

**MARINWOOD COMMUNITY SERVICES DISTRICT  
BOARD OF DIRECTORS BYLAWS**

Adopted by Board Motion: April 12, 2016

**Article I           Mission**

The Board of Directors is a 5-member governing body of the Marinwood Community Services District (MCSD) and acts collectively to establish policies, provide oversight, and set vision to ensure the District offers the highest level of service in a fiscally sustainable way.

**Article II           Place of Business**

The Board of Directors conducts regularly scheduled, public meetings in accordance with the Ralph M. Brown Act (California Government Code §54950 et seq.) on the second Tuesday of each month at the Marinwood Community Center at 775 Miller Creek Road, San Rafael, CA 94903

**Article III          Authority**

The Board of Directors has authority to establish or modify ordinances, resolutions and policies guiding the governance and operation of MCSD within its geographical boundaries and sphere of influence, including Joint Powers and Shared Services Agreements. The Board of Directors provides direction to and receives recommendations from the District Manager, the Fire Commission and the Park & Recreation Commission. 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 professional staff members of the District.

All powers of the District shall be exercised and performed by the Board as one body. Individual members of the Board of Directors, except as provided in this manual or otherwise authorized by the Board, shall have no independent power to act for the District, or the Board of Directors, or to direct staff of the District. As individuals, members of the Board of Directors may not commit the District to any policy, act, or expenditure.

**Article IV          Formation**

**A.           Election**

Members of the Board of Directors are publicly elected by the residents of MCSD. As a special district, MCSD consolidates their elections with the County of Marin.

**B.           Qualifications**

Members of the Board of Directors must be U.S. citizens of voting age and residents of MCSD for the duration of their term.

**C.           Oath of Office**

Newly elected members of the Board of Directors may not assume their role until they take their Oath of Office administered by the District Manager. Oaths may be taken as schedules allow or at a Board meeting. If the oath is taken outside of a meeting, the District Manager shall report as such at the next regular Board meeting. A copy of the Oath of Office document is kept on file at the District office and the original is sent to the Marin County Elections Department.

The members of the Board of Directors, and persons elected but who have not yet assumed office as members of the Board, will fully comply with the provisions of the Brown Act.

**D.           Term of Office**

Members of the Board of Directors are elected to four (4) year terms. The positions are staggered, so every two years at least two positions are up for election. Individuals who are elected to the Board of Directors shall take office at the first meeting of the Board of Directors following the publication of certified election results from the Marin County Registrar of Voters. Individuals who are appointed take office when they take the Oath of Office.

**E. Compensation**

Individuals serving on the Board of Directors serve without compensation.

**F. Resignation**

Individuals serving on the Board of Directors may resign their position for any reason by submitting their decision in writing (email or hard copy) to the District Manager, who will inform the remaining Directors of the resignation by the next business day.

**G. Removal**

Individuals serving on the Board of Directors may be required to relinquish their position if they violate MCSD Board of Directors Bylaws as set herein, or any applicable California Government Codes or federal laws.

**H. Vacancies**

Once a vacancy exists, the District has a total of sixty (60) days in which to take action. If the Board fails to take action within sixty (60) days or if there is a lack of a quorum to take action, Government Code §1780 provides that the Marin County Board of Supervisors may appoint a successor to fill the vacancy.

The District Manager shall publish the notice of vacancy within three (3) business days from the time he is informed of the resignation and at least fifteen (15) days before the Board appoints a new Director. The notice shall appear on District's website, social media and the local paper. It shall outline the appointment process, due date, and require a resume detailing qualifications and experience from all candidates seeking appointment.

**I. Appointments**

All applications for the vacant Board position shall be included in the agenda packet for the regular meeting of the Board of Directors taking place at least fifteen (15) days after the posting, and all candidates shall be encouraged to attend. The Board may hear candidate statements and shall vote to select the new Director.

A Director appointed to fill a vacancy that occurs the first half of a term of office and at least 130 days prior to the next general district election shall serve until the next scheduled election that takes place. The winner of the election then serves the remainder of the term.

A Director appointed to fill a vacancy that occurs during the first half of a term of office but less than 130 days prior to the next general district election, or that occurs during the second half of a term of office, shall serve until the expiration of the vacated term of office.

