

MADERA CEMETERY DISTRICT

BYLAWS

GENERAL PROVISIONS AND GOVERNMENT

A. GENERAL

1. Formation. The Madera Cemetery District is a Cemetery district formed on December 7th, 1944 by resolution of the Madera County Board of Supervisors and existing under the provisions of the laws of the State of California. An independent Special District.

2. Purpose. The provisions of these Bylaws ("Bylaws") and Policies and Procedures ("Policies") and Rules and Regulations ("Rules") enacted by the Board of Trustees of the Madera Cemetery District ("District") are to assist the Board of Trustees of the District as it sets policy and conducts the business and affairs of the District. It is the intent and purpose of these Policies to help clarify and define the responsibilities of the officials of the District. The purpose of these Bylaws is to supplement state law and to provide more specific guidelines for the actions of the Board of Trustees of the District by means which are fair, fiscally responsible, and protective of the interests of the people of the District. These Bylaws express the consensus of the Board as to policy matters covered but are not intended to be exhaustive nor are they intended to restrict the otherwise lawful authority of the Board. Notwithstanding any other term, provision or condition of these Bylaws, no otherwise lawful act of the Board or the officers of the District shall be invalidated by reason of any term, provision or condition of these Bylaws.

3. Roster of Public Agencies. Pursuant to Government Code § 53051, each time a change is made in the name of the District, the address of the District, or a change in the members of the governing board, a statement of facts will be filed with the Secretary of State and the Madera County Clerk within ten (10) days of the change.

4. Applicable Law. That which is contained in the applicable provisions of the California Health and Safety Code and applicable provisions of the California Government Code govern the actions of the District and its Board of Trustees.

B. ORGANIZATION

1. Board of Trustees. The District is governed by a Board of Trustees consisting of five (5) members appointed by the Madera County Board of Supervisors. The Trustees shall hold office for four (4) years and until their reappointment or appointment of their successors. All Trustees' terms shall commence on the Board's first meeting in January following appointment and end on December 31. To the extent possible, Trustees' terms shall be staggered so that no more than two (2) Trustees' terms expire in the same calendar year.

2. Oath. Each Trustee shall accomplish a notarized “Oath or Affirmation of Allegiance and Affidavit of Citizenship.” Two copies of the form will be mailed to the Trustees by the Madera County Board of Supervisors upon his or her appointment. One copy of the executed Oath will be forwarded to the County Clerk and one copy kept on file in the District Office.

3. Officers. The officers of the Board of Trustees shall be Chairperson and Vice Chairperson. The Board may also appoint a Secretary and, in the event any of the District’s funds are withdrawn from the County and managed by the District, the Board shall also appoint a Treasurer, which person shall be bonded.

4. Election of Officers. At the first meeting in January, every two years the Board shall elect a Chairperson and a Vice Chairperson to serve terms of two years. Upon the occurrence of a vacancy in one or more of the officer positions, the Board shall fill such vacancy in accordance with the law. An interim election for Board Officers may be held upon the written request of the majority of the trustees on the Board at the time.

5. Vacancies.

(a) The office of a member of the Board of Trustees shall become vacant upon:

- (1) The death of the incumbent;
- (2) The resignation of the incumbent;
- (3) The Trustee’s ceasing to discharge the duties of his or her office for the period of three (3) consecutive months, except when prevented by sickness;
- (4) The physical or mental incapacitation of the incumbent due to disease, illness, or accident for a period of six (6) months or more where the remaining Board members have reasonable cause to believe that the incumbent will not be able to perform the duties of his or her office for the remainder of his or her term;
- (5) His or her conviction of a felony or of any offense involving a violation of his or her official duties;
- (6) His or her refusal or neglect to file his or her required oath or required Statement of Financial Interests within the time prescribed; or
- (7) Any other event specified in Government Code section 1770.

(b) Upon the occurrence of an event specified in subsection (a) above, by a vote of a majority of the remaining Trustees, the Board of Trustees shall adopt a resolution declaring the Trustee office vacant, and request the Madera Board of Supervisors to promptly appoint a replacement pursuant to Health & Safety Code section 9024(c).

