

ARTICLE 30 Organization of Board of Directors

Sec. 30.1 **Purpose.** The Board of Directors shall be composed of five (5) members, one (1) from each division, elected by the District's voters to exercise the powers, privileges and the duties of the District. The Board effects these functions by adopting ordinances, resolutions and motions.

Sec. 30.2 **Location and Relocation of Division Boundaries.** The District shall be divided into five (5) divisions, each division boundary line being located so as to equalize as nearly as may be practical the population of each respective division. The Board must determine, by a two-thirds vote, that a sufficient change in the population has occurred and that it is advantageous to adjust division boundaries. Per Elections Code §22000, Districts are statutorily required to adjust their division boundaries by resolution after each federal decennial census and after any territory annexation to the District. No change in division boundaries shall be made within 180 days immediately preceding the election of any director, nor shall any such change in the division boundaries affect the term of office of any director.

Sec. 30.3 **Election of Directors.** Directors shall be elected at the General Election held in even numbered years. Each candidate for director who receives the highest number of votes cast for the candidate for that office is elected as a director of the District for a four year term.

Sec. 30.4 **Election of Officers.** At its first meeting in the month of January of each odd numbered year the Board shall elect from its membership a President and a Vice President who shall serve until their successors are elected. If the President is absent or unable to act, the Vice President shall exercise the powers of the President as granted in this Administrative Code or by law.

Sec. 30.5 **Performance by Board and Delegation of Powers.** All powers, privileges and duties vested in or imposed upon the District by law including the Municipal Water District Law of 1911 as amended from time to time, shall be exercised and performed by the Board of Directors, except when such Board shall delegate executive, administrative and ministerial powers to officers and employees of the District as hereafter provided in this Administrative Code.

Sec. 30.6 **Code of Ethical Practices.** The Board of Directors has adopted the following "*Code of Ethical Practices Governing the Directors and Employees of the Valley Center Municipal Water District*" as follows:

- (a) **Roles and Responsibilities:** As the elected representatives of the District's constituents, the Board of Directors is responsible for the establishment of District policies, and as an appointed employee, the General Manager is responsible for directing the other employees in the execution of those policies;
- (b) **Personal Gain:** Performance of official duties, confidential information, or the influence of the elected or appointed office, shall not be used to personal gain;

Sec. 30.6 Code of Ethical Practices (Cont'd.)

- (c) **Incompatible Interests:** Outside employment, business relationships, financial transactions, other interests or actions which are, or could be judged to be incompatible with, would interfere with, or impair the independent judgment in the proper discharge of official duties and responsibilities shall not be continued or engaged.
- (d) **Use of District Time and Resources:** District employee's time, facilities, equipment, supplies or other resources shall not be used or directed in pursuit of personal interests or advantage;
- (e) **Gifts and Favors:** Gifts or favors which were intended, or could be judged to have been intended to influence conduct of, or serve as compensation for the performance of official duties or responsibilities shall not be accepted; and
- (f) **Disclosure of Confidential or Closed Session Information:** Confidential information or the content or substance of any information presented or discussed during a closed session meeting shall not be disclosed unless authorized by a majority vote of the Board of Directors.

Sec. 30.7

Ethics Training Policy. Members of the Board of Directors and employees who are designated by the Board of Directors shall receive at least two hours of ethics training every two years, pursuant to the provisions of Government Code Section 53234, et seq. Ethics training shall be provided by an agency, an association of local agencies, or other entity, in accordance with criteria approved by the Fair Political Practices Commission and the Attorney General. The District Secretary shall provide members of the Board of Directors and the designated employees, information on the training available to meet these requirements.

- (a) Each director and designated employee who commences service with the District after January 1, 2006, shall receive the required training within one year from the first date of service with the District. Thereafter, said directors and designated employees shall receive training at least once every two years. Directors who serve a local agency other than the District are only required to satisfy the requirements of this Policy once every two years, regardless of the number of agencies they serve.
- (b) All directors and designated employees shall provide a certificate to the District Secretary, indicating the dates upon which they attended ethics training sessions, to satisfy requirements. Said certificate shall also include the entity which provided the training. The District Secretary shall maintain the records, indicating the dates that each of the Members of the Board of Directors and designated employees satisfied their requirements, and the entity which provided the training. These records shall be maintained for at least five years after the training, and are subject to disclosure under the Public Records Act.

Article 30 Organization of Board of Directors (Cont'd.)

Sec. 30.7 Ethics Training Policy (Cont'd)

- (c) The employees who are designated by the Board to receive ethics training in accordance with this Policy are:

General Manager
District Engineer
Director of Finance
Director of Operations and Facilities
Director of Information Technology
Board Secretary

Sec. 30.8 Appointments of Staff Personnel. The Board of Directors shall appoint the following staff personnel and approve their compensation: General Manager, Board Secretary, Treasurer, General Counsel, Auditor and any employees who may not be subject completely and solely to the supervision of the General Manager.