The District Manager shall notify the Marin County Elections Official within fifteen (15) days of appointment.

**Article V**

**Board Officers**

At the regular Board of Directors meeting in December of each year, the Directors shall elect one of their members as Board President and another member as Vice President by a majority vote of the Board. The term of office for each shall be one year, effective immediately. The elected Board President and Vice President may be re-elected by the Board for a maximum of four terms. Should the Board President resign during the term, the Vice President becomes the Board President for the remainder of the term and a new Vice President is elected by the Board of Directors during the next regular Board meeting. Should the Vice President resign, a replacement shall be appointed at the next regular meeting by a majority vote of the Board. The replacement completes the term of the replaced officer.

**A. President**

The Board President shall have following authority:

- 1) Call meetings of the Board, giving notice as prescribed by law;
- 2) Coordinate preparation of meeting agendas with the District Manager;
- 3) Serve as chairperson at all Board meetings;
- 4) Sign all instruments to carry out the requirements and the will of the Board;
- 5) Confer with the District Manager or designee on crucial matters which may occur between meetings;
- 6) Be the Spokesperson for the Board; and
- 7) Perform other duties as authorized by the Board.

The Board President shall have the following duties:

- 1) Call the meeting to order at the appointed time;
- 2) Be responsible for the orderly conduct of all Board meetings in accordance with Rosenberg's Rules of Order;
- 3) Announce the business to come before the Board in its proper order according to the agenda;
- 4) Enforce Board policies in relation to District business and the conduct of meetings;
- 5) Recognize persons who desire to speak, and protect the speaker who has the floor from disturbance or interference;
- 6) Explain what the effect of a motion would be if it is not clear to every member of the Board;
- 7) Restrict discussion to the question when a motion is before the Board;
- 8) Rule on parliamentary procedure; and
- 9) Put motions to a vote, and state clearly the results of the vote.

Decisions of the President are final, unless overruled by the 3-1 vote of the other Directors.

Because of his/her role, the President shall speak last during the discussion and debate stage and only make or second a motion unless no other Director will do so at that time.

**B. Vice-President**

The Vice President shall act if the Board President is absent or unable to act and shall exercise all of the powers of the Board President on such occasions.

**C. Acting Chairperson**

If the Board President and Vice President of the Board are both absent, the remaining members present shall select one of themselves to act as chairperson of the meeting.

**Article VI Appointed Rapporteurs**

**A. District Manager**

As the sole employee reporting to the Board, the District Manager serves at the pleasure of the Board. The Board will provide policy direction and instruction to the District Manager. The District Manager shall:

- 1) Implement policies established by the Board of Directors for the governance and operation of the District;
- 2) Serve as technical advisor and consultant to the Board, Commissions and Committees
- 3) Appoint, supervise, discipline, and dismiss District employees, consistent with the employment policies established by the Board of Directors;
- 4) Supervise District facilities and services;
- 5) Manage the development and administration of District finances;
- 6) Supply the Board of Directors with information required in the decision-making process.
- 7) Prepare, post and distribute agendas and appurtenant materials for Board and Commissions in consultation with all applicable laws and regulations.

**B. Board Secretary**

The Board of Directors may at its discretion appoint a Secretary to keep minutes or to oversee the use of technology to record the discussions and actions of board meetings and any other necessary recordings.

**C. Legal Counsel**

The Board of Directors may appoint Legal Counsel to assist the Board of Directors and the District as needed. The Legal Counsel shall serve at the pleasure of the Board and shall be compensated for services as determined by the Board. The Legal Counsel reports to the Board as a whole however, the District Manager shall serve as the point of contact between the Board of Directors and the Legal Counsel. In the event the District Manager is the subject of legal concern, the President of the Board of Directors shall function as the point person.

**D. Auditor**

The District Auditor shall be appointed by the majority vote of the Board of Directors in a public meeting following the RFP process. Selection of the Auditor shall be done in a noticed public meeting and at least every three (3) years. The auditor will be responsible for conducting an annual audit of the District's accounting, records, and financial affairs in accordance with state and federal law and presenting the findings of the annual audit at a regularly scheduled meeting of the Board.

