Amador Water Agency

Rules for Proceedings of the Board of Directors

Reviewed and Adopted: 04-23-2020

Introduction

The Board of Directors is the governing body of the Agency, and shall act only at its regular meetings, regular adjourned meetings, special meetings, or emergency meetings. All powers of the Agency shall be exercised and performed by the Board as a body. Individual Board Members, except as provided in the Agency’s Administrative Code, Policy Manual, or as otherwise authorized by the Board, shall have no power to act for the Agency, or the Board, or to direct the Staff of the Agency.

These are the rules for the proceedings of the Board of Directors of Amador Water Agency. The purposes of these rules are to facilitate public participation during meetings of the Board, protect the rights of all Directors and to provide a process for conducting Board meetings in an orderly and efficient manner. The Amador Water Agency Enabling Act, Brown Act (Government Code section 54950, et seq.) and any other applicable law will control over any inconsistent provision contained in these rules. The Board of Directors will follow Rosenberg’s Rules of Order and related guidance as provided in Appendix A to this policy for Board and Committee Meetings. (Amador Water Agency Act, Stats. 1959, ch. 2137, Chapter 95 of West’s Ann. Cal. Water Code Appendix (“Agency Act”), section 95-7.2.)

Rule 1 – Selection of Officers

The President and Vice-President of the Board will be elected by the members of the Board for a one-year term. The election will be held at the first regular meeting in December of each year. (See Agency Act section 95-7.2 and Elections Code section 10554.) The remaining provisions of this paragraph will be considered discretionary guidelines for the Board to follow in selecting its President and Vice-President, and will not be binding on the Board. The Board will normally follow a rotation by District for the election of President and Vice President under which the Vice President will normally be elected President at the conclusion of the President’s one-year term. If the membership on the Board of the President is terminated before the expiration of his or her one-year term of office, the Vice-President will automatically become the President for the balance of that term.

In the event of a contested election, the following is the recommended procedure for nominating and selecting the Board President or Vice President: (1) the then-presiding President should open nominations and ask if there are there any nominations for the contested office; (2) any Director then may make a nomination -- e.g., “I nominate Director X” -- no second is
required for a nomination, although sometimes one or more Directors will second a nomination to indicate endorsement (a Director may nominate himself or herself, but nominations cannot be accepted from members of the public); (3) a Director may decline a nomination; (4) when it appears that no one else wishes to make a nomination, the President should ask if there are additional nominations -- if there is no response, the President then should declare that the nominations for the office are closed and state the names of the nominees (it is unnecessary to have a motion to close the nominations); (5) after nominations have been closed, nominations may be reopened only by a motion, second and majority vote to reopen them; (6) after nominations have been closed and before the vote, the public should be provided an opportunity to comment on the agenda item; (7) the President then should call for votes on the nominees by a roll call vote on each nominee, and each Director should cast his or her yea or nay vote on each nominee, e.g., “For the first nominee for President, Director X, please state your vote by yea or nay;” (8) nominees should be voted on in the order in which they are nominated and the process should continue until there is a majority approval of one of the nominees; and (9) as soon as one of the nominees receives a majority vote, the President should declare that person elected to the office and no vote is taken on any remaining nominees.

The Board will by majority vote appoint a Secretary/Clerk of the Board, and a Deputy Clerk of the Board.

Rule 2 – Duties of President of Board and Other Officers

The President of the Board of Directors will be its presiding officer. The President’s duties will include, but not be limited to, the following: acting as the liaison between the General Manager and the Board, calling special meetings of the Board, presiding over meetings of the Board, establishing and appointing committees of the Board, appointing representatives of the Agency to associations of which the Agency is a member or in which it has a significant interest, and applying the Rules of Conduct set forth in Appendix A. The Board will appoint representatives of the Agency to joint powers authorities of which the Agency is a member.

The Vice-President shall act if the President is absent or unable to act, and shall exercise all of the powers of the President on such occasions. If both the President and Vice-President are absent from a noticed public meeting, the remaining three Board members will choose one of their number to preside.

The Clerk of the Board shall have the following duties with respect to the affairs of the Board of Directors: (a) cause the minutes to be taken and prepared for all Board meetings; (b) keep the original copies of all final minutes, ordinances and resolutions of the Board in appropriate fire proof file cabinets and electronic files; (c) file and keep all Board committee reports according to the Agency’s records management policies; (d) attest to the minutes, ordinances, resolutions, contracts and other documents of the Board; (e) provide notice as required by law of any Board or standing committee meeting, and any hearing before the Board; and (f) act as the Agency’s elections official. The foregoing responsibilities are not intended to limit any other duties of the Clerk of the Board imposed by law, or assigned from time to time by the Board, or by the General Manager if the Clerk of the Board is an employee of the Agency.
Rule 3 – Time and Place for Regular Meetings

The regular monthly meeting of the Board of Directors will be held in the Board room at the Agency’s administrative office, 12800 Ridge Rd. Sutter Creek, California, on the second and fourth Thursday of each month, commencing at 9:00 a.m. with an estimated end time based on the items on the agenda. The location, day and time for holding regular meetings may be changed by the Board of Directors from time to time by resolution. If a regular meeting falls on a holiday as listed in Government Code section 6700, the meeting will be held on the day designated by the Board by minute order. (See Government Code section 54954(a).)

Rule 4 – Quorum Requirements

The Board of Directors consists of five members. Three members of the Board will constitute a quorum for the transaction of business. (See Agency Act sections 95-7.1 and 95-7.2).

