



Calwa Recreation & Park District
4545 E. Church Avenue, Fresno, CA 93725 • Phone: (559) 264-6867

Mary L. Rosales	Raul Guerra	Sandra Celedon	Paul H. Garcia	Felicia Salcido
Board Member Chair	Board Member Vice-Chair	Board Member Secretary	Board Member	Board Member

Luis O. Mendoza
District Administrator

www.calwarecreation.org

**SPECIAL BOARD MEETING
AGENDA
Thursday, July 30, 2015
6:30 PM**

The Calwa Recreation and Park District Board of Directors welcomes you to its meetings and encourages you to participate. This agenda contains a brief general description of each item that will be considered by the Board.

Disclaimer: This agenda includes proposed actions and activities with respect to each agenda item as of the date of posting. As such, it does not preclude the Board from taking other actions on any item on the agenda that is different or in addition to what may have been recommended.

1. CALL TO ORDER

2. ROLL CALL

3. INVOCATION

4. FLAG SALUTE

5. ACTION ITEM: APPROVAL OF THE AGENDA

6. PUBLIC FORUM:

A. COMMENTS FROM THE PUBLIC. Members of the public wishing to address the District on an item that is not on the agenda may do so now. No action will be taken by the Board this evening. But items presented may be referred to the Administrator for follow up and a report. In order to allow time for all comments, each individual is limited to three minutes, with a fifteen (15) minute maximum per group, per item, per meeting. When addressing the Board, you are requested to come forward to the speakers microphone, state your name and address, and then proceed with your comments. All speakers are requested to wait until recognized by the Board Chairman.

7. ACTION ITEM: Consideration and approval of resolutions outlining the governing policies and procedures of the District and Board of Directors

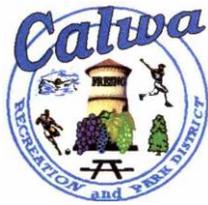
1. Resolution Adopting District Bylaws
2. Resolution Adopting District Code of Conduct

8. DIRECTOR COMMUNICATIONS/AGENDA ITEMS

9. ADJOURNMENT

Next Regular Meeting:
Thursday, August 20, 2015
6:30 PM

Agenda packets and other public documents are available for inspection by the public at the District Office located at 4545 E. Church Avenue, Fresno, CA. To receive meeting agendas by email, you can ask to be added to the mailing list by calling (559) 264-6867 or sending your request by email to info@calwarecreation.org.



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Luis O. Mendoza
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STAFF REPORT

June 11, 2015

From: Luis Mendoza, District Administrator

Subject: Governing policies and procedures of the District and Board of Directors

Agenda Item 7 – June 30, 2015 Special Board Meeting Agenda

Background

At the April 16, 2015 meeting of the Board of Directors, staff presented draft District Bylaws to replace the set believed to be in effect from October 2011. Having reviewed the 2011 document at previous meetings, the Board concluded that the bylaws needed to be completely re-written as they were out of date and needed additional good governance provisions.

After exploring the idea of having the draft Bylaws reviewed by a Board Committee, Directors at the May 21st meeting opted instead to have the draft amended at a meeting of the full board, once they had additional time to review the document. The Board directed the District Administrator to schedule the matter for the meeting on July 16, 2015. The Board considered the matter at that meeting but tabled it to a Special Meeting they scheduled for June 30, 2015.

Discussion

Like most special districts in California, the District is required to have a set of rules or bylaws that govern how the Board conducts its business and how it oversees the operation of the District. While the draft bylaws presented at the meeting in April went a long way to update and bring order to the Board's policies, they needed to be reviewed by an attorney who could provide advice on their adherence to applicable laws.

With the appointment of new District Counsel, staff asked Counselor Hilda Cantu Montoy to review the draft before the scheduled hearing so that she could provide her legal opinion. Following her review, Ms. Montoy recommended that the document be split into two to make it more readable and to separate provisions that were more appropriately grouped together. The resolutions and related documents included in with this agenda item have grouped the provisions into 1) District Bylaws and 2) a Code of Conduct.

Among other things, the draft bylaws presented with this report:

- Outline the legitimacy of the District
- Document the purpose and mission of the District
- Regulate Board Officer terms of office
- Outline the rules that govern Board meetings
- Enumerate laws and policies that must be followed when developing meeting agendas
- Highlight laws dealing with conflicts of interest
- List the rights of citizens to get involved in the affairs of the District
- and outline how official documents are approved.

A Code of Conduct was generated by aggregating portions of the old draft of the bylaws that dealt with good governance standards in government. It outlines the things that citizens expect of public officials. The policy would apply to Directors, employees and appointees of the District.