6. Duties of Trustees - General. The Trustees' duties shall be legislative in nature. They shall formulate and adopt policy, rules and regulations for the operation and management of the District.

a. Open Meetings. The Trustees shall conduct their business for the public benefit, abiding by the California "Open Meeting Law" (Govt. Code §§ 54950 *et seq.*) as interpreted by court decisions and Attorney General opinions, concerning the requirements for open meetings of governmental agencies in California.

b. Sound Judgment. They shall exercise sound and prudent judgment in conducting the business of the District and shall deal always in an ethical, honest, straight-forward, open and above-board manner with the community, the District Manager and the staff.

c. Finances and Budgets. They shall in all ways prudently manage, preserve and account for the District's financial resources. They shall review and approve a budget annually. They shall provide, within applicable budget limitations, adequate personnel, equipment and materials for the operation and maintenance of the Madera Cemetery District.

d. Personnel. The Board shall establish Personnel Policies which shall provide for the recruitment, selection, retention, evaluation, discipline and termination of District employees.

e. District Manager. They shall employ a qualified, competent person as District Manager who will manage, administer and supervise the District under the direction of the Board. The Manager shall serve at the will and pleasure of the Board. The Board shall conduct at least annual formal job appraisal reviews of the District Manager pursuant to a formal review process which will be developed and documented.

f. Board Studies. They shall study ways of improving the District and the services the District provides.

g. Collective Action. They shall act collectively and they will not individually involve themselves in the day-to-day operation of the District. They shall function as a Board rather than as individuals to adopt public policies and Board procedures for guidance of the Board and Staff.

h. Community Relations. They shall keep the District Manager informed of community reaction to the District's services and assist in building positive community relations.

i. Official Functions. They shall represent the District at official functions that pertain to the District as required.

j. Litigation. They shall initiate legal action when appropriate, and vigorously defend the District against unwarranted claims or demands.

k. Workshop Meetings. It is the duty of the Chairperson to call a workshop meeting upon the appointment of any new Board Member. This is to benefit the newly appointed Trustees and acquaint them with the law governing [Doing Things] districts, District Bylaws, Policies and Procedures, Rules and Regulations, the Brown Act (Open Meeting Laws), the District's annual budget, and current issues under study by the Board of Trustees.

7. Clerk of the Board. The Clerk of the Board shall be the District Manager or other person selected by the Board and shall attend each regular meeting of the Board and maintain a record of all proceedings thereof as required by law. If the Clerk of the Board cannot attend a meeting, the Chairperson or the District Manager shall make arrangements to have someone in attendance to properly record the Board's proceedings. It shall be the duty of the Clerk of the Board to attest to all District Resolutions. The Clerk of the Board may attend all closed sessions of the Board as provided for in Government Code § 54957.2(a). The Clerk of the Board shall also keep a record of Board Agendas and Board Action Synopses. The Clerk is responsible for signing all legal documents and affixing the District Seal as required. The Clerk is responsible for the publication of legal notices, appropriate action and certification and filing of documents, *e.g.*, budgets, election reports, audits, resolutions, other legal documents. The Clerk is responsible for receiving and answering all official Board correspondence, after appropriate consideration is given to the correspondence by the Board acting collectively.

C. MEETINGS

1. Regular Meetings. The regular meetings of the Board of Trustees shall normally be held on the fourth Tuesday of each month, and shall normally commence at the hour of 5:30 p.m. at the District Offices. Notwithstanding the foregoing, the starting time of the meeting may be adjusted by order of the Chairperson to accommodate expected business.

2. Special Meetings. Special Meetings may be called at any time by the Board's Chairperson, or by a majority of the Trustees, by delivering personally or by mail, written notice of such meeting to each Trustee and by posting notice and agenda of the meeting at least 24 hours before the time of such meeting. The call and notice shall specify the time and place of the special meeting and the business to be transacted. No other business shall be considered.

3. Emergency Meetings. Emergency Meetings may be called without compliance with the 24-hour notice requirement in the case of any emergency situation involving matters upon which prompt action is necessary as set forth in Government Code § 54956.5.

4. Closed Sessions. Closed sessions may be called during a regular or special meeting. The general reason for a closed session must be made public either before or after the closed session of a regular meeting, and in the advance notice of a special meeting. Closed sessions not expressly authorized by the Brown Act are prohibited.

5. Quorums. A quorum is established as a majority of the total membership of the District Board. The District Board, which has a total membership of five (5) members, requires three (3) members to conduct a meeting and requires three (3) votes in agreement to pass a motion, resolution or ordinance.

