
- ❖ Exercise the power granted by Health & Safety Code §6521.5 and §4765 regarding lobbying.
- ❖ Incidental powers
- ❖ Violation of District regulation or ordinance is a misdemeanor punishable by law
- ❖ Borrow money & incur indebtedness & guarantee the performance of its legal or contractual obligations
- ❖ Enter upon private property for the purpose of inspection & maintenance of facilities

## **Section 2. Ethics Guidelines**

### **2.1 Act in the Public Interest**

Directors must recognize that stewardship of the public interest must be their primary concern; Directors will work for the common good of the people of the District and not for any private or personal interest, and they will assure fair and equal treatment of all persons, claims and transactions coming before the Board.

## **2.2 Comply with the Law**

Directors shall comply with the laws of the nation, the State of California and the District in the performance of their public duties. These laws include, but are not limited to: the United States and California constitutions; Fair Political Practices laws; laws pertaining to conflicts of interest, election campaigns, financial disclosures, employer responsibilities, open processes of government; and policies.

## **2.3 Conduct of Directors**

The professional and personal conduct of Directors must be above reproach and avoid even the appearance of impropriety. Directors shall refrain from abusive conduct, personal charges or verbal attacks upon the character or motives of other Directors, the staff or public.

## **2.4 Respect for Process**

Directors shall perform their duties in accordance with the processes and rules of order established in these Bylaws.

## **2.5 Conduct at Public Meetings**

Directors shall prepare themselves for public issues; listen courteously and attentively to all public discussions before the body; and focus on the business at hand. They shall refrain from interrupting other speakers; making personal comments not germane to the business of the body; or otherwise interfering with the orderly conduct of meetings.

## **2.6 Decisions Based on Merit**

Directors shall base their decisions on the merits and substance of the matter at hand, rather than on unrelated considerations.

## **2.7 Communication**

Directors shall publicly share substantive information that is relevant to a matter under consideration by the Board, which they may have received from sources outside of the public decision-making process.

## **2.8 Conflict of Interest**

In order to assure their independence and impartiality on behalf of the common good, Directors shall not use their official positions to influence government decisions in which they have a material financial interest.

In accordance with the law, Directors shall disclose investments, interests in real property, sources of income, and gifts; and they shall abstain from participating in deliberations and decision-making where conflicts may exist pursuant to Federal and State laws.

## **2.9 Gifts and Favors**

Directors shall not take any special advantage of services or opportunities for personal gain, by virtue of their public office, that are not available to the public in general. They shall refrain from accepting any gifts, favors or promises of future benefits which might compromise their independence of judgment or action or give the appearance of being compromised.

## **2.10 Confidential Information**

Directors shall respect the confidentiality of information concerning the property, personnel or affairs of the District. They shall not disclose confidential information unless required to fulfill their fiduciary duty. They shall not disclose confidential information to advance their personal, financial or other private interest.

## **2.11 Representation of Private Interests**

In keeping with their role as stewards of the public interest, Directors shall not appear on behalf of the private interests of third parties before the Board.

## **2.12 Advocacy**

Directors shall represent the official policies of the District to the best of their ability when designated as delegates for this purpose. When presenting their individual opinions and positions, Directors shall explicitly state they do not represent their body, nor will they allow the inference that they do.

## **2.13 Policy Role of Directors**

Directors shall not interfere with the administrative functions of the District or the professional duties of District staff; nor shall they impair the ability of staff to implement Board policy decisions.

## 2.14 Positive Workplace Environment

Directors shall support the maintenance of a positive and constructive workplace environment for District employees and for citizens and businesses dealing with the District. District shall recognize their special role in dealings with District employees and in no way create the perception of inappropriate direction to staff.

### Section 3. Number of Directors

Pursuant to Section 6480.5 of the Health and Safety Code, the number of members of the board of directors is seven, each representing one of seven divisions within the District.