Rule 5 – Majority Vote

Three members of the Board will be required to approve any ordinance, resolution or motion, unless a different voting requirement to approve a particular action is specified under State law. (Agency Act section 95-7.2.)

Rule 6 – What Constitutes an Affirmative Vote

Unless a Director is not voting because of a conflict of interest, a Director who is present for a vote on a matter before the Board will be deemed to have voted in the affirmative on a matter unless the Director votes against the measure by casting a “no” vote. An “abstain” vote is not counted as a vote for or against an item. When calling for the vote on a motion, the President of the Board may (a) call for “aye” and “no” votes, or (b) ask if there are any “no” votes, since the remaining Directors present will be deemed to have voted in the affirmative unless they state an abstention or are not voting due to a conflict of interest.

Rule 7 – Conflicts of Interest

If a member of the Board believes he or she may be disqualified from participation in the discussion, deliberations or vote on a particular matter due to a conflict of interest, the Director shall follow procedures provided in Section 330.00.B of the Board’s Ethics Policy (AWA PL – BOD 003) by disclosing the potential conflict and obtaining a determination whether it is a disqualifying conflict of interest as soon as possible, and, if a disqualifying conflict exists, the Director will not participate in the discussion, deliberation or vote on the matter for which a conflict of interest exists as provided in Section 330.00.B of the Ethics Policy.

Rule 8 – Motions

The three steps for bringing a motion before the Board are: (a) a Director makes a
motion, (b) another Director seconds the motion, and (c) the President states the motion. Once the motion has been stated by the President, it is open to formal discussion. While only one motion can be considered at a time, up to three motions may be on the floor simultaneously. When multiple motions are on the floor, the last motion made should be voted on first. There are three basic motions (a) the original motion is the one that puts forward a decision for consideration, (b) an amended motion, which is an original motion that is amended before the original motion is voted on, either by the consent of the Directors who moved and seconded, or by a new motion and second, which is then approved by the Board, or (c) a substitute motion, which completely eliminates the original or amended motion under discussion and puts a new motion before the Board. A motion may be tabled before it is voted on by motion made to table, which is then seconded and approved by the Board, or (a) a motion may be rejected without further discussion of or action on the motion by a motion of “objection to consideration,” which is then seconded and approved by the Board, or (b) further discussion of a motion can be terminated by a motion “to call the question,” which is then seconded and approved by the Board. Any Director, including the President, may make or second a motion.

Rule 9 – Protection of Rights of Directors

One of the primary purposes for these rules of procedure is to protect the rights of all Directors. The President will allow each Director a reasonable opportunity to discuss a motion, after it has been made and seconded, and before it has been voted on. The President can set reasonable time limits for discussion of a motion. A Director can object to a procedural ruling by the President by stating: “Mister/Madam President, I rise to a point of order.” The President must then ask the Director to state the point of order. The President will then rule on the point of order. The President’s ruling on a point of order may be appealed by a motion made and seconded to appeal the decision, which is then voted on by the Board.

Rule 10 – Record of Vote

Except where action is taken by the unanimous vote of all Board members present and voting, the ayes and noes taken upon the passage of all ordinances, resolutions or motions will be entered upon the minutes. (Gov’t Code section 54953(c)(2).)

Rule 11 – Ordinances

The enacting clause of all ordinances passed by the Board will be: "Be it ordained by the Board of Directors of Amador Water Agency as follows:" All ordinances will be signed by the President and attested by the Clerk of the Board.
(Agency Act section 95-7.2)

Rule 12 – Agenda and Agenda Materials

The General Manager, in cooperation with the Board President, will be responsible for preparing the agenda for regular Board meetings and meetings of standing and ad hoc committees (see Government Code section 54952 and Rule 22), and having the agenda for regular Board meetings and standing committee meetings posted at the Agency office in a
location freely accessible to the public no later than seventy-two hours before a regular meeting and on the Agency’s website. The agenda will specify the time and location of the meeting and contain a brief, general description of each item of business to be transacted or discussed at the meeting, including closed session items. (See Government Code section 54954.2.) The General Manager shall place an item for discussion or action on the agenda at the request of any member of the Board. In order to allow sufficient time to prepare the agenda and back-up materials, the deadline for adding items to the agenda for a regular meeting will be at 4 p.m., on the Tuesday, the week before the meeting. Any member of the public may make a request to the Board at any regular meeting to place an item for discussion on a future agenda, but such a request will be honored only if a majority of the Board approves by motion or consensus.

An agenda for a regular or special Board meeting will contain the following statements: (a) “The public may address the Board concerning an agenda item either before or during the Board’s consideration of that agenda item.” (See Government Code section 54954.3(a).); (b) “Public documents relating to any open session item listed on this agenda that are distributed to all or a majority of the members of the Board of Directors less than 72 hours before the meeting are available for public inspection in the customer service area of the Agency’s Administrative Office at the address listed above.” (See Government Code section 54957.5(b)(2).); and (c) “In compliance with the Americans with Disabilities Act, if you have a disability, and you need a disability-related modification or accommodation to participate in this meeting, then please contact the Clerk of the Board. Requests must be made as early as possible, and at least one-full business day before the start of the meeting.” (See Government Code section 54954.2(a).).

