

# **RENEWAL ENTERPRISE DISTRICT**

## **BOARD OF DIRECTORS BYLAWS**

**Amended August 23, 2021**

**TABLE OF CONTENTS**

	<b><u>Page</u></b>
ARTICLE I INTRODUCTION .....	1
1.1.    HISTORY .....	1
1.2.    PURPOSE AND SCOPE.....	1
1.3.    BASIS OF AUTHORITY .....	1
ARTICLE II GOVERNANCE .....	1
2.1.    COMPOSITION; TERMS; VACANCIES .....	1
2.2.    SOLICITING POLITICAL CONTRIBUTIONS .....	2
2.3.    DUTIES AND RESPONSIBILITIES .....	2
2.4.    CONFLICTS OF INTEREST .....	3
2.5.    BOARD OFFICERS .....	3
ARTICLE III ADMINISTRATION .....	4
3.1.    APPOINTED STAFF .....	4
3.2.    CONSULTANTS .....	7
ARTICLE IV DIRECTORS’ COMPENSATION AND EXPENSE REIMBURSEMENT .....	7
4.1.    COMPENSATION .....	7
4.2.    REIMBURSEMENT .....	8
ARTICLE V BOARD MEETINGS, GENERAL .....	9
5.1.    LOCATION; TIMING .....	9
5.2.    TRANSPARENCY.....	9
5.3.    QUORUM .....	9
5.4.    SUBJECT MATTER .....	9
5.5.    ADJOURNMENT.....	10
5.6.    MINUTES .....	11
5.7.    LEGALITY OF PROCEEDINGS .....	11
5.8.    CONDUCT .....	11
5.9.    RULES OF ORDER.....	11
5.10.   BOARD ACTION .....	12
5.11.   ADMINISTRATIVE DECISIONS .....	13
ARTICLE VI BOARD COMMITTEES .....	13
6.1.    GENERALLY.....	13
6.2.    STANDING OR AD HOC COMMITTEES.....	13
ARTICLE VII CODE OF ETHICS .....	14

7.1.	INTEGRITY .....	14
7.2.	LEADERSHIP .....	14
7.3.	SELFLESSNESS.....	14
7.4.	OBJECTIVITY .....	14
7.5.	ACCOUNTABILITY .....	14
7.6.	OPENNESS .....	14
7.7.	HONESTY .....	14
7.8.	RESPECT .....	15
7.9.	TRAINING .....	15
7.10.	VIOLATION OF CODE OF ETHICS OR CONDUCT.....	15
ARTICLE VIII USE OF CONFIDENTIAL INFORMATION .....		15
8.1.	CONFIDENTIAL INFORMATION; DISCLOSURE .....	15
8.2.	EXCEPTIONS .....	15
8.3.	CRIMINAL LIABILITY.....	16
ARTICLE IX IMPROPER ACTIVITIES; REPORTING; "WHISTLEBLOWER" PROTECTION.....		16
9.1.	EXECUTIVE DIRECTOR'S OVERSIGHT RESPONSIBILITY.....	16
9.2.	BOARD OVERSIGHT .....	16
9.3.	NON-INTERFERENCE WITH CORRECTIVE ACTION; BOARD INTERVENTION .....	16
9.4.	PROTECTION FROM RETALIATION .....	16
ARTICLE X FAIR AND EQUAL TREATMENT.....		17
10.1.	NON-DISCRIMINATION.....	17
10.2.	EQUAL TREATMENT .....	17
ARTICLE XI PROPER USE AND SAFEGUARDING OF RED PROPERTY AND RESOURCES.....		17
ARTICLE XII INSURANCE .....		17
12.1.	LIABILITY COVERAGE .....	17
12.2.	WORKERS COMPENSATION .....	18

**ARTICLE I  
INTRODUCTION**

**1.1. HISTORY**

On December 4, 2018, the Renewal Enterprise District (RED) was formed through Joint Exercise of Powers Agreement (Agreement) between the City of Santa Rosa and the County of Sonoma (collectively "Founding Members" and individually "Founding Member").

**PURPOSE AND SCOPE**

The RED was formed for the purpose of creating a regional, coordinated, multi-jurisdictional entity to address housing development challenges and to increase the overall pace and capacity of housing construction county wide.

**1.2. BASIS OF AUTHORITY**

- (a) The RED is a Joint Powers Authority of the City of Santa Rosa and County of Sonoma ("Founding Members"), authorized by the Joint Exercise of Powers Act (Government Code Sections 6500 et seq.) ("Act") in order to further the production of housing
- (b) The Board is the legislative body, and functions as the RED's policymaking body. It can only function as a unit, where no individual Director has authority with regard to any aspect of RED business, except as a member of the collective Board.

