

BY-LAWS OF

GARDEN VALLEY RANCH ESTATES COMMUNITY SERVICE DISTRICT

**Article 1 Purpose of the District**

- 1.1 To provide for maintenance and improvement of the roads within the Garden Valley Ranch Estates Community Service District.

**Article 2 Place of Business**

- 2.1 The Board of Directors conducts regularly scheduled, public meetings in accordance with the Ralph M. Brown Act (California Government Code §54950 et seq.) at the Garden Valley Grange at 4940 Marshall Rd, Garden Valley, CA 95633
- 2.2 The principal point of contact for the Garden Valley Ranch Estates Community Service District is P.O. Box 273, Garden Valley, CA 95633
- 2.3 The official website for the Garden Valley Ranch Estates Community Service District is [www.gardenvalleyranchestates.servicedistrict.org](http://www.gardenvalleyranchestates.servicedistrict.org)

**Article 3 Powers and Government**

- 3.1 The GVRECSO operates pursuant to the Community Services District Law as set forth in Government Code Section 61000 et seq. As a public agency, the GVRECSO is subject to numerous Federal, State and Local laws including but not limited to Proposition 218 (Articles XIII C and XIII D of the California Constitution), and Labor Code, Public Contract Code, Conflict of Interest laws, Public Records Act, and the Ralph M. Brown Act.
- 3.2 The District has the powers authorized under Government Code Section 61060 and may exercise those powers as necessary and lawful to carry out the District's purpose.
- 3.3 All powers of the District shall be exercised and performed by the Board as one body. Individual members of the Board of Directors, except as otherwise authorized by the Board, shall have no independent power to act for the District, or the Board of Directors. As individuals, members of the Board of Directors may not commit the District to any policy, act, or expenditure

**Article 4 Board of Directors**

- 4.1 The GVRECSO shall be governed by a Board of Directors consisting of five (5) members.
- 4.2 Members of the Board of Directors are publicly elected by the residents of GVRESD or recommended by the General Manager and approved by the El Dorado County Board of Supervisors. As a special district, GVRECSO consolidates their elections with the County of El Dorado.
- 4.3 Members of the Board of Directors must be U.S. citizens of voting age and residents of GVRECSO for the duration of their term.
- 4.4 Every incumbent of the office of Director, whether elected by popular vote for a full term or appointed, may be recalled by the voters in accordance with the recall provisions of the Elections Code of the State of California.

**Article 5 Term of Office**

- 5.1 Members of the Board of Directors are elected to four (4) year terms except initial Board Members. Two (2) members will retire at the first general county or state election making the positions staggered, so every two years at least two positions are up for election. Individuals who are elected to the Board of Directors shall take office at the first meeting of the Board of Directors following the publication of certified election results from the El Dorado County Registrar of Voters. Individuals who are appointed take office when they take the Oath of Office.

### **Article 6 Oath of Office**

- 6.1 Newly elected members of the Board of Directors may not assume their role until they take their Oath of Office administered by the General Manager. Oaths may be taken at a Board meeting or as schedules allow. If the oath is taken outside of a meeting, the General Manager shall report as such at the next regular Board meeting. A copy of the Oath of Office document is kept on file by the District and the original is sent to the El Dorado County Elections Department.
- 6.2 The members of the Board of Directors, and Officers appointed but who have not yet assumed office will fully comply with the provisions of the Brown Act.

### **Article 7 Compensation**

- 7.1 Individuals serving on the Board of Directors and Officers serve without compensation.

### **Article 8 Resignation**

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

### **Article 9 Removal**

- 9.1 Individuals serving on the Board of Directors may be required to relinquish their position if they violate GVRECS D By-laws as set herein, or any applicable California Government Codes or federal laws. At any meeting of the Board of Directions, action for removal must be approved by a majority of all of the Board of Directors.