Rule 13 – Requests for Copies of Agendas and Agenda Materials

Any person may request the Agency to mail or electronically mail him or her a copy of the agenda or agenda packet for any meeting of the Board. When the Agency receives such a request, the General Manager or his/her designee will distribute copies of the requested materials (except for documents that are exempt from disclosure under the Public Records Act) to the requesting party at the time that the agenda is posted or when the agenda packets are distributed to a majority of the Board members, whichever occurs first. Any request for copies of agendas or agenda packets for all Board meetings in a given year will be valid for the calendar year in which the request is submitted, and the request must be renewed after January 1 of each year in which it is to remain in effect. (Government Code section 54954.1.)

Documents that are distributed to all or a majority of the members of the Board by any person in connection with a matter subject to discussion or consideration at a regular or special meeting of the Board will be disclosable public records under the California Public Records Act (commencing with Government Code section 6250), and will be made available upon request by a member of public without delay, except as to documents that are exempt from disclosure under the Public Records Act. Any public documents related to an open session agenda item that are distributed to all or a majority of Board members by staff or any third party less than 72 hours before a regular Board meeting will be made available for public inspection at the same time. Such documents will be available for public inspection in the customer service area of the Agency’s Administrative Office. Documents that are distributed during a regular or special
Board meeting that are subject to disclosure under the Public Records Act will be made available for public inspection at the meeting, if prepared by the Agency or a member of the Board, or after the meeting, if prepared by some other person. The Agency may charge a fee for responding to requests for copies of agendas, agenda packets or other documents, which fees will be limited to the Agency’s copying and postage costs as provided in the Agency’s Records Inspection, Retention, Disposal, and Storage Policy (PL - Adm 009). (See Government Code section 54957.5(a) and (b).)

Upon request, the agenda and other documents referred to in this rule will be made available in an appropriate alternative format to persons with a disability, as required by Section 202 of the Americans with Disabilities Act of 1990 (42 U.S.C. section 12132) and the federal rules and regulations adopted in implementation thereof. (See Government Code sections 54954.1, 54954.2(a) and 54957.5(b).) The Agency will not charge a special surcharge to provide documents requested in an alternative format by a person with a disability in accordance with the Americans with Disabilities Act and its implementing regulations. (See Government Code section 54957.5(c).)

The Agency records the meeting, and will retain the recording for at least two years following the meeting, after which it may be erased or destroyed. The public may inspect the recording on a computer made available by the Agency, without charge. (See Government Code section 54953.5(b).)

Rule 14 – Authority to Act on Matters Not on the Agenda

The Board will not take action on or discuss any item not appearing on the posted agenda, except under the following conditions, in which cases the item will be publicly identified before discussion begins: (a) upon a determination by a majority of the Board that an emergency situation exists, as further described in Rule 25 hereof; (b) upon a determination by a two-thirds vote of the Board members present at the meeting, or, if less than two-thirds of the members of the Board are present, a unanimous vote of those members present, that the need to take immediate action became apparent after the agenda was posted; or (c) the item was posted for a prior meeting of the Board occurring 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. (See Government Code sections 54954.2 and 54956.5.)

Rule 15 – Consent Agenda

The General Manager may list on the agenda a “consent agenda,” which will consist of routine matters on which there is generally no opposition or need for discussion. Examples of consent agenda items might include approval of minutes, financial reports and routine resolutions. Any matter may be removed from the consent agenda and placed on the regular agenda at the request of any member of the Board. The entire consent agenda may be approved by a single motion made, seconded and approved by the Board.

Rule 16 – Oral Informational Reports
Any member of the Board may make an oral report at a regular meeting for the purpose of informing the Board of any matter of interest to the Agency. Regular meeting agendas will include specific items for Directors’ reports and comments. The Board also may call on the General Manager, Agency staff or Agency legal counsel for brief oral informational reports on matters not on the agenda. Unless the Board makes the determinations required under Rule 14, there will be no more than limited discussion, and no action, on matters covered in such oral reports. (See Government Code section 54954.2(a.).)

**Rule 17 – Public Comment**

Every agenda for a regular meeting will provide an opportunity for members of the public to directly address the Board on items of interest that are within the subject matter jurisdiction of the Board and that do not appear on the agenda. This agenda item will be described substantially as follows: “Opportunity for public comment on non-agenda items within the Board’s jurisdiction.” During Public Comment, the Board may, at its discretion, not respond, briefly respond to statements made or questions posed by the public, or ask Agency staff for clarification, refer the matter to Agency staff or ask Agency staff to report back at a future meeting. (See Government Code sections 54954.2 and 54954.3.) The Board will not take action on any matter raised during the Public Comment, unless the Board first makes the determinations set forth in Rule 14. In order to facilitate public participation during the Public Comment session of the meeting, the Board may limit the total amount of time allocated for public comment on a particular issue (ten minutes or less normally will be standard), and may limit the time allocated for public comment by an individual speaker (three minutes normally will be standard). The President may declare any comment as out of order, irrelevant, repetitious or disruptive. (See Government Code section 54954.3.)

It is the general policy of the Board to refer to the General Manager for resolution complaints received from members of the public. If the complaint cannot be resolved, the General Manager will place it on a future meeting agenda for consideration by the Board.

The Board President will invite the public to address the Board concerning an agenda item during a regular or special Board meeting, including commenting on the closed session agenda prior to the Board adjourning into closed session, either before or during the Board’s consideration of that agenda item. (See Government Code section 54954.3(a.).)

These rules are not intended to prohibit public criticism of policies, procedures, programs or services of the Agency, or of the acts or omissions of the Board. (See Government Code section 54954.3(c.).)

