

TUOLUMNE UTILITIES DISTRICT RULES FOR PROCEEDINGS AND PROCEDURES

WHEREAS, it is desired to promote convenient, orderly and just conduct of the business of the Board of Directors; and

WHEREAS, the adoption of rules for proceedings is required by law (California Water Code Section 30530);

WHEREAS, the Board of Directors believe in transparency and openness and shall engage technology as appropriate where available;

NOW, THEREFORE, BE IT RESOLVED by the Board of Directors of Tuolumne Utilities District as follows:

Section 1. - Quorum: A majority of at least three members of the Board shall constitute a quorum for the transaction of business (30524). No ordinance, resolution, or motion shall be passed or become effective without the affirmative votes of at least a majority of the members of the Board (30525). 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, resolution, or motions and entered into the minutes of the Board (30526).

Section 2. - Term of Office: The term of office for elected officers (President and Vice President) of the Board shall be limited to one year.

Section 3. - Presiding Officer: The President of the Board shall preside at all meetings. In the absence of the President, the Vice President shall preside; in the absence of both the President and Vice President, the members of the Board attending a meeting shall choose a chairman who shall preside at said meeting.

Section 4. - Place of Regular Meetings: From and after adoption of this resolution, and until changed by further resolution amending these rules, the place of regular meetings of the Board shall be at 18885 Nugget Blvd., Sonora, California (30521); provided, however, that regular meetings duly opened at said place may be adjourned to such other place or places within the confines of said District as may be found convenient or necessary by the Board.

Section 5. - Time for Regular Meetings: The time for regular meetings of the Board shall be the second (2nd) and fourth (4th) Tuesday of each month. The meeting on the second Tuesday of the month shall convene at 2:00 p.m. The meeting on the fourth Tuesday of the month shall convene at 5:30 p.m. The duration of the regular Board meeting shall not exceed three (3) hours, unless extended by majority of the Board during the meeting. [Amended May 24, 2016]

Section 6. - Preparation, Distribution, and Posting of Agendas for Regular Meetings: Preparation of Agenda. The Board President and General Manager shall prepare the agenda for all regular, adjourned, special and emergency meetings of the Board in accordance with the Ralph M. Brown Act (California Government Code §54950 through §54926). The final agenda must be approved by the Board President.

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Board Submitted Agenda Items. Board members may request to add agenda items at a Board meeting by consensus or may submit a written request to the Board President. Absent an emergency, any matter to be included on an upcoming agenda shall be provided, along with written support material, to the Board Secretary at least eight (8) days preceding the meeting. Email submittal of the agenda item and supporting material to the Board Secretary is acceptable. Requests to add an agenda item will be routinely respected unless there is a compelling reason to deny or delay such a request in the judgment of the Board President in consultation with the General Manager. The Board President may direct that the item be placed on the agenda, or recommend that the item be referred to a Board Committee or staff for further review and recommendation prior to placing the item on the Board agenda. If the request is honored, the matter shall be considered by the Board at the earliest practical future regular meeting.

Agenda Items Submitted by the Public. A request from the public for the addition of an agenda item for a regularly scheduled meeting of the Board shall be made in writing to the Board President and shall be “a matter directly related to the District business.” Such requests will be routinely respected unless there is a compelling reason to deny or delay such a request in the judgment of the Board President in consultation with the General Manager. Public requests shall be submitted with written support material and must be submitted to the Board Secretary at least eight (8) business days preceding the meeting. The Board President shall consult with the General Manager regarding the request. The Board President may deny the agenda item, direct that the item be placed on the agenda, or recommend that the item be referred to a Board Committee or staff for further review and recommendation prior to placing the item on the Board agenda. If the request is honored, the matter shall be considered by the Board at the earliest practical future regular meeting and the requesting party notified as early as possible that the item is on the Board’s agenda. If the request is denied, the party will be notified no later than four (4) days in advance of the next regular Board meeting.

Attachments. All agenda reports/items that have attachments shall be included in the Board packet when delivered. If an attachment is not included in the Board packet, the item shall be provided to the Board in a timely manner and shall be made available to the public as required by law.

Matters Not on the Agenda. The Board may take public comment on matters not on the agenda at any meetings, but the Board shall not discuss nor take action on the matters until placed on an agenda.

Special Circumstances. Only matters listed on the agenda may be discussed and acted upon by the Board, except in accordance with applicable law.

Public Review of Agendas. Agendas for regularly scheduled meetings of the Board shall be posted in accordance with the Ralph M. Brown Act (California Government Code §54950 through §54926) at least seventy-two (72) hours prior to the meeting. Agendas for special

meetings shall be posted similarly at least twenty-four (24 hours) prior to the meeting.