### **Article 10 Vacancies**

- 10.1 Once a vacancy exists, the District has a total of sixty (60) days in which to take action. If the Board fails to take action within sixty (60) days or if there is a lack of a quorum to take action, Government Code §1780 provides that the El Dorado County Board of Supervisors may appoint a successor to fill the vacancy.
- 10.2 The General Manager shall publish the notice of vacancy within three (3) business days from the time he is informed of the resignation and at least fifteen (15) days before the Board appoints a new Director. The notice shall appear on District's website and publically posted within the District.
- 10.3 All vacancies on the Board of Directors will be filled in accordance with Section 23505, Item D, of the California Election Laws.

## **Article 11 Appointments**

- 11.1 All applications for the vacant Board position shall be included in the agenda packet for the regular meeting of the Board of Directors taking place at least fifteen (15) days after the posting. The Board shall vote to select the new Director.
- 11.2 A Director appointed to fill a vacancy that occurs the first half of a term of office and at least 130 days prior to the next general district election shall serve until the next scheduled election that takes place. The winner of the election then serves the remainder of the term.
- 11.3 A Director appointed to fill a vacancy that occurs during the first half of a term of office but less than 130 days prior to the next general district election, or that occurs during the second half of a term of office, shall serve until the expiration of the vacated term of office.
- 11.4 The General Manager shall notify the El Dorado County Elections Official within fifteen (15) days of appointment.

## **Article 12 Officers**

- 12.1 The Officers of the GVRECSO shall be a General Manager and a Secretary/Treasurer. All of whom may be the same person or one person may hold two or more offices. There may also be other officers as appointed in accordance with the provision of this section.
- 12.2 The Officers of the GVRECSO shall be chosen at the October meeting by the Board of Directors and each shall hold his/her office until he/she resigns, or be removed, or otherwise be disqualified to serve. Each above named office shall serve for a term of four years and any officer may be appointed to succeed themselves.
- 12.3 The Board of Directors may appoint such other officers as the business of GVRECSO may require. Each shall hold office for a period, have authority and perform such duties as provided in the By-laws or as the Board of Directors may from time-to-time determine.
- 12.4 Officers may be removed, with or without cause, at any meeting of the Board of Directors by the affirmative vote of a majority of all of the Directors.

## **Article 13 Duties of the General Manager**

- 13.1 The General Manager shall be the Chief Executive Officer of the GVRECSO.
- 13.2 Subject to the control of the Board of Directors, shall have supervision, direction and control of the other Officers and business and affairs of the GVRECSO.
- 13.3 He/she shall have the general powers and duties usually invested in the office of General Manager of the GVRECSO and as prescribed by the Board of Directors or by the By-laws.
- 13.4 He/she shall be Ex-officio member of all standing committees.
- 13.5 The General Manager shall report as appropriately to the Board of Directors as to the activities of the GVRECSO.

## **Article 14 Duties of the Secretary/Treasurer**

- 14.1 The Secretary/Treasurer shall keep or cause to be kept at a place designated by the Board of Directors minutes of all meetings of the Board of Directors and parcel owners.
- 14.2 He/she shall keep or cause to be kept at a place designated by the Board of Directors a list of each parcel owners' names and addresses on file with the El Dorado County Auditor-Controller's Office for the fiscal year.