While the District isn't obligated to adopt a Code of Conduct, it is a way to communicate to citizens that District officials will adhere to ethical principles relating to fairness, openness, honesty and integrity when conducting the District' business.

Recommendation

Staff recommends that the Board adopt the resolutions adopting District Bylaws and a District Code of Conduct.

RESOLUTION NO. 2015-_____

RESOLUTION OF THE BOARD OF DIRECTORS OF THE CALWA RECREATION AND PARK DISTRICT ADOPTING “BY-LAWS OF THE CALWA RECREATION AND PARK DISTRICT” AND REPEALING PRIOR BY-LAWS ADOPTED BY THE BOARD.

WHEREAS, the Calwa Recreation and Park District (“District”) was established under the provisions of the Public Resources Code Sections 5780 to 5791.7; and

WHEREAS, the District is governed by a Board of Directors (“Board”) in accordance with Public Resources Code Section 5784; and

WHEREAS, Public Resources Code Section 5484.13 requires that the Board adopt rules for its proceedings; and

WHEREAS, by-laws define the primary purpose of an organization, prescribe how it should function, and include rules that are so important that they may not be changed without prior notice and formal action at a duly-called meeting of the Board of Directors; and

WHEREAS, the District’s written records concerning its by-laws are incomplete and it appears that: (i) Revised By-Laws were adopted October 22, 2011; and (ii) no other written record of by-laws has been found; and

WHEREAS, the adoption of updated by-laws is necessary for the orderly and efficient operation of the District and for the orderly and efficient conduct of Board Meetings; and

WHEREAS, the adoption of updated by-laws by resolution will contribute to the orderly conduct of the District’s business and will be convenient for members of the public; and

WHEREAS, the Board of Directors has discussed the necessity for updated By-Laws at meetings of the Board of Directors and has directed the preparation of updated By-Laws; and

WHEREAS, the Board has reviewed and considered the updated By-Laws presented and heard public comments on the updated By-Laws.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Calwa Recreation and Park District as follows:

Section 1. The recitals set forth above are true and correct and are incorporated herein by reference.

Section 2. The Board hereby adopts the “By-Laws of the Calwa Recreation and Park District” as set forth in Exhibit A and incorporated herein by reference.

Section 3. The By-Laws of the Calwa Recreation and Park District may only be amended by resolution of the Board except for specific provisions that may provide otherwise.

Section 4. All prior By-Laws and all prior Board actions in conflict with the By-Laws adopted by this resolution are superseded and repealed.

Section 5. This resolution is effective upon adoption.

CERTIFICATION

Adoption of the foregoing Resolution No. 2015- ____, was adopted on _____ by the following vote:

AYES:

NOES:

ABSTENTIONS:

ABSENCES:

Secretary of the Board of Directors

BY-LAWS

of the

CALWA RECREATION AND PARK DISTRICT

APPROVED BY THE BOARD OF DIRECTORS

Mary L. Rosales, Board Chair

Raul Guerra, Vice Chair

Sandra Celedon

Paul H. Garcia

Felicia Salcido

July __, 2015

Resolution No. 2015-

BY-LAWS OF CALWA RECREATION AND PARK DISTRICT

(ADOPTED BY BOARD RESOLUTION NO. 2015- __)

ARTICLE 1. GENERAL.

- A. Name and Legal Authority. The name of this public agency is the Calwa Recreation and Park District (“District”). The District is a special district established under the provisions of the California Public Resources Code Sections 5780 to 5791.7.
- B. Purpose of District. The purpose and mission of the District shall be:
1. To provide and maintain recreation facilities and programs for all age groups without regard to sex, color, national origin, ancestry, sex, religion, age, marital status, sexual orientation or disability.
 2. To provide community service to include leadership services, equipment loans, and any other services that will benefit the District but not impair the services of the District.
 3. To provide a staff of well-trained employees in public recreation and leisure activities.
 4. To be familiar with the park and recreation needs of the District, insofar as possible to meet those needs.
 5. To enhance revenues for the benefit of the District through grant-writing requests to private and public agencies, collaboration with other public agencies, and the solicitation and encouragement of gifts of money and property for the benefit of the District’s recreation program.
 6. To provide opportunities that promote physical and mental well-being for residents of the District, through active play, community enrichment, programs and events.

ARTICLE II. PURPOSE OF BY-LAWS.

- A. Name and Legal Authority. The purpose of the By-Laws is to govern the operation of the District and conduct of Board of Directors meetings which shall be in effect upon adoption by the Board of Directors and shall remain in effect until such time as they are amended or repealed at a duly-called meeting of the Board of Directors.
- B. Applicable Laws. These By-Laws are in addition to, and not in place of, applicable state laws.

