

RESOLUTION 2021-01

(Supersedes and replaces, in its entirety, all prior Resolutions and Bylaws)

SAN GABRIEL VALLEY MOSQUITO AND VECTOR CONTROL BYLAWS GOVERNING DISTRICT MEETINGS

Formed, operating, and managed in accordance with the Mosquito Abatement and Vector Control District Law (California Health and Safety Code §§ 2000 *et. seq.*), the San Gabriel Valley Mosquito and Vector Control District (the “District”) is an independent special district that provides protection for residents from vector-borne diseases. The District services approximately two million residents in 26 cities, and portions of unincorporated Los Angeles County, within the San Gabriel Valley.

Article I. General

1. Board of Trustees

The District is governed by a 27-member Board of Trustees (the “Board”) consisting of an appointed representative from each City serviced by the District and a representative from the County of Los Angeles.

2. Appointment and Qualifications

Members of the Board are appointed in accordance with the requirements of California Health and Safety Code § 2022. Each member of the Board must reside in and be a registered voter in the jurisdiction of their appointing legislative body.

3. Duties of Membership

Members of the District Board serve in accordance with the requirements of the California Health and Safety Code §§ 2020-2030.

- a. All members of the Board shall exercise their independent judgment on behalf of the interests of the residents, property owners, and the public as a whole in furthering the purposes and intent of the District. Members of the Board shall represent the interests of the public, as a whole, and not solely the interest of their individual legislative appointing body.
- b. Members of the Board are expected to attend all regular and scheduled Board Meetings and, when assigned and where applicable, Committee meetings. The Board reserves the right to determine whether a Trustee’s absence under the circumstances at a particular Board Meeting or Committee Meeting is excused. More than three (3) consecutive unexcused absences shall be reported to the absent Trustee’s legislative appointing body.
- c. Any vacancy in the office of a member appointed to a Board shall be filled pursuant to California Health & Safety Code § 2024 and California

Government Code § 1779. Any person appointed to fill a vacant office shall fill the balance of the unexpired term.

Article II. Board

1. The Role of the Board

- a. The Board oversees and provides counsel and direction to the District Manager and should not be involved in the agency's day-to-day affairs.
- b. Board members do not have individual power or authority; the power and decision-making ability lie with the full Board.
- c. Board members shall not be involved in hiring district employees or other personnel action.
- d. The Board shall not be involved in personnel action by contractors, or their subcontractors hired by the District.

The Board:

- 1) Sets policy.
- 2) Hires the District Manager.
- 3) Retains legal counsel.

2. Description of Officers

President When necessary, the President shall officially represent the District. The President appoints standing committees, ad-hoc committees, and chairpersons subject to ratification by the Board. The Board may delegate additional authority to the President. The President shall open meetings promptly and administer expediently and with appropriate order and decorum the business of the day.

Vice President When the President is absent, the Vice President shall assume the duties of the President.

Secretary-Treasurer The Secretary-Treasurer shall serve as parliamentarian and assist the President as necessary.

If the President and Vice-President are absent, the Secretary-Treasurer shall assume the duties of the President.

The Secretary-Treasurer shall authenticate by signature all the acts, orders, and proceedings of the

Board.

The Secretary-Treasurer shall record the minutes and keep records. The Board may delegate responsibility for keeping records to District staff.

The Secretary-Treasurer shall serve as Chairperson of the Finance and Audit Committee.

a. Election of Officers

At the October meeting of the Board the presiding officer shall appoint a Nominations Committee (Committee) consisting of five Trustees which must be ratified by the Board. The Committee shall develop a slate of candidates from current Trustees who are willing to serve as Board officers for the following term. The Committee shall elect a Chair who will present the slate of candidates at the December meeting of the Board.

The officers shall be elected at the Board's meeting in January. Each candidate may submit a brief statement of qualifications which will be included in the information packet for the January meeting.

For the election, the presiding officer will relinquish control of the meeting to the Chair of the Nominations Committee. The Committee Chair will present the slate; nominations may be made from the floor. Each nominee may explain their reason for seeking office.