**ARTICLE II  
GOVERNANCE**

**2.1. COMPOSITION; TERMS; VACANCIES**

- (a) The RED shall be governed and administered by a Board of Directors ("Board") established by the Agreement and composed of two voting seats per Founding Member and one voting seat per New Member. The governing board shall be known as the "Board of Directors of the Renewal Enterprise District." All voting power shall reside in the Board.
- (b) After two (2) years from formation of the RED, upon submittal of an application for membership, New Members shall be admitted to RED so long as: 1) the New Member is an incorporated city or town located within the jurisdictional boundaries of the County of Sonoma; and 2) the New Member agrees to the terms of the Agreement.
- (c) Each Founding Member shall appoint two Directors and one Alternate Director, and each New Member shall appoint one Director and one Alternate Director. The Alternate Director shall serve and assume the rights and duties of the Director when the Director is unable to attend a Board meeting. The Directors and Alternate Directors shall be elected or appointed officials of the Member's governing body. The Directors and Alternate Directors shall serve at the pleasure of the Member appointing them and they may be removed at any time, with or without cause, in the sole discretion of their Member's governing body. Each Director and Alternate Director shall hold office until a successor is selected by their Member's governing body and the RED has been notified of the

succession. In the event that a Director or Alternate Director loses his or her position as an official of the Member's governing body, that Director position shall become vacant and that Member shall appoint a new Director or Alternate Director.

- (d) Officers of the Board shall consist of a Chairperson and Vice-Chairperson. The Chairperson shall preside at all meetings of the Board, while the Vice-Chairperson shall perform the duties of the Chairperson in the absence or disability of the Chairperson. The Chairperson and Vice-Chairperson shall exercise and perform such other powers and duties as may be assigned by the Board.
- (e) The Board shall annually elect the Officers of the Board from the Directors. Officers of the Board shall hold office for a term of one year commencing on January 1 of each and every calendar year and they may serve for multiple consecutive terms.
- (f) Officers of the Board may be removed and replaced at any time, with or without cause by a majority Board vote. In the event that an Officer of the Board loses his or her position, that Officer position shall become vacant and the Board shall elect a new Officer from existing Board members to serve the remaining Officer term.
- (g) In serving on the RED Board, Directors do not represent any other political or elected bodies, fractional segment or region of the community, but are part of a legislative body that represents and acts for the RED as a whole.

## 2.2. SOLICITING POLITICAL CONTRIBUTIONS

- (a) Directors shall not solicit political funds or contributions at RED facilities or at times and places where RED business is being conducted, and Directors shall not accept, solicit or direct a political contribution from:
  - (i) RED employees, officers, consultants or contractors; or
  - (ii) Vendors or consultants who have a material financial interest in a contract or other matter while that contract or other matter is pending before the RED
- (b) Directors shall not use the RED's logo, trademark, stationery or other indicia of the RED's identity, or facsimile thereof, in any solicitation for political contributions contrary to state or federal law. Gov. Code section 3205.

## 2.3. DUTIES AND RESPONSIBILITIES

- (a) Directors shall uphold the Constitution of the United States and the Constitution of the State of California.
- (b) Directors shall comply with all applicable laws regulating their conduct, including laws relating to conflicts of interest, financial disclosures, and open government laws.
- (c) The Board shall set the policy for the RED in accordance with these Bylaws.

- (d) The Board shall adopt, and has the sole authority to amend, Project Criteria as the basis to qualify and evaluate housing projects for RED or RED Housing Fund financing or other support. Amendments to the Project Criteria shall require a vote of a majority of Directors then in office.
- (e) The Board shall monitor RED's progress in attaining its goals and objectives, while pursuing its mission.
- (f) The Board shall establish goals, objectives, expectations, and measurement criteria for the Executive Director's performance.
- (g) For the benefit of operational efficiency, Directors shall direct all requests for information to the Executive Director. If the Executive Director's response is inadequate, Directors may contact the Board Chairperson or raise the issue at a Board meeting. Issues brought to the Board may be added to the agenda of a future meeting at the discretion of the Board.
- (h) Directors shall attend all meetings of the Board and of any Committee to which they may be assigned. Directors are required by law to abstain from participating in consideration of any item involving a personal or financial conflict of interest. Even the appearance of a conflict should be avoided. Unless such a conflict of interest exists, Directors should fully participate in the Board's decision-making responsibilities.
- (i) Directors shall not individually commit the RED to any policy, act, or expenditure without prior Board approval nor give direction to the Executive Director, staff, contract personnel or consultants without prior Board approval.
- (j) Directors shall abide by the provisions of the Ralph M. Brown Act, Government Code section 54950, et seq., by only exercising their authority during duly noticed public meetings.
- (k) Directors shall not delegate his or her authority to act as a Director, nor will any Director's vote be recorded in the proceedings of any Board meeting at which the Director is not present.
- (l) Directors may adopt additional policies as needed to carry out the purposes of the RED.

#### 2.4. **CONFLICTS OF INTEREST**

Directors shall abide by the RED Conflict of Interest Code.