ARTICLE III. BOARD OF DIRECTORS

Under Public Resources Code 5784, a legislative body known as the Board of Directors (“Board”) is the governing board of the District. The Board consists of five members (“the Directors”) each of whom shall be elected by the voters of the District in accordance with the Public Resources Code, Government Code, and Elections Code. Each Director must be a resident of the District.

- A. Term of Office. Directors are elected to a fixed term of four years commencing at noon on the first Friday in December following their election.
- B. Officers and Their Duties. The officers of the Board of Directors shall be the Chair and Vice Chair and shall be elected annually from among the members of the Board for a one-year term within 45 days after each general district election or their appointment to a fixed term in accordance with Public Resources Code 5784.3. The Chair and Vice Chair shall not serve for more than two successive terms in any office. The District Administrator shall serve as the Board Secretary. The Chair shall preside at all board meetings and sign contracts and other documents authorized by the Board. In the absence of the Chair, the Vice Chair shall assume the role and responsibilities of the Chair. If the Chair and Vice Chair are both absent, the remaining members shall select one among themselves to act as chairperson for board meetings.
- C. Vacancies. Vacancies on the Board shall be governed by the Public Resources Code, Government Code, Elections Code and requirements of the Fresno County Elections Office.
- D. Actions of Board. Per Public Resources Code Section 5784.13 (b), the Board may only take action by ordinance, resolution, or motion.
- E. Authority to Bind the Board of Directors. No Director, officer, employee, or consultant of the Board shall have any power or authority to bind the District or to bind the Board by any statement, writing, contract, or pledge except by express authority by a vote of the Directors which vote shall require three votes.
- F. Board Compensation. Each Director is authorized to receive one hundred dollars (\$100.00) per meeting as compensation for up to two meetings attended in each month.
- G. Appointment of Employees and Consultants. The Board may hire a District Administrator who will be responsible for: (i) the administration of the District, (ii) managing and organizing the District’s recreation and park programs, facilities, budget, and (iii) hiring and supervising District employees. The hiring of employees by the District Administrator is subject to the Board’s prior approval of a position. The Board may also authorize the hiring of consultants necessary to conduct the business of the District.

ARTICLE IV. MEETINGS.

- A. Brown Act. All meetings are subject to the Brown Act as set forth in Government Code Sections 54950 *et. seq.* In the event these Meeting Articles are in conflict with the Brown Act, the Brown Act shall prevail.
- B. Location of Meetings. The Board ordinarily meets in the Community Center of the Calwa Recreation and Parks District, 4545 E. Church Avenue, Fresno, CA. The Board may conduct its meetings at other locations within the District Boundaries provided that the alternate location is duly noticed on the posted agenda.
- C. Public Meetings. All meetings (except closed sessions authorized by the Brown Act) of the Board of Directors shall be open to the public. No member of the public shall be required to register his or her name, to provide other information or otherwise to fulfill any other condition precedent to his or her attendance.
- D. Meeting Dates/Time.
1. Regular meetings of the Board of Directors are held on the third Thursday of each month and begin at 6:30 p.m. In the event that the next regular meeting falls on a holiday or if there will not be a quorum for the next regular meeting date, an alternative date for the next regular meeting shall be determined by the Board.
 2. Special meetings of the Board of Directors may be held at any time upon the call of the Board Chair or in his or her absence or unwillingness to call such a meeting, upon the call of a majority of the members of Board. Notice of any such meeting shall be given in accordance with the Ralph M. Brown Act, Government Code §§ 54950 *et seq.*, as amended. The Board may also authorize the Board secretary to schedule a special meeting.
- E. Quorum. Three members of the Board constitute a quorum necessary to transact Board business. However, under Public Resources Code Section 5784.13 (c), “a recorded majority of the total membership of the board of directors is required for each action.” This means that all actions require three votes. In the event a quorum is not in attendance, those attending will be named in the minutes. In the event a member of the Board must leave the room as required under the Political Reform Act because of a conflict of interest, that person may not be counted towards a quorum.
- F. Board Action. The Board may only take action by ordinance, resolution or motion. A majority of the total membership of the Board is required on every action taken. (See Public Resources Code Section 5784.13(e).) This means that an affirmative vote of at least three members of the full Board are required for board action.
- G. Minutes of Proceedings. The District Administrator serving as the Board Secretary shall prepare or cause to be prepared minutes of all public proceedings of the Board of

Directors. The minutes shall be available for inspection by the public.

