



# PALMDALE WATER DISTRICT

2029 East Avenue Q • Palmdale, California 93550 • Telephone (661) 947-4111

Fax (661) 947-8604

[www.palmdalewater.org](http://www.palmdalewater.org)

ALESHIRE & WYNDER LLP  
Attorneys



## Board of Directors

ROBERT E. ALVARADO  
Division 1

JOE ESTES  
Division 2

GLORIA DIZMANG  
Division 3

KATHY MAC LAREN  
Division 4

VINCENT DINO  
Division 5

May 29, 2014

*Agenda for a Meeting  
of the Ad Hoc Committee of the Palmdale Water District  
Committee Members: Kathy Mac Laren-Chair, Gloria Dizmang  
to be held at the District's office at 2029 East Avenue Q, Palmdale*

*Wednesday, June 4, 2014*

*3:00 p.m.*

NOTE: To comply with the Americans with Disabilities Act, to participate in any Board meeting please contact Dawn Deans at 661-947-4111 x1003 at least 48 hours prior to a Board meeting to inform us of your needs and to determine if accommodation is feasible.

Agenda item materials, as well as materials related to agenda items submitted after distribution of the agenda packets, are available for public review at the District's office located at 2029 East Avenue Q, Palmdale. Please call Dawn Deans at 661-947-4111 x1003 for public review of materials.

PUBLIC COMMENT GUIDELINES: The prescribed time limit per speaker is three-minutes. Please refrain from public displays or outbursts such as unsolicited applause, comments, or cheering. Any disruptive activities that substantially interfere with the ability of the District to carry out its meeting will not be permitted and offenders will be requested to leave the meeting.

Each item on the agenda shall be deemed to include any appropriate motion, resolution, or ordinance to take action on any item.

- 1) Roll call.
- 2) Adoption of agenda.
- 3) Public comments.
- 4) Action Items: (The public shall have an opportunity to comment on any action item as each item is considered by the Committee prior to action being taken.)

- 4.1) Discussion and overview of Article 4 of the District's Rules and Regulations.  
(2014 Strategic Plan Initiative #4 Regional Leadership/The Mathis Group)
- 5) Adjournment.



---

DENNIS D. LaMOREAUX,  
General Manager

DDL/dd

**P A L M D A L E   W A T E R   D I S T R I C T**  
**B O A R D   M E M O R A N D U M**

**DATE:**    May 29, 2014

**June 4, 2014**

**TO:**        AD HOC COMMITTEE

**Ad Hoc Committee**

**FROM:**    Mr. Dennis D. LaMoreaux, General Manager

**RE:**        ***AGENDA ITEM NO. 4.1 – DISCUSSION AND OVERVIEW OF  
ARTICLE 4 OF THE DISTRICT'S RULES AND REGULATIONS***

---

Attached is a copy of a March 19, 2014 Board Memorandum distributing several versions of Article 4 of the District's Rules and Regulations.

**Supporting Documents:**

- March 19, 2014 Board Memorandum and supporting documents

cc:    Director Alvarado  
      Director Estes  
      Director Dino

**PALMDALE WATER DISTRICT  
BOARD MEMORANDUM**

**DATE:** March 19, 2014 March 26, 2014  
**TO:** BOARD OF DIRECTORS Board Meeting  
**FROM:** Mr. Dennis D. LaMoreaux, General Manager  
**RE:** *AGENDA ITEM NO. 7.3 – CONSIDERATION AND POSSIBLE ACTION  
ON ARTICLE 4 OF THE DISTRICT'S RULES AND REGULATIONS*

---

**Recommendation:**

With new Directors and new General Counsel, staff recommends Article 4 of the District's Rules and Regulations be referred to a Board Committee for review in its entirety for any potential revisions.

**Background:**

Article 4 of the District's Rules and Regulations has been revised from time to time. The latest revision was in 2012 and added the Directors' Social Media Communications Policy.

**Strategic Plan Element:**

This work is part of Strategic Element 5.0 Administrative Management.

**Budget:**

This item will not affect the budget.

**Supporting Documents:**

- Article 4 dated 7-11-07
- Article 4, Appendix V dated 7-11-07
- Article 4 dated 5-14-08
- Article 4 dated 2-11-09

# **PALMDALE WATER DISTRICT RULES & REGULATIONS**

## **ARTICLE 4**

**DATE: 7-11-07**

#### **CURRENT ARTICLE 4**

- Y. Surplus Property:** Real property owned by the District that is determined by the Board to be unnecessary for District purposes.
- Z. Temporary Service:** Provision of water on a temporary basis for construction purposes.

#### **ARTICLE 4: ORGANIZATION AND OPERATION OF THE BOARD OF DIRECTORS**

##### **4.01: NUMBER OF DIRECTORS**

The number of Directors shall be five (5) members elected at large from the District, each to be a resident of one of the five voting divisions.

##### **4.02: VOTING DISTRICTS**

There shall be five (5) voting divisions with boundaries as established by the Board so as to equalize as best as possible the number of registered voters in each voting division. The boundaries of the voting divisions are set forth in the map attached hereto as Appendix A.

##### **4.03: MEETINGS OF THE BOARD**

Regular meetings of the Board shall be held on the second and fourth Wednesdays of each calendar month at 7:00 p.m., at the offices of the District or such other place as the Board may from time to time designate. When a regular meeting falls on a holiday, such meeting shall be held on the next business day.