#### 2.5. **BOARD OFFICERS**

- (a) With the exception of certain matters specified in the Agreement and where the law requires a supermajority (two-thirds or greater) or unanimous vote, affirmative votes of a majority (51% or greater) of Directors are required for the Board to act on any matter.
- (b) Chairperson and Vice-Chairperson shall be elected by the Directors. Commencing January 1, 2019, Directors shall annually elect a Chairperson and Vice-Chairperson of the Board.

These Officers shall hold office for a term of one year commencing on January 1 of each and every calendar year and may serve for multiple consecutive terms. Officers of the Board may be removed and replaced at any time, with or without cause by a Board vote. In the event that an Officer of the Board loses their position, their office becomes vacant and the Board shall elect a new Officer from existing Board members to serve the remaining Officer term.

- (c) The Chairperson presides at all Board meetings and leads the Board in conducting its business. The Chairperson may refer items to committees prior to Board action. The Chairperson votes last in any roll call vote.
- (d) The Chairperson has the same rights in voting, introducing motions, resolutions and ordinances, and discussions as other Directors.
- (e) The Chairperson shall ensure that each Director is provided all necessary information pertaining to RED business in sufficient time to participate in discussions and decisions in an informed manner.
- (f) The Chairperson, or his or her designee, shall execute RED documents, as directed by the Board.
- (g) On occasion, the Board will delegate to the Chairperson or to his or her designee, authority to represent the RED at a meeting or event. When this occurs, the Director only has the authority that was specifically delegated by the Board.
- (h) In the Chairperson's absence, the Vice-Chairperson serves as the Chairperson in all capacities described in these Bylaws.
- (i) In order to present a positive image to the public, clients, and residents, Directors should strive to maintain a professional appearance while performing their duties as Directors.

### **ARTICLE III ADMINISTRATION**

#### **3.1. APPOINTED STAFF**

The Board of Directors may appoint an Executive Director, from time to time as and when it deems appropriate. The appointed Executive Director may be an employee of one of the Members, in accordance with Sections 7.03 and 8.08 of the Agreement. If appointed, the Executive Director shall serve at the pleasure of the Board of Directors and his/her duties and responsibilities shall be set forth by a majority vote of the Board.

- (a) ***Executive Director***

- (i) The Executive Director shall be appointed by the Board of Directors and serve at its pleasure. The Executive Director is the chief executive officer of the RED and carries out Board policies, directs RED operations, provides daily supervision to RED staff, controls RED expenditures, and ensures conformance with RED policies. Based on the delegation of authority made by the Member Agencies in the Agreement and the Board under these Bylaws, the Executive Director shall have the following responsibilities and has the authority to:
- (A) Make and carry out day-to-day management decisions.
  - (B) Employ, compensate, terminate, assign duties to, and direct the daily activities of all RED employees.
  - (C) Provide day-to-day directions and guidance to, but not appoint or dismiss, RED Legal Counsel, Auditor, and other Board appointees.
  - (D) Prepare RED employee job classifications, description of duties, with corresponding salary ranges for review and approval by the Board.
  - (E) Define scope and select, dismiss, and direct activities of contractors and consultants performing services for the RED.
  - (F) Manage RED financial operations.
  - (G) Expend budgeted funds in compliance with Chapter 2, Article V of the Sonoma County Code of Ordinances.
  - (H) Authorize purchases of up to and including \$50,000 in conformance with the annual Board-approved budget. Purchases of more than \$50,000 shall require the approval of the Board.
  - (I) Expend up to and including ten thousand dollars (\$10,000) for each item not specifically enumerated in the RED's annual budget, provided there are sufficient appropriations within the budget.
  - (J) Expend non-budgeted funds to meet an Emergency, up to and including \$50,000. An Emergency is defined as any circumstance which directly or potentially adversely affects the ability of the RED to perform its services, which puts RED personnel or property in jeopardy, or which may jeopardize public health or property of the community or its residents. The Executive Director shall determine that an emergency exists and shall immediately inform the Directors of the Emergency. Such notification shall include the nature of the Emergency, the steps taken or necessary to address the Emergency, and any expenditures incurred to address the Emergency. If applicable, the Executive Director shall seek ratification of the decisions made.
  - (K) Solely sign RED checks and/or claims request in the amount of fifty thousand dollars (\$50,000) or less. Any amount over fifty thousand



dollars (\$50,000) requires the signatures of the Executive Director and one Director. In the event the Executive Director is unavailable to sign checks, checks of any amount require the signatures of two Directors.

- (L) Execute time and cost Change Orders.
- (M) Appoint a Deputy Secretary, if the Board appoints the Executive Director as Board Secretary. The Deputy Secretary shall assist the Executive Director, acting as Board Secretary, to act in the Board Secretary's place in his or her absence.
- (ii) Terms and conditions of the Executive Director's employment shall be specified in an employment agreement between the Executive Director and the RED and any amendment(s) thereto.