- H. Right of Floor. A Director desiring to speak shall first be recognized by the Board Chair and shall confine his or her remarks to the subject under consideration.
- I. Meeting Rules of Order. These By-Laws and applicable laws will govern the proceedings of the Board. The Board of Directors will utilize Robert's Rules of Order as a non-binding guide.
- J. District Administrator. The District Administrator shall attend all meetings of the Board unless excused. In his or her absence, the District Administrator shall designate a substitute. The District Administrator may make recommendations and shall have the right to take part in all discussions of the Board, but shall have no vote.
- K. District Counsel. The District Counsel shall attend all regular meetings of the Board unless excused and shall attend special meetings as requested by the Board or District Administrator. The General Counsel shall give opinions, either written or oral, on questions of law and shall serve as the Board's parliamentarian.

ARTICLE V. TYPES OF BOARD MEETINGS.

- A. Regular Meetings. Regular meetings are meetings occurring at the dates, times, and location set forth by this resolution or other formal action of the Board. Regular meetings are subject to 72-hour agenda posting requirements. See Article VI.
- B. Adjourned Meetings. Adjourned meetings are regular or special meetings that have been adjourned to a time and place specified in the order of adjournment, with no agenda required for regular meetings adjourned for less than five calendar days as long as no additional business is transacted beyond those items on the agenda. Unless otherwise noted, it will be presumed that a meeting has been adjourned until the next regular meeting or a special meeting called as authorized by the Brown Act.
- C. Special Meetings. Special meetings are meetings called by the Board Chair or majority of the Board of Directors to discuss only discreet items on the agenda under the Brown Act's notice requirements for special meetings. To the extent possible the number of special meetings will be limited. This will create efficiencies with a limited staff and limited budget. However, it is understood that special meetings are necessary and special circumstances may even require multiple special meetings in a month.
- D. Emergency Meetings. Emergency meetings are a limited and rare class of meetings which may be held when immediate and prompt action is necessary due to actual or threatened disruption of public facilities. Emergency meetings may be conducted as authorized in Government Code Section 54956.5 in the event of an "emergency situation" as defined in Government Code Section 54956.5. The special meeting provisions apply except for the 24 hour written notice requirement.

ARTICLE VI. PRESIDING OFFICER AT BOARD MEETINGS.

- A. Board Chair. The Board Chair shall be a member of the Board and shall have all of the powers of a Director. When the terms “Board” and “Member” are used in these Meeting Articles, they include the Board Chair. The Board Chair shall be the presiding officer at all Board meetings and shall have the powers and duties prescribed by law.
- B. Vice Chair. The Vice Chair shall perform the duties of the Board Chair whenever the Board Chair is absent or is unable to perform such duties.
- C. Presiding Officer. The Board Chair shall preside at all Board meetings. In the Board Chair’s absence, the Vice Chair shall preside. In the absence of both, the Directors present shall select a Presiding Officer.
- D. Call to Order. The Presiding Officer shall call the meeting to order at the hour appointed. In the absence of the Board Chair and the Board Vice Chair, the meeting shall be called to order by the Board Secretary and those Directors present shall proceed to select a temporary Presiding Officer.
- E. Preservation of Order. The Presiding Officer shall preserve order and decorum, and shall confine debate to the item under discussion.
- F. Point of Order. The Presiding Officer shall determine all points of order, subject to the right of any Director to appeal the decision to the full Board. If an appeal is taken, the question to the Board shall be: “Shall the decision of the Board Chair be sustained?”
- G. Motion to Be Stated. The Presiding Officer shall state any motion submitted for a vote and shall announce the result of all votes. A roll call vote shall be taken upon the request of any Director.

ARTICLE VII. AGENDAS.

The term “Agenda” as used in these Meeting Articles applies to regular meeting agendas and to special meeting notices. The following shall be the general order of business. The Board retains authority to change the order of a meeting during the Approval of the Agenda to ensure urgent matters are heard timely or to accommodate schedules of Directors. The District Administrator may also prepare an agenda with a different order to meet needs of Directors or consultants.

- A. Order of Business for Regular Meetings.
 - 1. Call to Order and Roll Call.
 - 2. Invocation and Flag Salute
 - 3. Approval of Agenda
 - 4. Ceremonial Matters: Proclamations, Presentations, Awards, Guest Introductions, Ceremonial Resolutions. (No action may be taken on such matters.)

5. Public Forum
6. Consent Calendar
7. Public Hearings
8. Unfinished Business
9. New Business
10. Director Communications/Agenda Items.

(This portion of the meeting is reserved for Directors (i) to make brief reports on boards, committees, and other public agencies, and at public events, (ii) to request information, (iii) and to initiate new agenda items. Under this section the Board may take action only on items specifically agendized and which meet other requirements for action.)

11. District Administrator Report.
12. Closed Session.
13. Reconvene Public Session and Provide Report from Closed Session if required.
14. Adjournment.

B. Order of Business for Special Meetings.

Agendas for Special Meetings will include the following:

1. Call to Order and Roll Call
2. Approval of Agenda.
3. Description of Item(s) to be Discussed.
4. Statement that members of the public shall have an opportunity to be heard on the item(s) on the agenda.