6. Meeting Procedures. The Chairperson, when present, shall preside at all meetings of the Board, shall take the chair at the hour appointed for every board meeting and immediately call the members to order and proceed with the business of the Board. The proceedings of the Board shall be conducted in accordance with the provisions of law applicable thereto and generally accepted rules of order and parliamentary procedure, except as otherwise expressly established from time to time by a majority of the total membership of the Board.

7. Meeting Attendance. Each member shall be in his or her respective seat at the hour set for each regular meeting and at the time set for any adjourned or special meeting. Any member not present when the board is called to order shall be designated in the minutes as absent. If a member arrives after a meeting commences, the recording secretary shall note his or her arrival in the minutes.

8. Agenda Organization. The business of each regular meeting of the Board shall be in the order as printed on the agenda or as directed by the Chairperson of the Board. Generally, this shall be as follows:

- a. Call to Order
- b. Pledge to Flag
- c. Changes to the Agenda
- d. Public Comment
- e. Consent Agenda/Consent Calendar
- g. Correspondence
- h. Announcements
- i. Closed Session/Possible Litigation/Public Employee Evaluations
- j. Public Opportunity to Discuss Matters Not on The Agenda but Within District Jurisdiction
- k. Recess to Closed Session (if necessary)
- l. Adjournment.

9. Materials for Non-Agenda Items. Any member intending to introduce a special item not contained in the agenda shall deliver copies of such items, if possible, to each Board member and to the public before the opening of the meeting.

10. Board Discussions. When any Board member wishes to speak, the Board member shall address the Chairperson. The Chairperson shall name the member who is first to speak and speakers shall confine their remarks to the questions under debate and avoid disparaging personal attacks or comments. The Chairperson may elect not to recognize a Board member to speak again until all other members have had an opportunity to be heard.

11. Motions and Seconds. Each motion made by any member of the Board shall require a Second. Motions and Seconds may be made by any member of the Board, including the Chairperson.

12. Roll Call Procedure. Roll call will be called in voting upon all resolutions and ordinances which govern the District, while a voice vote may be had on routine motions not affecting the Policies & Procedure, Rules & Regulations or finances of the District.

13. Required Staff Attendance. The District Manager or a representative designated by such the District Manager, shall attend all regular and special meetings of the Board unless otherwise specified by the Board. Only those staff members specifically instructed to attend by the District Manager shall be deemed to be "required to attend" within the meaning of this section.

14. Agenda Preparation. The Chairperson of the Board shall direct the preparation of the agenda by the Clerk of the Board for the regular monthly meetings for delivery and posting no later than three (3) days prior to the date of the meeting (Government Code § 54954.2) or as required by the Board.

15. Agenda Contents. The agenda shall include those matters designated by the Chairperson or any Trustee, complete with all appropriate papers and reports relating to each matter, addressed to the Board for action. The agenda shall list the items for the Board's consideration by number with a brief statement of the subject matter sufficiently defined to apprise the public of the matter to be considered for each of the items. The agenda may include suggested actions or recommendations. All persons having agenda items shall use their best efforts to have all necessary materials to the Clerk of the Board on or before 12:00 noon on the fourth (4th) business day before the day of the regular meeting.

16. Agenda Distribution. Any written material given to a majority of the Board must be made available to the general public so long as those writings are public records. If these writings are distributed to members of the Board before the meeting, such writings must be made available to the public before the meeting. By the same token, any writings distributed to the Board during the course of the meeting must also be made available to the public at that time and will comply with section 54957.5 of the Government Code. The major exceptions to the obligation to provide the public with access to any writings distributed to members of the Board are those that deal with matters properly discussed in closed sessions or protected under Government Code section 6250 *et. seq.* which are to remain confidential.

The Board has adopted a Public Records Policy and has established a reasonable fee schedule for copies of public records pursuant to Government Code section 6257.

17. Audience Comment and Seating. Any member of the public wishing to address the Board shall first identify himself or herself. Unless addressing the Board or entering or leaving the board room, all persons in the audience shall remain seated in the seats provided. It is the Board's intent to accommodate all persons who wish to attend open public meetings.

18. Demonstrations Prohibited. All demonstrations during meetings, including cheering, yelling, whistling, hand clapping, and foot stomping, are prohibited.

19. Meeting Disruptions. The exception to the right of the public to attend all meetings of the Board applies to those who attempt to disrupt the conduct of the meeting. In the event that any meeting is willfully disrupted, by a group or groups of persons, so as to render the orderly conduct of such meeting unfeasible and order cannot be restored by the removal of the individuals who are willingly interrupting the meeting, the Board may order the meeting room cleared and continue in session. However, only matters appearing on the agenda may be considered in such a session. Duly accredited representatives of the press and other news media, except those participating in the disturbance shall be allowed to attend any session held pursuant to this exception. (Government Code § 54957.9.)