(b) ***Board Secretary***

The Board Secretary is appointed by the Board, reports to the Board as a whole, and shall be responsible for the following:

- (i) Provide a record of all proceedings conducted at meetings of the Board and Standing Committees, to be retained at the RED office.
- (ii) Maintain accurate, up-to-date records of RED documents in a safe location.
- (iii) Post all legal notices.
- (iv) Receive all correspondence or documents addressed to the Board, and serve as the RED's agent for receipt of subpoenas, petitions or other legal documents that are served on the RED.
- (v) Call meetings to order in the absence of the Chairperson and Vice-Chairperson and preside until the remaining members present select one of themselves to preside at the meeting.
- (vi) Administer the Oath of Office to members of the Board.
- (vii) Verify and attest signatures on all legal documents.
- (viii) In consultation with Legal Counsel, respond to all Public Records Act requests.
- (ix) Possess working knowledge of the Ralph M. Brown Act and Robert's Rules of Order.

(c) ***Legal Counsel and Other Officers***

The Board may appoint General Legal Counsel who shall serve at the pleasure of the Board. Subject to the limits of the RED's approved budget, the Board shall also have the power to appoint and contract by a vote of the Board for the services of other officers,

consultants, advisors and independent contractors as it may deem necessary or convenient for the business of the RED, all of who shall serve at the pleasure of the Board. The appointed General Legal Counsel and/or other appointed officers of the RED may be employees or contractors of one of the Members, in accordance with Sections 7.03 and 8.08 of the Agreement. Appointment of a General Legal Counsel from among Member employees or contractors shall be subject to all applicable Rules of Professional Responsibility, and notwithstanding anything to the contrary in the Agreement, each of the Members expressly reserve and do not waive their rights to approve or disapprove of potential conflicts of RED General Legal Counsel.

(d) ***Treasurer and Annual Audit***

The Sonoma County Auditor-Controller-Treasurer-Tax Collector shall act as the initial Treasurer for the RED. The Treasurer shall perform all usual and customary duties of their offices for the RED, including by not limited to receiving all deposits, issuing warrants per direction, and other duties specified in Government Code section 6505.5. The Board may transfer the responsibilities of the Treasurer, by a majority vote of the Board, to any other person or entity as the law may provide at the time (see e.g., Government Code section 6505.5). The Board shall cause an independent annual audit to be made by a certified public accountant, or public accountant, in compliance with Government Code section 6505.

3.2. **CONSULTANTS**

The Board may from time-to-time select, retain, compensate, define the scope and efforts of, and dismiss consultants to support or provide information to the Board in developing policy-level decisions or in implementing Board actions. The responsibility for day-to-day direction of the work of the Consultant is delegated to the Executive Director.

**ARTICLE IV**

**DIRECTORS' COMPENSATION AND EXPENSE REIMBURSEMENT**

4.1. **COMPENSATION**

- (a) Board members shall serve without compensation. However, Board members may receive reasonable and necessary reimbursement for meals, lodging, and travel expenses incurred in attending any conference, meeting, or other event approved by the Board in advance.
- (b) For a Board member to be reimbursed for reasonable and necessary travel expenses to and from a meeting, the meeting must be: (1) a "meeting" as defined in Government Code section 54952.2(a); (2) RED Board or committee meetings; or (3) conferences, meetings, or events related to or intended to inform Board members on matters within the jurisdiction of the RED, provided that such conferences, meetings or events deal with substantive issues and consume more than a minor amount of the Board member's time.
- (c) At the regular meeting of the Board following any meeting, conference, educational activity or other authorized event for which reimbursement is requested; the Director attending the event shall give a brief report of the meeting or event. If more than one (1)

Director of the RED attended the same meeting or event, a joint report may be made. Reports may be written or oral, but in the event a written report is submitted, the Director shall give a brief oral summary of the report at the meeting following the event.

#### 4.2. REIMBURSEMENT

- (a) Directors are encouraged to participate in outside activities and organizations that in the judgment of the Board further the interests of the RED. Where authorized in advance, actual expenses incurred by Board members in connection with such activities are reimbursable. Under extraordinary circumstances, the Board may subsequently authorize reimbursement.
  - (i) All expenses must be reasonable and necessary, and Directors are encouraged to exercise prudence in all expenditures. This policy is intended to result in no personal gain or loss to a Director.
  - (ii) Mileage will be reimbursed at the then-current IRS rate.
  - (iii) Directors may claim meal expenses at the rates specified by the California Department of Human Resources as such rates may be adjusted from time to time.
  - (iv) *Travel / Transportation Expenses.* The most economical mode and class of transportation reasonably consistent with scheduling needs must be used, using the most direct and time-efficient route. If requested, Directors will be reimbursed for expenses incurred in traveling to and from conferences, meetings, and other events that are attended on behalf of the RED in their capacity as Directors. Travel expenses will include round-trip airfare, actual reasonable expenses for ground transportation to and from airports and hotels, car rental, and or mileage reimbursement (at the maximum allowable per mile established from time to time by the IRS) for use by the Directors of privately owned vehicles in the conduct of RED business.
  - (v) *Overnight Accommodations.* No reimbursement claim or request for overnight accommodations will be approved for expenses incurred within the RED's service area, except upon approval of the Board. Reasonable accommodation expenses will be reimbursed only for the Directors, and such expenses will not be reimbursed for guests or family members of Directors. Where reasonably possible, accommodations will be obtained in proximity to the conference or meeting site.
  - (vi) Liquor, entertainment, travel insurance, personal telephone calls, child, pet, or household care, losses relating to theft or casualty of personal effects, fines and penalties for actions or inactions of the traveler, laundry, dry cleaning, or pressing of personal items, and expenses of any other person accompanying a Director are not eligible for reimbursement.

