

**LOS OSOS COMMUNITY SERVICES DISTRICT
2023 BOARD OF DIRECTORS
BYLAWS AND RULES OF DECORUM**

1. OFFICERS OF THE BOARD OF DIRECTORS

1.1 The officers of the Board of Directors are the President and Vice President.

1.2 The Board President shall preside at all Board meetings. He/she shall have the same rights as the other Directors in voting, introducing motions, resolutions and ordinances, and any discussion or questions that precede said actions.

1.3 In the absence of the Board President, the Board Vice President shall act as Board President and shall preside over all meetings of the Board. If the Board President and Board Vice President both absent, the remaining Directors present shall select one (1) of themselves to act as the official head and preside over the meeting.

1.4 The Board President and Board Vice President shall be elected annually at the first regular meeting of each calendar year. The Board Vice President shall become Board President the following year after his/her election barring a 4/5's vote to preclude said promotion.

1.5 The Board President, or in his/her absence the Board Vice President, or other designated member of the Board of Directors, shall be recognized as the official head of the District for all ceremonial purposes.

1.6 Generally the Board President, or in his/her absence the Board Vice President, is the designated representative of the Board of Directors to speak on official District position or policy.

2. MEETINGS

2.1 Subject to holiday and scheduling conflicts, the regular meeting of the Board of Directors shall be held on the first Thursday of each calendar month at the time and place designated by the Board of Directors at the beginning of each calendar year, or if a conflict exists, such other date and/or facility within the District acceptable to the General Manager.

2.2 The regular public meeting of the Board of Directors shall be between 6:00 p.m. and 10:00 p.m. Closed sessions of the Board of Directors may be conducted prior to or at the conclusion of the regular public meeting. It shall be the policy of the Board of Directors to complete meetings, including closed sessions by 10:00 p.m. unless a majority of the Board of Directors present at the meeting elects to continue past the adjournment hour. If at the hour of 10:00 p.m. the Board of Directors has not concluded its business, the Board of Directors will review the remainder of the agenda and determine whether to extend the meeting beyond the hour of 10:00 p.m., continue any remaining items, or adjourn the meeting to another date and time.

2.3 Special meetings may be called at any time by the President of the Board of Directors, or by request of a majority of the members of the Board of Directors to the General Manager, by delivering written notice to each member of the Board of Directors and to each local newspaper of general circulation and radio or television station requesting notice in writing. The notice shall be delivered personally or by any other means and shall be received at least twenty-four (24) hours before the time of the meeting as specified in the notice. The notice shall specify the time and place of the special meeting and the business to be transacted or discussed. No other business shall be considered at these meetings by the Board of Directors.

The call and notice shall be posted at least twenty-four (24) hours prior to the special meeting in a location that is freely accessible to members of the public.

2.4 Directors shall attend all regular and special meetings of the Board of Directors unless there is good cause for absence.

2.5 No action or discussion may be taken on an item not on the posted agenda; provided, however, matters deemed to be emergencies or of an urgent nature may be added to the agenda under the procedures of the Brown Act.

Pursuant to the Brown Act:

(a) Directors may briefly respond to statements or questions from the public; and

(b) Directors may, on their own initiative or in response to public questions, ask questions for clarification, provide references to staff or other resources for factual information, or request staff to report back at a subsequent meeting; and

(c) The Board President or the Board of Directors itself may take action to direct staff to place a matter on a future agenda.

2.6 The Board President shall determine the order in which agenda items shall be considered for discussion and/or actions taken by the Board of Directors. He/she shall vote on all questions and on roll call his/her name shall be called last.

2.7 A majority of the Board of Directors shall constitute a quorum. However, all actions must be approved by a minimum of three (3) Directors. Where there is a lack of a quorum, the Board President, or any Director shall adjourn such meeting, or, if no Director is present, the District Secretary shall adjourn the meeting.

