

RESOLUTION NO. 11-11

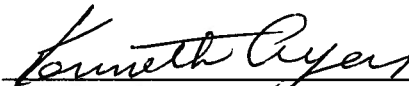
**RESOLUTION OF THE BOARD OF DIRECTORS OF
RUNNING SPRINGS WATER DISTRICT AMENDING AND
RESTATING THE BYLAWS OF THE BOARD**

WHEREAS, the Board of Directors of Running Springs Water District has adopted bylaws of the Board, last revised on October 19, 1994 by Resolution No. 14-94; and

WHEREAS, this Board of Directors has reviewed its bylaws and wishes to revise the bylaws to make them consistent with current law and current practices of the Board;

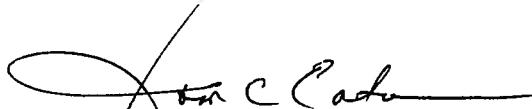
NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of Running Springs Water District does hereby approve and adopt the amended and restated bylaws attached hereto and incorporated herein.

ADOPTED this 20th day of July, 2011.



President of the Board of Directors
Running Springs Water District

ATTEST:



Secretary of the Board of Directors
Running Springs Water District

**AMENDED AND RESTATED BY-LAWS OF THE BOARD OF DIRECTORS
RUNNING SPRINGS WATER DISTRICT**

ARTICLE I

NAME AND OBJECT

SECTION I. This governmental body shall be known as the "BOARD OF DIRECTORS" of the RUNNING SPRINGS WATER DISTRICT, a multi-service independent special district.

SECTION II. In addition to the general and specific purposes set forth in the County Water District Law, this Board of Directors shall pursue the following objectives: to provide Water, Fire, Sewer and other services beneficial to the community; the goal of the Board of Directors shall be to do so in the most efficient manner and cost-effective means.

ARTICLE II

GOVERNING BODY OF DISTRICT

SECTION I. Action by the Board. The Board of Directors shall act only at regular or special meetings, as provided by State law.

SECTION II. Individual Directors shall have no power to act for the District, or the Board, or to direct the staff of the District, except as provided in these By-Laws or as otherwise authorized by the Board.

ARTICLE III
GOVERNING LAWS

SECTION I. The Board of Directors shall comply with and shall be guided by applicable provisions of State and Federal law, these By-Laws, and the motions, resolutions, and ordinances adopted by the Board of Directors.

SECTION II. Motions, resolutions, and ordinances may be adopted by the Board in accordance with the County Water District Law, which is contained in Division 12 of the California Water Code, Sections 30000 - 33901.

SECTION III. The interpretation of the By-Laws shall rest with the Board, upon advice from the District's legal counsel.

ARTICLE IV
OFFICERS OF THE BOARD

SECTION I. Board Officers. At the first Board meeting following each District general election to elect Directors of this Board, the Board shall convene and shall elect one of its members as President and one of its members as Vice-President, with each to serve a two-year term.

SECTION II. Procedure for Election. The procedure in this Section shall govern the election of Board President and Vice-President, unless changed by action of the Board. The General Manager shall chair the proceedings for election of the President, which shall be the first order of business after any newly elected Directors have been seated. The newly elected President shall assume office immediately, and shall chair the proceedings for the election of the Vice-President. The President shall call for nominations from

the members of the Board. A member need not be recognized by the President in order to make a nomination. No second shall be required for nominations, although one or more members may second a nomination to indicate endorsement. No member may nominate more than one person for the position. The President shall repeat each nomination until all nominations for the office have been made. If an absent member has rendered a nomination by mail, which has been received by the Secretary of the Board prior to opening the meeting for nominations, such nomination shall be read by the President and shall be valid. Once nominations have been completed, the President shall call for a vote which may be conducted either by a showing of hands or by voice vote. Voting shall be repeated as many times as necessary in order to obtain three votes for a single candidate. Where repeated voting is necessary, the nominee receiving the lowest number of votes shall not be removed from the next ballot unless a motion is duly carried requiring his elimination. The Secretary shall record the results of each vote in the minutes.