4.04: OFFICERS OF THE BOARD

The officers of the Board shall be president, vice president, secretary and assistant secretary, to be elected by the Board at the first regular meeting of the Board in January. The Board may reorganize from time to time.

4.05: DUTIES OF OFFICERS:

Board President:

**Duties:** Conduct all meetings of the Board of Directors and shall carry out the resolution and orders of the Board of Directors and shall exercise such other powers and perform such other duties as the Board of Directors shall prescribe including the following:

1. Call the meeting to order at the appointed time;
2. Follow the prepared agenda unless the Board concurs in any change;
3. Maintain order and enforce reasonable rules of decorum;
4. Enforce the Board's policies in relation to the order of business and the conduct of meetings;
5. Enforce reasonable limits upon the length of time and the number of occasions on which a person may speak at public hearings as well as other meetings of the Board;

6. Recognize any Board members or persons who desire to speak and protect the speaker who has the floor from disturbance or interference;
7. Explain what the effect of a motion would be if it is not clear to every member;
8. Rule out of order any comment by Board members, Staff, or members of the public not germane to the issue then before the Board;
9. 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, put the matter to a vote;
10. Rule on parliamentary procedure;
11. Put motions to a vote, and state clearly the results of the vote; and
12. Declare the meeting adjourned upon such vote by the Board, or when in his/her judgment any emergency or other cause requires adjournment.

**Responsibilities:** The President shall have all the rights to discuss and vote on any issues before the Board but not to move or second any motion. If the President wishes to move or second a motion he/she must pass the gavel to the Vice-President and step down as the presiding officer for that particular item. Responsibilities of the President include:



1. Sign all instruments, act, and carry out stated requirements and the will of the Board;
2. Form and disband all committees and appoint Committee members and chairs, subject to Board ratification;
3. Call such meetings of the Board as he/she may deem necessary, giving notice as prescribed by law;
4. Coordinate the District agenda with the General Manager;
5. Confer with the General Manager or designee on crucial matters which may occur between Board meetings;
6. Be responsible for the orderly conduct of all Board meetings;
7. Be the spokesman for the Board; and
8. Perform other duties as authorized by the Board.

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.

Board Vice-President:

When the President resigns or is absent or disabled, the Vice-President shall perform the President's duties.

When the President disqualifies himself/herself from participating in an agenda item or becomes partisan in the debate on any such item, the Vice-President shall perform the duties of the presiding officer.

**Secretary:**

When the President and Vice-President resign or are absent or disabled, the Secretary shall perform the President's duties.

When the President and Vice-President disqualify themselves from participating in an agenda item or become partisan in the debate on any such item, the Secretary shall perform the duties of the presiding officer.

**Duties:**

1. Certify or attest to actions taken by the Board when required;
2. Sign the minutes of the Board meeting following their approval;
3. Sign the documents as directed by the Board on behalf of the District and sign all other items which require the signature of the Secretary of the Board; and
4. Perform any other duties assigned by the Board.

**Responsibilities\*:**

1. Minutes of the Board meeting are recorded in some manner. These recordings are for use by the Secretary only for the purpose of preparing minutes for adoption at the next regularly scheduled meeting of the Board. Upon adoption of these minutes, the recording media will be reused or otherwise destroyed;
2. Minutes of each Board meeting are prepared and maintained;
3. Board records and other documents/reports are maintained, as required by law; and
4. Make sure Board officers received the correspondence addressed to them.

\*NOTE: These are delegated to the General Manager.

The Secretary shall perform such other duties and responsibilities as may be imposed by law or by a majority vote of the Board of Directors.

**Assistant Secretary:**

The Assistant Secretary shall act if the Secretary is absent or unable to act, and shall exercise all the powers of the Secretary on such occasion.

**4.06: DIRECTORS FEES:**

Each member of the Board shall be compensated for attendance at regular and special meetings of the

Board, including committee meetings, at the rate of \$188.00 per day up to the maximum number of days per month approved by the Board and allowed by law. The maximum number of days of compensation for Directors shall be eight days per month as approved by the Board of Directors March 7, 2007. Each Director shall submit, on a form prepared by the District and signed by the Director, the number of days of attendance for which compensation is to be made. Compensable meetings are as outlined in Appendix "V" "Palmdale Water District Guidelines for Director Compensated Meetings and Activities."

**4.07: DIRECTORS EXPENSES:**

Each member of the Board is encouraged to participate in those outside activities and organizations which in the judgment of the Board further the interests of the District. Expenses incurred by each Board member in connection with such activities are reimbursable as set forth in Appendix "V" or where the Board member's attendance is specifically authorized in advance by the Board. The following rules apply:

- A. All expenses shall be reasonable and necessary.
- B. The most economical mode and class of transportation consistent with scheduling

requirements shall be used. Reimbursement for use of personal autos shall be at the current rate set by the Board.