2.8 State laws are in place which attempt to eliminate any action by a Public Official, including members of the Board of Directors, which may create a conflict of interest. Laws which regulate conflicts of interest are very complicated. The following provides a brief summary of economic conflict related laws. Directors are encouraged to consult with District Legal Counsel and/or the FPPC at 1-800-ASK-FPPC (1-800-275-3772) if they have questions about a particular agenda item.

(a) The general rule is that a Director may not participate in the making of a governmental decision if it is reasonably foreseeable that the decision will have a material financial effect on the official or a member of his or her immediate family.

(b) Where there is a conflict of interest, the conflicted Director, prior to consideration of the agenda item, shall disclose the nature of the conflict of interest and recuse himself or herself from hearing or deciding the matter and step down from the dais and leave the room.

(c) Should the recusal of one (1) or more conflicted Directors result in the lack of a quorum and the participation of a conflicted Director is necessary for resolution of an item, the Board of Directors will follow the requirements of the California Political Reform Act to determine which conflicted members shall be allowed to participate.

2.9 The Board of Directors takes actions by motion, resolution, or ordinance.

(a) For each proposed action to be taken by the Board of Directors, the Board President shall identify the motion-maker and the second and either state the motion or direct Staff to state the motion prior to taking the vote. The Board President shall announce the Board of Directors' decision on all subjects.

(b) A roll call vote shall be taken upon the passage of all ordinances and resolutions, and shall be entered in the minutes of the Board of Directors showing those Directors voting aye, those voting no, those not voting due to a conflict, and those abstaining.

(c) The passage of motions may be taken by voice vote. However, a roll call vote shall be taken on motions not passed unanimously by the Board of Directors.

(d) Unless a Director states that he or she is not voting because of a conflict of interest, his or her silence shall be recorded as an affirmative vote.

(e) When hearing matters in their quasi-judicial capacity, Directors shall disclose any relevant ex parte communications regarding that item prior to public comment.

2.10 The following applies to reconsideration of prior actions by the Board of Directors.

(a) After the passage of twelve (12) months from the effective date of the motion, resolution or ordinance, the matter may be placed on the agenda pursuant to below Section 3, or other provisions of the Brown Act.

(b) Prior to the passage of twelve (12) months, any Director or the General Manager may request the Board of Directors, by motion, to agree to reconsider a prior action by the Board of Directors at a subsequent meeting of the Board of Directors.

(c) The Board President, upon a determination that there is a need to take immediate action, may place an item on the agenda for reconsideration.

2.11 Any person attending a meeting of the Board of Directors may record the proceedings with a smartphone, an audio or video tape recorder, or a still or motion picture camera in the absence of a reasonable finding that the recording cannot continue without noise, illumination, or obstruction of view that constitutes or would constitute a persistent disruption of the proceedings.

2.12 All smartphones, video tape recorders, still and/or motion picture cameras shall remain stationary and shall be located and operated from behind the public speaker's podium once the meeting begins. The President retains the discretion to alter these guidelines, including the authority to require that all smartphones, video tape recorders, still and/or motion picture cameras recording the meeting be located in the back of the room.

3. AGENDAS

3.1 The General Manager, in cooperation with the Board President and Board Vice President, shall prepare the agenda for each regular and special meeting of the Board of Directors. A Director may contact either the General Manager or the Board President and request an item to be placed on the regular meeting agenda no later than 4:30 p.m. twelve (12) calendar days prior to the meeting date. Such a request must also be submitted in writing either at the time of communication with the General Manager or the Board President, or delivered to the office within the next working day.

3.2 Those items on the District Agenda which are considered to be of a routine and non-controversial nature are placed on the "Consent Agenda". These items shall be approved, adopted, and accepted, etc. by one (1) motion of the Board of Directors; for example, approval of Minutes, approval of Warrants, various Resolutions accepting developer improvements, minor budgetary items, status reports, and routine District operations.