C. Preparation and Content of Meeting Agendas.

1. The Agenda is prepared by the District Administrator who coordinates with the District Counsel to ensure that items are worded correctly and meet legal requirements and to ensure that required notices, publication, and hearing requirements have been met prior to placement of items on the agenda.
2. The Agenda shall specify the time, date, and location of the meeting and contain a brief description of each item of business to be transacted or discussed at the meeting, including closed sessions items.
3. For Special Meetings, only those matters specified on the Special Meeting Agenda may be discussed at the meeting. The Special Meeting Agenda shall provide an opportunity for members of the public to address the Board on that item before action is taken. No Public Forum section is required for Special Meetings.

D. Placing Items on the Agenda.

1. The District Administrator in collaboration with the Board Chair shall determine items for placement on the agenda except for Closed Session litigation matters at the request of the District Counsel.
2. A majority of the Board may direct that items be placed on a future meeting agenda.
3. Any Director may call the District Administrator to place an item on a regular meeting agenda at least six days before the beginning of the regular meeting.

E. Posting of Regular Meeting Agendas and Special Meeting Notices. Per the Brown Act, the District Administrator shall post the Agenda for regular meetings at the front entrance of the District Office and the District website at least 72 hours before any regular meeting. The same process shall be followed for the posting of special meeting notices except that the posting is to be done at least 24 hours prior to the meeting as required by the Brown Act. The special meeting notice is referred to as Special Meeting Agenda interchangeably.

F. Availability of Agenda Documents. The documents and materials regarding the Agenda which are provided to Directors within the 72 hours prior to a regular meeting shall be posted to the District's website. A binder with the documents and materials regarding the agenda will be made available at the District Office as soon as they are available.

G. Legal Limitations for Additions to Agenda. At a regular meeting, the Board may add items of business to the Agenda under the following circumstances, after the Board Chair publicly identifies the item if the following requirements are met:

1. Upon a majority vote that an "emergency situation" as defined in Government Code Section 54956.5 exists; **or**
2. Upon a determination by a two-thirds vote (4 votes) 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 the District after the Agenda was posted; **or**
3. The item was posted for a prior regular meeting of the Board not more than five calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken.

H. Minutes. Unless requested by any member of the Board, the minutes may be approved without reading if the Secretary previously furnished a copy to each member.

I. Public Forum. During the Public Forum portion of a regular meeting, any person may address the Board provided that the item is within the subject matter jurisdiction of the Board **and is not otherwise on the Agenda.** No action may be taken by the Board on any item not on the Agenda. (See Meeting Articles 5. I and 7.B)

J. Public Hearings. Items requiring a public hearing will be noticed as required by law.

- K. Consent Calendar. Items listed under the Consent Calendar are those items staff believes will not require Board discussion and are routine in content. The Consent Calendar may be approved by one motion. Also listed under the Consent Calendar are resolutions confirming action from previous meetings which are brought back for approval of form rather than approval of action or for minor correction and ratification. Items may be pulled from the Consent Calendar for separate discussion and action upon the request of any Director or member of the public.
- L. Action Limited to Posted Agenda. No action or discussion may be taken on any item not appearing on the posted Agenda, except that Directors or the District Administrator may “briefly respond” (no more than 3 minutes) to statements made or questions posed by persons exercising their public testimony rights under the Public Forum. In addition, on their own initiative, or in response to questions posed by the public, Directors may ask questions for clarification, provide a reference to staff or other resources for factual information, request staff to report back at a subsequent meeting concerning any matter, or direct staff to place a matter of business on a future agenda.

ARTICLE VIII. CONFLICTS OF INTEREST.

Two very important pieces of legislation regarding conflicts of interest must always be kept in mind by the Board and staff.

First, the Political Reform Act prohibits any public official from making, participating in making, or in any way attempting to use his or her official position to influence a governmental decision in which the public official knows or has reason to know he or she has a financial interest. As noted below, the Political Reform Act and the Fair Political Practices Commission (FPPC) allow recusal as long as specific requirements are met.

Second, **Government Code Section 1090 prohibits public officials and employees from having a financial interest in any contract made by them in their official capacity, or by any body or board of which they are members.** Recusal and abstention are not enough. These contracts are forbidden and participation in such contracts will result in forfeiture of office and criminal penalties.

- A. Specific Requirements of Person with Conflict of Interest under the Political Reform Act. A public official who holds an office specified in Government Code Section 87200 and has a disqualifying financial interest in a decision shall identify the conflict of interest or potential conflict of interest, and immediately prior to the consideration of the matter, do all of the following:
1. Publicly identify the financial interest that gives rise to the conflict of interest or potential conflict of interest in detail sufficient to be understood by the public.
 2. Recuse himself/herself from discussing, participating and voting on the matter, or otherwise acting in violation of Government Code Section 87100.
 3. Leave the room until after the discussion, vote, and any other disposition of the matter is concluded, unless the matter has been placed on the Consent Calendar.