In the event that any meeting is willfully interrupted by a group or groups of persons so as to render the orderly conduct of such meeting infeasible, and order cannot be restored by the removal of individuals who are willfully interrupting the meeting, the Board may order the meeting room cleared and continue in session. Only matters appearing on the agenda may be considered in such a session. Representatives of the press or other news media, except those participating in the disturbance, will be allowed to attend any session held pursuant to this
section. Nothing in this section will prohibit the Board from readmitting an individual or individuals not responsible for disturbing the orderly conduct of the meeting. (See Government Code section 54957.9.)

Rule 18 – Public Hearings

The procedure for conducting public hearings during a meeting of the Board will be as follows: (a) no earlier than the time set for the public hearing, the President of the Board will declare the public hearing open; (b) the President will ask the General Manager whether notice of the public hearing has been given in the manner required by law; (c) the President will ask the General Manager whether written comments on the subject matter of the public hearing have been received; (d) the President will ask whether any member of the public wishes to present written or oral comments on the subject of the public hearing; (e) in its discretion, the Board may set time limits on the amount of time an individual speaker is allowed to comment orally during the public hearing; and (f) following the close of presentation of comments and before any Board discussion and action on the subject matter, the President will declare the public hearing closed. The Board may continue a public hearing from time to time. A public hearing may be continued in accordance with the procedures described in Rule 19. (See Government Code section 54955.1.)

Rule 19 – Adjournment

A meeting of the Board will be adjourned by (a) loss of a quorum, (b) by declaration of the President that the meeting is adjourned when the agenda has been completed and there is no further business to come before the Board, or (c) by motion made, seconded and approved to adjourn the meeting. A regular or special meeting of the Board may also be adjourned for the purpose of continuing it to a specific day and time (a) by motion made, seconded and approved by a majority of the Board, (b) by approval of less than a quorum if a quorum is not present, or (c) by the Secretary/Clerk of the Board if all members are absent from any regular or adjourned regular meeting. A copy of the order or notice of adjournment to continue a meeting to another date will be conspicuously posted on or near the door of the Agency office where the meeting was held within twenty-four hours after the time of adjournment. (See Government Code section 54955.)

Rule 20 – Special Meetings

A special meeting may be called at any time by the President or by a majority of the members of the Board, by delivering personally or by any other means, including mail, facsimile and electronic mail, written notice to each member and to each newspaper, radio or television station requesting notice in writing. Such notice must be received at least twenty-four hours before the time of such meeting as specified in the notice to constitute notice of the special meeting (except as to emergency meetings, in which case, the notice requirements specified in Rule 25 will be followed). Electronic mail will constitute notice of a special meeting only if the recipient confirms receipt, and it will be deemed to be received at the time of such confirmation.
The call and notice for a special meeting must specify the time and place of the special meeting and the business to be transacted, and must include the statements specified in Rule 12. No other business will be considered at such meeting. The written notice may be dispensed with as to any member who at or prior to the time the meeting convenes files with the Agency Clerk of the Board a written waiver of notice. Waiver may be given in person or by mail, facsimile, electronic mail or telegram. Such written notice may also be dispensed with as to any member who was actually present at the meeting at the time it convenes. Notice of a special meeting must also be posted at least twenty-four hours before the meeting in a location freely accessible to the public and on the Agency’s website. (See Government Code sections 54954.3(a) and 54956.)

Rule 21 – Board Workshop Meetings

From time to time, the Board may set a regular or special meeting to be conducted as a “workshop meeting,” during which the Board would have the opportunity to receive presentations on and discuss matters identified on the agenda, but the Board would not normally take action on those items. Nothing in this rule is intended to prevent the Board from taking action on a matter during a workshop session if it is identified as an item for possible action on the agenda for that meeting.

Rule 22 – Board Committees

Board committees will be composed of less than three Directors, and may be either standing committees or ad hoc advisory committees. A Board standing committee has continuing subject matter jurisdiction. (See Government Code section 54952.) In accordance with Rule 12, standing committee meetings will be open to the public (except for authorized closed sessions), and the agenda for those meetings will be posted in the same manner as the agenda for regular Board meetings. In addition, the President may from time to time establish, and appoint the members of, ad hoc advisory committees to serve a limited or single purpose, which committees are to be dissolved once their specific task is completed. The meetings of an ad hoc advisory committee are not required to be open to the public, and notice of such meetings is not required to be posted. (See Government Code sections 54951 and 54952.)

Directors who are not members of a standing committee may attend a standing committee meeting only as observers, and they may not participate in the committee meeting, ask questions or sit with the committee members at the Board table. (See subsection (c)(6) of Government Code section 54952.2.) Directors who are not members of an ad hoc committee may not attend an ad hoc committee meeting.

Rule 23 – Closed Sessions

A closed session may be held on any subject authorized under the Brown Act. The agenda for a regular or special meeting will contain a brief, general description of the purpose of a closed session, in substantially the following form:

a. Conference with legal counsel--existing litigation; Government Code sections
54954.5(c) and 54956.9(a) and (d)(1); ______________ v. ______________ [insert name of case, e.g., Jones v. Agency].

b. Conference with legal counsel--existing litigation; Government Code sections 54954.5(c) and 54956.9(a) and (d)(1); case name unspecified because ______________ [insert either “disclosure would jeopardize service of process” or “disclosure would jeopardize existing settlement negotiations”].

c. Conference with legal counsel--anticipated litigation; Government Code sections 54954.5(c) and 54956.9(a) and (d)(2) and (3); significant exposure to litigation involving ______________ [describe].