**E. Other Consultants**

The Board may also appoint, employ, fix the compensation of, and prescribe the duties and authorities of other professional consultants as necessary for the business of the District.

**Article VII Meetings**

All meetings are to be properly noticed in accordance with the Ralph M. Brown Act. All meetings of the Board of Directors, standing committees and commissions shall be open and public, except closed sessions as permitted by law.

**A. Time and Place of Regular Meetings**

Regular meetings of the MCSD Board of Directors shall take place on the second Tuesday of each month at the Marinwood Community Center at 775 Miller Creek Road, San Rafael, CA 94903. The open session part of the meeting shall start at 7:30 PM with the optional closed session taking place either preceding or following the open session. However, if a meeting date shall fall on a legal holiday, the regular meeting shall be moved to a date specified by the Board.

**B. Special Meetings**

Special meetings may be called by the Board President or a majority of the Board of Directors, and the purpose of the meeting communicated clearly.

**C. Emergency Meetings**

In the event of an emergency situation involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, the Board of Directors may hold an emergency special meeting in accordance with the Brown Act. An emergency situation means a crippling disaster or threat of crippling disaster which severely impairs public health, safety, or both, as determined by the District Manager or Board President. Anyone who has requested notice of special meetings in accordance with the Brown Act shall be notified by at least one hour prior to the emergency meeting. In the event that telephone and internet services are not functioning, the notice requirement of one hour is waived, but the District Manager or designee shall notify the public of the emergency special meeting and of any action taken by the Board as soon after the meeting as possible. No closed session may be held during an emergency meeting. The minutes of the emergency special meeting shall include a list of persons the District Manager or designee notified or attempted to notify, a copy of the roll call vote(s), and any actions.

**D. Attendance**

Directors make a commitment to attend monthly meetings and actively participate as Board members. Directors shall attend all regular and special meetings of the Board unless there is good cause. Directors who will be absent at a meeting shall notify the District Manager as soon as possible.

**Article VIII      Agenda**

**A.      Setting of the Agenda**

The District Manager in cooperation with the Board President shall prepare an agenda for each regular and special meeting of the Board of Directors. Any Director may request any item to be placed on the agenda by either requesting it during an appropriate part of a public meeting or submitting an agenda request via email to the District Manager at least five (5) business days prior to the date of the meeting. Directors should submit the wording they want on the agenda and designate it as a discussion only item or action item.

Any member of the public may request that a matter directly related to District business be placed on the agenda of a regularly scheduled meeting of the Board of Directors, subject to the following conditions:

- 1) The request must be made either verbally during an appropriate part of a public meeting or submitted in writing to the District Manager;
- 2) The Board President shall be the sole judge of whether the public request is or is not a “matter directly related to District business” and shall decide, in consultation with the District Manager, whether or not to include the item on the agenda;
- 3) No item that is legally a proper subject for consideration by the Board in closed session will be accepted under this policy.

This policy does not prevent the Board from hearing public comments at regular and special meetings of the Board on matters which are not on the agenda which a member of the public may wish to bring before the Board.

**B.      Publication of Agenda**

The District Manager shall prepare and post agendas for each meeting in accordance with the Brown Act and shall develop an agenda packet which will contain all documents related to the items listed on the agenda. Agendas shall be posted conspicuously for public review at the District office and District’s website. Agendas shall be mailed or sent by electronic media to any person who has on file with the District a written request to receive agendas, after the District has received payment of the appropriate fees to cover either faxing or mailing of said agendas. There will be no fee if the agenda is sent electronically.

**1)      Regular Meetings**

At least seventy two (72) hours prior to the time of all regular meetings, an agenda, which includes all meeting topics and related materials on which there may be discussion and/or action by the Board, will be posted on District website. Supporting materials may be received by the District Manager past this deadline, but must be made available to public at the same time they are made available to the members of the Board of Directors.

**2)      Special Meetings**

The agenda for a special meeting shall be posted at least twenty four (24) hours before the meeting in the same locations as for regular meetings. Agenda packets for special meetings will be available to the Board and the public as soon as they are created, usually no less than ten (10) hours before the special meeting.