SECTION III. The President and Vice-President may serve as many consecutive two-year terms as elected by the majority of the Board of Directors.

ARTICLE V

DISTRICT OFFICERS

SECTION I. The Board shall appoint a General Manager, Secretary, and Auditor by simple majority. The Board may also appoint a Treasurer such assistants and consultants as it deems necessary to operate the District. A member of the Board shall not serve as General Manager, Secretary, Auditor or Treasurer of the District.

ARTICLE VI
BOARD VACANCIES

SECTION I. Procedure for Appointment. Vacancies in the office of Director shall be filled in accordance with the provisions of Section 1780 of the California Government Code. Such procedure permits the remaining members of the Board to fill the vacancy by appointment, provided that the appointment is made within 60 days after the effective date of the vacancy, and provided further that notice of the vacancy is given as provided by law. In making such appointment, the Board shall follow the same procedure as provided for the election of its officers. In lieu of making an appointment, the remaining members of the Board may call an election to fill the vacancy.

ARTICLE VII
DUTIES OF DIRECTORS

SECTION I. The duties of the Directors shall be:

- A. To attend all regular and special Board meetings to the best of their ability.
- B. To serve on all standing or ad-hoc committees as appointed.
- C. To become thoroughly familiar with the locations and operation of District facilities.
- D. To help prepare information about the District's functions to be released through a newsletter and/or other media.
- E. To attend meetings and seminars to enhance performance as a Director of the District.

SECTION II. Except as provided herein, and except with the approval of the Board, individual Board members shall not act independently to direct staff in their performance of their duties, or assign projects for them to perform. This provision is not intended to infringe upon the rights which any Director may have to obtain documents under the California Public Records Act (Government Code Sections 6251 et seq.) or other provision of law.

ARTICLE VIII
DUTIES OF OFFICERS

SECTION I. Duties of President.

A. Meetings. The President shall preside over and conduct all meetings of the Board and hearings before the Board. In so doing, the President shall have the following powers and responsibilities:

1. To follow the prepared agenda unless the Board concurs in any change, although the President shall be authorized to change the order in which agenda items are considered.
2. To determine all questions of order and parliamentary procedure, unless he or she chooses to submit any such question to the Board for decision.
3. To maintain order and to enforce reasonable rules of decorum.
4. To determine at meetings of the Board, other than public hearings, when members of the public may be heard on particular issues or otherwise be permitted to address the Board.

5. At public hearings as well as other meetings of the Board, to set reasonable limits upon the length of time and the number of occasions on which a person may speak.
6. To recognize Directors who may wish to be heard.
7. To restate, where necessary, and to put to a vote all questions properly brought before the Board, and to announce the results of each vote.
8. To terminate debate after there has been reasonable opportunity for full discussion of any issue and further debate would be needlessly repetitive or otherwise not useful, and where proper, to put the matter to a vote.
9. To rule out of order any comments by Directors, staff or members of the public not germane to the issue then before the Board.
10. To respond to inquiries by Directors relating to procedures, or to factual information bearing upon the business before the Board.
11. To establish standing or ad hoc committees of the Board, and to appoint the members thereof.
12. To declare the meeting adjourned when the business of the meeting has been concluded or when a quorum of the Board no longer exists.
13. To authenticate by his signature all acts, orders and other proceedings of the Board.
14. To declare a state of emergency when there is a sudden, unexpected occurrence that poses a clear and imminent danger requiring immediate action, and during such emergency to execute such agreements and authorize such actions as he or she

deems necessary to prevent or mitigate the loss or impairment of life, health, property or essential public services.

Notwithstanding the delegation of such powers to the President, any action taken by a majority of the Board on any of the foregoing matters shall be determinative thereof.