### Section 4. Director Divisions

Each of the District's seven directors represent a division within the District boundaries. The boundaries of these seven divisions were established based on evenly distributing the voting population of the District at the time of formation. The divisions are broadly described as follows:

- |                |  |
|----------------|--|
| Division No. 1 | Ventura Avenue area south to Kunkle St. in the Oak View area; far west portion of Creek Road to Fraiser Street; islands within the Casitas Springs and Live Oak Acres areas. |
| Division No. 2 | Oak View area from Kunkle Street north/east through portion of Mira Monte including Valley Meadow Drive.   |
| Division No. 3 | Largest portion of Mira Monte area; northern portion of Burnham Road; central portion of Creek Road.   |
| Division No. 4 | North/west portion of Meiners Oaks area; Rancho Matilija development; southern portion of the City of Ojai, including the easterly portion of Creek Road in the City limits. |
| Division No. 5 | Main portion of the Meiners Oaks area from Lomita Avenue to Fairview Road; west end of the Arbolada area.  |
| Division No. 6 | Westerly portion of the City of Ojai to the Drown/Fulton Street area.  |
| Division No. 7 | Easterly portion of the City of Ojai and to Saint Joseph's Convalescent Hospital.  |

A map of the District is shown inside the front cover of this document.

## **Section 5. Selection of the Board**

### **5.1 Election**

Each member of the Board is elected, in a general election, in their designated division within the District, pursuant to Elections Code Section 10500 et seq.

### **5.2 Election Year**

Elections are held in even-numbered years in November and are consolidated with the County of Ventura's general election; the new terms, following election, begin as determined and provided for in Section 10554 of the Elections Code.

Election in three divisions within the District are held in one even-numbered year, and the other 4 divisions are held in the following even-numbered year, *which shall be evenly divisible by four*. The divisions are grouped as follows:

Group 1: Divisions 2, 4 & 6

Group 2: Divisions 1,3, 5 & 7

### **5.3 Residence Requirements**

Each member of the Board is required to maintain their primary personal residence within the division from which they are elected in order to retain their eligibility to represent that division.

### **5.4 Term of Office**

The term of office of each member of the board is four years beginning on the first Friday in December next following the general election. This date will also be designated in the letter from the County Elections Officer to the newly elected Board Member. A member's term can be terminated by his/her resignation from office, or termination of residence within the District.

### **5.5 Vacancies**

Vacancies on the Board shall be filled for the unexpired term pursuant to Government Code Section 1780 et seq. [Health & Safety Code §6483]

1. Seating of newly elected directors takes place at the first meeting after the County Board of Supervisors certifies the election results as recommended by the County Elections Office. Previous office holder shall serve until the meeting the newly elected director takes office.



2. Every newly elected director shall take an oath of office at the time of seating, as required by the County Clerk's office.
3. A newly elected director must file a Conflict of Interest Statement, pursuant to the requirements of the Political Reform Act, Government Code Sections 87300-87302, as amended by the Fair Political Practices Commission pursuant to 2 Cal. Code Regs. Section 18730.

**Section 6. Board Compensation**

**6.1 Compensation**

Directors shall be compensated for each meeting of the Board of Directors, or sub-committee meeting, attended by him/her, or for each day's service rendered as a member by request of the Board, together with any expenses incident thereto. Rate of compensation and eligible expense reimbursement shall be set by ordinance adopted by the Board.

**6.2 Payment**

Payment for Board and Committee meeting fees, or day of service, shall be made upon a "Board Meeting Fee Claim" form signed by the Director and submitted to the Clerk of the Board.

Payment for reimbursable mileage and other eligible expenses shall be made upon an "Expense Statement" form signed by the Director and submitted to the Clerk of the Board.

**ARTICLE VII            OFFICERS OF THE BOARD**

**Section 1. Titles and Functions**

The officers of the Board of Directors shall consist of the following:

**1.1 Chairperson**

A Chairperson who shall preside at all meetings of the Board of Directors, have general supervision of the affairs of the Board of Directors, represent the Board of Directors in any actions taken by the Board, and perform such duties as the bylaws may prescribe. The Chairperson is the Board "President" in accordance with Health & Safety Code §6486.

**1.2 Vice-Chairperson**

A Vice-Chairperson who shall assist the Chairperson in performance of his/her duties and act in his/her stead when required.