**3)      Emergency Meetings**

The agendas for emergency meetings shall be posted no less than one (1) hour before the meeting in the same locations as for regular meetings. Emergency meetings are called only if there is an issue that severely impairs public health, safety or both, as determined by the District Manager or President of the Board.

**C.      Agenda Items**

Although the President of the Board of Directors has the final authority on setting the agenda for each meeting, all regular meetings of the Board will have following agenda items:

- 1) Call to Order;
- 2) Agenda Review;
- 3) Consent Calendar;

- 4) District Matters, when applicable;
- 5) Public Comment – Open Time for Items not on the Agenda;
- 6) Fire Department Matters;
- 7) Park and Recreation Matters;
- 8) Requests for Future Meetings Agenda Items;
- 9) Recognitions and Announcements
- 10) Adjournment.

**D. Changes to the Agenda**

Any member of the Board of Directors may make a motion that agenda items be presented in different order. A simple majority is needed for approval of the motion.

The Board may take action on an item that is not on the agenda by first identifying the item and upon a determination by a two-thirds vote of the members of the Board of Directors present at the meeting, or, if less than two-thirds of the members are present, a unanimous vote of those members present, that there is a need to take immediate action and that the need for action came to the attention of MCS D subsequent to the agenda being posted, as specified in the Brown Act.

**E. Correspondence**

All correspondence from the public addressed to the Board of Directors is to be sent to the District Manager who shall forward it to all Directors and acknowledge this action to the originator.

**F. Consent Calendar**

Agendas for Board meetings shall incorporate a consent calendar listing items of a routine nature, not normally requiring discussion. Approval of the consent calendar shall take place by a motion and a second of the Board and passed by a majority vote. Dissenting votes (by name), shall be recorded in the minutes. The following is a list of consent calendar items, which may be amended from time to time by the direction of the Board of Directors or the District Manager, as they deem appropriate:

- 1) Approval of Minutes;
- 2) Approval of Bills paid during the last month (Payables List).

**G. Public Comment on Agenda Items**

Any member of the public may address the Board on any item on the agenda at the time that item is being considered by the Board. Speakers will be limited to three (3) minutes per agenda item. The Board President may alter the allocated time at his discretion, for example, shortening the time limit to accommodate a lengthy agenda or lengthening the time limit to allow additional time for discussion of a complicated matter, but must do so before the public comment period begins and must make sure that the same modified time limit will apply to everyone, equally. Speakers shall not be allowed to “split” their time, nor shall they be permitted to “reserve” all or any portion of their allotted time. If any person fails or refuses to abide by these rules, causing disruption of the meeting, the Board President, after warning the speaker, may declare that the speaker is disrupting, disturbing or impeding the orderly conduct of the meeting and order the speaker to leave the meeting room.

**1) Action Items**

In accordance with Rosenberg’s Rules of Order, the public comment will take place only after the technical questions from the Board of Directors have been answered, and before a motion is introduced. The Board President shall clearly announce the beginning and end to periods of public comment for each action item.

**2) Discussion Items**

The Board President shall announce the discussion item and whether the public comment section will take place before or after the discussion by the Board of Directors. The Board President shall clearly announce the beginning and end to periods of public comment for each discussion item.

**H. Public Comment on Items not on the Agenda**

Any member of the public may address the Board on any item of interest to the public within the subject matter jurisdiction of the District that is not on the agenda during the “Public Comment – Open Time for Items not on the Agenda” section of the meeting. Speakers will be limited to three (3) minutes. The Board President may alter the allocated time at his discretion, for example, shortening the time limit to accommodate a lengthy agenda or lengthening the time limit to allow additional time for discussion of a complicated matter, but must do so before the public comment period begins and must make sure that the same modified time limit will apply to everyone, equally. . Speakers shall not be allowed to “split” their time, nor shall they be permitted to “reserve” all or any portion of their allotted time. If any person fails or refuses to abide by these rules, causing disruption of the meeting, the Board President, after warning the speaker, may declare that the speaker is disrupting, disturbing or impeding the orderly conduct of the meeting and order the speaker to leave the meeting room.

No action shall be taken on any item not appearing on the agenda. The Board shall not engage in debate, dialogue, or take action on any matter brought to its attention under public comment, except to respond with factual information only, refer the matter to staff or to determine that the matter should be included on a future agenda for consideration and possible action.