- (vii) Expenditures that are improper or otherwise not properly accounted for, or that are not consistent with the prohibition against gifts of public funds set forth in the California Constitution, will not be reimbursed or accepted by the RED.
- (b) Directors shall submit requests for reimbursement along with evidence of expenses within four (4) weeks of the last day of the month in which the expenses were incurred.
- (c) In compliance with Government Code section 53065.55, the RED will prepare a list of the amount and purpose of each expense reimbursement made to each Director for the preceding fiscal year, which will be available to the public.
- (d) A Director shall not attend a conference or training event for which there is an expense to the RED if it occurs after the Director has announced his or her resignation, or if it occurs after an election in which it has been determined that they will not retain their seat on the Board.

**ARTICLE V  
BOARD MEETINGS, GENERAL**

**5.1. LOCATION; TIMING**

All regular meetings of the Board shall be held at the location and time as set forth in a resolution adopted by the Board of Directors.

**5.2. TRANSPARENCY**

- (a) The Board shall conduct the business of the RED at meetings in conformance with the provisions of the Ralph M. Brown Act, Government Code section 54950 et seq. All meetings of the Board and Standing Committees shall be open to the public, except for closed sessions held in accordance with the Brown Act.
- (b) The Board Chairperson and the Executive Director shall ensure that appropriate information is available for the public at meetings of the Board, and that physical facilities for said meetings are functional and appropriate. Prior to the start of a meeting, the order of business (sequence of existing agenda only) may be amended.

**5.3. QUORUM**

A quorum must be present at all meetings for any business to be conducted. A quorum shall consist of a majority of the Directors representing the then-current Members of the RED.

**5.4. SUBJECT MATTER**

- (a) The Executive Director, in cooperation with the Board Chairperson, shall prepare an agenda for each meeting of the Board and for all Standing Committee meetings. The Executive Director shall prepare written information on each item of business requiring action or scheduled for discussion by the Board, and make this information available to the Board and members of the public prior to all meetings.

- (b) An agenda and materials packet shall be prepared as specified for all Board meetings and shall be delivered to all Directors at least seventy-two (72) hours prior to a regular meeting and at least twenty-four (24) hours prior to special meetings. A full agenda packet will be available at the Sonoma County Transportation Authority office, 411 King Street, Santa Rosa, CA 95404, for public review.
- (c) At least seventy-two (72) hours prior to the time of all regular meetings, an agenda, which includes all matters on which there may be discussion and/or action by the Board, shall be posted conspicuously for public review at the Sonoma County Transportation Authority office, 411 King Street, Santa Rosa, CA 95404. The RED has the option of posting the agendas at other places as deemed useful in keeping the public informed.
- (d) The agenda for special meetings shall be posted in the same location as regular meeting agendas at least twenty-four (24) hours before the meetings. Agendas shall generally use the following order of business:
  - (i) Date, time, and location of meeting and information on how the public may review agenda material and request any special accommodations needed
  - (ii) Meeting type (i.e., Regular or Special Meeting)
  - (iii) Call to Order – Roll Call
  - (iv) Consent Calendar
  - (v) Chairperson and Directors’ Reports or Comments
  - (vi) Advisory Committee Report
  - (vii) Public Presentations, Hearings and Workshops
  - (viii) General Business (Old/New Business)
  - (ix) Executive Director and Operational Reports
  - (x) Closed Session
  - (xi) Reconvene in Open Session
  - (xii) Public Comments
  - (xiii) Request for Future Agenda Items
  - (xiv) Adjournment

#### 5.5. **ADJOURNMENT**

A majority vote by the Board may terminate any Board meeting at any place in the agenda to any time and place specified in the order of adjournment, except that if no Directors are present at any regular or adjourned regular meeting, the Executive Director may declare the meeting

adjourned to a stated time and place, and he or she shall cause a written notice of adjournment to be provided to the Board, RED Counsel, and the local news media and also posted at the places specified in Section 5.5(c), above.