(a) Directors may request that an item be removed from the "Consent Agenda", and the Board of Directors will then take action separately on that item. Members of the public will be given an opportunity to provide public comment on the "Consent Agenda"; however, only a member of the Board of Directors can remove an item from the "Consent Agenda". Items which are removed ("pulled") from the "Consent Agenda" will typically be considered at the conclusion of the regular Agenda unless a majority of the Board of Directors chooses an earlier time.

(b) When a Director has a minor question or requests clarification concerning a consent item which will not involve extended discussion, Staff may respond without "pulling" the item

from the "Consent Agenda". Directors are encouraged to seek clarifications prior to the meeting if possible.

(c) When a Director wishes to consider/"pull" an item simply to register a dissenting vote, an abstention or conflict of interest, the Director shall inform the President that he/she wishes to register a dissenting vote, an abstention or conflict of interest, on a particular item without discussion. The item will be considered along with the rest of the Consent Agenda, and the District Secretary shall register a "no" vote, an abstention or conflict of interest, in the minutes on the item identified by the Director.

4. PUBLIC COMMENT AND RULES OF DECORUM

4.1 Policy. The purpose of oral presentation at meetings of the Board of Directors, as well as written presentations, is to formally communicate to the Board of Directors on either (a) matters listed on the Agenda, or (b) matters that are within the jurisdiction of the Board of Directors during general public comment. Such presentations are helpful to the Board of Directors in its decision-making process. The Board of Directors welcomes information and expressions of opinion from members of the public on any item which it may be considering. However, the Board of Directors is not required to provide a public forum for remarks or conduct in violation of the Rules of Decorum.

4.2 Public Comment. Subject to the following rules, the Board of Directors shall set aside thirty (30) minutes on each agenda item for public comment:

(a) The Board President, after consideration of the length of the Agenda, the nature of the agenda item, and the meeting limitations of above Section 2.2, may expand or further limit the thirty (30) minute time allocation for public comment.

(b) Each public commenter shall be limited to three (3) minutes unless shortened or extended by the President with consideration of the length of the Agenda, the nature of the agenda item, and the meeting limitations of above Section 2.2.

4.3 Rules of Decorum. The below rules of decorum shall apply to public comment and attendance at District meetings.

(a) Members of the audience shall not engage in disorderly or boisterous conduct, including the utterance of loud, threatening or abusive language, whistling, stamping of feet, clapping and talking (other than giving public comment) or other acts which disrupts the orderly conduct of the meeting of the Board of Directors.

(b) Members of the audience who wish to address the Board of Directors on a particular item on the Agenda shall line up behind the podium or sit in the front two (2) rows next to the podium.

(c) No person shall address the Board of Directors without first being recognized by the President.

(d) Persons addressing the Board of Directors are requested to state their name and their general place of residence.

(e) Public comment and public testimony shall be directed to the Board President and shall be addressed to the Board of Directors as a whole. Persons addressing the Board of Directors shall not engage in a dialogue with individual Directors, District staff or members of the audience. The President shall determine whether, or in what manner, the District will respond to questions.

(f) Persons addressing the Board of Directors are limited to one (1) opportunity per Agenda item unless otherwise directed by the President in his/her discretion.

(g) A person cannot defer his/her time allocation to another person.

(h) When a group or organization wishes to address the Board on the same subject, the Chairperson may request that a spokesperson be chosen to speak for that group. The spokesperson's three (3) minute time allocation may be extended by the Board President in his/her discretion.

(i) Persons addressing the Board of Directors shall confine the subject matter of their comments to the Agenda item being considered by the Board of Directors.

(j) Each person addressing the Board of Directors shall do so in an orderly and civil manner and shall not engage in conduct which disrupts the orderly conduct of the meeting of the Board of Directors.

(k) The Board President may rule a speaker out of order who is unduly repetitious or extending discussion of irrelevance.