d. Conference with legal counsel--anticipated litigation; Government Code sections 54954.5(c) and 54956.9(a) and (d)(4); consideration of initiation of litigation involving ______________ [describe or specify only number of cases if confidentiality is required or deemed necessary].

e. Public employee appointment involving ______________ [insert position(s) to be filled]; Government Code sections 54954.5(e) and 54957(b)(1).

f. Public employee performance evaluation involving ______________ [insert position(s) being reviewed]; Government Code sections 54954.5(e) and 54957(b)(1).

g. Public employee discipline/dismissal/release; Government Code sections 54954.5(e) and 54957(b). [No additional information required.]

h. Conference with labor negotiator involving ______________ [insert name of Agency negotiator] and ______________ [insert name of employee organization involved in negotiation]; Government Code sections 54954.5(f) and 54957.6.

i. Conference with labor negotiator involving ______________ [insert name of Agency negotiator] and unrepresented employee(s) in position(s) of ______________ [insert position(s) of unrepresented employee(s) involved in negotiation]; Government Code sections 54954.5(f) and 54957.6.

j. Conference with real property negotiator involving the purchase, sale, lease or exchange of ______________ [insert street address or other description of property], __________ and __________ [insert name of Agency negotiator(s)], Agency negotiator(s), will negotiate with ______________ [insert name of other party(ies)]. Instructions to the negotiator(s) may include price, terms of payment, or both. (See Government Code sections 54954.5(b) and 54956.8.)

k. Closed session consultation [insert the name, if applicable, of a law enforcement agency, and the title of the officer, or the name of an applicable agency representative (legal counsel or security officer) and title] concerning a threat to public services or facilities, or for the assessment of the security vulnerability of public facilities. (See Government Code sections...
The Board will not keep minutes of its closed sessions. (See Government Code section 54957.2.) In the closed session, the Board will consider only those matters covered in its statement of reasons for holding the closed session. (See Government Code section 54957.7.)

Before holding a closed session to consider complaints or charges against a particular employee (as distinguished from evaluation of performance unrelated to any specific complaint or charge), the Agency will provide twenty-four hours’ advance written notice to the employee of his or her right to have the matter heard in open session. If the employee requests, the complaint or charges must be heard in open session. (See Government Code section 54957(b)(2).)

A closed session may be held to meet with the Agency’s negotiator regarding the salary and benefits of Agency officers and employees, but not including elected officials, but the Agency’s available funds, funding priorities or budget will not be discussed during the closed session except to the extent necessary to permit the Board to provide instructions to its designated labor negotiator(s). (See Government Code section 54957.6.)

Following every closed session, the Board will reconvene to open session and publicly report any action and vote during the closed session in accordance with the following guidelines:

a. For action concerning final approval of a real property purchase, sale or exchange agreement or lease, report in open session at the same meeting the action taken (including the substance of the agreement) and vote, except that, if final approval rests with another party, the report may be deferred until the other party’s approval. (See Government Code section 54957.1(a)(1).)

b. Approval given to legal counsel to defend or initiate a lawsuit, or seek appellate review will be reported in open session at the public meeting during which the closed session was held. (See Government Code section 54957.1(a)(2).)

c. Approval given to legal counsel to settle pending litigation or action taken to dispose of a claim will be reported in open session as soon as the settlement or claim disposition becomes final. (See Government Code section 54957.1(a)(3) and (4).)

d. For action to appoint, employ or dismiss, accept the resignation of, or otherwise affect the employment status of an employee, the Board will report in open session at the same meeting the action taken (including identity of employee or position and any change in compensation) and vote, except that, for any dismissal or non-renewal of a contract, the report back may be deferred until the first meeting after the exhaustion of administrative remedies. (See Government Code section 54957.1(a)(5).)

e. For action concerning a labor MOU, after the MOU has been approved by both parties, the Board will report in open session the action taken and vote. (See Government Code section 54957.1(a)(6).)
The Agency will make available after a closed session to anyone who has requested them in advance, agreements or other documents approved in closed session, unless the document needs to be revised, in which case it will be provided as soon as possible. After the closed session, changes to the agreement will be orally summarized if anyone present so requests. (See Government Code section 54957.1(b).)

A Director is not authorized, without prior approval of the Board of Directors, to disclose information that qualifies as confidential information under applicable provisions of law to a person not authorized to receive it, that (1) has been received for, or during, a closed session meeting of the Board, (2) is protected from disclosure under the attorney/client or other evidentiary privilege, or (3) is not required or authorized to be disclosed under the California Public Records Act.

A Director is not prohibited from taking the following actions in regard to a closed session of the Board: (1) making a confidential inquiry or complaint to a Agency attorney or grand jury concerning a perceived violation of law, including disclosing facts to a Agency attorney or grand jury that are necessary to establish the alleged illegality of an action taken by the Board, (2) expressing an opinion concerning the propriety or legality of actions taken by the Board in closed session, including disclosure of the nature and extent of the allegedly illegal action, or (3) disclosing information acquired by being present in a closed session that is not confidential information. Prior to disclosing confidential information pursuant to (1) or (2), above, however, a Board member will first bring the matter to the attention of either the President of the Board or the full Board, to provide the Board an opportunity to cure an alleged violation.

A Director’s violation of the duty to protect closed session confidences may be remedied as provided in Government Code section 54963(c). A Director who willfully and knowingly discloses for pecuniary gain confidential information received by him or her in the course of his or her official duties may be guilty of a misdemeanor under Government Code section 1098.