- C. Expenditures for food shall follow the guidelines of \$10, \$15, and \$30 for breakfast, lunch and dinner, respectively, for a total of \$55 for a full day of travel. Expenditures for lodging shall be moderate and reasonable. Expenditures for alcohol shall not be considered a reimbursable expense.
- D. Expenses for guests of District representatives are reimbursable, provided such expenses are for the benefit of the District and the guest is identified.
- E. Requests for reimbursement, with appropriate receipts and documentation, shall be submitted on a form prepared by the District and signed by the Director, and shall be subject to periodic review by the Finance Committee.
- F. It is the intent that reimbursements shall be made from each Board member's equal share of the "Director's Travel" and "Director's Meetings & Seminars" approved annual budgets, subject to adjustments made by the Board in its

discretion. . . These accounts can only be adjusted by Board action. Credit limits for Director credit cards for payment of travel expenses shall be established according to the approved travel expense budget set for each Director.

All meetings, seminars, conferences, etc. approved by the Board for Board attendance and Directors registered to attend will be summarized and reported on a regular basis.

G. Directors shall complete a "Director Meeting Report Form" upon return from travel (Appendix "V").

H. Directors shall not accept gifts, dining, etc. from developers, contractors, or consultants that are, or could be, associated with District operations.

**4.08: SPECIAL MEETINGS:**

Special meetings of the Board shall be held at a time and place as may be designated by the presiding officer or by a majority of the members of the Board upon written notice of such meeting mailed and received by, or personally delivered to, each Board member at least 24 hours prior to such special meeting.

**4.09: EMERGENCY MEETINGS:**

In the case of an emergency involving matters upon which prompt action is necessary due to the disruption or threatened disruption of public facilities, a special meeting may be held without complying with the 24-hour notice requirement. A majority of the Board may determine that an emergency exists. All other special meeting requirements must nonetheless be met. Additionally, the minutes of such emergency special meeting shall list those persons notified or who were attempted to be notified. A copy of the roll call vote on any actions taken at such meeting shall be publicly posted for at least 10 days as soon after the meeting as possible. A closed session cannot be conducted at such emergency special meeting.

**4.10: NOTICE OF MEETINGS:**

A. Notice of each regular and special meeting shall be mailed and received by, or personally delivered to, each member of the Board and to each local newspaper of general circulation, radio or television station requesting such notice in writing, at least 24 hours before the time of the meeting. The call and notice of a special meeting must specify the time and place of the meeting and the business to be transacted.

Revised 7-11-07

B. Notice of meetings shall also be mailed at least one week prior to the meeting, where practicable, to any owner of property within the District who has filed a request for such notice. Requests for notice are valid for one year unless renewal is requested. The Board may establish a reasonable fee for such special notices.

4.11: CONDUCT OF DIRECTORS:

A. MEETINGS:

Meetings of the Board shall be governed in accordance with the principles of Robert's Rules of Order, as they may from time to time be revised. Directors shall adhere to a Code of Conduct approved March 14, 2007 as follows: In order to foster open dialogue and meaningful discussion during meetings of the Palmdale Water District, I promise to:

- Be willing - I choose to participate fully.
- Be kind - I choose to treat others with dignity and respect.
- Be open - I choose to consider new ideas and perspectives.
- Be truthful - I choose to share accurate facts about my situation.



There shall be a period reserved on the agenda for public comment, at which time members of the public may be heard on matters of interest to the District. No action may be taken by the Board on such matters. The Board may prescribe time limits for public comment as necessary.

**B. INDIVIDUALLY:**

Directors shall comply with all adopted policies and/or plans referencing their conduct. Examples include Section 4 of the Rules and Regulations and the Employee Communications Plan.

**4.12: AGENDA:**

The Secretary shall cause an agenda of each regular meeting of the Board to be posted at least 72 hours before the meeting, in accordance with applicable law. Upon a two-thirds vote of the Board members, the Board may consider matters for action which arose after notice of the meeting was given.

**4.13: QUORUM:**

The quorum consists of three Board members. A quorum must be present for the Board to take action on any matter.

**4.14: ACTION BY BOARD:**

A minimum of three Board members must approve a matter before the Board in order for the Board to take action on that matter.

**4.15: CLOSED SESSIONS:**

The Board may meet in closed session not open to the public to discuss matters of a confidential nature, including, but not limited to, discussions regarding matters posing a threat to the security of public buildings, consideration of personnel matters unless the employee requests a public hearing, meetings with designated representatives of the District prior to and during negotiations with employee organizations and to meet with District counsel regarding pending or threatened litigation pursuant to Government Code Section 54956.9. Prior to and after holding a closed session, the Board shall state the general reason for the closed session, and may consider only those matters covered in the statement.

**ARTICLE 5: CONFLICT OF INTEREST CODE AND DISCLOSURE**

The District has adopted a Conflict of Interest Code in accordance with state law and incorporates such Code herein. The District Conflict of Interest Code is attached hereto as Appendix B.