(l) Except as provided below, persons who reference or read from documents such as reports, exhibits, or letters as part of his/her comment to the Board of Directors shall lodge the document (or a copy) with the District Secretary at the end of the comment, to allow the document to be appropriately referenced in the meeting Minutes and to allow District staff the opportunity to review and respond to the document. The Board President has the discretion to strike a speaker's comments from the record for failure to lodge the referenced documents. Upon request, the lodged documents shall be returned to the speaker after 1:00 p.m. on the day following the meeting.

Exceptions:

- Speaker's presentation outline, however, documents referenced in the outline shall be lodged.
- Documents that are in the Agenda packet.
- Documents that have been previously published by the District, so long as the speaker identifies the document by date, author and the pages referenced or read from.
- For voluminous documents the speaker need only lodge the cover sheet that identifies the author and date and the pages read from or referenced.

4.4 Enforcement of Rules of Decorum. Any person who violates the Rules of Decorum may, at the discretion of the Board President, be removed from the meeting. The Rules of Decorum shall be enforced in the following manner:

(a) Warning. The Board President shall warn the person who is violating the rules of decorum.

(b) Expulsion. If after receiving a warning from the Board President, the person persists in violating the rules of decorum the Board President shall order the person to leave the Board of Directors' meeting room for the remainder of the meeting.

(c) Assisted Removal. If such person does not voluntarily remove himself/herself, the President may order any law enforcement officer who is on duty at the meeting, or who may be summoned to the meeting, to remove the person from the Board of Directors' meeting room.

(d) Restoration of Order. If order cannot be restored by the removal of individuals who are disrupting the meeting, the meeting of the Board of Directors will be continued under the provisions of Government Code §54957.9.

4.5 Limitations (Government Code §59454.3(c)) The Rules of Decorum shall not be interpreted to prohibit public criticism of the policies, procedures, programs or services of the District, or the acts or omissions of the District Board of Directors.

5. PREPARATION OF MINUTES AND MAINTENANCE OF TAPES

5.1 The minutes of the meetings of the Board of Directors shall be kept by the District Secretary and shall be neatly produced and kept in a file for that purpose, with a record of each particular type of business transacted set off in paragraphs with proper sub-headings;

5.2 The District Secretary shall be required to make a record only of such business as was actually passed upon by a vote of the Board of Directors and, except as provided in below Sections 5.3 and 5.5, shall not be required to record any remarks of Board Members or any other person;

5.3 Directors may request for inclusion into the minutes brief comments pertinent to an agenda item, only at the meeting that item is discussed;

5.4 The District Secretary shall attempt to record the names and "community of residence" of persons addressing the Board of Directors, the title of the subject matter to which their remarks related, and whether they spoke in support or opposition to such matter; and

5.5 Whenever the Board of Directors acts in a quasi-judicial proceeding such as in assessment matters, the District Secretary shall compile a summary of the testimony of the witnesses.

5.6 Any tape or film record of a District meeting made for whatever purpose at the direction of the District shall be subject to inspection pursuant to the California Public Records Act. Consistent with Government Code §54953.5(b), the District will maintain the tapes and recordings for a thirty (30) day period after the taping and/or recording. During the thirty (30) day period, the District will provide, without charge, a video or tape player for inspection of said tapes and/or recordings. In addition to the thirty (30) day requirement, the District will attempt to maintain tapes/and or recordings, without legal obligation to do so, for a minimum of ten (10) years after the date of the taping or recording. However, during this extended period, the District may not be able to provide a video or tape player to facilitate inspections.

6. AUTHORITY OF DIRECTORS

6.1 The Board of Directors is the unit of authority within the District. Apart from his/her normal function as a part of this unit, Directors have no individual authority. As individuals, Directors may not commit the District to any policy, act or expenditure.

6.2 Members of the Board of Directors shall exercise their independent judgment on behalf of the interest of the entire District, including the residents, property owners and the public as a whole.

6.3 Directors do not represent any fractional segment of the community, but are, rather, a part of the body which represents and acts for the community as a whole.