### **1.3 Secretary**

A Secretary who countersigns with the Chairperson, on all contracts, deeds, warrants, releases, receipts, and documents, except as the Board may, by resolution, authorize the District manager or other District employees specified by the Board to sign such documents.

### **1.4 Assistant Secretary**

An Assistant Secretary who shall assist the Secretary in performance of his/her duties and act in his/her stead when required.

## **Section 2. Terms of Office**

### **2.1 Length of Term**

The terms of all officers shall be from the date of their election (historically this election has been held at the December Board Meeting) as provided in Article VII, Section 3, for the following approximately 12 month period when elections are held again. Any member can be reelected to continue in the same office.

### **2.2 Vacancies**

If the Chairperson fails to complete his/her term, the Vice-Chairperson shall act in his/her stead and a new Vice-Chairperson shall be elected for the remainder of the term.

If the Vice-Chairperson fails to complete his/her term, the Board of Directors will elect a Board member to serve out the remainder of the unexpired term.

If the Secretary fails to complete his/her term, the Assistant Secretary shall act in his/her stead and a new Assistant Secretary shall be elected for the remainder of the term.

If the Assistant Secretary fails to complete his/her term, the Board of Directors will elect a Board member to serve out the remainder of the unexpired term.

## **Section 3. Election Process**

The Clerk of the Board shall conduct the election process so all current officers may participate fully in the nomination and election process.

### **3.1 Nominations**

Nominations for each office will be open to all members of the Board. Nominations will be made by members of the Board, and taken at the Board meeting at which the election of officers will occur. No member shall be nominated without his or her consent to serve if elected. A member may be nominated for more than one office, but may not serve simultaneously in more than one office. More than one member may be nominated simultaneously for the same office.

### **3.2 Election Process**

The election of officers shall take place as the last item of business at the regular meeting of the Board of Directors in December of each year. Officers shall be elected in the following order:

Chairperson  
Vice-Chairperson  
Secretary  
Assistant Secretary

### **3.3 Method of Election**

There shall be one vote per slate of candidates for each office. The candidate (or nominee) who gains the majority of votes from the board members present shall win that office. Votes may not be cast in absentia. In elections with multiple nominees, where no one receives a majority, a run-off vote shall take place between the two top vote receivers. In non-majority situations where there are not two top vote receivers (e.g. 3-2-2), a second vote shall be taken. If the second vote results in a non-majority situation a coin toss shall be used to select the second top vote receiver. In the case of a tie, a run-off vote shall take place among all candidates who receive an equal number of votes. Any other vote result which does not result in a majority shall require another vote.

Written ballots will be used when more than one candidate is nominated for an office. The written ballots will consist of the name of the board member voting and the candidate they are voting for. There will be one ballot per board member per vote for each office. The written ballots will be completed privately by each board member, and then individually read by the clerk of the board, disclosing the name of each board member and his/her vote, when tallying the vote for each office.

No abstentions are allowed in these elections.

### **3.4 Impasse**

If a run-off vote is required, per Section 3.3 above, and the run-off vote also results in a tie, a second run-off vote will be conducted. If the second run-off vote results in a tie, an impasse will be declared, and the run-off vote will be decided by the toss of a coin.

### **3.5 Assumption of duties**

Officers shall assume the duties of their offices immediately following completion of the election process for all offices.

## **ARTICLE VIII      MEETINGS OF THE BOARD OF DIRECTORS**

### **Section 1.      Time and Place**

The time and place of the regular meetings of the Board shall be set by resolution. All meetings shall be conducted pursuant to Section 54950 et seq. of the California Government Code, commonly known as the Brown Act.

### **Section 2.      Agenda**

The Clerk of the Board is responsible for posting a copy of each Board meeting agenda at the District Administration Office, on the outside posting board, for regular meetings at least 72 hours prior to the meeting time as required by Section 54954.2 of the California Government Code, and for other meetings as required by the Brown Act.

The Clerk of the Board shall mail or email a copy of each Board meeting agenda to those people, agencies, organizations, etc. who have requested to be placed on the current recipient list for such notices, and the local news media.

The General Manager is responsible for preparing a written staff report on agenda items, as appropriate.

The Board Chairperson may change the sequence of items on the agenda.

