

DIABLO COMMUNITY SERVICES DISTRICT

BYLAWS

Gov. Code Sections 61044, 61063
Public Contracts Code Sections 22050, 20682

ARTICLE I

Name and Office

Section 1. Name. The name of the entity is the Diablo Community Services District, hereinafter referred to by its common name within the community of Diablo, "DCSD."

Section 2. Principal Office. The DCSD has no office per se. All meetings are held at the Diablo Country Club, Diablo CA 94528. The mailing address of the DCSD is Post Office Box 321, Diablo, CA 94528-0321.

ARTICLE II

Purpose

The purpose of the DCSD is to provide security/police protection services to the residents of Diablo, maintain and improve the roads, culverts under the roads, and bridges within Diablo, and maintain the equestrian/pedestrian trail between Alameda Diablo and Mt. Diablo Scenic Blvd.

ARTICLE III

Organization

The DCSD is composed of an elected Board of Directors in accordance with the rules established for special districts by the Contra Costa County Board of Supervisors. The DCSD operates in compliance with the rules and responsibilities established for special districts by the State of California.

ARTICLE IV

Board of Directors

Section 1. Number. The affairs of the DCSD are managed by a 5-person Board of Directors in accordance with the rules established for special districts by the State of California.

Section 2. Term of Office. Each newly elected Director shall take office at the January meeting of odd-numbered years and shall hold office until a respective successor is elected except in the case of resignation, death, or removal for cause. Directors are elected for 4-year terms and there are no term limits.

Section 3. Election. Each Director shall be elected at the general election.

Elections shall be staggered so that 2 Directors will stand for election in one even-numbered year, and 3 will stand for election in the next even-numbered year.

Section 4. Vacancy. Any vacancy occurring on the Board of Directors shall be filled for the unexpired term by appointment by a quorum of the remaining Board. A notice of vacancy shall be posted in three places for 15 days to notify residents of the open Board seat and the final date for filing an application of candidacy for the open seat. The Board of Directors shall review the qualifications of all candidates and shall hold a formal vote to appoint the person to fill the vacancy. Vacancies shall be filled within 60 days of the occurrence of the vacancy. If the Board has not appointed a replacement within 60 days and has not called for an election, the County has the right to appoint within the 30 days following the 60-day vacancy period. If the Board and the County have not filled the vacancy within the 90-day window, then the Board must call for an election.

Section 5. Compensation. Directors shall not receive any stated salary or compensation for their services.

Section 6. Board Assignments. Permanent Board assignments shall be: Security, Roads, Community Liaison, and Finance. The President shall appoint a Director to be responsible for each of these functions. The head of each shall be known as Commissioner, and the President may assign Co-Commissioner(s) to these functions.

Section 7. Ad Hoc Committees. The President may appoint Ad Hoc Committees from time to time. Members of an Ad Hoc Committee need not be a member of the Board of Directors. Ordinarily, the President will appoint a member of the Board to serve as Chairperson of every Ad Hoc Committee. The Ad Hoc Committee shall serve under instructions and at the pleasure of the President.

ARTICLE V

Officers

Section 1. Officers, Elections of, and Terms of Office. The Officers of the DCSD shall be President, Vice President, Secretary, and Treasurer. The President, Vice President, and Secretary shall be members of the Board of Directors. The Treasurer may not be a member of the Board of Directors.

- **President.** The President shall be elected by the Board of Directors and shall serve until he or she resigns from the position, leaves the Board or is unable to serve. The President shall preside over all Board meetings.

The President shall have oversight responsibility for all Board functions and shall be an ex-officio member of every committee.

The President may establish Ad Hoc Committees at will and shall appoint the Chairperson of each.

The President shall be an authorized signatory on all DCSD accounts.

The President shall approve all items to be included in meeting agendas. However, any Board member may place an item on the agenda.

- **Vice President.** The Vice President shall be elected by the Board of Directors and shall serve until he or she resigns from the position, leaves the Board or is unable to serve.

The Vice President shall, in the absence of the President, or in the event of his or her inability or refusal to act, shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions of the President.

- **Secretary.** The Secretary shall be elected by the Board of Directors and shall serve until he or she resigns from the position, leaves the Board or is unable to serve.

The Secretary shall oversee the preparation, distribution and posting of the agenda and the minutes of each meeting as required by law.

The Secretary shall oversee maintenance of the DCSD's website, its email accounts, and its records in accordance with the provisions in Article VI, Section 8, Records, with assistance from the General Manager.

- **Treasurer.** The Board of Directors may choose to assign all responsibilities of the Treasurer to the General Manager. If the Board decides to include a separate Treasurer position, the Board shall appoint, by a quorum of the full Board, an independent contractor who shall serve at the pleasure of the Board. The Treasurer shall not be a Board member. The Board shall fix remuneration for the position from time to time.

The Treasurer shall be an authorized signatory on all DCSD accounts.

The Treasurer shall recommend depository institutions for DCSD funds to the Board of Directors.

The financial responsibilities of the Treasurer shall be:

1. Preparation of monthly financial statements for the Board meeting.
2. Advising the Board on whether the DCSD is operating in compliance with its budget.
3. Preparation of the proposed budget and final budget as approved by the Board.
4. Submission of a copy of the approved budget to Contra Costa County.
5. Coordination of the annual external audit.
6. Preparation and filing of the annual financial reports required by the State of California.

Section 2. Vacancy. A vacancy in any office shall be filled through election by a quorum of the full Board of Directors.