Rule 24 – Meetings by Teleconference

The Board may hold meetings by teleconference. (See Government Code section 54953(b).) For purposes of this rule, “meetings by teleconference” include meetings at which one or more Board member attends and participates in the meeting by telephone, video conferencing or any other electronic means using live audio or video, or both. For any meeting by teleconference conducted by the Board, the following requirements will apply:

a. At least a quorum of the Board must participate in the teleconference meeting from locations within the Agency’s boundaries and each teleconference location (i.e., the location from which one or more Board members attends and participates in a meeting by teleconference) will be accessible to the public.
b. When meetings by teleconference are held by telephone, speaker phones that allow all persons attending the meeting to hear and be heard will be used at the main meeting location and at any teleconference location where there are members of the public in attendance.

c. All votes taken at a meeting by teleconference will be by roll call.

d. The Board will conduct the meeting by teleconference in a manner that protects the statutory and constitutional rights of parties and the public to attend and participate in the meeting.

e. Each teleconference location will be identified in the regular meeting agenda or special meeting notice, and the agenda or notice will state that members of the public will have the opportunity to address the Board from any teleconference location.

f. Notice of any meeting by teleconference will be included in the meeting agenda or special meeting notice in substantially the following form:

“All or portions of this meeting will be conducted by teleconference in accordance with Government Code section 54953(b). The teleconference location(s) for the meeting are as follows: ______________________. Each teleconference location is accessible to the public, and members of the public may address the Board of Directors from any teleconference location.”

g. In addition to the usual notice and agenda requirements, the regular meeting agenda or special meeting notice will be posted at all teleconference locations at least seventy-two hours before regular meetings or twenty-four hours before special meetings.

**Rule 25 – Emergency Meetings**

Under Government Code section 54956.5, a meeting to address an emergency may be held if a majority of the Board determines that a situation exists which involves matters upon which prompt action is necessary. An emergency situation is defined as: (1) a work stoppage, crippling activity, or other activity that severely impairs public health, safety, or both; or (2) a dire emergency, which shall be defined as a crippling disaster, mass destruction, terrorist act, or threatened terrorist activity that poses peril so immediate and significant that requiring the Board to provide one-hour notice before holding an emergency meeting may endanger the public health, safety, or both.

As a condition of holding an emergency meeting, the Board President or his/her designee shall provide notice of the meeting by telephone to each local newspaper of general circulation, radio station and television station that has requested notice of special meetings. For a meeting for a “non-dire emergency” (Definition 1, above), the telephone notice must be provided at least one hour prior to the emergency meeting. In the case of a meeting for a “dire emergency” (Definition 2, above), the telephone notice must be provided to the media at or near the same time as notice is given to the members of the Board. In the event that telephone services are not functioning, the notice requirements of this section shall be deemed waived, and the legislative body, or designee of the legislative body, shall notify those newspapers, radio
stations, or television stations of the fact of the holding of the emergency meeting, the purpose of the meeting, and any action taken at the meeting as soon after the meeting as possible.

The Board may meet in closed session upon approval by a two-thirds vote of the Board (or the unanimous vote of the Board if less than two-thirds are present) to discuss security or employment matters related to the emergency situation. (See Government Code sections 54956.5(c) and 54957.)

With the exception of the 24-hour notice and posting requirements and any other exceptions provided in herein, all special meeting requirements described in Rule 20 shall be applicable to an emergency meeting called pursuant to this Rule.

The draft minutes of an emergency meeting called under this Rule must be posted in a public place for a minimum of 10 days as soon after the meeting as possible, and include a list of persons who the Board President or his/her designee notified or attempted to notify of the meeting, if applicable, any actions taken at the meeting, and a recording of any votes taken by roll call. (See Government Code section 54956.5(e).)

**Rule 26 – Amendment of Rules**

By motion made, seconded and approved, the Board in its discretion may at any meeting (a) temporarily suspend these rules in whole or in part, (b) amend these rules in whole or in part, or (c) both, as long as any amendment or suspension is otherwise consistent with the Brown Act and other applicable laws. Unless amended earlier, Agency staff will review these Rules for Proceedings biennially and recommend changes for Board consideration and action.

**Rule 27 – Interaction with the Public**

For purposes of presenting the Board’s legislative and policy positions and actions to other public bodies and the media, the President and General Manager generally shall act as the Agency’s spokespersons. If a Director or employee is approached by a member of the media and asked to make a statement or answer questions on the Agency’s behalf, the Director or employee should refer the media representative to the Board President or General Manager. This general practice, however, does not preclude any other Director or employee of the Agency from representing the Agency’s approved legislative and policy positions and actions within the scope of his or her position when speaking with ratepayers, government officials, and the public.

Any Director or employee, if designated and directed by the Board or General Manager, may represent the Agency where it is appropriate or desirable for the Agency to appear at meetings of other public agencies, before public groups, or on other public occasions. Except as limited by the Brown Act and other applicable laws, this policy shall not limit the attendance at such events of any Director or employee of the Agency.

**Rule 28 – Seal of the Agency**

The Seal, an impression of which is hereby affixed to this page and bearing the words
“Amador Water Agency established 1959” is adopted as the official Seal of the Agency.

Rule 29- Policy Review

This Policy shall be reviewed at least every two years.
APPENDIX A

RULES OF CONDUCT FOR BOARD AND COMMITTEE MEETINGS
(Based on Rosenberg’s Rules of Order)

As referenced in AWA-PL-BOD 001

These Rules of Conduct and Rosenberg’s Rules of Order are supported by the following four principles:

- Rules should establish order.
- Rules should be clear.
- Rules should be user friendly.
- Rules should enforce the will of the majority while protecting the rights of the minority.