D. POWERS, DUTIES AND COMPENSATION

1. Chairperson. The Chairperson shall possess the powers and perform the duties prescribed as follows:

- a. General Direction. Have general direction over the Board room and assign seats for the use of the Board members and members of the staff, if required.
- b. Management and Supervision. The Chairperson shall supervise the day to-day activities of the District's management employee(s). No other Trustee shall supervise or direct any employee of the District without delegation by the Chairperson or the Board. The Chairperson shall be responsible for responding to, and taking or directing others to take appropriate action necessary as a result of, events or occurrences which do not require action by the Board, but which are beyond the authority of the staff, or for which the staff seeks or requires assistance.
- c. Order and Decorum. Preserve order and decorum; prevent demonstrations; and, in accord with law, order removal from the Board room any person whose conduct is deemed objectionable; and order the

Board room cleared whenever deemed necessary. (Government Code § 54957.9.)

- d. Length of Time for Public Discussion. Allocate the length of time for public discussion of any matter in advance of such discussion with the concurrence of the Board. (Government Code section 54954.3.)
- e. Other Powers. Other powers as may be prescribed by the Board.
- f. Official Spokesperson. Shall be the official spokesperson for the Board, and the principal contact with other governmental agencies, legal counsel and the press, unless the Board delegates this authority to another.

2. Vice-Chairperson. In the absence or unavailability of the Chairperson to act, the Vice-Chairperson shall act as Chairperson.

3. Trustees. Each Trustee shall be entitled to request information, assistance, and financial or legal advice regarding matters involving the affairs of the District.

4. Board Committees. It shall be the responsibility of each member of a committee appointed by the Board, to be fully informed concerning the business assigned to it by the Board. Each committee shall promptly perform tasks assigned to it and report to the Board such information and recommendations as shall be necessary or proper. It shall be the responsibility of each committee to meet as needed and keep minutes of each meeting, and these minutes be available to all Board members upon their request. Each committee chairperson or designee shall report on the committee's activities at least once monthly at a Regular Board meeting with a brief oral summary. Each committee will define and submit in writing to the full Board, for approval, the scope and definition of the committee's responsibilities and a statement of priorities for each committee.

5. Board Compensation. The Trustees of the Board shall receive one hundred dollars (\$100) for each meeting of the Board of Trustees attended, not to exceed a total of Four hundred dollars (\$400) in any calendar month. Trustees shall be allowed actual and necessary traveling and incidental expenses incurred in the performance of official business of the District, as approved by the Board. (Health and Safety Code § 9031.)

6. Notification of Impending Absence. If any member of the Board is unable to attend a meeting, the Board member shall, if possible, notify the Board Chairperson, the District Manager, or Clerk of the Board or designated representative prior to the meeting.

E. PUBLIC HEARING PROCEDURE

Procedures at public hearings shall be as follows:

1. Staff presentation/recommendations;
2. Questions of the staff;
3. Individuals speaking in support;
4. Questions of individuals speaking in support;
5. Individuals speaking in opposition;
6. Questions of individuals speaking in opposition;
7. Rebuttal (if any);
8. Public input (if any);
9. Board questions, discussion and disposition (Vote).

F. DISTRICT EXPENDITURE POLICY

Expenditures of the District shall be made only in accordance with the District's Expenditure Policy as adopted by the Board. Such Expenditure Policy shall include, at a minimum, a contracting, purchasing and disposition of property policy.

G. STANDARDS

1. In order to comply with California law, the Board shall ensure that each Trustee, District Manager and every other supervisory employee shall complete both Ethics and Sexual Harassment every two (2) years. Records memorializing compliance with these requirements shall be maintained at the District's office.

2. The Board shall adopt a Conflict of Interest resolution and policy are required by the Political Reform Act, Government code § 81000, et seq., and shall ensure the filing of such resolution and policy as required by the applicable law and regulations.

3. Each Trustee, and any other person holding a position designated by the Board, shall annually file Statements of Financial Interest as required by Government Code section 87200, et seq.

H. POLICY AMENDMENTS

Except as otherwise provided by law, any policy guideline contained herein may be suspended or amended at any time, without notice, by action of the Board.