- B. Application of this Article. Public officials who must comply with this Article include, but are not limited to, Directors, District Administrator, District, and anyone else required to file a Form 700 with the FPPC.

ARTICLE IX. PUBLIC PARTICIPATION.

- A. Public Comment on Agenda Items. Pursuant to the Brown Act, public testimony is permitted on all agenda items on the Agenda. Members of the public shall be afforded an opportunity to comment before a motion is made on an agenda item. However, members of the public do not have the right to give testimony outside the scope of or unrelated to the agenda item under consideration. Additionally, members of the public should strive to avoid unduly reiterating their own or others' testimony.
- B. Public Forum. Members of the public shall have an opportunity to comment on any matter which is not on the Agenda but is within the Board's jurisdiction under the Public Forum part of the Agenda. Members of the public may not be prohibited from criticism of the policies, procedures, programs, or services of the District or acts or omissions of the Board. The Board of Directors may not take action on any matter raised during the Public Forum.
- C. Manner for Addressing the Board. After being recognized by the Board Chair, each member of the public addressing the Board of Directors shall go to the podium. Each member of the public is encouraged, but not required, to state his or her name and address. All remarks shall be addressed to the Board of Directors as a whole and not to any individual member thereof. After public comment has been closed, no member of the public shall address the Board of Directors on the matter under consideration without first securing Board approval.
- D. Time Limits For Public Comments and for Public Forum. Members of the public shall limit their remarks to *three minutes per agenda item and three minutes under the Public Forum part of the agenda*. If a speaker is being repetitious or discussing matters that are not relevant to the issue under consideration, the Board Chair may limit the speaker's comments. The Board Chair, with the Board's consent, may shorten the time to accommodate a very lengthy agenda or when there is undue repetition on an item. The Board Chair, with the Board's consent may also lengthen the time limit for complicated matters. The Secretary shall monitor the time for each speaker and the Board Chair shall be responsible for enforcing the time limit.
- E. Decorum.
1. All remarks shall be directed to the Board Chair and the Board as a body and not to any particular Director or member of staff.
 2. A person, other than members of the Board and the person having the floor, shall not be permitted to enter into the discussion unless requested by the Board Chair to speak.

3. Members of the public shall not direct questions to Directors individually or to members of staff except through the Board Chair.
4. Members of the Board shall wait until a person completes his or her public comments before asking questions or commenting. The Board Chair shall then ask Directors if they have comments or questions.
5. While the Board of Directors is in session, all persons must preserve order and decorum. A person who addresses the Board of Directors under public comment for a specific agenda item or under the Public Forum section of the agenda may not engage in speech or conduct which is likely to provoke others to violent or riotous behavior, which disturbs the peace of the meeting by loud and unreasonable noise, which is irrelevant or repetitive, or which disrupts, disturbs, or otherwise impedes the orderly conduct of any Board of Directors meeting.

The Board Chair or other presiding officer shall request that a person who is breaching the Meeting Articles of decorum cease such conduct. If after receiving such a warning, the person persists in breaching the Meeting Articles of decorum, the Board Chair or other presiding officer may order the person to leave the Board of Directors meeting. If such person does not leave, the Board Chair or presiding officer may direct the General Manager to contact law enforcement.

ARTICLE X. ORDINANCES, RESOLUTIONS AND CONTRACTS

- A. Document Approval. All ordinances, resolutions, and contracts shall be approved as to form and legality by the District Counsel and as to content by the District Administrator before submission to the Board and before execution.
- B. Ordinance Introduction/Adoption. Unless a member requests a full reading, a proposed ordinance will be read by title only.
- C. Number of Votes Required. An affirmative vote of at least three members of the full Board shall be necessary to adopt any ordinance, resolution, or motion.
- D. Resolution and Ordinance Preservation. Following adoption of a resolution or ordinance, the Secretary or his or her designee will assign a number to the ordinance, and publish and post the ordinance or a summary thereof as required by law. The ordinance shall be filed and preserved in the District Office.

ARTICLE XI. MISCELLANEOUS MEETING ARTICLES.

- A. Roll Call Votes. Upon demand by any Director, made before the “Ayes” and “Nays” are called for on any vote, a roll call vote shall be taken on the motion before the Board. The Board Chair’s name shall be called last with other member’s names called at random by the Secretary. Members shall not give explanations for their vote during a roll call.