**5.6. MINUTES**

- (a) The Secretary of the Board shall keep minutes of all Board meetings. Minutes are to record actions taken; they are not intended to be verbatim records. Draft minutes shall be distributed to Directors for adoption at the next regular meeting.
- (b) Minutes may be approved as part of the Consent Calendar. Regular and special meetings of the Board may be recorded. Any such recording shall be retained for thirty (30) days from the date of recording.

**5.7. LEGALITY OF PROCEEDINGS**

Any action taken by the Board which is subsequently ruled contrary to law by a decision of a court of competent jurisdiction shall be deemed revoked without further action by the Board.

**5.8. CONDUCT**

- (a) Meetings of the Board shall be conducted by the Chairperson in a manner consistent with the policies of the RED.
- (b) Willful disruption of any meeting of the Board shall not be permitted. The Chairperson shall take whatever actions are necessary and legally appropriate to preserve order and decorum during Board meetings, including public hearings.
- (c) The Chairperson may order any person or persons removed if they are causing a willful disruption of a meeting which prevents the meeting from proceeding.
- (d) Where the health and safety of meeting attendees is jeopardized, the Chairperson may order the room to be cleared and subsequently conduct the Board's business without the public present. After clearing the room, the Chairperson may permit those persons who, in their opinion, were not responsible for the willful disruption to re-enter the meeting room. Duly accredited representatives of the news media shall be admitted to the remainder of the meeting.

**5.9. RULES OF ORDER**

- (a) The latest edition of Robert's Rules of Order, Revised shall be an advisory guideline for meeting protocol. RED policies, or state or federal law, shall prevail whenever they conflict with Robert's Rules of Order, Revised. If a Director believes order is not being maintained or procedures are not adequate, he or she should raise a point of order - not requiring a second - to the Chairperson. If the ruling of the Chairperson is not satisfactory to the Director, it may be appealed to the Board. A decision by a majority of the Board will determine the point of order.

- (b) By a motion made, seconded, and approved by a majority vote, the Board may, at its discretion and at any meeting: 1) temporarily suspend these rules in whole or in part; 2) amend these rules in whole or in part; or 3) both.
- (c) Motions, resolutions or ordinances shall be recorded as having passed or failed and individual votes will be recorded. All resolutions and ordinances adopted by the Board shall be numbered consecutively starting new at the beginning of each fiscal year. The Chairperson may declare a short recess during any meeting, with approval of the Board.

5.10. **BOARD ACTION**

- (a) Action can only be taken when a quorum is present. Calculating the number of votes required for a majority or super majority vote is based on the number of Directors required pursuant to Article V of the Agreement.
- (b) Only those items of business listed in the agenda shall be considered by the Board at any meeting, unless an emergency or urgency situation exists and additional items are added in the manner required by the Brown Act.
- (c) Pursuant to Government Code section 54954.2 (b), the Board may take action on an item of business which did not appear on the posted agenda for the meeting if the Board determines that an emergency exists, or if by a super majority (67% or greater) vote the Board determines that there is a need for immediate action on a matter that arose subsequent to the posting of the agenda. To the extent the RED's Joint Powers Agreement requires a higher voting threshold for a particular action, such higher threshold shall apply.
- (d) Actions typically taken by the Board include, but are not limited to, the following:
  - (i) Adoption or rejection of RED policies and regulations concerning the services provided by the RED, authorization of execution of contracts for professional and technical service, and authorization of execution of contracts for materials or supplies, or for design or construction of RED facilities; and
  - (ii) Approval or rejection of proposals to commit RED funds or facilities, including employment and dismissal of personnel; and
  - (iii) Approval or disapproval of non-emergency matters which require or may require the RED or its employees to take action and/or provide services; and
  - (iv) Direction given to the Executive Director for implementation of those actions deemed by the Board to be necessary.
- (e) Definition of Board Actions and appropriate uses thereof are indicated below:
  - (i) A "Minute Order" or "Motion" is appropriate when the action is not of a penal nature or intended to be a local law, where an ordinance or resolution is not specifically required, or where a formal document reflecting the Board's action is

not necessary. The only record of such action is in the minutes of the meeting at which the action is taken.

- (ii) A “Resolution” generally constitutes an expression of policy or opinion concerning some particular item of business and often evidences a decision by the Board concerning the administrative business of the RED.
- (iii) An “Ordinance” means a local law. It prescribes a rule of conduct prospective in operation, applicable generally to person and things subject to the jurisdiction of the RED.