The officers will be elected in this sequence; President, Vice President, Secretary-Treasurer. Each Trustee will have one vote per office. New officers shall assume their positions and responsibilities at the February Board Meeting.

b. Committees and Chairpersons

All policies and specific duties of the Executive, Personnel and Policy, Finance and Audit, Public Information, Nominations and Legislative Committees will be formalized in a manual of procedures.

Committee Chairs will present items from their committee meetings and the recommendations of their committee.

c. Terms of Office

All Board Officers shall serve for a term of two calendar years. If a Board Officer or candidate is not re-appointed as a Trustee before the next Board Officer election, the Nominations Committee shall reconvene, identify candidate(s) for the appropriate office and the Board shall elect an officer from the slate by the procedure above.

d. **Eligibility for Office**

Any member of the Board may be selected to serve as an Officer.

e. **Performance**

Any concerns regarding an employee's performance shall be communicated in writing to the District Manager. Any concerns regarding the District Manager's performance shall be communicated in writing to the Board President. Any concerns regarding a board officer's performance shall be communicated in writing to the affected board officer.

Article III. Meetings

All meetings shall be held and conducted in accordance with the requirements of the California Health and Safety Code §§ 2000 et. seq., the California Government Code §§ 54950, et seq. (commonly referred to as the Ralph M. Brown Act or Brown Act), and any and all laws governing the scheduling, conduct or proceedings for public meetings.

1. Time of Meetings

Regular meetings of the District's Board shall be held on the second Friday of each month at 7:00 AM unless otherwise approved by the Board.

2. Location of Meetings

Regular meetings of the Board shall be held at the District headquarters, 1145 N. Azusa Canyon Road, West Covina, California 91790.

3. Procedures for Meetings

a. **Quorum**

In regular District meetings, a quorum shall consist of a simple majority of appointed Board members pursuant to California Health & Safety Code § 2029. If less than a quorum is present at any meeting, the members present may adjourn the meeting to a time and place specified in the order of adjournment.

b. **Actions by the Board**

Pursuant to California Health & Safety Code § 2029, the Board shall act only by ordinance, resolution, or motion and keep records of its acts. However, the Board may adopt rules for its proceeding that are not contrary to California Health and Safety Code. §§ 2000 et. seq.

c. **Recording of Votes**

When a split vote appears imminent, any Board member may request a vote by roll call, and the vote of each individual Board member shall be recorded by the Secretary/Treasurer.

d. Recording of the Minutes

During regular and supplementary Board meetings, the Secretary/Treasurer shall be responsible for recording and transcribing the minutes. When the Secretary/Treasurer is absent at a meeting, the presiding officer shall designate someone to record the minutes.

4. Order of Business

The order of business to be considered at the meeting shall be at the discretion of the presiding officer. The District Manager shall provide an agenda to each Trustee and the agenda shall be posted in a public location at least 72 hours prior to the meeting. The presiding officer will be consulted when the agenda is developed. The Board's actions shall be governed by the Brown Act.

New business not indicated on the agenda shall be deferred to a future meeting for Board review and action. The Board may discuss and take action on non-agenda items when one of the following situations exists:

- a. In an emergency situation, as determined by a majority vote of the members present, i.e., a work stoppage, crippling disaster, or other activity which severely impairs public health or safety
- b. If the need to take action arose after to the agenda was posted. Such action must be approved by a two-thirds majority of the Board. If less than two thirds of the Board is present, a unanimous vote is required of the members present.

Parliamentary procedures shall be according to *Roberts Rules of Order*.

5. Amendment of Articles and Bylaws

Any part of these regulations may be amended by a majority vote of the quorum after the proposed amendment is placed on the agenda and reviewed by the Board. Amendments which are approved shall become effective after they are entered into the minutes of the regular meeting.

6. Procedure Not Provided For

Procedures in the most current edition of *Roberts Rules of Order* shall govern meetings of the Board, except as otherwise noted in this Resolution.