**Article IX Rules of Order**

The MCSD Board of Directors, Commissions and any appointed standing Committees shall follow Rosenberg’s Rules of Order. A copy of the rules may be obtained online at [https://www.cacities.org/Resources/Open-Government/RosenbergText\\_2011.aspx](https://www.cacities.org/Resources/Open-Government/RosenbergText_2011.aspx) or by contacting the District Manager and is included in these bylaws as Appendix A.

**Article X Code of Conduct**

**A. Nondiscrimination**

In the performance of their official duties and responsibilities, MCSD Directors will not discriminate against or harass any person on the basis of race, religion, color, creed, age, marital status, national origin, ancestry, gender, sexual orientation, medical condition or disability. A Board member will not grant any special consideration, treatment or advantage to any person or group beyond that which is available to every other person or group in similar circumstances;

**B. Decorum**

Members of the Board of Directors shall thoroughly prepare themselves to discuss agenda items at meetings of the Board of Directors, and shall conduct themselves with courtesy to each other, to staff, and to members of the audience present at the meetings. Directors shall defer to the President of the Board or Acting Chairperson for conduct of meetings, but shall be free to question and discuss items on the agenda. All comments should be brief and confined to the matter being discussed. Differing viewpoints are healthy in the decision-making process. Individuals have the right to disagree with ideas and opinions, but without being offensive. Once the Board of Directors takes action, Directors should commit to supporting said action and not create barriers to the implementation of said action;

**C. Chain of Command**

To obtain information needed to supplement their knowledge and improve decision-making, all Directors may approach staff members directly only if the request will not substantially divert the staff from their daily responsibilities. Any requests by individual Director for a meeting with a staff member or for substantive information and/or research from staff shall be channeled through the District Manager. Information that is exchanged before meetings shall be distributed through the District Manager to all Directors.

**D. Use of District Resources**

Except as specifically authorized, MCSD Directors will not use or permit the use of District owned vehicles, equipment, telephones, materials or property for personal benefit or profit. A

member of the Board of Directors will not ask or require a District employee to perform services for the personal benefit or profit of a Board member or employee. Each Director must protect and properly use any District asset within his/her control, including information recorded on paper or in electronic form. MCSD Board of Directors will safeguard District property, equipment, information, moneys and assets against unauthorized use or removal, as well as from loss due to criminal act or breach of trust.

**E. Communication Channels**

In order to avoid potential conflict with the Brown Act, members of the MCSD Board of Directors are discouraged from commenting on any issues within the District's subject matter jurisdiction on any social media platform, and should channel any information to be distributed to the Board of Directors or to the public through the District Manager. Corrected information shall be limited to factual information previously disclosed in public meetings.

If contacted by the media, MCSD Board of Directors members shall clearly state that the opinion expressed is their personal opinion, and shall include the opinion of the Board of Directors as a whole.

If contacted by the media for comments on issues within the subject matter jurisdiction but not discussed or acted upon recently, Directors shall defer to the District Manager.

**Article XI Meeting Records**

**A. Minutes**

The Secretary of the Board of Directors shall keep minutes of all meetings of the Board and any other meetings as required by the Brown Act. If a recording device is used by the secretary to aid in preparation of minutes, a copy of the recording will be available for public viewing for 30 days from the date of the meeting.

Motions, resolutions or ordinances shall be recorded in the minutes as having passed or failed and individual votes will be recorded unless the action was unanimous. All resolutions and ordinances adopted by the Board shall be numbered consecutively, starting new at the beginning of each calendar year.

In addition to other information that the Board may deem to be of importance, the following information (if relevant) shall be included in each meeting's minutes:

- 1) Date, place and type of each meeting;
- 2) Directors present and absent by name;
- 3) District staff present by name;
- 4) Call to Order time;
- 5) Time and name of late arriving or early departing Directors;
- 6) Names of Directors absent during any agenda item upon which action was taken;
- 7) Summary of staff reports;
- 8) Summary of public comments regarding matters not on the agenda, including names of commentators;
- 9) Approval of minutes or modified minutes of preceding meetings;
- 10) Summary of each agenda item discussed by the Board;
- 11) Name of Directors making and seconding motions, and voting "aye", "nay" or abstaining, unless the vote was unanimous;
- 12) Time of meeting adjournment.