# **PALMDALE WATER DISTRICT RULES & REGULATIONS**

## **ARTICLE 4**

**DATE: 7-11-07**

## **APPENDIX V**

- **GUIDELINES FOR DIRECTOR  
COMPENSATED MEETINGS  
AND ACTIVITIES**
- **DIRECTOR MEETING REPORT  
FORM**

Palmdale Water District Guidelines for Director Compensated Meetings and Activities				
Organization/Affiliation	Meeting, Event, or Function	Criteria	Director Fee	Expenses
Palmdale Water District	Business Functions: Board meetings, Committee meetings, Appointed Position meetings (i.e. AVSWCA, Plant 42 ERAB), and General Manager initiated meetings.	All meetings and functions sponsored or conducted by the District, all Board-approved chair, member, and alternate committee and liaison assignments as provided; legislative meetings and trips for District related business.	X	X
	Internal District Activities: Staff meetings, Employee Lunches, Employee Appreciation Events, and Christmas Lunch/Dinner, etc.		-	-
	Water Awareness Activities: Landscape Workshops, Blue Ribbon Water Week, Water Awareness Month Activity, etc.	Director compensation only if scheduled to work a booth or some aspect of the event.	X	X
	Public Board and committee meetings of AVEK, LCIQ, CHWD, RCSD, LACWW District 40, and mutual water companies.	All meetings in this category can be claimed for compensation during the first year of a new director's term. All meetings and functions sponsored or conducted by these organizations where business with PWD is directly referenced as an agenda item can be claimed for compensation by all directors.	X	X
Antelope Valley water purveyors				
Areas Served by the District	Meetings of the Palmdale City Council, Palmdale Planning Commission, Los Angeles County Regional Planning, and Los Angeles County Board of Supervisors.	All meetings in this category can be claimed for compensation during the first year of a new director's term. All meetings and functions sponsored or conducted by these organizations where business with PWD is directly referenced as an agenda item can be claimed for compensation by all directors.	X	X
Antelope Valley Integrated Regional Water Management Group	Monthly meetings scheduled through completion of Plan.	Meetings will be compensated for one director per month unless an Ad-Hoc Committee is formed for this issue. Both assigned directors would then be eligible for attendance compensation.	X	X
Association of California Water Agencies (ACWA)	ACWA Spring and Fall Conferences (including ACWA/JPIA meetings), Federal and State Legislative Conferences, Region 8 meetings, ACWA-appointed committee meetings, Public Water Agency Group meetings, and other ACWA-sponsored events.	All meetings, functions, and tours, sponsored or conducted by this organization and confirmed in advance by PWD Board action.	X	X
California Special Districts' Association (CSDA)	Annual Conference, educational functions, legislative meetings, CSDA-appointed committee meetings, and other CSDA-sponsored events.	All meetings, functions, and tours, sponsored or conducted by this organization and confirmed in advance by PWD Board action.	X	X
Water Education Foundation	Annual briefings and water-related tours.	All meetings, functions, and tours, sponsored or conducted by this organization and confirmed in advance by PWD Board action.	X	X
Director Training Programs	CSDA Governance Academy and Special District Institute Certificate of Completion.	All new directors are encouraged to complete one or both of these programs in their first two years on the Board in addition to any legally required training.	X	X
Palmdale Chamber of Commerce	Annual dinner, monthly business meetings, business mixers, monthly luncheons, Christmas Parade, and other special events.	Attendance not compensable unless speaking on behalf of the District.	-	X
Other Antelope Valley Non-Governmental Organizations	Meetings of the A.V. Board of Trade, A.V. building industry Association, Palmdale Sheriff Boosters, Chambers of Commerce, etc.	Attendance not compensable unless speaking on behalf of the District.	-	X
Other Antelope Valley Governmental Organizations	Meeting of the Sanitation Districts of Los Angeles County Districts 14 and 20, Lancaster Regional Water Quality Control Board (Southern California), Lancaster City Council, town councils, etc.	Attendance not compensable unless speaking on behalf of the District.	-	X
Other Community Events	Antelope Valley Fair, Home & Garden Show, Palmdale Fall Festival, Palmdale Thursday Nights at the Square, Summer Concerts, Puppy Festival, etc.	Attendance not compensable unless speaking on behalf of the District, scheduled to work a booth on behalf of the District, or otherwise act as a formal representative of the District.	-	-

Approved by Palmdale Water District Board of Directors on July 11, 2007

# DIRECTOR MEETING REPORT FORM

NAME: \_\_\_\_\_ DATE: \_\_\_\_\_

NAME OF ORGANIZATION/MEETING:

---

---

---

LOCATION/DATE OF MEETING:

---

---

---

GENERAL SUBJECT MATTER OF MEETING:

---

---

---

---

KEY POINT(S) RELATING TO PWD OPERATIONS AND/OR POLICIES:

---

---

---

---

---

LIST OF NEW CONTACT(S) AND HOW THEY CAN BENEFIT PWD:

---

---

---

---

---

# **PALMDALE WATER DISTRICT RULES & REGULATIONS**

## **ARTICLE 4**

**DATE: 5-14-08**

PROPOSED REVISION TO ARTICLE 4: ORGANIZATION AND OPERATION  
OF THE BOARD OF DIRECTORS:

4.11: CONDUCT OF DIRECTORS:

A. MEETINGS:

Meetings of the Board shall be governed in accordance with the principles of Robert's Rules of Order, as they may from time to time be revised. Directors shall adhere to a Code of Conduct approved March 14, 2007 as follows:

In order to foster open dialogue and meaningful discussion during meetings of the Palmdale Water District, I promise to:

- Be willing - I choose to participate fully.
- Be kind - I choose to treat others with dignity and respect.
- Be open - I choose to consider new ideas and perspectives.
- Be truthful - I choose to share accurate facts about my situation.

There shall be a period reserved on the agenda for public comment, at which time members of the public may be heard on matters

may prescribe time limits for public comment as necessary.