Article IV. Code of Conduct for Board Members of the San Gabriel Valley Mosquito and Vector Control District

1. General

Board members shall use the District's Code of Conduct (Code) to guide their conduct as representatives of the District as required by California Government Code § 87300.

2. Purpose of the District's Code of Conduct:

The District's Code of Conduct shall:

- a. Provide standards and guidelines that will prevent conduct which undermines the integrity of the Board;
- b. Provide a comprehensive statement of pertinent laws and regulations, ethical principles, and obligations which govern the Board's conduct;
- c. Enhance the understanding of laws and principles which define the obligations of the Board; and
- d. Establish positive, effective, and comprehensive guidance for the conduct of the Board.

3. Findings and Declarations

The residents of the District require an agency whose commitment to protecting public health outweighs competing personal or political considerations. Therefore, all actions, decisions, and votes should be made solely on their merits.

Board members must use discretion and judgment when they consider the spirit of this Code and must not evade or circumvent the laws which govern ethics laws and rules. Compliance is not always enough and no code of conduct can anticipate all situations nor can it prescribe behaviors that are appropriate to all situations.

4. Impartiality

The District's Code of Conduct takes a positive view of Board member obligations in light of, and as a reflection of, members commitment to ethical conduct and commitment to work for the betterment of all residents and property owners in the District.

Any statements of expectation in terms of ethical standards shall be enforced in order to inform all Board members of their duties and the consequences of failing to fulfill those duties in a good and ethical manner.

5. Confidentiality and Transparency

Confidential information shall not be disseminated. However, if a conflict arises,

the member shall file a Form 700 in order to retain transparency.

6. Conduct at Board Meetings

Board members shall treat each other with respect and courtesy. Disagreements shall not result in personal comments or attacks against another Board member.

7. Conduct towards District employees and Board members

Board members shall not publicly engage in personal attacks on District employees or attempt to discipline any employee.

8. Abstentions

Board members must abstain from participating and voting on any matter when a conflict of interest exists, e.g., matters which involve the employment, property, or business of themselves or their immediate family.

9. Compliance

Board members shall comply with all federal, state, and local laws regarding conflict of interest and ethics.

Article V. Compensation and Travel Expenses

1. Compensation

Pursuant to California Health & Safety Code § 2030, the members of the Board shall serve without compensation, with the exception of the Secretary/Treasurer of the Board. Compensation for the Secretary/Treasurer of the Board shall be set by the Board.

2. Travel

The members of the Board may receive their actual and necessary traveling and incidental expenses incurred while on official business.

3. Reimbursement

Reimbursement for travel expenses is subject to California Government Code §§ 53232.2 and 53232.3.

Article VI. Records

Request for public records are subject to the California Public Records Act, California Government Code § § 6250 et. Seq.

FINANCE AND AUDIT COMMITTEE

I. COMPOSITION

The Finance and Audit Committee shall be comprised of five (5) members of the Board of Trustees. The Secretary-Treasurer elected in January of each year shall be the Chair of the Committee. The members of the Committee shall be appointed by the President elected in January of each year. The President's appointments shall be included on the February agenda for Board ratification.

II. MEETINGS

Meetings of the Finance and Audit Committee shall be scheduled on an as needed basis and shall be called by the Committee Chair. All Committee meetings shall be conducted pursuant to Government Code Sections 54950 through 54963 (Ralph M. Brown Act).