Any Board Member may request an item be placed on the agenda for discussion or action. All such requests shall consider the amount of time needed for staff research. Emergency items can only be added pursuant to the Brown Act.

Members of the public may request to have an item placed on a future Board agenda during the Public Comment portion of a Board meeting. The Chairman shall ask if any Board Member supports this request. If there is support the General Manager will be directed to place the item on a future Board agenda.

**Section 3. Quorum**

A majority of the current Board membership shall constitute a quorum. A majority of the Board members voting shall be required to approve, disapprove or otherwise act on any proposal, except matters requiring action by a specific number or percentage of the full Board as required by statute. A tie vote shall constitute a denial.

**Section 4. Special Meetings**

Special and Emergency Meetings of the Board shall be called in accordance with Section 54950 et seq of the Brown Act.

**ARTICLE IX RECORDS OF PROCEEDINGS**

**Section 1. Recordings**

All Board of Directors' meetings shall be sound recorded and the records shall be retained for a period of four years.

**Section 2. Written Minutes**

The Clerk of the Board shall prepare for approval by the Board of Directors minutes recording all resolutions, ordinances, actions, and determinations of the Board.

**Section 3. Official Signatures**

All papers involving official acts of the Board shall be signed in accordance with appropriate legislation relating to such acts. In the absence of specific regulations, the signature of the Chairperson or Vice-Chairperson attested by the Clerk of the Board shall be deemed sufficient.

## **ARTICLE X**

## **RULES OF ORDER**

### **Section 1. Order of Business -- Board Meetings**

The Chairperson, or acting Chairperson, may make changes in the order of the agenda unless a two-thirds vote of the members in attendance defeats the decision of the Chairperson. The preferred order of business shall be as follows:

- (1) Call to order
- (2) Roll Call
- (3) Pledge of Allegiance
- (4) Additions or amendments to the agenda
- (5) Public concerns
- (6) Board concerns
- (7) Public hearings
- (8) Presentations
- (9) Regular Business & Reports
  - (a) Consent items
  - (b) Action items
  - (c) Information items
- (10) Discussion
  - (a) Public
  - (b) Directors
  - (c) General Manager
- (11) Items of Interest/Correspondence/Articles
- (12) Closed Sessions
- (13) Adjournment

### **Section 2. Rules of Order Per Agenda Item**

To obtain the floor, a Director, staff member or public attendee must be directly recognized by the Chairperson.

The Director originating a motion/or action, should state the action or actions desired.

A motion may be amended, prior to the vote, if the first & second on that motion agree to the amendment.

**A Motion to Reconsider Made at the Same Meeting.** A Board member who voted with the prevailing side on a question previously considered by the Board, may, prior to the adjournment of the meeting where such question was considered, move that the Board reconsider the vote on that question. Any member may second the motion to reconsider. If a majority of the Board votes in favor of the motion to reconsider, the question will be reheard before the Board. A motion to reconsider made at the same meeting has precedence over every main motion, and may be taken up at any time during the meeting if there is no other motion on the floor. Upon adoption, a motion for reconsideration cancels the previous vote on the question as though the previous vote had never taken place.

**A Motion to Reconsider Made at a Subsequent Meeting.** If, after the adjournment of a meeting where a question was previously considered, a Board member who voted with the prevailing side on that question requests reconsideration of the question, a motion for reconsideration will be placed on the agenda of the Board's next scheduled meeting. At that next scheduled meeting, any member may second the motion to reconsider. If a majority of the Board votes in favor of the motion to reconsider, the question will be reheard before the Board. Upon adoption, a motion for reconsideration cancels the previous vote on the question as though the previous vote had never taken place.

Motions requiring a roll call vote are:

- ❖ Contracts or any action resulting in the expenditure of District funds.
- ❖ Resolutions

Vote on all other motions can be conducted by voice vote, i.e. aye or nay.

**Section 3. Public Hearings**

Public Hearings will be conducted as follows:

1. Open public hearing
2. Receive staff report and recommendations
3. Report of written communications by Clerk of the Board
4. Public comment
5. Close public hearing
6. Discussion by Board of Directors

Further input by the public after the close of the public hearing shall be at the discretion of the Chairperson.