6.4 The primary responsibility of the Board of Directors is the formulation and evaluation of policy. Routine matters concerning the operational aspects of the District are to be delegated to professional staff members of the District.

7. AUTHORITY OF GENERAL MANAGER

7.1 The General Manager shall be responsible for those activities, functions, and duties pursuant to contract.

8. DIRECTOR GUIDELINES

8.1 Directors shall prepare themselves to discuss agenda items at meetings of the Board of Directors. Information may be requested from staff or exchanged between Directors before meetings.

8.2 Directors shall at all times conduct themselves with courtesy to each other, to staff and to members of the audience present at meetings of the Board of Directors.

8.3 Differing viewpoints are healthy in the decision-making process. Individuals have the right to disagree with ideas and opinions, without being confrontational. Once the Board of Directors takes action, Directors shall commit to supporting said action and not to create barriers to the implementation of said action.

8.4 Directors, by making a request to the General Manager, shall have access to information relative to the operation of the District, including but not limited to statistical information, information serving as the basis for certain actions of Staff, justification for Staff recommendations, etc. If the General Manager cannot timely provide the requested information by reason of information deficiency, or major interruption in work schedules, workloads, and priorities, then the General Manager shall inform the individual Director why the information is not or cannot be made available. Directors shall not request information directly from District staff, and staff shall communicate to Directors only through the General Manager.

8.5 In handling complaints from residents and property owners of the District, said complaints should be referred directly to the General Manager.

8.6 When responding to constituent request and concerns, Directors should respond to individuals in a positive manner and route their questions to the General Manager.

8.7 When approached by District personnel concerning specific District policy, Directors should direct inquires to the General Manager. The chain of command shall be followed.

8.8 In seeking clarification for policy-related concerns, especially those involving personnel, legal action, land acquisition and development, finances, and programming, said concerns shall be referred directly to the General Manager.

8.9 The Directors and General Manager shall develop and follow a written policy to facilitate open discussions between District Management and Directors regarding current issues, Directors concerns, and District projects.

8.10 Except during an open and public meeting, a majority of the Board of Directors shall not use a series of communications of any kind, directly or through intermediaries, to discuss, deliberate, or take action on any item of business that is within the subject matter of the District.

8.11 Section 8.10 shall not be construed as preventing District management staff from engaging in separate conversations or communications with Directors in order to answer questions or provide information regarding a matter that is within the subject matter jurisdiction of the District, so long as that management staff person does not communicate to Directors the comments or positions of any other directors.

9. DIRECTOR COMPENSATION

9.1 Each Director is authorized to receive one hundred dollars (\$100.00) as compensation for each regular, adjourned or special meeting of the Board of Directors, each required training session, each Standing Committee meeting of which said Director is either the Chairperson or Vice Chairperson, each ad Hoc Committee meeting, each non-District meeting assigned by the Board President to a Board member at the beginning of each calendar year or other function/meeting attended by him/her as a representative of the District at the direction of the Board of Directors.

9.2 Each Director shall submit his/her compensation request no later than ninety (90) days after attendance at each meeting referenced in above section 9.1, however in no case shall a compensation request be submitted later than July 31 for a meeting attended in the previous fiscal year.

9.3 Pursuant to the requirements of Government Code §61047, in order to receive compensation for a non-District meeting assigned by the Board President to a Board member at the beginning of each calendar year or other function/meeting attended by him/her as a representative of

the District at the direction of the Board of Directors, a Board member must deliver a written report at the next Board of Directors' meeting following the meeting or event unless said non-District meeting occurs after the Agenda for said Board of Director's Meeting has been posted in which case the written report shall be delivered prior to the following Board of Director's meeting.

9.4 The Board President or in his/her absence the Vice President is authorized to receive one hundred dollars (\$100.00) as compensation for each County or State agency meeting attended by him/her, when he/she determines that District representation is necessary to protect and/or advance the interest of the District.