#### 5.11. **ADMINISTRATIVE DECISIONS**

- (a) An administrative decision is an action or decision made by the Board which is subject to review by a court of competent jurisdiction. Such decisions include: suspension, demotion, or dismissal of an officer or employee; revoking or denying an application for a permit, license or other entitlement; or imposing a civil or administrative penalty, fine, charge or cost.
- (b) Judicial review of all administrative decisions of the Board may be sought pursuant to the provisions of Section 1094.5 of the Code of Civil Procedure of the State of California. The procedural provisions of Section 1094.6 of said Code, including the time limitations, shall apply to any such proceeding. The provisions of Section 1094.6 shall prevail over any conflicting provision and any otherwise applicable law, rule, policy or regulation of the RED affecting the subject matter of an appeal. The purpose of these Code sections is to ensure efficient administration of the RED by providing for the expeditious review of decisions rendered by the Board. Section 1094.6 specifically establishes a ninety-(90) day time limit to initiate a lawsuit to challenge a RED administrative decision. The short time period is intended to provide finality to Board decisions.

### **ARTICLE VI BOARD COMMITTEES**

#### 6.1. **GENERALLY**

Committees of the Board may be Standing or Ad hoc. Committees are not empowered to act for the Board, but rather, they review, study, and consider issues in order to make recommendations to the full Board. Members of all Committees shall be appointed by and serve at the pleasure of the Chairperson of the Board.

#### 6.2. **STANDING OR AD HOC COMMITTEES**

- (a) The Board may from time to time establish standing or ad hoc committees to assist in carrying out the purposes and objects of the RED. The Board shall determine the purpose and need for such committees and the necessary qualifications for individuals appointed to them.
- (b) The Board Chairperson shall appoint and publicly announce the members of any Standing Committees, which must consist of less than a quorum of the Board.



- (c) A Standing Committee is a Board-created committee (i.e. – Finance, Human Resources, etc.) which has continuing jurisdiction over a particular subject matter and meets either on a scheduled basis or as directed by the Board Chairperson. Only RED Directors may serve as members of Standing Committees. Standing Committee meetings are held in the RED office, unless a special need arises to meet elsewhere within RED boundaries, and shall be properly noticed under the provisions of the Brown Act.

## **ARTICLE VII CODE OF ETHICS**

### **7.1. INTEGRITY**

A Director must make every reasonable effort to avoid placing themselves under any financial or other obligation to any individual or organization that might reasonably be thought to influence the Director's performance of his or her duties.

### **7.2. LEADERSHIP**

A Director has a duty to promote and support the key principles by leadership and example and to maintain and strengthen the public's trust and confidence in the integrity of the RED.

### **7.3. SELFLESSNESS**

A Director has a duty both ethically and legally to make decisions solely in the public's interest. A Director must not act in order to gain financial or other benefits for themselves, their family, friends or business interests. This means making decisions because they benefit the RED and the public it serves, not because they benefit the decision maker.

### **7.4. OBJECTIVITY**

A Director shall endeavor to make decisions solely on merit, free from bias and in accordance with the Director's statutory and ethical obligations when carrying out public business.

### **7.5. ACCOUNTABILITY**

A Director is accountable to the public for their decisions and actions, preparing and researching as necessary to understand matters before the Board, and must consider issues on their merits, taking into account the views of others.

### **7.6. OPENNESS**

A Director has a duty to be as open as possible about their decisions and actions and give reasons for decisions.

### **7.7. HONESTY**

A Director has a duty to act honestly. As required by law, a Director must disclose any private interests relating to his or her public duties and take steps to resolve any conflicts arising in such

a way that protects the public's interest and/or recuse/disqualify himself or herself from taking any action which would constitute a conflict of interest.

**7.8. RESPECT**

A Director must treat others with respect at all times, regardless of policy or personal disagreements, and observe the rights of other people. A Director must treat fellow Directors, officials, staff, customers and the public with courtesy and civility.

**7.9. TRAINING**

Directors are required by law to take ethics training every two (2) years. No cost training is available on the Fair Political Practices Commission (FPPC) website. Note that there is a minimum two (2) hour training requirement before taking the accompanying FPPC website test. After completing the test, Directors must print out and sign the "Online Proof of Participation Certificate" and return to the Board Secretary or Deputy Secretary.

Directors are also required by law to take sexual harassment training every two (2) years, and must provide evidence of participation to the Board Secretary or Deputy Secretary.

**7.10. VIOLATION OF CODE OF ETHICS OR CONDUCT**

An actual or perceived violation of this policy by a Director should be referred to the Chairperson of the Board or the full Board of Directors for investigation and consideration of any appropriate action. Appropriate action depends on the circumstances of the actual or perceived violation. Depending on the nature of the alleged violation, the Board may, as appropriate, determine a specific remedy or report the alleged violation to an appropriate authority. In all cases, the Board will pursue a course consistent with applicable legal requirements, the public's interest, and the best interests of the Board and the RED.

**ARTICLE VIII  
USE OF CONFIDENTIAL INFORMATION**

**8.1. CONFIDENTIAL INFORMATION; DISCLOSURE**

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

**8.2. EXCEPTIONS**

- (a) This section does not prohibit a Director from taking any of the following actions:
  - (i) making a confidential inquiry or complaint to a RED attorney or grand jury concerning a perceived violation of law, including disclosing facts to a RED

attorney or grand jury that are necessary to establish the alleged unlawfulness of an action taken by the RED, an elected official or employee; or

- (ii) expressing publicly an opinion concerning the propriety or lawfulness of any action taken or considered by the RED in closed session, including disclosure of the general nature of the allegedly unlawful action; or
- (iii) disclosing non-confidential information which may be acquired during a closed session.