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Section 7. - Special Meetings: A special meeting may be called at any time by the presiding officer or by a majority of the Board by: delivering personally or by mail written notice to each member of the Board; delivering personally or by mail written notice to each local newspaper of general circulation and each radio or television station requesting notice in writing; and posting at least twenty-four (24) hours before special meetings on the door of the Board room at 18885 Nugget Blvd., Sonora, California. Such notice must be delivered personally, by email or by mail at least twenty-four (24) hours before the time of such meeting as specified in the notice. Such written notice may be dispensed with as to any member who at, or prior to the time the meeting convenes, files with the District Secretary a written waiver of notice. Such written notice may be dispensed to any member who is actually present at the meeting at the time it convenes. The call and notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered at such meetings by the Board (Government Code 54956).

In those cases where holding of a special Board meeting is requested by some interested party, that such a special meeting shall be called and held only if the person requesting the meeting pays in advance a fee to the District equal to: (a) the costs of Directors' fees for such meeting, plus (b) any other fees or costs that would be necessarily incurred to hold such meeting, as determined by the General Manager; provided that a majority of the Board may agree to remit all or part of the fees advanced upon the basis that the interests of the District were also served or benefited by holding such meeting. The holding of a special meeting shall still be at the discretion of, and only upon the call of the President or a majority of the Board of Directors.

Section 8. - Adjournment of Meetings: The Board may adjourn any regular, adjourned regular, special, or adjourned special meeting to a time and place specified in the order of adjournment. Less than a quorum may so adjourn from time to time. If all members are absent from any regular or adjourned regular meeting, the Secretary of the Board may declare the meeting adjourned to a stated time and place and he/she shall cause a written notice of the adjournment to be given in the same manner as provided for special meetings. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the regular, adjourned regular, special, or adjourned special meeting was held within twenty-four (24) hours after the time of the adjournment. When a regular or adjourned regular meeting is adjourned as provided in this section, the resulting adjourned regular meeting is a regular meeting for all purposes. When an order of adjournment of any meeting fails to state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings in Section 5 above (Government Code 54955).

Section 9. - State Law: All meetings shall be held and conducted by the Board in accordance with the requirements of State law for legislative bodies of local agencies, and in particular those requirements set out in Sections 54952.6, 54953, 54954, 54955, 54956, and 54957 of the Government Code.

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Section 10. - Order of Business: The order of business in conducting the meetings of the Board shall be as follows:

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| a) Call to Order | e) Regular Business |
| b) Pledge of Allegiance | f) Staff Reports |
| c) Public Forum | g) Directors Communications/Committee Reports |
| d) Consent Calendar | h) Closed Session (if necessary) |
| • Minutes | i) Adjournment |
| • Claim Summary | |

Section 11. - Records: The typewritten minutes of the Board shall be kept by the Secretary in both electronic format and in a minute book. The minutes of each meeting shall be signed by the Secretary and by the officer who shall preside at the meeting at which the minutes are approved. The Secretary is charged with the custody of all the papers, books, and documents of the Board and shall make the same available at this office to public inspection at all reasonable times. The resolutions and ordinances adopted by the Board shall be numbered consecutively.

Section 12. - Claim Summary: All bills previously paid for the current period preceding the meeting shall be presented to the Board for approval on a Claim Summary Form. Upon approval by the Board of Directors the Claim Summary shall be signed by the Finance Director and/or the General Manager and the District Secretary shall attest.

Section 13. - Committees of the Board: Appointment of Committees. The Board President shall establish and/or confirm the members of the standing committees for the ensuing year no later than the Board's regular meeting in January, as he/she deems necessary with the concurrence of a majority of the Board. Additionally, he/she shall appoint with the concurrence of a majority of the Board, ad hoc committees as needed at any time throughout the year.

Specific Purpose. Standing and ad hoc committees are created for specific purposes. Standing committees duties are outlined below. The duties of ad hoc committees shall be determined at the time of formation along with an associated timeline for the committee. For ad hoc committees, the committee will be deemed dissolved after its final report is made to the Board.

Appointment to Committees. The Board President shall designate two members and an alternate to serve on each of its Committees appointed. The Board President shall designate the committee chairperson, who shall determine, in consultation with the General Manager, the date, time, and place of each committee meeting. The chairperson shall make periodic reports to the Board on the committee's progress. The General Manager or his/her designee will attend all committee meetings.

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Intent of Committee Meetings. The intent of Board Committee meetings is to hold preliminary discussion on a specific item or topic, in a setting where open communication can be shared among District Board members, staff and the public. This gives two members of the Board and staff the opportunity to determine if an item is prepared for focused Board discussion and decision, and to gather more detail before an item is formally presented to the Board at a regular Board meeting. Upon direction of the Board and in accordance with law, the Committee may attend other agency meetings, hearings on legislation or regulation, or other venues where participation by a Committee may benefit the District.