9.5 In no event shall Director compensation exceed \$100.00 per day.

9.6 Pursuant to Government Code §61047 *et seq.*, Director compensation shall not exceed \$600.00 in any one (1) calendar month.

10. DIRECTOR REIMBURSEMENT

10.1 The Travel and Reimbursement Policy of the District governs all reimbursements of expenses to Directors.

11. COMMITTEES

11.1 Standing Committees.

The Board of Directors may create and abolish Standing Committees at its discretion. Standing Committees shall be advisory committees to the Board of Directors and shall not commit the District to any policy, act or expenditure. Each Standing Committee shall consider District related issues assigned to it by the Board of Directors.

(a) Standing Committees shall conduct business at all times in a manner consistent with these Bylaws, applicable laws, and Board Policy.

(b) The General Manager, in cooperation with the Committee Chairperson, shall prepare the agenda for each Standing Committee meeting. Nothing may be placed on the agenda of any Committee that is not included in that Standing Committee's Work Plan or in other separate direction from the Board of Directors. Consideration of any other matters are *ultra vires* and void acts.

(c) Each Standing Committee shall meet at most monthly as determined by the Committee Chairperson, provided there is pending consideration of something within the Committee's Work Plan or specific direction from the Board of Directors. There are no quorum requirements for Standing Committee meetings. Recommendations to the Board of Directors shall include all opinions of members of the Standing Committee on each issue raised for their recommendation and shall include the number of members concurring in each opinion. The opinion receiving the most concurrence is the majority report. Other opinions are minority reports. Summary notes for each meeting of each Standing Committee shall be forwarded to the Board of Directors as a public record.

(d) Subject to the availability of public membership, Standing Committees shall be comprised of up to five (5) public members, none of whom shall be Directors; and one (1) Director appointed by the Board President as the non-voting Chairperson and one (1) Director appointed by the Board President as Vice Chairperson. In the absence of both Chairperson and Vice Chairperson, the Board President may assign a Board Member to temporarily act as the Committee Chairperson in order that the Standing Committee may meet as established by the previously adopted schedule.

Depending on the number of applications, the Board of Directors retains the discretion to alter Standing Committee membership on a case-by-case basis.

(e) The General Manager shall be an ex-officio member of all Standing Committees. The Committee Chairperson and Vice Chairperson are non-voting members appointed for the sole

purpose of conducting the meeting, enabling conversation, facilitating discussions, and forwarding recommendations to the Board of Directors.

(f) Each Director shall appoint one (1) voting member to each Standing Committee. The appointee shall serve at the pleasure of the Director who appointed them with no specific term other than if the appointing Director is no longer a member of the Board of Directors that appointee's term shall automatically terminate. The Board of Directors may also remove any Standing Committee member with or without cause.

(g) Members of the public shall be eligible to serve on only one (1) Standing Committee at a time. Members of the public must reside within the Los Osos Community Services District Boundary to be eligible to serve on a Standing Committee, with the sole exception of the Emergency Services Advisory Committee (ESAC) whose members must either reside within the boundaries of Los Osos Community Services District or County Service Area No. 9, Zone I.

(h) The General Manager shall prepare an appointments list of all Standing Committees. This list shall be known as the local appointment list and will be provided to the Board of Directors at the first meeting in February or other date established by the Board of Directors.

(i) The local appointment list shall be made available to the members of the public and shall be posted at the District office and the District's web site.

(j) Whenever a vacancy occurs on a Standing Committee, a vacancy notice shall be posted at the District office, the public library, the District's web site, and other places as directed by the Board of Directors, not earlier than twenty (20) days before, or not later than twenty (20) days after the vacancy occurs inviting the public to apply for appointment as a committee member. Appointment of Standing Committee members shall not be made for at least ten (10) working days after the posting of the Notice at the District's office.