**B. INDIVIDUALLY:**

Directors shall comply with all adopted policies and/or plans referencing their conduct. Examples include Section 4 of the Rules and Regulations and the Employee Communications Plan.

**C. USE OF DISTRICT LETTERHEAD BY DIRECTORS:**

District letterhead shall only be used by Directors for District business. For most matters, prior board authorization is required before District letterhead may be used. However, the Board President or other authorized Director may use District letterhead for routine District matters, such as communication with the Association of California Water Agencies and other governmental agencies. Directors must use their own letterhead when writing letters to the editor of any newspaper or publication. Copies of any correspondence on District letterhead signed by a Director shall be distributed to all Directors.



# **PALMDALE WATER DISTRICT RULES & REGULATIONS**

## **ARTICLE 4**

**DATE: 2-11-09 AND LATER  
REVISIONS AS NOTED**

Y. **Temporary Service:** Provision of water on a temporary basis for construction purposes.

**ARTICLE 4: BOARD OF DIRECTORS (BoD) (Revised 2-11-09)**

**4.01: NUMBER OF DIRECTORS**

The number of Directors shall be five (5) members elected at large from the District, each to be a resident and voter of one of the five voting Districts.

**4.02: VOTING DISTRICTS**

There shall be five (5) voting divisions with the boundaries as established by the BoD to equalize, as best as possible, the number of registered voters in each voting division. These boundaries shall be adjusted with approval of the Board when deemed necessary. Resolution 09-06 and the PWD Boundary and Elective Division Map are attached hereto as Appendix A.

**4.03: MEETINGS OF THE BOARD (Revised 1-13-10)**

**4.03.1 REGULAR MEETINGS OF THE BOARD**

Regular meetings of the Board are held on the second and fourth Wednesday of each calendar month at 7:00 p.m. or the time and dates set on the agenda when necessary. If the regular meeting falls on a holiday, the meeting time will be re-scheduled before or after that date as the Board directs. Meetings shall be run under the general guidelines of "Robert's Rules of Order" and in accordance with California's open meeting laws. Notice of each regular meeting shall be mailed and received by, or personally delivered to, each member of the Board. Notices shall be sent to a local newspaper of general circulation, radio or television station requesting such notice in writing, at least 72 hours before the time of the meeting. The call and notice of any meeting must specify the time and place of the meeting and the business to be transacted.

**4.03.2 SPECIAL MEETINGS OF THE BOARD**

Special meetings of the Board shall be held at a time and place as may be designated by the presiding officer or by a 3/5ths majority of the members of the Board. Written notice of such a meeting is to be mailed to and received by, or personally delivered to, each Board member at least 24 hours prior to such special meeting.

**4.03.3 EMERGENCY MEETINGS OF THE BOARD**

In case of an emergency involving matters upon which prompt action is necessary due to disruption or threatened disruption of public facilities, an emergency meeting of the Board may be held at a time and place as may be designated by the presiding officer without complying with the 24 hour prior notice requirement. All other meeting requirements must nonetheless be met. The minutes of such an emergency meeting shall list those persons notified or who were attempted to be notified. A copy of the roll call vote on any action taken must be posted for at least 10 days as soon after the meeting as possible.

**4.03.4 QUORUM**

The quorum consists of three Board Members. A quorum must be present for the Board to take action on any matter. A 3/5 Board majority is required for any action by the Board, except for a motion to adjourn or a motion to adjourn for a stated time.

**4.04: OFFICERS OF THE BOARD**

The officers of the Board shall be:

**President, Vice President, Treasurer and Secretary.**

The Board may reorganize from time to time upon a 3/5 majority vote of the Board or annually when called for by the President.

**4.05: DUTIES OF OFFICERS**

**4.05.1 DUTIES AND OBLIGATIONS IN GENERAL**

In addition to such duties and obligations imposed by law or by action of the Board of Directors, the duties of each officer of the District are as follows:

**4.05.1.1 President**

Preside over and conduct all meetings of the BoD and carry out the resolutions and orders of the Board. Exercise other powers and perform other duties as prescribed by the Board. Approve Board meeting agendas. Form or disband standing and ad hoc committees. Appoint committee members and the Chair of said committees. Write and/or sign correspondence in behalf of the BoD and PWD.

**4.05.1.2 Vice President**

Exercise the duties of the President in the absence of, when the President stands down or when the President is unable to continue in his/her duties due to any other reason.

**4.05.1.3 Treasurer**

Sign financial instruments as required and serve as the Finance Committee Chair. The Treasurer acts on behalf of the President in the event the President and Vice President are unable to do so.

**4.05.1.4 Secretary**

Certify or attest to the actions taken by the Board. Sign the minutes of the Board meeting following their approval.

**4.06: BOARD OF DIRECTORS COMPENSATION (Revised 12-11-09)**

The Board of Directors shall be compensated for attendance at regular and special meetings of the Board, including committee meetings, and other functions as approved in advance by the Board of Directors, at a rate of \$150.00 per day up to the maximum number of days per month and the maximum annual compensation allowable by law. In addition, Directors shall

be entitled to compensation for a day of service in attendance at all meetings and occurrences listed and as indicated in Appendix V, as the Board of Directors has determined those meetings and occurrences constitute performance of official duties rendered as members of the Board. Each Director shall submit, on a form provided by PWD and signed by the Director, the number of days of attendance for which compensation shall be made. Email or FAX submittal of the form shall be acceptable with signature to follow. Compensation for purely social functions is not allowable.