**B. Approval of Minutes**

A draft of meeting minutes shall be approved, as presented or with modifications, by the Board of Directors at the following meeting. Once approved by the Board, the official minutes shall be kept at the MCSD office for reference. A backup electronic copy will also be kept by the Board Secretary. Minutes of the Board meetings shall be public records open to inspection by the public.

**C. Public Recordings**

In accordance with the Brown Act, members of the public may take either voice or video recordings of MCSD Board of Directors meetings.



**Article XII Commissions**

The MCSD has two advisory commissions aligned with District’s mission. The Fire Commission provides guidance and oversight of the Fire Department. The Park & Recreation Commission provides guidance and oversight to the Park & Recreation Department. Each commission operates under a set of approved Bylaws and adheres to the Brown Act and Rosenberg’s Rules of Order.

**A. Board Liaisons**

Every year, at the January meeting, the Board President shall appoint one Director to serve as liaison to each Commission. Those appointments shall be filled by alternating members of the Board, and all Directors are encouraged to serve as a liaison to the Fire or Park & Recreation Commissions at least once. Other Board members may attend commission meetings as observers in accordance with the Brown Act, but have no authority to participate in any way in commission discussions.

**Article XIII Committees**

Committees are advisory in nature and should focus on matters which typically require extensive research and review. At the time the Board Chair forms a committee, he/she shall give instructions of the duties of that committee. Additional duties and functions may be delegated by the Board Chair, as needs arise. Committees shall present their reports or recommendations at a regular meeting of the Board of Directors. The committee chairman shall notify the District Manager of items to be placed on the agenda where action is needed, if possible, five (5) business days prior to the meeting.

**A. Standing Committees**

Standing committees have a continuing subject matter jurisdiction and a meeting schedule fixed by ordinance, resolution, or formal action of the Board of Directors. The Board President may appoint selected members of the Board, members of the public and District consultants to serve on Standing Committees. A standing committee, even if comprised of less than a quorum of the Board, is subject to the Brown Act. Members of the public may attend meetings of the Standing Committee, and Rosenberg’s Rules of Order shall be followed. Board members not appointed to the Standing Committee may attend committee meetings as observers, but have no authority to participate in any way in committee discussions.

**B. Ad Hoc Committees**

Ad hoc committees are temporary, advisory committees composed solely of less than a quorum of the Board. An ad hoc committee serves a purpose limited in scope and will be dissolved once its specific task is completed. An ad hoc committee is not subject to the Brown Act. The President of the Board of Directors shall appoint such ad hoc committees as deemed necessary or advised by the Board. The duties of the ad hoc committees shall be outlined at the time of appointment. An ad hoc committee shall present monthly activity updates during a regular meeting of the Board of Directors, and once its final report has been made the committee shall be considered dissolved. The appointment of an Ad Hoc committee shall include the term “Ad Hoc” in its title.

**Article XIV Applicable Laws**

**A. Government Code §61000, et seq. - Community Services District Law**

Following are links to the sections in the California Government Code pertaining to Special Services Districts:

<b>California Government Code</b>	<b>Topic</b>
<a href="#"><u>Sections 61000-61009</u></a>	Introductory Provisions
<a href="#"><u>Sections 61010-61014</u></a>	Formation
<a href="#"><u>Sections 61020-61022</u></a>	Initial Board of Directors
<a href="#"><u>Sections 61025-61030</u></a>	Reorganizing the Board of Directors
<a href="#"><u>Sections 61040-61048</u></a>	Board of Directors

<u>Sections 61050-61053</u>	District Officers
<u>Sections 61060-61070</u>	General Powers
<u>Sections 61100-61107</u>	Authorized Services and Facilities
<u>Sections 61110-61119</u>	Finance
<u>Sections 61120-61124</u>	Alternative Revenues
<u>Sections 61125-61131</u>	Capital Financing
<u>Sections 61140-61226.5</u>	Zones

**B. Government Code §54950, et seq. - Ralph M. Brown Act**

MCSD Board of Directors are obligated to comply with the Brown Act, which guarantees the public's right to attend and participate in meetings of local legislative bodies. Full text may be obtained at [http://ag.ca.gov/publications/2003\\_Intro\\_BrownAct.pdf](http://ag.ca.gov/publications/2003_Intro_BrownAct.pdf)

All elected MCSD Directors shall complete Brown Act training. Any director that serves on the Board of another agency is only required to take the training once.