III. DUTIES

Duties of the Finance and Audit Committee shall include the following:

- A. Review all District investments quarterly.
- B. Recommend investment instruments to the Secretary-Treasurer pursuant to Article XIII, Investments, of Resolution No. 94-02, Fiscal Policies. The Secretary-Treasurer shall execute all investments. Investments shall be reported by the Secretary-Treasurer to the Board of Trustees.
- C. In April of every second year beginning in 1993, make recommendations to the Board of Trustees regarding the firm to conduct the Districts annual audit and internal controls report for a two year period. Upon completion of the initial two-year commitment, the Finance and Audit Committee shall make recommendations to the Board of Trustees to either retain the services of the current auditing firm on a year-to-year basis or solicit requests for proposals for a new two-year commitment.
- D. In May of each year review staff's recommendations regarding the ensuing fiscal year's budget and recommendations from the Personnel Committee regarding salaries and benefits pursuant to Article XIV, Salary Adjustments, of Resolution No. 94-02, Fiscal Policies. Make recommendations to the Board of Trustees regarding ensuing fiscal year's budget and assessment rate adopted in June of each year.
- E. In January of each year, review the District's Investment policy and recommend changes to the Board of Trustees. The District's Investment policy shall be reviewed and adopted by the Board of Trustees at least annually.
- F. As needed, review and make recommendations to the Board of Trustees regarding budget adjustments that occur during any fiscal year.

- G. Annually review the Independent Auditors Report of Financial Transactions and Internal Controls Report and make recommendations to the Board of Trustees based on the contents of these reports.
- H. The Secretary-Treasurer, also the Finance and Audit Committee Chair, shall cause to be prepared all Financial Statements monthly. The Secretary-Treasurer shall receive all documents that pertain to investments and expenditures to verify the accuracy of the Financial Statements. These reports shall be submitted to the Secretary-Treasurer at the end of each month for approval in a timely manner for their inclusion in the agenda packet that is mailed to the Board of Trustees on the first Friday of each month. The Secretary/Treasurer shall sign the monthly report as the preparer signifying that the report is true and accurate to the best of his/her knowledge.
- I. With the exception of recommending investment instruments pursuant to section B. above, all actions taken by the Finance and Audit Committee must be approved by the Board of Trustees during a public meeting before becoming effective.

PERSONNEL AND POLICY COMMITTEE

I. COMPOSITION

The Personnel and Policy Committee shall be comprised of five (5) members of the Board of Trustees. The members of the Committee and the Chair shall be appointed by the President elected in January of each year. The President's appointments shall be included on the February agenda for Board ratification.

II. MEETINGS

Meetings of the Personnel and Policy Committee shall be scheduled on an as needed basis and shall be called by the Committee Chair. All Committee meetings shall be conducted pursuant to Government Code Sections 54950 through 54963 (Ralph M. Brown Act).

III. DUTIES

Duties of the Personnel and Policy Committee shall include the following:

- A. Instruct staff to prepare specific personnel policies as requested by the Board of Trustees.
- B. Review all personnel related policies prepared by staff and make recommendations regarding their adoption to the Board of Trustees.
- C. Prepare policies relating solely to the Board of Trustees for Board action.
- D. Review all policies of the District and make recommendations regarding their adoption to the Board of Trustees. Policies directly related to Finance and Audit may be referred to the Finance and Audit Committee.
- E. In April of each year, review staff's recommendations regarding salaries and benefits for the ensuing fiscal year's budget.
- F. Every third year beginning in 1995, review the salary survey completed by staff pursuant to Article XIV, Salary Adjustments, of Resolution No. 94-02, Fiscal Policies.
- G. Make recommendations to the Board of Trustees regarding salaries and benefits included in the ensuing fiscal year's budget.
- H. Make recommendations regarding the District Manager's salary and benefits to be submitted to the Finance and Audit Committee.
- I. In May of every third year beginning in 1995, make recommendations to the Board of Trustees regarding salary adjustments.
- J. In April of each year, conduct a performance evaluation of the District Manager in closed session, pursuant to Government Code Section 54957. This performance evaluation may include written comments from the Board

members that have been submitted to the Committee. The Personnel/Policy Committee shall inform the Board of Trustees of the results of the evaluation.

- K. As needed, hear and render determinations regarding disciplinary appeals. The decision of the Personnel and Policy Committee shall be final.
- L. As needed, hear and render a final decision regarding employee grievances. The decision of the Personnel and Policy Committee shall be final.
- M. As needed, conduct searches and interviews for the District Manager's position and make recommendations to the Board of Trustees on whom to offer the position.
- N. Investigate misconduct of the District Manager and recommend disciplinary action to be imposed on the District Manager to the Board of Trustees.
- O. With the exception of decisions regarding disciplinary appeals and employee grievances, all actions taken by the Personnel/Policy Committee must be approved by the Board of Trustees during a public meeting before becoming effective.