- B. Silence. During a collective vote (Ayes & Nays), silence of any director denotes an affirmative vote.
- C. Abstentions. Directors wishing to abstain from a particular vote shall orally state their abstentions.
- D. Continuance of an Item.
 - 1. Continuance by a Director. Any Director may, as a matter of personal privilege, request that an item which is not subject to a deadline be continued to the next regular Board meeting. This continuance may be overruled by majority vote of the Directors present.
 - 2. Requests for Continuances by Persons Other than Directors. Anyone may request continuance of an item which is not subject to a deadline. The Board, by a majority vote of those present, may grant the continuance.

ARTICLE XII. Meeting Rules of Debate

- A. Board Chair as Presiding Officer. The Board Chair may move, second, and debate items from the Chair, and shall not be deprived of any rights or privileges of a Director.
- B. Appeals. Any ruling of the Board Chair may be appealed at the request of any Director. The Board Chair shall call for a roll call vote to determine if the ruling is upheld.
- C. Precedence of Motions. When a motion is before the Board, no motion shall be entertained except:
 - 1. Motion to Amend. Amendments which modify a motion on the floor are in order and may be debated only if the modification does not significantly alter the substance of the original motion. The proposed amendment is voted on first; the main motion is voted on last (as amended or in its original form if the amendment is defeated). A motion may be amended more than once with each amendment being voted on separately. There shall be only one amending motion on the floor at any time.
 - 2. Motion to Postpone. A motion to postpone indefinitely is always in order and is subject to debate. If such a motion is adopted, the principal question is lost. A motion to postpone to a definite time is always in order, but is not subject to debate except as to the proposed continued date. If such a motion is adopted, the principal question is not lost.
 - 3. Motion to Table. A motion to table is always in order. It is not subject to debate or to amendment. The purpose of a motion to table is to temporarily bypass the item. If a motion to table is adopted, the item may be taken from the table at

any time prior to adjournment of the next regular meeting. Items which are tabled shall automatically be set on the agenda for the next regular meeting. If the item is not taken from the table within the time specified, the principal question is lost.

RESOLUTION OF THE BOARD OF DIRECTORS OF THE CALWA RECREATION AND PARK DISTRICT ESTABLISHING A CODE OF CONDUCT FOR BOARD OF DIRECTORS, OFFICERS, AND EMPLOYEES OF THE DISTRICT

WHEREAS, every resident within the Calwa Recreation and Park District is entitled to have complete confidence in the integrity of the governance and operation of the District; and

WHEREAS, a Code of Conduct will serve to increase public confidence in the District’s governance, assist with decision-making, and encourage high standards of behavior; and

WHEREAS, a Code of Conduct will represent a commitment to uphold a standard of integrity beyond that required by law; and

WHEREAS, the Board is interested in establishing a framework for day to day actions and decision-making by the District and designated employees; and

WHEREAS, the establishment of a Code of Conduct will demonstrate the District’s commitment to ethics.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the Calwa Recreation and Park District as follows:

Section 1. The recitals set forth above are true and correct and are incorporated herein by reference.

Section 2. The Board hereby adopts of the “Code of Conduct of the Calwa Recreation and Park District” as set forth in Exhibit A and incorporated herein by reference.

Section 3. All prior Board actions in conflict with the Code of Conduct adopted by this resolution are superseded and repealed.

Section 4. This resolution is effective upon adoption.

CERTIFICATION

Adoption of the foregoing Resolution No. 2015- ____, was adopted on _____ by the following vote:

AYES:

NOES:

ABSTENTIONS:

ABSENCES:

Secretary of the Board of Directors

CODE OF CONDUCT

CALWA RECREATION AND PARK DISTRICT

(ADOPTED BY BOARD OF DIRECTORS RESOLUTION NO. 2015- __)

Section 1: **Applicability of Code of Conduct.**

This Code of Conduct shall apply to all members of the Board of Directors, officers, appointees, and employees.

Section 2: **Compliance with all Laws.**

In discharging their duties, Directors, officers, appointees, and employees shall comply with all applicable local, state, and federal laws. The provisions of this resolution are in addition to all local, state, and federal laws.

Section 3: **Fairness, Openness, Honesty and Integrity in District Government.**

- A. Directors, officers, appointees, and employees of the District shall strive to abide by ethical principles relating to fairness, openness, honesty, and integrity in the District's governance and operation.
- B. No Director, officer, appointee or employee of the District shall engage in any business or transaction or shall have a financial or other personal interest, direct or indirect, which is incompatible with the proper discharge of his or her official duties or which tend to impair his or her independence or judgment or action in the performance of such duties.
- C. No Director, officer, appointee or employee of the District shall engage in any enterprise or activity which results in any of the following:
 - 1. Using the prestige or influence of the District for anyone's private gain or advantage.
 - 2. Using time, facilities, equipment, or supplies of the District for anyone's private gain or advantage.
 - 3. Using confidential information not available to the general public for private gain or advantage.
 - 4. Receiving or accepting money or other consideration from anyone other than the District for the performance of acts done in the regular course of employment or duty.