- B. Agendas for Meetings. The President shall consult with the General Manager on the preparation of an agenda for each meeting. In addition, any Director shall have the right to place any matter on the agenda, for any meeting, by notifying the Secretary of the Board at least 72 hours before the meeting.
- C. Board Spokesman. The President shall act as spokesman for the Board with respect to its actions and policies, and those of the District. This provision, however, shall not preclude any other officer or employee of the District from making appropriate comments within the scope of his or her position, nor any Director from expressing his or her individual views.
- D. Public Appearances. The President or his or her designee shall represent the Board, where it is appropriate for the Board to appear, at meetings of other public agencies, before public groups, or on other public occasions. However, this provision shall not limit the attendance of any Director or authorized officer or employee of the District, or the right to speak as provided in Subsection C of this Section I.
- E. Staff Direction. The President shall work through the General Manager, Counsel or other officer of the

District, to obtain such information as may be necessary and appropriate to assist the Board in its deliberations, and may direct staff to implement the policies and decisions of the Board:

SECTION II. Duties of the Vice-President. 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. The Vice-President shall also:

1. Serve as one of the members of the Finance Committee.
2. Serve as alternate delegate to any associations of which the District is a member.

SECTION III. Duties of Secretary.

A. Board Matters. With respect to the affairs of the Board of Directors, the Secretary shall have the following duties:

1. To take minutes of all Board meetings, and to prepare a draft thereof. Draft minutes shall not be released to the public until provided to the Board.
2. To keep in appropriate books the original copies of all final minutes, ordinances and resolutions of the Board.
3. To keep on file all Board committee reports.
4. To attest to the minutes, ordinances, resolutions and other documents of the Board.
5. To present any Board record or document to any member of the Board upon request.

6. To provide notice as required by law of any special meeting or adjourned regular meeting.
7. To provide notice as required by law of any hearing before the Board.
8. Within one work week after an election, at which a position for Director was contested, the Secretary of the District shall prepare or have prepared an informational, orientation packet for the elected Director(s) containing the following documents and any other deemed appropriate by the sitting Board:
 - a. State of California Water Code, the appropriate and applicable sections.
 - b. Current projected annual District budget.
 - c. Previous month's budget printout and direction sheet on how to read the printout.
 - d. Previous month's water consumption sheet.
 - e. Roster of District personnel.
 - f. Personnel Policy Manual with current pay scale.
 - g. District By-Laws.
 - h. District Ordinances governing rules and regulations for services.
 - i. Conflict of Interest reporting forms.

The Secretary of the District, upon receipt of certification of the election, shall notify the duly elected Director(s) that an informational orientation packet concerning the District has been prepared for the Director and can be picked up at his convenience.

- B. Other Duties. The responsibilities enumerated in Subsection A of this Section III are not intended to limit any other

duties of the Secretary imposed by law, or assigned from time-to-time by the Board or by the General Manager.

ARTICLE IX
COMMITTEES OF THE BOARD

SECTION I. Standing Committees. The standing committees of the Board shall be:

- A. The Finance Committee, consisting of two Board members. One member shall be the Vice President. They shall be appointed every January.
- B. The Personnel Committee, consisting of two Board members. They shall be appointed every January.
- C. The Public Relations Committee, consisting of two Board members, unless the President designates a single member of the Board to serve as the District's Public Relations Representative in lieu of a committee. If a standing committee is formed, the members thereof shall be appointed every January.

SECTION II. Ad Hoc Committees. All ad hoc committees shall be established for a limited term by the appointment of up to two Board members by the President.

ARTICLE X
MEETINGS OF THE BOARD

SECTION I. Board Meetings.

- A. Time and Place of Meetings. Regular meetings of the Board shall be held at the District Office, at such day

and hour as may be specified from time to time by resolution of the Board.

- B. Public Nature of Meetings. All meetings of the Board and Standing Committees shall be open to the public, except when the Board or Standing Committee is convened in closed session as authorized by law.
- C. Quorum and Voting Requirements. A majority of the Board of Directors shall constitute a quorum for the transaction of business. No ordinance, resolution or motion shall be passed without three affirmative votes.
- D. Board Action. The Board shall act only by ordinance, resolution, or motion. Except where action is taken by the unanimous vote of all Directors present and voting, the ayes and noes shall be taken upon the passage of all ordinances, resolutions or motions and shall be entered in the minutes. An ordinance does not require two readings at separate meetings, and unless otherwise provided by its own terms, shall become effective upon adoption. All motions, including a motion to adopt an ordinance or to approve a resolution, shall require a Second, except as otherwise provided in Article IV, Section II. If a second is not received, the motion shall die without the requirement of a vote. Any member of the Board, including the President, can make or second a motion, and the President shall vote on all motions unless disqualified or abstaining. The President shall not call for a vote on any motion until sufficient time has been allowed to permit any member of the Board to speak. Complex motions should generally be prepared in writing and read aloud to the members of the Board at the time