(k) Notwithstanding above Section 11.1(j), the appointing Director may, if it finds an emergency exists, fill the unscheduled vacancy immediately. The person appointed to fill the vacancy shall serve only on an acting basis until final appointment is made pursuant to Section 11.1(j), above.

(l) A Standing Committee member term shall automatically terminate if he/she has three (3) unexcused absences or misses four (4) meetings in one (1) calendar year.

(m) All Standing Committee members will receive Brown Act training annually and all meetings shall be conducted as public meetings in accordance with the Brown Act.

(n) The Board President may appoint persons to a subcommittee to assist a Standing Committee in making recommendations to the Board of Directors. The duties of the subcommittee shall be outlined at the time of appointment and the subcommittee shall be considered dissolved when its final report has been made to the Standing Committee.

11.2 Ad Hoc Committees. The Board President shall appoint such *ad hoc* committees comprised of two (2) or less Directors as may be deemed necessary or advisable by himself/herself and/or the Board of Directors. The duties of the *ad hoc* committees shall be outlined at the time of appointment, and the committee shall be considered dissolved when its final report has been made. *Ad hoc* committees shall timely provide the District General Manager with their recommendations and/or reports.

12. ETHICS TRAINING

12.1 Ethics Training (AB1234)

(a) Pursuant to Government Code §53234 *et seq.*, all Directors and designated District personnel shall receive at least two (2) hours of ethics training every two years.

(b) Each newly elected Board member and designated District personnel shall receive ethics training no later than six (6) months from the first day of service with the District and thereafter shall receive ethics training at least once every two (2) years.

12.2 Harassment Prevention Training (AB1825)

(a) Pursuant to the content of California's Fair Employment and Housing Act §7288.0 (c), all Directors and designated District personnel shall receive at least two (2) hours of sexual harassment training every two (2) years.

(b) Each newly elected Board member and designated District personnel shall receive harassment prevention training no later than six (6) months from the first day of service with the District and thereafter shall receive harassment prevention training at least once every two (2) years.

13. CORRESPONDENCE DISTRIBUTION POLICY

13.1 All letters approved by the Board of Directors and/or signed by the President on behalf of the District shall be distributed to the Board of Directors as herein provided.

13.2 All letters and other documents received by the District that are of District-wide concern as determined by District staff shall be delivered to the Board of Directors as herein provided.

13.3 All letters and other documents to be delivered to the Board of Directors shall be accumulated and placed in each Director's Information Packet and delivered with the Agenda when a meeting of the Board of Directors is scheduled. Items of a more urgent matter will be e-mailed to all Directors and placed in Director's mailboxes.

14. BOARD OF DIRECTORS BYLAW REVIEW POLICY

14.1 The Board of Directors Bylaw Policy shall be reviewed annually at the first regular meeting in January and considered for adoption at the first regular meeting in February.

15. RESTRICTIONS ON RULES

15.1 The rules contained herein shall govern the Board of Directors in all cases to which they are applicable and to the extent that they are not inconsistent with State or Federal laws.

15.2 The Board of Directors, by resolution, may amend these bylaws from time to time.

Originally Adopted December 3, 1998

Amended June 3, 1999

Amended March 22, 2000

Amended February 7, 2002

Amended March 20, 2003

Amended April 1, 2004

Amended March 3, 2005

Amended January 19, 2007

Amended April 19, 2007

Amended February 14, 2008

Amended February 5, 2009

Amended February 4, 2010

Amended December 2, 2010

Amended March 3, 2011

Amended April 7, 2011

Amended February 2, 2012

Amended June 7, 2012

Reaffirmed February 7, 2013

Amended August 1, 2013
Amended March 5, 2015
Amended February 4, 2016
Amended February 2, 2017
Amended February 1, 2018
Amended February 7, 2019
Amended February 6, 2020
Amended February 4, 2021
Amended March 4, 2021
Reaffirmed February 3, 2022
Reaffirmed February 2, 2023