PUBLIC INFORMATION COMMITTEE

I. COMPOSITON

The Public Information Committee shall be comprised of five (5) members of the Board of Trustees. The members of the Committee shall be appointed in January by the President each year. The Chair of the Committee shall be appointed before March by the President or by the Committee with majority Committee vote including a tie-breaking vote by the President, if necessary. The President's appointments shall be included on the subsequent regular Board of Trustees meeting agenda for Board ratification.

II. MEETINGS

Meeting of the Public Information Committee shall be scheduled on an as-needed basis and shall be called by the Committee Chair. All Committee meetings shall be conducted pursuant to Government Code Sections 54950 through 54963 (Ralph M. Brown Act).

III. DUTIES

Duties of the Public Information Committee shall include the following:

- A. Serves as an advisory board and provides support to the District's public relations goal to increase awareness and increase public support for the District mission and projects. This includes supporting the Communications Department mission: Increase transparency and credibility through multi-media dialogue in order to engage and motivate internal, local, regional, statewide, and nationwide stakeholders to take action and become public health agents of change in their communities.
- B. Receive updates regarding all matters relating to public relations, communications plans, media relations, website updates, social media platforms, branding, brand awareness, messaging, video production, marketing, and related activities that support the District's mission.
- C. Provide to the District resources and connections to professionals, organizations, cities, and other agencies to support the work of the District's education and public outreach efforts.

NOMINATIONS COMMITTEE

I. COMPOSITION

The Nominations Committee shall be comprised of five (5) members of the Board of Trustees. The members of the Committee and the Chair shall be appointed by the President in October of each year and shall be ratified by the Board of Trustees at the October Board of Trustees' meeting.

II. MEETINGS

At least one meeting of the Nominations Committee shall be scheduled and called by the Committee Chair. All Committee meetings shall be conducted pursuant to Government Code Sections 54950 through 54963 (Ralph M. Brown Act).

III. DUTIES

Duties of the Nominations Committee shall include the following:

- A. Solicit candidates for the offices of President, Vice President/President Elect, Secretary/Treasurer from the members of the Board of Trustees.
- B. Notify nominees and present a list of prospective candidates to the Board of Trustees at the December Board of Trustees' Meeting.
- C. Obtain brief one page statements of qualifications from each candidate to be included in the January Board of Trustees' meeting agenda packet. The Committee may request that the candidate send the statement of qualifications directly to staff before the first Friday in January for inclusion in the agenda packet.
- D. For the purpose of conducting the annual election at the January Board of Trustees' meeting, the Nominations Committee Chair shall take control of the meeting. The Chair will present the prospective nominees and accept nominations from the floor.
- E. The Chair will request each member of the Board of Trustees to cast their vote vocally and record the votes for each office, consisting of President, Vice President/President Elect, Secretary/Treasurer, individually. Upon conclusion of the election, the Chair will turn control of the meeting back to the President.

LEGISLATIVE COMMITTEE

BACKGROUND

It is the mission of the Board of Directors of the San Gabriel Valley Mosquito and Vector Control District to preserve the public health and welfare through its legislative priorities listed below.

GENERAL POLICY

1. Support, defend and expand as needed, the definitions, issues, authority, and public health responsibilities and activities as described by State Health and Safety Codes (DSC 220-2360).
2. Preserve all revenue sources of the District and enthusiastically resist any efforts to redefine, reduce or otherwise restrict that income to the detriment of District public health responsibilities.
3. Respect and defend the use of integrated pest management, including the safe use of approved pesticides for continuing public health protection.
4. Resist any effort to reduce the efficiency and practicality of the District's operational practices.
5. Oppose any attempt by other governmental entities to impose additional public health responsibilities on the District without fiscal compensation equal to the cost of such function(s).
6. Promote and sponsor cooperation among governmental entities to the improvement of the public welfare.
7. Retain organizational identity, integrity and control of the District's resources in any mutual aid arrangement.
8. Support the MVCAC, CSDA and the AMCA when their legislative efforts compliment or coincide with this District's policy as reflected therein.
9. Endorse, promote and defend the authority of the Board of Trustees to conduct the business of the San Gabriel Valley Mosquito & Vector Control District.