Scope of Responsibility. The committee in its meetings shall discuss ideas and review information with staff, discuss and potentially narrow the number of alternatives, propose new policy, examine potential implications of policy, projects, fees, legislation, regulation etc. to the District and community, and offer recommendations to the full Board. The committee may meet with the General Manager and staff and/or District consultants, but shall not interfere with their duties.

Committee Authority. The committee may speak on behalf of the Board, contact or meet with District regulators, legislators, consultants, other Government agencies and other parties where such activity best serves the District, when coordinated with the General Manager and so authorized by the Board President in advance. If authorized by the Board and in cooperation with the General Manager, the Committee may provide direction to the firm conducting the annual financial audit. The Committee shall not conflict with authority delegated to staff by the Board, and shall not attempt to exercise authority over staff.

Periodic Study Sessions. The Board, by majority vote, may call for a Board study session as deemed necessary and appropriate. A study session may be held separate from the regular meeting of the Board at a time and place to be determined by majority vote of the Board. The study session may be an adjourned regular or special meeting. The Board President in consultation with the General Manager shall recommend appropriate items to be discussed at the study session. The agenda will be prepared and posted in the same manner as other Board meeting as is set forth in District Policy.

Study Sessions and Action Plans. Study sessions shall generally be conducted to discuss, identify or determine key issues facing the District and provide the opportunity to develop plans of action that addresses those issues with specific actions, along with a timeline and responsibilities for carrying out the action plan to achieve District goals.

The following shall be standing committees of the Board:

Water Committee;

Wastewater Committee;

Human Resources Committee;

Finance Committee; and,

Intergovernmental/Public Relations Committee.
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Duties of the Standing Committees. Upon direction of the Board, standing committees meet and review District functions, activities, and/or operations pertaining to their respective areas of concern as set for the below.

The Water Committee shall be concerned with proposed water service ordinances, resolutions and/or policies including consideration of exemptions and variances, and the formulation of activities for arranging, realizing, and/or achieving District water service goals. This activity may include, but is not limited to legislative and regulatory matters, infrastructure master planning, new development projects, system acquisitions, water service extensions, long range water supply plans, strategic planning related to water services, and emergency planning.

The Wastewater Committee shall be concerned with proposed sewer service ordinances, resolutions and/or policies including consideration of exemptions and variances, and the formulation of activities for arranging, realizing, and/or achieving District sewer service goals. This activity may include, but is not limited to participation on the Regional Sewer Advisory Committee, legislative and regulatory matters, infrastructure master planning, new development projects, system acquisitions, sewer service extensions, long range wastewater disposal and/or reuse plans, strategic planning related to sewer services, and emergency planning.

The Human Resources Committee shall be concerned with the functions, activities, operations, compensation and welfare of District staff. The activities of this Committee includes, but is not limited to receiving safety updates; organizational/position changes; hiring updates; salary comparisons and review; employee benefits and personnel policy.

The Fiscal/Finance Committee shall be concerned with the financial management of the District, including rates, the preparation of an annual budget and major expenditures. The activities of this Committee include, but are not limited to review of District financial statements, budget to actual reports, activities related to the annual audit, review of the financial status of major projects, review of options for water and sewer rate design, review of connection and capacity fees, consideration of requests for fee waiver or reduction.

The Intergovernmental/Public Relations Committee shall be concerned with developing and maintaining cooperative and beneficial partnerships and relationships between the community and the District, City and County governments, civic groups and other organizations. The Committee will also be concerned with assuring that information regarding the affairs of the District is adequately and appropriately communicated to its constituents and the public at large. The activities of this Committee includes, but is not limited to attending meetings of and with other government agencies and their staff, presenting at public gatherings and group meetings, review of and input on communications plans and public outreach strategies and materials, identification of appropriate message audience and messages related to District projects and initiatives, participation in the Public Engagement process.

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Section 14. - Parliamentary Procedure: As to all matters not hereinabove provided for, the conducting of the business of the Board and its parliamentary procedure may rely upon the "RULES OF ORDER REVISED" by H. M. Robert.

Section 15. - Rules May Be Set Aside: Except when in violation of law, any or all of the foregoing rules may be set aside upon motion duly made and seconded and carried by a majority vote of the members of the Board.

Section 16 - Contact with District's Attorney: Board member inquiries requiring attorney consultation shall be directed to the President of the Board, who in turn shall advise the General Manager. The General Manager shall contact the attorney and issue a written response for distribution to all Board members. At such time as the Board wishes direction on matters involving the General Manager, the President of the Board shall contact the attorney directly and shall report back to the full Board with the findings of the attorney.