#### **4.06.1 BOARD OF DIRECTORS EXPENSES**

The Board of Directors shall be compensated for actual, reasonable and necessary expenses incurred for participating in activities approved in advance by the Board of Directors or as allowed as indicated in Appendix V attached hereto, and that further the goals and interests of PWD. Directors shall exercise prudence in all expenditures. Requests for reimbursement, along with receipts and documentation shall be submitted on a form provided by PWD and signed by the Director. Email or FAX submittal of the form shall be acceptable with signature to follow. All requests for reimbursement should be submitted to the General Manager monthly after the expenses were incurred or expenditures made. The Finance Committee shall periodically review Director's expense reports and shall prepare such reports and documents as may be required under Government Code Section 53065.5. This policy is intended to result in no personal gain or loss to a Director and no reimbursement shall be allowed for transportation, lodging, meals or incidental expenses of family members or guests of a Director traveling with the Director to an authorized event.

#### **4.06.2 REPORTS TO GOVERNING BOARD**

At the regular meeting of the Board following any meeting, conference, educational activity or other authorized event for which compensation for a

day of services or reimbursement of expenses is requested, the Director attending the event shall give a brief report on the meeting or event. If more than one Director of the District attended the same meeting, a joint report may be made. Reports may be written or oral.

**4.07: CONDUCT OF THE BOARD OF DIRECTORS**

The PWD Board of Directors shall at all times conduct itself in accordance with all applicable Federal, State and Local laws.

**4.08: USE OF DISTRICT LETTERHEAD AND LOGO BY DIRECTORS**

(Revised 10-10-12)

District letterhead and/or logo shall only be used by Directors for District business and may not be used for any personal matters including campaign materials. For most matters, prior Board authorization is required before District letterhead and/or logo may be used regardless of cost. However, the Board President or other authorized Director may use District letterhead and/or logo for routine District matters, such as communication with the Association of California Water Agencies and other governmental agencies. Directors must use their own letterhead when writing letters to the editor of any newspaper or publication. Copies of any correspondence on District letterhead signed by a Director shall be distributed to all Directors.

**4.09: DIRECTOR BIOGRAPHIES (Revised 9-30-09)**

The biography of a Director shall be limited to the Director's own qualifications and experience, and shall not include language that in any way makes reference to other Directors or their qualifications, character or activities.

**4.10: DIRECTORS' SOCIAL MEDIA COMMUNICATIONS POLICY**

(Approved 11-14-12)

**A. Introduction/Purpose:** In light of advances in information and communications technology, the Board of Directors of Palmdale Water

District (the "District") adopts this policy to ensure continued compliance with the Brown Act in connection with certain social media and other electronic communications, while respecting a Director's right to express himself or herself on issues within the District's subject matter jurisdiction, and to enhance directors' communications with their constituents.

- B. Application:** This policy shall apply only to Directors' communications in the following social or electronic media:
- a. District's website;
  - b. District's Facebook page;
  - c. other Directors' individual Facebook pages, but only as to issues within the District's subject matter jurisdiction;
  - d. water industry websites and blogs; and
  - e. Palmdale community websites and blogs, but only as to issues within the District's subject matter jurisdiction.
- C. Tone and Tenor of Communications:** The Board acknowledges that all communications made by a District Director, whether in his or her capacity as a Director or in his or her individual capacity, have the potential to reflect on the District and the Board, as a whole. Directors' social media and other electronic communications shall be professional and civil, and shall not include profanity, personal attacks or racial slurs. In addition, in making such communications, Directors shall not disclose confidential or closed session information, particularly regarding ongoing litigation, personnel issues or proprietary District information.
- D. District Website:** Each Director may, from time to time, post informative newsletters to communicate District events and accomplishments to their constituents. Directors must refrain from using their newsletters to respond to any items included in another Director's

newsletter. Notwithstanding the foregoing, during the period that commences on the date that candidates may first submit papers to become a candidate for a position on the District's Board of Directors and ending on the day after the election for that position, Directors shall not post anything on the District's website and all existing posts will be removed from the District's website.

**E. District Facebook Page:**

1. Subject to the limitations set forth in subdivisions (b), (c) and (d) of this Section 5, Directors may post communications on the District's Facebook page that will not be reasonably construed to constitute the development of a collective concurrence or commitment to make a decision on a matter within the District's subject matter jurisdiction.
2. With respect to comments on the District's Facebook page, not more than two (2) Directors may comment on any post on the District's Facebook page; provided, however, that if a District Director posted the initial comment, then only one (1) other Director may comment on that post. Directors should refrain from knowingly commenting on any post that concerns an issue that it is reasonably anticipated the Board of Directors will consider in the future.
3. With respect to "likes" on the District's Facebook page, Directors may "like" any post or comment on that page so long as the post or comment concerns a prior event or occurrence; provided, however, that if a District Director posted the initial post or comment, then only one (1) other director may "like" that post or comment. For any posts or comments concerning future events or occurrences or issues that it is reasonably anticipated the Board of Directors will



consider in the future, directors should refrain from “liking” any such post or comment, and in all cases not more than two (2) Directors may “like” that same post or comment.