**Section 4. Closed Sessions**

Closed sessions may be called by the Chairperson at any time during a meeting in accordance with Section 54950, et seq. of the California Government Code.

**Section 5. Additions to the Agenda**

Items may be added to the agenda at the beginning of a regular meeting only when the item to be added meets the requirements in Government Code Section 54950 et seq., commonly referenced as "the Brown Act". Additions cannot be made to the agenda of any special meeting.

**Section 6. Adjournment**

The Board may adjourn any regular, adjourned regular, special, or adjourned special meeting to a time and place specified in the order of adjournment, pursuant to Government Code Section 54955.

**Section 7. Temporary Chairperson**

In the absence of the Chairperson and the Vice-Chairperson 15 minutes after the noticed time of any meeting of the Board, the Clerk of the board shall convene the meeting and the Board shall elect a temporary Chairperson to conduct such meeting. Upon arrival of the Chairperson or Vice-Chairperson, the higher ranking regular officer shall become the presiding officer and conduct such meeting.

**ARTICLE XI                      BOARD COMMITTEES**

Annually, following the election of officers, the Board will renew the Standing Committees deemed appropriate for the Board's needs. The Chairperson of the Board of Directors shall appoint from within the Board's membership, with the advice of the Board, Directors to serve on each of the standing committees, and any additional temporary ad hoc committees as he/she deems appropriate.

Standing Committees for calendar year 2014 are as follows:

- Finance
- Personnel/Safety
- Public Relations/Newsletter/Ordinance
- CEQA/Environmental Review Committee
- Executive Committee\*\*

\*\*Members of this Committee are Chairperson, Vice-Chairperson, and Secretary of the Board of Directors.

The Chairperson of the Board of Directors shall appoint individual Directors to serve as the Board's representative to boards, committees and agencies outside the District. The Chairperson may appoint himself/herself to serve in any of these positions.

Committee meetings are public and subject to the requirements of "the Brown Act".

*At the first meeting of each standing committee, the committee will select one member to act as Committee Chairperson.*

Committees shall consist of no more than 3 members.

The committee meeting schedule shall be mutually determined by the committee membership. Committee meetings cannot be held without a majority of the committee membership present.



If a committee member is unable to attend a scheduled committee meeting, it is the member's responsibility to notify the Committee Chairperson at the earliest time possible. It is the Committee Chairperson's responsibility to decide if it is in the best interest of the committee to either arrange for another director to act as a substitute, or hold the meeting with the remaining committee members, if the remaining members constitute a majority of the committee membership.

## **ARTICLE XII      ADMINISTRATION OF DISTRICT BUSINESS**

### **Section 1.      General Manager**

The Board of Directors shall appoint a General Manager to implement the policies and programs approved by the Board of Directors. The General Manager so selected shall meet such minimum qualifications as are established by the Board of Directors. He/She shall serve at the pleasure of the board.

The General Manager shall be responsible for the publication and distribution of an agenda packet for Board of Director and Committee meetings.

### **Section 2.      Legal Counsel**

The Board of Directors shall obtain legal counsel to insure that all business of the District is conducted in conformity with the laws of the State. Such legal counsel may be obtained by the employment of a competent attorney or by such other means as deemed appropriate.

Contact with District Legal Counsel by an individual Director is prohibited except with the consent of the Chairperson or by direction or approval of the Board. The General Manager is authorized to contact District Legal Counsel as deemed necessary.

**Section 3. Independent Auditor**

Pursuant to Government Code 26909 the Board shall obtain the services of an independent certified public accountant to annually audit the financial books and records of the District. Such auditor shall annually present a written report of the District's financial position to the Board of Directors along with a management letter containing any observations or comments deemed pertinent.

**Section 4. Conflict of Interest Code**

All Board Members and covered employees are subject to the District's conflict of interest code and shall file periodic statements as required.

**Section 5. Fiscal Matters**

Consistent with the provisions of applicable laws of the State of California, and the operational needs of the District, the General Manager shall be authorized and responsible for the fiscal concerns of the District as follows:

Fiscal Year begins July 1<sup>st</sup> and ends June 30<sup>th</sup>.