Public input is essential to a healthy democracy; and community participation in public meetings is an important element of that input. The challenge for anyone chairing a public meeting is to accommodate public input in a timely and time-sensitive way, while maintaining steady progress through the agenda items. The rules presented in this appendix for conducting a board meeting are offered as tools for effective leadership and as a means of developing sound public policy. Should questions arise regarding board meeting conduct, Rosenberg’s Rules of Order should be consulted for resolution of the question raised.

1. The President is in charge of applying the rules of conduct. The President should be well versed in the rules, because the President, for all intents and purposes, makes the final ruling on the rules. All decisions are final unless overruled by the Board of Directors (Board) itself.

2. Because the President conducts the meeting, it is common courtesy for the President to take a less active role than other Directors in debates and discussions. However, as a Director, the President has full rights to participate in debates, discussions and decision making. The President should strive to be the last to speak at the discussion and debate stage. The President should not make or second a motion unless he or she is convinced that no other Director will do so.

3. Basic Format for Agenda Item Discussion: The meeting is governed by the agenda and the agenda constitutes the Board’s agreed upon road map for the meeting. Each agenda item can be handled by the President in the following basic format:

   a. The President should clearly announce the agenda item number and should clearly state what the subject is. The President should also announce the format that will be followed.
b. Following the agenda format, the President should invite the appropriate people to report on the item, including any recommendation they might have. The appropriate person generally will be a staff person or a committee chair charged with providing information about the agenda item.

c. The President should ask Directors if they have any questions for clarification or requests for additional information. The President should invite each Director to ask questions and make comments so that each has an opportunity to address the issue in an organized fashion. A time limit for Director questions and responses by the presenter should be indicated by the President, for example 5 minutes.

d. The President then should invite public comments. Each speaker shall be limited to 3 minutes on each agenda item, unless the President determines otherwise. At the conclusion of public comments, the President should announce that public input has concluded, or if the agenda item is a public hearing, should call for a motion and a second to close the public hearing.

e. If the agenda item calls for action on the item, the President should invite a motion from the Directors. The President should announce the name of the Director who makes the motion. If a motion is made, the President then should determine if any Director wishes to second the motion. The President should announce the name of the Director who seconds the motion.

f. When the motion is made and seconded, the President should make sure everyone understands the motion. This is done in one of three ways:

- The President can ask the maker of the motion to repeat it;
- The President can repeat the motion; or
- The President can ask the Clerk of the Board to repeat the motion.

The President should now invite discussion of the motion by the Directors. If there is no desired discussion or the discussion has ended, the President should announce that the Board will vote on the motion. If there has been no discussion or a very brief discussion, the vote should proceed immediately, and there is no need to repeat the motion. If there has been substantial discussion, it is normally best to make sure everyone understands the motion by repeating it.

g. The President takes a vote; simply asking for the “ayes” and then the “nays” is normally sufficient. If Directors do not vote, then they “abstain.” Unless the rules of the Board provide otherwise or unless a super-majority is required (as delineated later in these rules), a simple majority of the Directors present (assuming a quorum) determines whether the motion passes or is defeated.

h. The President then should announce the result of the vote and should announce what action (if any) the Board has taken. In announcing the result, the President
should indicate the names of the Directors, if any, who voted in the minority on the motion.

4. Motions in General

a. Motions are the vehicles for decision-making. It is usually best to have a motion before the Board prior to discussing an agenda item, which will help everyone focus on the motion before them.

b. The Three Basic Motions are:

- The basic motion: The basic motion is the one that puts forward a decision for consideration.
- The motion to amend: If a Board member wants to change a basic motion that is under discussion, he or she would move to amend it. A motion to amend takes the basic motion that is before the Board and seeks to change it in some way.
- A substitute motion: If a Board member wants to completely do away with the basic motion under discussion and put a new motion before the Board, he or she would “move a substitute motion”.

Motions to amend and substitute motions are often confused. But they are quite different, and so is their effect, if passed. A motion to amend seeks to retain the basic motion on the floor, but to modify it in some way. A substitute motion seeks to throw out the basic motion on the floor and substitute a new and different motion for it. The decision as to whether a motion is really a motion to amend or a substitute motion is left to the President. So that if a Director makes what that he or she calls a motion to amend, but the President determines it is really a substitute motion, the President’s designation governs.

5. When Multiple Motions are Before the Board. Up to three motions may be on the floor simultaneously. The President may reject a fourth motion until the three that are on the floor have been resolved. When two or three motions are on the floor (after motions and seconds) at the same time, the first vote should be on the last motion made. Depending on the action taken, each motion is addressed individually from the latest back to the original motion.

6. To Debate or Not to Debate

a. The basic rule of motions is that they are subject to discussion and debate. Accordingly, basic motions, motions to amend, and substitute motions are all eligible, each in their turn, for full discussion before and by the Board. The debate can continue as long as Directors wish to discuss an item, subject to the decision of the President that it is time to move on and take action.
b. There are exceptions to the general rule of free and open debate on motions. The exceptions all apply when there is a desire by a majority of the Board to move on. The following motions are not debatable, that is when the following motions are made and seconded, the President must immediately call for a vote of the Board without debate on the motion:

- Motion to adjourn. This motion, if passed, requires the Board to immediately adjourn to its next regularly scheduled meeting. This motion requires a simple majority vote of the Directors present.

- Motion to recess. This motion, if passed, requires the Board to immediately recess. Normally, the President determines the length of the recess, which may range from a few minutes to an hour. This motion requires a simple majority vote of the Directors present.