4. During the period that commences on the date that candidates may first submit papers to become a candidate for a position on the District’s Board of Directors and ending on the day after the election for that position, Directors shall not post any campaign-related comments or posts on the District’s website, nor “like” any campaign-related comments or posts made by any other person or entity and all existing posts will be removed from the District’s website.

**F. Other Social Media Sites or Blogs, including Palmdale Community Sites:**

1. For any substantive discussion regarding an issue within the District’s subject matter jurisdiction, the Director must include a disclaimer that the comment or statement made by the Director is the Director’s personal view or position and not the view or position of the District.
2. Upon becoming aware of a posting, comment or statement by a District Director on any website or blog (other than the District’s website or District’s Facebook page, as described in Sections 4 and 5, above), other Directors shall refrain from posting on the same website or blog comments or statements in response to that Director’s post, comment or statement if that post, comment or statement concerns subject matter that is within the District’s subject matter jurisdiction.

Upper San Gabriel Valley Municipal Water District MANUAL OF POLICIES			
Subject	Policy Number	Date Adopted	Date Revised
BOARD MEMBER COMPENSATION AND REIMBURSEMENT	2.6	05-03-11	11-01-11
			04-02-13

**Purpose**

2.6.1 Members of the Board of Directors shall receive remuneration not to exceed that which is allowed by law and as set forth by Upper District resolution.

**Background**

2.6.2 Members of the Board of Directors are expected to attend meetings and functions on behalf of Upper District. As such, they are entitled to compensation as allowed by law and further described in this policy.

**Policy**

2.6.3 Protocols regarding attendance at approved compensable meetings and activities by members of the Board of Directors are set forth as follows:

- (a) Members of the Board of Directors shall receive compensation for attendance at all approved compensable meetings and activities and for services rendered at the request of, or authorized by, the Board for a cumulative total of not to exceed ten (10) days in any calendar month as allowed under Water Code Sections 20201 and 20202. Board members shall receive compensation for no more than one compensable meeting in any calendar day.
- (b) Members of the Board of Directors shall receive compensation in an amount per day of service for attendance at approved compensable meetings and activities as set forth in Ordinance No. 91-1 as amended by ordinance 05-2 and pursuant to Water Code Sections 20201 and 20202.
- (c) Board members will be compensated in the amount of \$200.00 or as hereinafter adjusted pursuant to Ordinance No. 91-1 as amended by ordinance 05-2 for their attendance at meetings and activities that are reasonable and necessary for the efficient and effective governance of the Upper San Gabriel Valley Municipal Water District. Except as compensated by the Main San Gabriel Basin Watermaster or the San Gabriel Basin Water Quality Authority, or otherwise limited by this resolution, Board members will receive compensation for attendance at the following specific and general meetings:
  - (1) All Upper District Board and committee meetings.
  - (2) Meetings of city councils, chambers of commerce and governing boards of other water districts and Upper District sub-agencies.
  - (3) Board meetings, hearings, committee meetings and workshops of Metropolitan Water District of Southern California ("MWD"), Main San Gabriel Basin Watermaster, San Gabriel Basin Water Quality Authority and San Gabriel Valley Water Association.
  - (4) Upper District sponsored events that all Board members have the opportunity to attend such as an Upper District sponsored water awareness festival,

groundbreaking ceremony for an Upper District sponsored or co-sponsored project, or Upper District sponsored or co-sponsored watershed or water conservation event.

- (5) Other water industry-related conferences, seminars, meetings and activities, specifically approved by the Board of Directors through the agenda process.
  - (6) The Board encourages its members to promote the Upper District and its activities within the community it serves and will consider authorization of attendance at certain meetings or events if a Board Member has been invited to speak or to make a presentation as an official representative of the Upper District at that meeting or event. The invitation for a Board Member to speak or to make a presentation must be listed on the agenda for Board approval or ratification.
- (d) Board members that serve as Upper District appointed members of the Main San Gabriel Basin Watermaster and/or San Gabriel Basin Water Quality Authority will be compensated for their attendance at meetings of those agencies, by those agencies, in accordance with policies of those agencies. However, the Upper District will pay its representatives to the Main San Gabriel Basin Watermaster and/or San Gabriel Basin Water Quality Authority the difference between the meeting stipend of those agencies and the then current meeting stipend of the Upper District. A stipend differential must be listed on the requesting Board member's expense report and will be counted towards that member's ten (10) compensable meetings per month limitation for the month in which the meeting was attended as set forth in Policy No. 2.6.3 (a) of this manual. In addition, the differential stipend will be counted towards that member's one (1) meeting per day limitation for the day in which the meeting was attended as set forth in Paragraph 2.6.3 (a) of this Section.
- (e) Members of the Board of Directors shall be reimbursed for all legitimate, reasonable and necessary expenses incurred in attending approved compensable meetings and activities when so authorized in accordance with Resolution No. 8-04-428. Directors shall be reimbursed for use of their personal vehicles for District business at the flat rate of \$300 a month. Alternatively, Directors may choose to receive reimbursement for actual mileage incurred during any given month at the prevailing IRS approved rate. Directors who receive the monthly allowance shall not receive reimbursement for mileage from the District, or from any other agency. The option to receive the monthly allowance or the reimbursement for actual mileage incurred shall be at the sole discretion of each Director, and shall be made no later than the last day of the preceding month. The car allowance amount shall be calculated each July and increased based on the Consumer Price Index (CPI)- Fuel percentage for the previous 12 month period. The General Manager shall then give notice of the CPI or IRS mileage rate increase to the Board of Directors for implementation each August. In no event shall the car allowance be less than the previous year. Directors shall also be reimbursed for costs related to communications. Alternatively, Directors may receive a communications allowance in the performance of their official duties of \$150.00 per month. The communications allowance amount shall be calculated each July and increased by the CPI for all urban consumers in the Los Angeles County area for the previous 12-month period. The