**5.1 Budget**

Prepare, for adoption by the Board of Directors prior to July 1 of each year, a budget showing anticipated revenues and expenses for personnel, services, supplies, equipment and related expenses to perform the purposes and goals of the District. Adoption of said budget authorizes the General Manager to collect and expend funds for purposes identified in the adopted budget, as it may be amended by the Board of Directors from time to time. The General Manager shall control expenditures to be within the specific categories and purposes in the adopted or amended budget and within the available funds on hand and revenues received.

**5.2 Finance Management**

As authorized in the District's Signatory Policy, adopted by the Board, the General Manager will direct the collection and disbursement of all monies into and out of the District treasury. The General Manager is authorized to make investments and open and close bank accounts as necessary to conduct the business of the District and in accordance with the District's current Investment Policy adopted by the Board of Directors.

**5.3 Purchasing Authority**

The General Manager has the authority to procure labor, supplies, services and equipment as necessary in accordance with policies established by the Board of Directors.

#### **5.4 Annual Audits**

The General Manager is responsible for periodically arranging for proposals from a group of independent auditors from which the Board of Directors shall select the firm to conduct the annual audit of the District's financial records.

The General Manager shall arrange for entrance and exit interviews with the independent auditor as directed by the Board.

The General Manager is responsible for annually submitting financial reports to the State Controller's office (State Controller's Report) in accordance with Government Code §53891.

The independent auditor is to be instructed to supply the Board of Directors with all correspondence, related to the audit, simultaneously submitting copies of such correspondence to the General Manager and Staff.

#### **5.5 Statement of Investment Policy**

The General Manager is responsible to present to the Board, for review and approval, an annual Statement of Investment Policy in accordance with Government Code §53646.

#### **5.6. Reimbursement Disclosure**

The General Manager is responsible for a report being published, at least annually, to disclose any reimbursement paid by the District of at least one hundred dollars (\$100) for each individual charge for services or product received, in accordance with Government Code §53065.5.

### **ARTICLE XIII            ADOPTION AND AMENDMENT OF BYLAWS**

These bylaws are adopted by resolution and become effective on December 16, 2013. Proposed amendments shall be presented in writing at a regular meeting of the Board of directors and may be adopted at the next regular meeting, provided at least 14 days have elapsed since the first meeting. Amendments shall be approved by resolution of the Board. Changes to the District's boundary map due to annexations or detachments, and changes to the sections of laws referenced, and any changes to these bylaws by reason of a change in the District's principal act or other State law affecting the District, shall be automatically incorporated as part of this document without the need for specific amendment following such changes.


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# ITEM #3

Memorandum

**Ojai Valley Sanitary District**

February 6, 2014

To: Executive Committee – Bill Murphy, Bill Stone & Bill O'Brien  
From: Jeff Palmer – General Manager   
Subject: REVIEW OF BOARD COMPENSATION ORDINANCE

In June 2013, the Board adopted Ordinance No. OVSD-72 establishing a compensation rate for Directors' attendance at regular meetings, special meetings and a day of service. A copy of that Ordinance is attached for your reference.

It is reasonable to review the content and structure of this ordinance following any suggested revisions to the Bylaws. The Bylaws identify the activities that the Board will be compensated for and the ordinance establishes the rules and policies for administering this compensation. It is important that these two documents are reviewed for consistency.

If you have any questions or need additional information please call me at 646-5548.

ORIGINAL  
COPY

**OJAI VALLEY SANITARY DISTRICT  
ORDINANCE NO. OVSD-72**

**AN ORDINANCE OF THE BOARD OF DIRECTORS  
OF THE OJAI VALLEY SANITARY DISTRICT  
SETTING BOARD MEMBER COMPENSATION**

**WHEREAS**, Ojai Valley Sanitary District (“District”) is a sanitary district formed pursuant to the provisions of the Sanitary District Act of 1923, California Health and Safety Code Sections 6400, et seq.; and

**WHEREAS**, California Health & Safety Code Section 6489, California Government Code Section 53232 et seq. and Water Code Sections 20201 and 20202 set forth provisions governing compensation of the members of the District Board of Directors (“Board”); and

**WHEREAS**, the District previously adopted Ordinance No. 68 establishing rules and policies for Board member compensation; and

**WHEREAS**, the District now desires to repeal Ordinance No.68 and to adopt new rules and policies for Board member compensation.