PROCEDURES

1. COMPOSITION

The Legislative Committee shall be comprised of five (5) members of the Board of Trustees. The members of the Committee and the Chair shall be appointed by the President in January of each year. The President's appointments shall be included on the February agenda for Board ratification.

2. MEETINGS

Meetings of the Legislative Committee shall be scheduled on an as needed basis and shall be called by the Committee Chair. All Committee meetings shall

Support if Amended	The District is in favor of the bill becoming law only if amendments are made as recommended by the Committee.
Oppose	The District is not in favor of the bill becoming law.
Oppose unless Amended	The District is not in favor of the bill becoming law; however, opposition to the bill will be removed if the bill is amended as recommended by the Committee.
Neutral	The District does not have a position on the bill because it has no or minimal effect on the operations of our District.
Watch	The District does not have a position on the bill based on the current language; however, the Committee anticipates that the bill will be amended and the amendments may affect the District.

- E. Submit the list of bills which affect the District to the Board of Trustees at the regular Board meeting held in May of each year. The list will include the bill number, position, priority level, and brief description of the bill.
- F. Update the Board of Trustees during a regular meeting, as to the status of bills, when the position or priority level of a bill has changed, and if the bill has become law.
- G. Communicate to county, state and federal legislators the District's position with regard to proposed legislation. Such communication may be corresponded, telephonic, or personal contact, as the situation requires with special consideration to the effect of the latter as an effective means of establishing the District's position.
- H. Participate in state wide legislative efforts conducted by the Mosquito and Vector Control Association of California, the California Chamber of Commerce, the California Special Districts Association, and similar organizations.
- I. The District Manager or designee shall serve as an ex officio, non-voting member of the Committee.
- J. Recognizing the increased responsibilities of LAFCO based on the Knox-Cortese-Hertzberg Law, the Trustees and District Manager shall place increased emphasis on the impact of that organization's decisions.

- K. All actions taken by the Legislative Committee must be approved by the Board of Trustees during a public meeting before becoming effective unless specifically authorized by the President.
- L. When the need to convey the District's legislative position is immediate, particularly at the state legislative level, the President, Legislative Subcommittee Chair, or the District Manager may communicate that information so long as it consistent with Board policy or where such policy has not been specifically addressed by the Board would be in their judgment beneficial to the District. When one of these District Officers take such action, said individual shall notify the Board at its next General Meeting.

PASSED, APPROVED and ADOPTED by the Board of Trustees of the San Gabriel Valley Mosquito and Vector Control District this 11th day of February 2022, by the following vote:

AYES: Sham, Tay, Gonzales, Estrada, Barakat, Calaycay, Morgan, Finlay, Velasco, Doornik, Marcucci, Garcia, Klinakis, Rasmussen, Bissner, Shevlin, Leon, Janbek, Armenta, Badar, Menchaca, Capoccia, Joe, Sternquist, Wu, Johnson

NOES:

ABSTAIN:

ABSENT: Sandoval

Becky Shevlin

Becky Shevlin
President, Board of Trustees

ATTEST:

Lloyd A. Johnson
[Lloyd A. Johnson \(Feb 15, 2022 08:20 PST\)](#)

Lloyd Johnson
Secretary-Treasurer, Board of Trustees

APPROVED AS TO FORM:

Kelly M. Alhadeff-Black
[Kelly M. Alhadeff-Black \(Feb 15, 2022 14:01 PST\)](#)

Kelly M. Alhadeff-Black
District Counsel