General Manager shall then give notice of the CPI rate increase to the Board of Directors. Any increase shall be effective each August 1<sup>st</sup>. In no event shall the communications allowance be less than the previous year. The option to receive the monthly communication allowance or the reimbursement for actual communication-related expenses in connection with District business shall be at the sole discretion of each Director and shall be made prior to January 1<sup>st</sup> for the following year.

- (f) All members of the Board of Directors of the Upper District are eligible to serve as a representative of the Upper District to the MWD Board of Directors. All MWD representatives (both board members and non-members) serve at the pleasure of the Board and may be appointed, removed, or replaced at any time. A non-member of the Board of Directors of the Upper District may serve as a representative of the Upper District to the MWD Board of Directors, provided:
  - (1) The non-member is nominated and elected to serve by a majority (three {3} or more) of the members of the Board of Directors of the Upper District;
  - (2) The non-member is eligible to vote in Upper District elections;
  - (3) The non-member is, at the time of appointment and for all times thereafter, a resident of the Upper District;
  - (4) The non-member is determined by the Board of Directors of the Upper District to be qualified to act as a representative to the MWD Board of Directors;
- (g) The non-member, if nominated and elected to serve, shall receive as compensation/reimbursement, in accordance with Resolution 1-10-473, the following:
  - (1) A stipend, equal to the existing stipend of an Upper District Board member, to attend an MWD Board meeting or assigned committee meeting, or a meeting of the Upper District. The stipend shall not exceed ten (10) meetings per month or one (1) per day.
  - (2) Reimbursement of transportation expenses, consistent with Upper District Board policy, to go to and from all authorized meetings of MWD or the Upper District.
- (h) Except as otherwise prohibited under the California Government Code or other applicable law, representatives to the MWD who are also members of the Upper District Board may receive compensation for up to an additional ten (10) meetings in addition to the total number of meetings authorized by Upper District Board Policy. A representative, who is a non-member of the Board of Directors of the Upper District, may be eligible to attend Upper District approved events, conferences and activities provided prior approval is received from the Board of Directors of the Upper District.
- (i) Members of the Board of Directors are encouraged to attend educational conferences and professional meetings when the purposes of such activities are to improve Upper District operation. Except as otherwise provided within this policy, there is no limit as to the number of Directors attending a particular approved compensable meeting when it is apparent that their attendance is beneficial to the Upper District. "Junkets" (a pleasure tour or journey taken at public expense), are not permitted under any circumstance.
- (j) It is the policy of the Upper District to encourage Board member development and excellence of performance by reimbursing appropriate expenses incurred related to the attendance at approved compensable meetings and activities.

- (k) Expenses to the Upper District for Board of Directors' attendance at approved compensable meetings and activities should be minimized by utilizing recommendations for transportation and housing accommodations put forth by the General Manager and by:
  - (1) Utilizing hotel(s) recommended by the event sponsor in order to obtain discounted rates.
  - (2) Directors traveling together whenever feasible and economically beneficial.
  - (3) Requesting reservations sufficiently in advance, when possible, to obtain discounted air fares and other transportation, hotel rates and registration fees.
- (l) To the extent the Upper District Board has not already approved and paid costs and expenses in advance, Directors, as a condition to any reimbursement authorized under these procedures, shall produce and present to the Upper District, a completed expense report that includes satisfactory documentation and receipts evidencing or substantiating, all actual and reasonable and necessary expenses incurred, and not otherwise reimbursed by the Upper District, in the Director's performance of duties as provided herein.
- (m) The Upper District does not prohibit a Director's spouse or other companion from traveling with the Board Member to approved compensable meetings and activities. However, the Board Member will be personally responsible for all expenses associated with the spouse or companion's travel and attendance at the meeting or activity.
- (n) A Director shall not attend a conference or training event for which there is an expense to the Upper District if it occurs after they have announced their pending resignation, or if it occurs after an election in which it has been determined that they will not retain their seat on the Board. A Director shall not attend a conference or training event when it is apparent that there is no significant benefit to the Upper District.
- (o) Upon returning from approved seminars, workshops, conferences, or educational meetings where expenses are reimbursed by the Upper District, Directors will either prepare a written report for distribution to the Board, or make a verbal report at a regular meeting of the Board. Said report shall detail what was learned at the session(s) that will be of benefit to the Upper District. Materials from the session(s) may be delivered to the Upper District office to be included in the Upper District library for the future use of other Directors.
- (p) The Board is directed to evaluate all requests for compensation of meetings, informational and educational conferences, seminars and workshops and related expenses to the standard of reasonable and necessary uses of public funds doctrine.