5. Receiving or accepting, directly or indirectly, any gift or favor from anyone doing business with the District under circumstances from which it could reasonably be inferred that such was intended to influence that Director, officer, appointee or employee in his or her official employment or duties, or as a reward for official action.
- D. Every elected official officer, appointee or employee required to file a Statement of Economic Interests (Form 700) shall disclose on that form all information required by the Political Reform Act, FPPC regulations and the Conflict of Interest Code approved by the Board of Directors in its role as the code reviewing body.

Section 4: Board of Directors.

- A. **Conduct of Directors.** The professional and personal conduct of Directors must be above reproach and avoid the appearance of impropriety. While it is understood that Directors enjoy First Amendment rights, they should refrain from abusive conduct, personal charges or verbal attacks upon the character or motives of other members of the Board, staff, or the public that is intended to disrupt and not further the District's business.
- B. **Respect for Process.** Directors shall perform their duties in accordance with the processes and rules of order established by the Board governing the deliberation of public policy issues, meaningful involvement of the public, and implementation of policy decisions of the Board by District staff.
- C. **Decisions Based on Merit.** Directors shall base their decisions on the merits and substance of the matter at hand, rather than on unrelated considerations.
- D. **Gifts and Favors.** Directors shall follow the laws that apply to the acceptance of gifts or favors as a public official. 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 favoritism and bias.
- E. **Confidential Information.** Directors shall respect and maintain the confidentiality of information concerning the property, personnel or affairs of the District which is confidential or privileged. They shall neither disclose confidential information without proper legal authorization, nor use such information to advance their personal financial or other private interests.
- F. **Use of Public Resources.** Directors shall not use public resources, such as District staff time, equipment, supplies or facilities for private gain or personal purposes.
- G. **Advocacy.** Directors shall represent the official policies or positions of the Board 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 the opinion of the entire Board.

- H. **Positive Work Place Environment.** Directors shall support the maintenance of a positive and constructive work place environment for District employees, private citizens and businesses dealing with the District. Directors shall recognize their role in individual dealing with District employees.
- I. **Policy Role of Directors.** Directors shall respect and adhere to their role in setting policy and not operating the day to day activities of the District. The Board appoints a District Administrator under the direction and control of the District Board. The District Administrator in turn directs and controls District staff.
- J. **General Requirements.** All members of the Board of Directors have equal votes. No Director has more power than any other, and all shall be treated with equal respect. Directors shall:
 - 1. Demonstrate honesty and integrity in every action and statement.
 - 2. Comply with both the letter and spirit of the laws and policies affecting the operation of the District.
 - 3. Serve as a model of leadership and civility to the community.
 - 4. Inspire public confidence in the District.
 - 5. Work for the District's best interest and not personal interests.
 - 6. Prepare in advance of Board meetings and be familiar with issues on the agenda.
 - 7. Fully participate in Board meetings and other public forums while demonstrating respect, consideration, and courtesy to others.
 - 8. Become familiar with the District By-Laws, the Brown Act, Conflict of Interest laws, and this Code of Conduct.
 - 9. Be responsible for the highest standards of respect, civility and honesty in ensuring the effective maintenance of intergovernmental relations.
 - 10. When communicating with representatives of other governmental entities or constituents, indicate, if appropriate, that the views are their own, and may not represent those of the entire Board.

Section 5: Directors Conduct with One Another.

A District Board is comprised of individuals with a wide variety of backgrounds, personalities, values, opinions, and goals who have chosen to serve in public office in order to improve the quality of life in the community. In all cases, this common goal should be acknowledged even as members may “agree to disagree” on particular issues.

A. In Public Meetings:

1. Practice civility and decorum in discussions and debate. Difficult questions, tough challenges to a particular point of view, and criticism of ideas and information are legitimate elements of a free democracy in action. Be respectful of diverse opinions.
2. Honor the role of the Presiding Officer in maintaining order and equity. Respect the Presiding Officer’s efforts to focus discussion on current agenda items. Objections to the Presiding Officer’s actions should be voiced politely and with reason.
3. Demonstrate effective problem-solving approaches. Directors have a public forum to show how individuals with different points of view can find common ground and seek a compromise that benefits the community as a whole. Directors are role models for residents, business people and other stakeholders involved in public debate.
4. Be respectful of other people’s time. Stay focused and act efficiently during public meetings.

B. In Private Encounters:

Treat others with respect to maintain public confidence in District government.