**NOW, THEREFORE, BE IT ORDAINED** by the Board of Directors of the Ojai Valley Sanitary District as follows:

**1. Compensation**

- a. Board Meeting/Day of Service.** Each member of the District Board of Directors (“Board”) shall receive compensation in the amount of one hundred and seventy five dollars (\$175.00) for each regular or special meeting of the Board attended by the director or for each Day of Service rendered by the director at the request of the Board.
- b. Committee Meeting.** Each member of the Board shall receive compensation in the amount of eighty seven dollars and fifty cents (\$87.50) for each standing or advisory committee meeting attended by the Director as a member of the committee.
- c. Limitations.** Notwithstanding any other provisions of this Ordinance, the total compensation paid to a Board member in a calendar month for attending regular, special, standing and advisory committee meetings and for Days of Service shall not exceed one thousand and fifty dollars (\$1050.00), which is the equivalent of six (6) times the Board Meeting/Day of Service compensation set forth in Section 1a, above. Payments for meeting attendance or Day of Service in one calendar month shall not be transferred to another calendar month to avoid this limitation.

- 2. Day of Service at Request of Board.** For purposes of this Ordinance, a director renders a Day of Service at the request of the Board when the member attends a meeting, conference, or seminar pursuant to either a formal action taken by the Board or a Standing Day of Service Request, as defined in Section 3, below. In addition, a travel day shall constitute a separate Day of Service requested by the Board, provided (i) the travel is undertaken during normal business hours on the day preceding or following a Day of Service for the purpose of arriving at or departing from the location of that Day of Service and (ii) such travel exceeds one hundred and twenty-five (125) miles one way.
- 3. Standing Day of Service Request**
- a. Each member of the Board is hereby requested to attend scheduled meetings of any of the organizations on the following list:
- (1) California Association of Sanitation Agencies (CASA)
  - (2) California Sanitation Risk Management Authority (CSRMA)
  - (3) California Special Districts Association (CSDA)
  - (4) Ventura County Special Districts Association (VCSDA)
  - (5) Association of Water Agencies of Ventura County (AWA)
  - (6) Los Angeles Regional Water Quality Control Board (RWQCB), provided The RWQCB meeting agenda includes an item relevant to the District's business.
  - (7) Ventura County's Local Agency Formation Commission (LAFCO) provided that the LAFCO meeting agenda includes an item relevant to the District's business.
  - (8) Ventura/Santa Barbara Employment Relations Consortium
- b. Each member appointed by the Board Chair, with the advice of the Board, pursuant to the provisions of Article XI of the District Bylaws, to serve as the representative of the District at scheduled meetings of any organization designated by the Chair, with the advice of the Board, is hereby requested to attend scheduled meetings of the designated organizations.
- c. Attendance at any meeting, conference or seminar listed above is subject to each member's personal availability and any limitations posed by individual schedules.
- 4. Suspension and Repeal of Conflicting Ordinances and Rules and Regulations.** Upon the effective date of the this Ordinance, Ordinance 68 shall be repealed and to the extent that the terms and provisions of this Ordinance are inconsistent or conflict with the terms and revisions of any prior District Ordinance, resolution or rule and regulation, insofar as applicable, the terms of this Ordinance shall prevail.

5. **Effective Date, Publication.** This Ordinance shall be published in accordance with Health & Safety Code Section 6490, and shall take effect July 1, 2013.

**PASSED, APPROVED AND ADOPTED** by the Governing Board of the Ojai Valley Sanitary District on this 17 day of June, 2013, by the following vote:

**AYES:** BURG, BAGGERLY, O'BRIEN, KAISER, MURPHY, GREENE

**NAYS:** STONE

**ABSENT:** NONE

**ABSTAIN:** NONE

**ATTEST:**



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Peter M. Kaiser - Chairman  
Board of Directors



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Stan Greene - Secretary  
Board of Directors