**C. Government Code §6250, et seq. - California Public Records Act**

This code gives the public a right to inspect public records and to request records subject to payment of fees covering the direct cost of duplication. Exemptions to this act include privileged or confidential documents such as those protected by attorney client privilege, preliminary draft documents and personnel records. A summary is available at [http://ag.ca.gov/publications/summary\\_public\\_records\\_act.pdf](http://ag.ca.gov/publications/summary_public_records_act.pdf)

**D. Government Code §53234, et seq. - Ethics Laws**

Although this code does not apply to MCSD Board of Directors as members are not compensated or reimbursed for their service, Directors shall nevertheless complete online courses on these subjects within six (6) months of election or appointment to the Board of Directors, and at least once every two years thereafter. The state Fair Political Practices Commission has made the AB 1234 Local Ethics Training available at no cost to satisfy the local officials' ethics training requirement (<https://oag.ca.gov/ethics>). Should an alternative course be used, it needs to comply with the California Attorney General and the Fair Political Practices Commission.

Directors shall obtain proof of participation after completing the ethics training, and the District Manager will retain those certificates for at least five (5) years. These documents are public records subject to disclosure under the California Public Records Act. Any director that serves on the Board of another agency is only required to take the training once every two years.

**E. Government Code §81000, et seq. - Political Reform Act**

This code ensures that elections are fair, public officials perform their duties impartially, and serve all citizens equally, free of prohibited conflicts of interest. Government Code §87100 – 87105 in particular refers to the Conflicts of Interests and stipulates that government officials may not make, participate in making, or in any way attempt to use their position to influence a governmental decision if they know or have a reason to know they have a financial interest in the outcome.

**Article XV Training**

Members of the Board of Directors are encouraged, but not obligated, to attend educational conferences and professional meetings that further Directors' understanding of District business and/or their role as Board Director. Participation in all training or attendance by Directors at seminars, workshops, courses, professional organization meetings, and conferences may be paid for by the District, subject to Board approval for the specific training opportunity requested. Members of the Board of Directors may take advantage of special discounts offered by a business to all legislative bodies or offered to the District because of MCSD's membership in a particular organization.

There is no limit to the number of Directors attending a particular conference or seminar, but if three or more members of the Board attend a particular conference or seminar, they are prohibited from discussing MCSD business amongst each other so as not to violate the Brown Act.

**Article XVI      Violations**

A perceived violation of policies and laws by a Director should be brought to the attention of the Board President or the full Board of Directors for investigation and consideration of any appropriate action. Remedies include but are not limited to:

- 1) adoption of a resolution expressing disapproval of the conduct of the Board member who has violated this policy;
- 2) referral of the violation to the District's Legal Counsel

**Article XVII      Governing Provisions; Severability**

Any and all applicable laws of any governmental authority or agency having jurisdiction over the Board of Directors are hereby incorporated by reference as if fully set forth herein. In the event of a conflict between such applicable law(s) and any provision of these Bylaws, the applicable law(s) shall control and such Bylaws provision(s) shall be considered null and void; provided; however, that any and all provisions of these Bylaws not so affected shall remain in full force and effect.

**Article XVIII      Bylaws Adoption and Amendments**

The MCSD Board of Directors reserves the right to modify, supplement, or rescind any provision of the manual, as it deems necessary. Adoption of a new policy or an amendment to an existing policy may be initiated by any Director, or by the District Manager. The proposed adoption or amendment is initiated by submitting a written draft of the proposed adoption or amendment to the District Manager, and requesting that the item be included on the agenda of a regular meeting of the Board of Directors. Policies and procedures cannot be amended, altered or modified in any way by oral statements. Adoption of a new policy, such as Bylaws, or amendment of an existing policy shall be accomplished at a regular meeting of the Board of Directors and shall require a two-thirds majority affirmative vote of the entire Board of Directors.

Amendments:

Article XII as amended 8/9/16