the motion is made. If a motion is not in writing, and if it is necessary for full understanding of the matter before the Board, the President shall restate the question or ask legal counsel to do so prior to the vote. Common motions may be stated in abbreviated form, and will be put into complete form in the minutes. Until the President calls for a vote on the question, the maker with the approval second may modify his motion or withdraw it completely. However, after the question has been presented by the President for a vote, the motion may be changed only by motion to amend which is seconded and carried.

E. Parliamentary Procedures Affecting Motions. After a motion has been made and seconded, any member of the Board may make any of the following motions:

1. To continue the motion to a specific time.
2. To table the motion, the effect of which defers further discussion and a vote until the majority of the Board again wishes to resume consideration of the motion.
3. To commit or refer the motion to a committee, the effect of which is to defer further consideration until the committee has reported its findings to the Board.
4. To amend the motion to modify its wording before adoption, provided the suggested amendment is germane to the original motion.
5. To propose a substitute motion, which has the effect of disposing of the motion before the Board and eliminating the necessity of a vote on the original motion.

F. Routine Business. Matters of routine business such as approval of the minutes, and approval of minor matters,

may be expedited by approving all such matters with a single motion adopted by the Board.

- G. Orderly Discussion. In order to promote orderly discussion of the issues before the Board, each member shall be recognized by the President before speaking. Notwithstanding any provision of these by-laws, however, each member of the Board shall have a right to be heard within reason on any issue before the Board. Each member of the Board may seek information or comment by the staff on any question.
- H. Closed Sessions. Except as required by law or agreed by a majority of the Board, all proceedings in closed sessions shall remain confidential.

ARTICLE XI

PUBLIC HEARINGS

SECTION I. Order of Procedure. Public hearings shall be called to order by the President at or as soon as practical after the time for which the hearing has been noticed. The President shall interrupt at a reasonable point any business before the Board in order to proceed with such noticed public hearing. The procedure for public hearings shall generally be as follows:

- A. The Secretary shall report upon the notice of the hearing which has been given.
- B. The Secretary shall indicate or summarize all protests or correspondence which has been received on the issue to be heard.
- C. The staff shall present such information, exhibits and recommendations as may be appropriate.

- D. The President shall call upon such members of the public as may wish to be heard.
- E. Board members and staff shall attempt to answer such questions from members of the public as may be germane to the issues of the hearing.
- F. Board members and staff, after recognition by the President, may ask questions of members of the public who speak.
- G. Board members shall refrain from discussing the issues among themselves, or expressing their personal views, until after all of the testimony has been heard and the hearing has been closed.
- H. If the nature of the hearing appears to warrant sworn testimony, the President may request that all persons giving testimony do so under oath. The oath may be administered by the President or by the Secretary.
- I. Any member of the public may, at his own expense, transcribe the proceedings of the hearing.

ARTICLE XII
COMPENSATION

SECTION I. Compensation for Board members shall be set at \$100 for each day's attendance by a Director at Board meetings, committee meetings or for each day's service rendered as a Director at the request of the Board, together with any expenses incurred in the performance of his or her duties required or authorized by the Board, which sum shall not exceed that authorized by law.

SECTION II. Compensation for any day of service may be waived by any Board member entitled to such compensation.

ARTICLE XIII
INCONSISTENT, INCOMPATIBLE AND
CONFLICTING EMPLOYMENT OR ACTIVITIES

SECTION I. As provided by law, a Board member may not be a paid employee of the District.

ARTICLE XIV
AMENDMENTS

SECTION I. These by-laws may be repealed or amended in whole or in part by resolution of the Board.

SECTION II. These by-laws supersede all former by-laws adopted by this Board.