A representative of the County Water Authority will also be appointed to represent the District at all County Water Authority meetings.

Sec. 30.9 Time and Place of Board Meetings. The regular meetings of the Board of Directors shall be without notice on the first and third Mondays of each month, at the hour of 2:00 p.m. in the Board of Director's room at the office and principal place of business of said District at 29300 Valley Center Road, Valley Center, California.

Sec. 30.10 Call for a Special Meeting. A special meeting may be ordered at any time by the President of the Board of Directors, or by members of the Board of Directors constituting a majority of the votes entitled to be cast, by delivering personally or by mail such notice as may be required. Such notice must be delivered personally or by mail at least twenty-four hours before the time of such meeting as specified in the notice. Such notice may be waived in accordance with the law. The order 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 of Directors.

Sec. 30.11 Quorum. A quorum necessary for the transaction of business at any meeting of the Board of Directors shall be declared to exist whenever there are present at such meetings directors representing not less than three divisions. However, any regular or special meeting of the Board of Directors at which a quorum is not present may be continued from time to time until a quorum is present to transact the business of the Board.

Per Ordinance No. 2014-06 Adopted 9/2/14 [Sec. 30.7]

Per Ordinance No. 2012-04 Adopted 5/21/12 [Sec. 30.11]

Sec. 30.12 Voting. The Board of Directors may only act by ordinance, resolution or motion per the Municipal Water District Law of 1911. An affirmative vote of a majority of the members of the Board is required for any action. A roll call is required only for ordinances. Resolutions and motions may be adopted by voice vote. If a roll call is requested by any member of the Board, the roll is called.

The decision of whether to act by ordinance, resolution or motion is, in some cases, determined by the statutes and, in other cases, by the District's procedural policies. Determining whether action of the Board of Directors shall be by ordinance, resolution or a motion, unless set forth by statute, can be a matter of judgment on whether a more formalized record is desired. Any action shall be recorded in the Minutes of the meeting of the board.

- (a) The following actions of the Board must be specifically taken by ordinance pursuant to the statute. Actions adopted by ordinance are effective following 30 days of adoption to allow adequate time for a public protest, unless adopted as an urgency matter or subject to another exception.
 1. Establish a system of business administration
 2. Establish a system of civil services
 3. Delegating and redelegating to the officers of the District the power to employ clerical, legal and engineering assistance and labor
 4. Delegating and redelegating to the officers of the District the power to bind the District by contract
 5. Providing for the pensioning of officers and employees
 6. Creating a special fund for the purpose of paying pensions and providing for the accumulation of contributions to this fund
 7. Adoption of another code by reference, such as the Uniform Fire Code
 8. Adoption of regulations concerning use of water during water shortages
 9. Adoption of water standby assessments or availability charges
 10. Adoption of rules and regulations regarding the use of District recreational facilities, if any
 11. Adoption of compensation for Members of the Board of Directors
 12. Adoption of District Administrative Code amendments and additions
- (b) The following actions are adopted by resolutions per Code:
 1. Obtaining membership in associations upon a four-fifths vote
 2. Changing the name of the District
 3. Relocation of division boundaries for division elections
 4. Adoption of conflict of interest codes
 5. Adoption of environmental quality act guidelines (CEQA)
 6. Establish appropriations limits
 7. Initiate eminent domain proceedings
 8. Undertake annexations or detachments

Sec. 30.12 Voting (Cont'd.)

- (c) Resolutions may also be used to assist in maintaining a more formal record of the Board action in which the documents are incorporated by reference. Such actions include, but are not limited to:
1. Calling for bids
 2. Approving contracts
 3. Adopting budgets
- (d) Motions can be used for any other action of the Board. Matters approved by motion may include, but not be limited to:
1. Directions to staff
 2. Approval of plans
 3. Ratifying expenditures