- (b) Prior to disclosing confidential information pursuant to (i)-(iii), above, Directors shall first bring the matter to the attention of Legal Counsel, the Chairperson, or the full Board to provide the Board an opportunity to cure an alleged violation, unless doing so would itself constitute a violation of law, court order, or any other statutory obligation.

### **8.3. CRIMINAL LIABILITY**

A Director who willfully and knowingly discloses confidential information received in the course of his or her official duties for monetary gain may be guilty of a misdemeanor under Government Code section 1098.

## **ARTICLE IX IMPROPER ACTIVITIES; REPORTING; "WHISTLEBLOWER" PROTECTION**

### **9.1. EXECUTIVE DIRECTOR'S OVERSIGHT RESPONSIBILITY**

The Executive Director has primary responsibility for (1) ensuring compliance with the RED's Personnel Manual, and ensuring that RED employees do not engage in improper activities, (2) investigating allegations of improper activities and reporting these allegations to the Board as appropriate, and (3) taking appropriate corrective and disciplinary actions and reporting these actions to the Board as appropriate.

### **9.2. BOARD OVERSIGHT**

The Board has a duty to ensure that the Executive Director is operating the RED according to law and the policies approved by the Board. Directors are encouraged to fulfill their obligation to the public and the RED by disclosing to the Executive Director, to the extent not prohibited by law, court order, or other statutory obligation, any improper activities within their knowledge.

### **9.3. NON-INTERFERENCE WITH CORRECTIVE ACTION; BOARD INTERVENTION**

Directors shall not interfere with the Executive Director's responsibilities in identifying, investigating and correcting improper activities, unless the Board determines that the Executive Director is not properly carrying out these responsibilities and further determines to take additional actions as it deems appropriate to protect the RED and the public interest.

### **9.4. PROTECTION FROM RETALIATION**

A Director shall not directly or indirectly use or attempt to use the authority or influence of his or her position for the purpose of intimidating, threatening, coercing, commanding or influencing any other person for the purpose of preventing such person from acting in good faith to report or otherwise bring to the attention of the Executive Director of the Board any information that, if true, would constitute: a work-related violation by a Director or RED employee of any law or regulation; gross waste of RED funds; gross abuse of authority; a specified and substantial danger to public health or safety due to an act or omission of a RED official or employee; use of a RED office or position or of RED resources for personal gain; or a conflict of interest of a RED Director or RED employee.

A Director shall not use or threaten to use any official authority or influence to effect any action as retaliation against a RED Director, RED employee, or member of the public who reports or otherwise brings to the attention of the Executive Director any information regarding the subjects described in this section. (Gov. Code, §§ 53298 and 53298.5; Lab. Code, §§ 1102.5 et seq.)

## **ARTICLE X FAIR AND EQUAL TREATMENT**

### **10.1. NON-DISCRIMINATION**

Directors, in the performance of their official duties and responsibilities, will not discriminate against or harass any person on the basis of race, religion, color, creed, age, marital status, national origin, ancestry, gender, sexual orientation, medical condition or disability.

### **10.2. EQUAL TREATMENT**

A Director will not grant any special consideration, treatment or advantage to any person or group beyond that which is available to every other person or group in similar circumstances.

## **ARTICLE XI PROPER USE AND SAFEGUARDING OF RED PROPERTY AND RESOURCES**

The California Constitution prohibits a Director from making a “gift of public funds” by utilizing or permitting the use of RED owned vehicles, equipment, telephones, materials or property for his or her personal benefit or for the benefit of third parties without legal authorization. A Director will not ask or require a RED employee to perform services for the personal benefit or profit of a Director. Each Director must protect and properly use any RED asset within his or her control, including information recorded on paper or in electronic form. Directors will safeguard RED property, equipment, moneys, and assets against unauthorized use or removal, as well as from loss due to criminal act or breach of trust.

## **ARTICLE XII INSURANCE**

### **12.1. LIABILITY COVERAGE**

The RED maintains Errors and Omissions Liability coverage that insures the RED’s Board and Officers against claims made against them for “breach of duty” occurring through negligence,

error or unintentional omission in the performance of their official duties. However, Directors may be personally responsible for a willful misconduct or willful breach of RED Policies and Procedures.

12.2. **WORKERS COMPENSATION**

To the extent required by law, the RED shall maintain worker's compensation insurance or its lawful equivalent at the statutory limit. Prior to the hiring of any employees, the RED shall also procure Employer's Liability Coverage, and shall maintain such coverage for so long as the RED has employees.