- 14.3 He/she shall notify the Board of Directors and members of the GVRECS D of all regular and special meetings in accordance with the current regulations of the Ralph M. Brown Act (California Government Code §54950 et seq.)
- 14.4 He/she shall take minutes and will record all votes at each regular or special meeting of the GVRECS D Board of Directors.
- 14.5 He/she shall be required to make a record only of such business as was actually considered by a vote of the Board and shall not be required to record any remarks of Directors or any other person.
- 14.6 The District Secretary shall prepare minutes for adoption by the Board of Directors setting forth all actions taken by the Board. Copies of the approved minutes will be submitted for publication on the District website.
- 14.7 If he/she is unavailable, the Board Chairman may appoint an acting secretary from the audience with approval of the other board members. The secretary, whether appointed or acting, may not be a Director.
- 14.8 He/she shall prepare correspondence for the Directors and keep an up to date record of all correspondence and records.
- 14.9 He/she shall maintain a record of all financial transactions and reports
- 14.10 He/she shall pay District bill(s) and prepare direct charges, upon Board approval of such payment(s) in accordance with the policies set forth by the El Dorado County Auditor-Controller's Office.
- 14.11 He/she shall be responsible for preparation of a preliminary budget. The Preliminary Budget shall be presented to the Board for consideration at a regular meeting prior June 30th the close of the District's fiscal year and voted on the next regular meeting.
- 14.12 He/she shall monitor revenues and expenditures of the District.
- 14.13 He/she shall present current financial reports indicating expense, revenue and balance as well as current District obligations for review by the Board and General Manager at regular meetings and be included as part of the agenda packet.
- 14.14 He/she shall prepare an annual financial report and present it to the Board of Directors at the regular meeting after receiving the yearend financial reports from the El Dorado County Auditor-Controller's Office in accordance with SB-165 (Statutes 2000, Chapter 535, effective 1/1/2001) enacted legislation known as the Local Agency Special Tax and Bond Accountability Act codified in Government Code §50075 et seq. and §53410 et seq.
- 14.15 He/she shall keep and maintain or cause to be kept and maintained all business transactions, correspondence, receipts, disbursement documentation, financial reports, and regulatory reports in accordance with the GVRECS D Retention Policy.
- 14.16 Public records of the Garden Valley Ranch Estates Community Services District shall be open to inspection as provided in the California Public Records Act. If records are kept electronically they must be backed up at least monthly. Such backup media must be kept in a secure location separate from the primary records.
- 14.17 The Secretary/Treasurer shall perform all other related duties required by law or prescribed by the Board of Directors.

## **Article 15 Meetings**

- 15.1 All meetings are to be properly noticed in accordance with the Ralph M. Brown Act. All meetings of the Board of Directors and standing committees shall be open and public, except closed sessions as permitted by law.
- 15.2 **Regular meetings** of the GVRECS D Board of Directors shall take place March, June, September and December on the third Friday of the month at the Garden Valley Grange at 4940 Marshall Rd, Garden Valley, CA 95633. The meeting shall start at 7:00 PM.
- 1) A meeting is required 30 days after a general election which is normally held in November. When GVRECS D has an open board position(s) on the ballot, a November meeting is necessary. In such a case, at the Board's discretion, the December meeting may be eliminated.
  - 2) However, if any meeting date shall fall on a legal holiday, the regular meeting shall be moved to a date specified by the Board.
  - 3) The Board of Directors reserves the right to cancel and/or designate other places, and times for Director Meetings as deemed necessary.
- 15.3 **Special meetings** may be called by the Board Chairman or a majority of the Board of Directors, and the purpose of the meeting communicated clearly.
- 15.4 In the event of an emergency situation involving matters upon which prompt action is necessary, the Board of Directors may hold an **emergency special meeting** in accordance with the Brown Act. No closed session may be held during an emergency meeting. The minutes of the emergency special meeting shall include a list of notified or attempted to notify, a copy of the roll call vote(s), and any actions.
- 15.5 The presence of three Directors constitutes a quorum for conduct of District business. Lacking a quorum, the Directors present cannot take action on the part of the Board excepting only to adjourn the meeting until a quorum is obtained. Meetings adjourned due to lack of quorum shall be documented by their Minutes.
- 15.6 Every official act of the Board shall require a quorum to be enacted, and be enacted by a majority vote of the Directors present at a meeting. Voting shall be by rollcall.
- 15.7 Directors make a commitment to attend quarterly meetings and actively participate as Board members. Directors shall attend all regular and special meetings of the Board unless there is good cause. Directors who will be absent at a meeting shall notify the District Manager as soon as possible.