- Motion to fix the time to adjourn. This motion, if passed, requires the Board to immediately adjourn the meeting at the specific time set in the motion. This motion requires a simple majority vote of the Directors present.

- Motion to table. This motion, if passed, requires discussion of the agenda item to be halted and the agenda item to be placed on “hold”. The motion may contain a specific time in which the item can come back to the Board. A motion to table an item requires a simple majority vote of the Directors present.

- Motion to limit debate. The most common form of this motion is to say, “I call for the question.” When a Director makes this motion, the Director is really saying: “I’ve had enough debate. Let’s get on with the vote.” When such a motion is made, the President should ask for a second to the motion, stop debate, and vote on the motion. This motion to limit debate requires a simple majority vote of the Directors present. Note that a motion to limit debate could include a time limit.


a. In a democracy, decisions are made with a simple majority vote. A tie vote means the motion fails. So, a vote of 3-2 passes the motion. A vote of 2-2 with one abstention means the motion fails. If a Director is absent and the vote is 2-2, the motion still fails.

b. All motions require a simple majority, but there are a few exceptions. The exceptions occur when the Board is taking an action that effectively cuts off the ability of a minority of the Board to take an action or discuss an item. The following extraordinary motions require a two-thirds majority (a super-majority) of the Directors present to pass:
• Motion to close nominations. When choosing officers of the Board, such as the President, nominations are in order either from a nominating committee or by Directors from the floor. A motion to close nominations effectively cuts off the right of the minority to nominate officers and it requires a two-thirds vote to pass.

• Motion to object to the consideration of a question. Normally, such a motion is unnecessary, because the objectionable item can be tabled or defeated straight up. However, when Directors do not even want an item on the agenda to be considered, then such a motion is in order. It is not debatable; and it requires a two-thirds vote to pass.

• Motion to suspend the rules. This motion is debatable, but requires a two-thirds vote to pass. This motion allows the Board to suspend these rules for a particular purpose.

c. The Motion to Reconsider. This is a special and unique motion. A tenet of parliamentary procedure is finality. After discussion, debate and vote, there must be some closure to the issue. After a vote is taken, the matter is deemed closed, subject only to reopening if a proper motion to reconsider is made. A motion to reconsider requires a simple majority vote of the Board to pass. There are two special rules that apply only to the motion to reconsider:

• First, is the matter of timing. A motion to reconsider must be made at the meeting where the item was first voted upon or at the very next meeting of the Board. A motion to reconsider made at a later time is untimely. (The Board, however, can always vote to suspend the rules and, by a two-thirds majority, of the Directors allow a motion to reconsider to be made at another time.)

• Second, a motion to reconsider may be made only by a Director who voted in the majority on the original motion. Any other Director may second the motion. If a Director who voted in the minority seeks to make the motion to reconsider, it must be ruled out of order.

If the motion to reconsider passes, then the original matter is back before the Board, and a new original motion is in order. The matter may be discussed and debated as if it were on the floor for the first time.

8. Courtesy and Decorum. These rules of order are meant to create an atmosphere where Directors and members of the public can attend to business efficiently, fairly and with full participation. And at the same time, it is up to the President and the other Directors to maintain common courtesy and decorum. Unless the setting is very informal, it is always best for only one person at a time to have the floor, and it is
always best for every speaker to be recognized by the President first before proceeding to speak.

9. Debate and Discussion.

a. The President should always ensure that debate and discussion of an agenda item focus on the item and the policy in question, not on the personalities of the Directors or members of the public. Debate on policy is healthy; debate on personalities is not. The President has the right to cut off discussion by Directors or members of the public that is too personal, too loud, too crude, or is not focused on the issue at hand.

b. Debate and discussion should be focused, but free and open. In the interest of time, the President may, however, limit the time allotted to speakers, including Directors. Can a Director interrupt the speaker? The general rule is no. There are, however, exceptions. A speaker may be interrupted for the following reasons:

- Privilege: The proper interruption would be, “Point of privilege.” The President would then ask the interrupter to “state your point.” Appropriate points of privilege relate to anything that would interfere with the normal comfort of the meeting.

- Order: The proper interruption would be, “Point of order.” Again, the President would ask the interrupter to “state your point.” Appropriate points of order relate to anything that would not be considered appropriate conduct of the meeting.

- Appeal: If the President makes a ruling that a Director disagrees with, that Director may appeal the ruling of the President. If the motion is seconded and after debate, if it passes by a simple majority vote of the Directors present, then the ruling of the President is deemed reversed.

- Call for orders of the day: This is another way of saying, “Let’s return to the agenda.” If a Director believes that the Board has drifted from the agreed-upon agenda, such a call may be made. This call does not require a vote. If the President does not comply with the call, then the President’s determination may be appealed.

- Withdraw a motion: During debate and discussion of a motion, the maker of the motion on the floor, at any time, may interrupt a speaker to withdraw his or her motion from the floor. The motion is immediately deemed withdrawn, although the President may ask the Director who seconded the motion if he or she wishes to make the motion, and any other Director may make the motion if properly recognized.
9. Special Notes About Public Input. The rules outlined in this appendix are intended to make Board meetings public-friendly. But in addition, and particularly for the President, it is wise to remember three special rules that apply to each agenda item:

- Rule One: Tell the public what the Board will be doing.
- Rule Two: Keep the public informed while the Board is doing it.
- Rule Three: When the Board has acted, tell the public what the Board did.