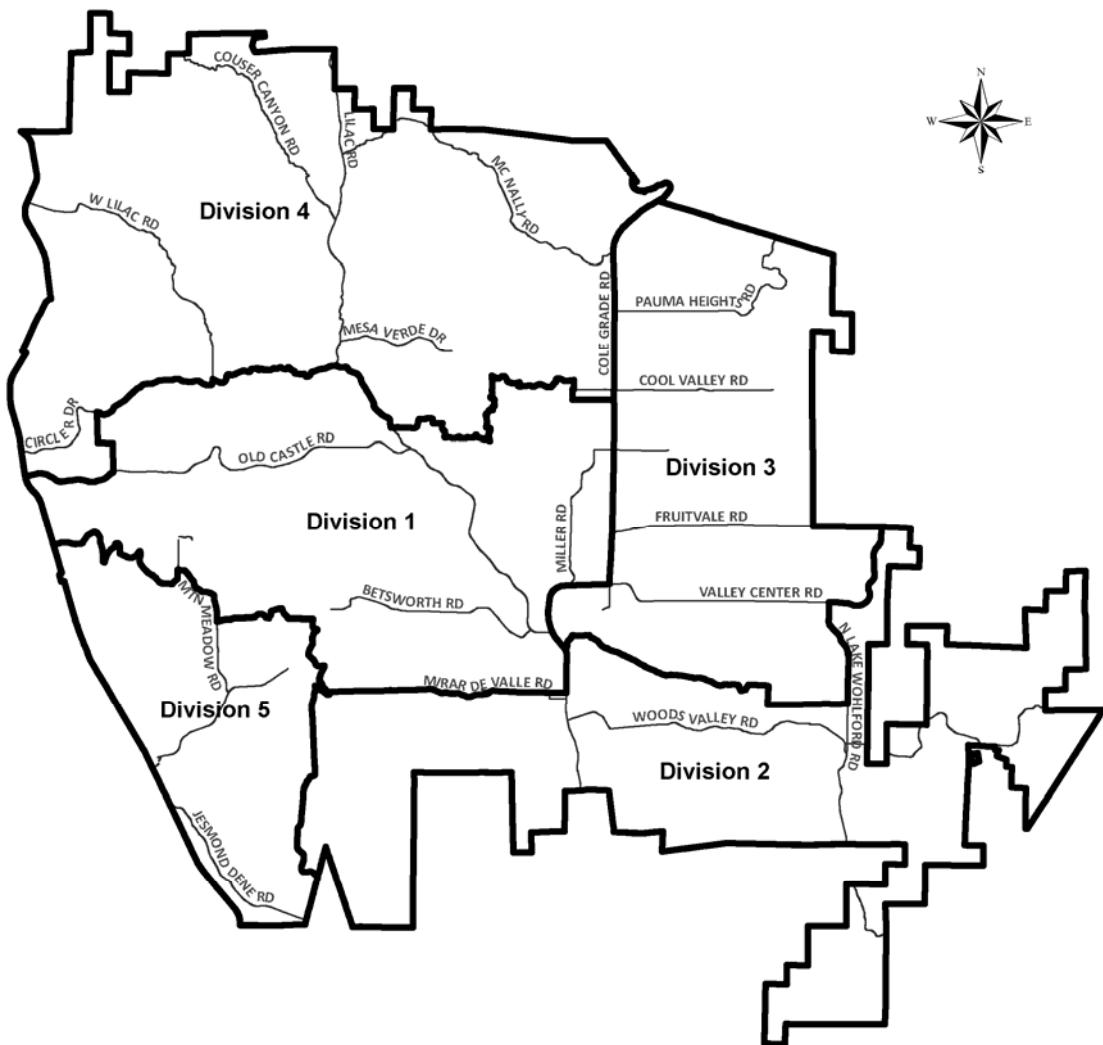
Sec. 30.13 Order of Procedure at Meetings. Except as otherwise provided by law or ordinance, the business of the meeting of the Board of Directors and the order of procedure shall be as provided by Robert's Rules of Order, Revised. The President shall preside at all meetings of the Board, and in his absence, the Vice President, and in the absence of both the President and Vice President, the presiding officer shall be selected by a majority vote of the Board attending such meeting.

Sec. 30.14 Minutes of the Board Meeting. The minutes of the meetings of the Board of Directors shall be recorded and kept permanently by the Secretary in a book maintained for that purpose entitled "Book of Minutes of the Board of Directors, Valley Center Municipal Water District". Unless otherwise expressly directed by the Board at the time of their adoption, the ordinances and resolutions adopted by the Board may be referred to in the minutes by number and title only, but the same shall be recorded in full in books kept for that purpose entitled "Book of Ordinances" and "Book of Resolutions" respectively. The President, and Secretary shall authenticate the minutes, ordinances, and resolutions after they have been transcribed into the appropriate books and when so authenticated shall constitute the official minutes, ordinances and resolutions of the Board of Directors of the Valley Center Municipal Water District. These specified Books of Minutes, Ordinances and Resolutions shall be on file at all times at the District office.

Sec. 30.15 **Official Seal of Authority.** The following design is hereby determined to be and it is hereby adopted as and for the official seal of the Valley Center Municipal Water District.

A circle with the words "Valley Center Municipal Water District" inscribed around the perimeter thereof with the words "Incorporated July 12, 1954 - California" in the center thereof.

Sec. 30.16 **Boundary Map.** The following map shows the division boundaries of the District as most recently located according to Section 30.2 of this Code.



Per Ordinance No. 2022-06 Adopted 4/18/22 [Sec. 30.16]

Per Ordinance No. 2016-01 Adopted 4/18/16 [Sec. 30.16]