## **Article 16 Agenda**

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

- 16.2 Any member of the public may request that a matter directly related to District business be placed on the agenda of a regularly scheduled meeting of the Board of Directors, subject to the following conditions:
- 1) The request must be made either verbally during an appropriate part of a public meeting or submitted in writing to the General Manager;
  - 2) The Board Chairman shall be the sole judge of whether the public request is or is not a “matter directly related to District business” and shall decide, in consultation with the General Manager, whether or not to include the item on the agenda;
  - 3) No item that is legally a proper subject for consideration by the Board in closed session will be accepted under this policy.
- 16.3 This policy does not prevent the Board from hearing public comments at regular and special meetings of the Board on matters which are not on the agenda which a member of the public may wish to bring before the Board.
- 16.4 The General Manager shall prepare and post agendas for each meeting in accordance with the Brown Act and shall develop an agenda packet which will contain all documents related to the items listed on the agenda. Agendas shall be posted conspicuously for public review within the district. The Agenda packet shall be posted on the district’s website. Agendas shall be sent by electronic media to any person who has an email address on file with the District.
- 16.5 At least seventy two (72) hours prior to the time of all regular meetings, an agenda, which includes all meeting topics and related materials on which there may be discussion and/or action by the Board, will be posted on District website. Supporting materials may be received by the General Manager past this deadline, but must be made available to public at the same time they are made available to the members of the Board of Directors.
- 16.6 The agenda for a special meeting shall be posted at least twenty four (24) hours before the meeting in the same locations as for regular meetings. Agenda packets for special meetings will be available to the Board and the public as soon as they are created, usually no less than ten (10) hours before the special meeting.
- 16.7 The agendas for emergency meetings shall be posted no less than one (1) hour before the meeting in the same locations as for regular meetings. Emergency meetings are called only if there is an issue that severely impairs public health, safety or both, as determined by the General Manager or Chairman of the Board.
- 16.8 Although the Chairman of the Board of Directors has the final authority on setting the agenda for each meeting, all regular meetings of the Board will have following agenda items:
- 1) Call to Order;
  - 2) Agenda Review;
  - 3) Previous Minutes Approval;
  - 4) Secretary Report;
  - 5) Treasurer Report;
  - 6) General Manager Report;
  - 7) Public Comment – Open Time for Items not on the Agenda;
  - 8) Adjournment.

- 16.9 Any member of the Board of Directors may make a motion that agenda items be presented in different order. A simple majority is needed for approval of the motion.
- 16.10 The Board may take action on an item that is not on the agenda by first identifying the item and upon a determination by a two-thirds vote of the members of the Board of Directors present at the meeting, or, if less than four 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 GVRECS D subsequent to the agenda being posted, as specified in the Brown Act.

#### **Article 17 Committees**

- 17.1 **A Committee may take no action. Recommendations for formal action of the Board of Directors** are made in reports from each Committee.
- 17.2 A Committee shall give a report at regular meetings of the Board and, if a need to take action should arise, the Committee shall bring a recommendation to the Board of Directors for possible future action at any duly noticed meeting. The Committee Chairman shall notify the Chairman of the Board of items to be placed on a meeting agenda where action is warranted.
- 17.3 No more than two (2) board members may participate on any committee.
- 17.4 **Ad hoc Committees** may be created by the Board of Directors to undertake special assignments on behalf of the Board. An ad hoc Committee shall exist for a specified term or until its special assignments are completed, whichever comes first, but its existence may be extended for an added term or added assignments by action of the Board. Unless otherwise specified, members of an ad hoc Committee shall be appointed by the Board and shall serve at the Board's pleasure. Ad Hoc Committee meetings are not subject to the provisions of the Brown Act.
- 17.5 **Standing Committees** may be created by the Board of Directors to undertake special assignments on behalf of the Board. A Standing Committee may continue in existence indefinitely. Unless otherwise specified, members of a Standing Committee shall be appointed by the Board and shall serve at the Board's pleasure. Standing Committee meetings are subject to the provisions of the Brown Act.

#### **Article 18 Amendment to the By-Laws**

- 18.1 Upon recommendation of the Board of Directors, these Bylaws may be amended by a four-fifths vote of the Board of Directors in a duly noticed and constituted meeting. Notice of any recommended or pending amendment of these Bylaws must be announced at a regular meeting of the Board at least one month prior to the meeting in which the amending vote is taken