Section 3. Other Non-Board Positions

- **General Manager.** The General Manager shall be an independent contractor and not a member of the Board of Directors. The General Manager shall be appointed by a quorum of the full Board of Directors and serve at the pleasure of the Board. The Board of Directors shall fix remuneration for the position from time to time.

The duties of the General Manager shall include:

Administration

1. Advise the Board on all matters regarding administration.
2. Attend all Board meetings.
3. Retain the DCSD records.
4. Assist the Secretary with preparation of meeting agendas and minutes, management of the DCSD website, management of email accounts and management of records.
5. Advise the Board on budget matters.
6. Administer the district insurance program.
7. Arrange for all meetings and meeting sites.
8. Appear before other agencies when DCSD interests are at issue and the Board has requested such.
9. Act as Sergeant at Arms at all meetings.
10. Administer and coordinate communication of the tax rate with Contra Costa County.
11. Act as primary contact when residents have a question or complaint.
12. Upon request, communicate with residents regarding a resident's failure to comply with a DCSD ordinance.

Roads

1. Advise the Board on matters regarding roads.
2. Work with the Board's Roads Commissioner(s) and outside contractors to inspect streets, prepare reports on inspections, and prepare annual plans and budgets for Roads Projects.
3. Assist the Roads Commissioner(s) and the DCSD's attorney with Roads Project contracts.

4. Assist the Roads Commissioner(s) with publication of notices to contractors and notices to the residents when necessary.

Security

1. Advise the Board on matters regarding security.
 2. Assist the Security Commissioner in managing the work schedule of the Deputy Sheriff in keeping with Board criteria.
 3. Work with the Deputy Sheriff and the Lieutenant responsible for DCSD security to ensure compliance with DCSD needs, hours and regulations.
 4. Coordinate with the Sheriff's Department regarding acquisition of new vehicles and equipment when requested by the Security Commissioner.
- **Legal Counsel.** The Legal Counsel shall be an independent attorney appointed, by quorum of the full Board of Directors, to advise the Board on all legal matters that arise. Legal Counsel shall serve at the pleasure of the Board. The Board shall fix remuneration for this position from time to time.

ARTICLE VI

Meetings

Section 1. Meetings Schedule. The Board shall meet at least once every three months. These meetings are held on the second Tuesday of the month at 7:30 pm at the Diablo Country Club. The Board may change the date and time of the regular meetings by a motion carried by a quorum of the full Board. The Board may call Special and/or Emergency meetings as provided by the Brown Act.

Section 2. Agenda. The Agenda shall be posted at least 72 hours before the meeting on the DCSD's bulletin board and website. The Agenda shall consist of the following:

- Call to Order by the President
- Roll call by the Secretary
- Comments from the audience
- Reports by liaisons from Contra Costa County, Diablo Property Owners' Association, and Diablo Country Club
- Reports from Commissioners including discussion
- Reports of Ad Hoc Committees (if any are standing)
- Other Action Items (if any)
- Comments by President and Directors
- Adjournment

Section 3. Board Package. Seventy-two hours before a Board meeting, the Secretary shall oversee emailing of the Board Package to each Director. The Board Package shall include the meeting agenda, prior month's meeting minutes, prior month's financial reports, the security report from the Sheriff's Department and any other written documents being presented at the meeting.

Section 4. Consent Calendar. The consent calendar shall include all matters of routine nature including approval of past minutes. All matters on the Consent Calendar can be passed by a single motion. Any Director may call for separate action for any item on the Consent Calendar.

Section 5. Reports. Directors are encouraged to submit their reports in writing to the Secretary and to all members of the Board by email, U.S. Mail, or hand delivery at least 7 days before the meeting. If a report is not submitted in writing, it may be presented orally at the meeting. A report that has been submitted to each Director before the meeting will not be read at the meeting. The President may call for discussion on any report whether in writing or oral. Any Director may comment on any report whether the report has been submitted in writing or orally.

Section 6. Meeting Protocol. The President shall chair all meetings. In the absence of the President, the meeting shall be chaired in the following order: Vice President, then Secretary. The President shall call items in the order in which they appear on the agenda. The President, however, may deviate from that order at any time and for any reason. If the President does deviate from the order in which the items appear on the agenda, the President will announce the deviation at such time as the item is taken out of order.

- **Calling the Roll.** When the Secretary calls the roll, the Secretary shall announce and note for the minutes, the Directors who are present and the Directors who are absent.
- **Open Portion of Meeting.** Persons who speak when the President calls for comments from the audience may speak to matters that are on the agenda as well as items that are not on the agenda. Ordinarily, comments by a member of the audience will be limited to four minutes. Any member of the audience, who wishes to be noted at the meeting but who has nothing to add to the comments by a previous speaker, is limited to stating that he or she agrees with the comments presented by the previous speaker. Ordinarily, members of the Board will not participate in any discussion during the open portion of the meeting except for matters of clarification. It is the policy of the DCSD that a matter proposed by someone not a Director and not on the agenda will not be discussed.
- **Presentation of Documents at a Meeting for Filing.** At the discretion of the President, documents of less than 25 pages, presented to the Board by non-board person(s) at a meeting, for filing with the DCSD may be accepted and filed with DCSD records.
- **Presentation of Documents at a Meeting for Attachment to the Minutes.** At the discretion of the President, documents less than 3 pages, presented to the Board by non-board person(s) for attachment to the minutes, may be accepted and attached to the minutes.

- **Discussion Items.** The President shall announce an item on the agenda listed as a discussion item. Any Director who desires to speak to the item first shall be recognized by the President. No other Director shall speak while this Director has the floor. The minutes shall not reflect statements made by a Director unless the Director instructs the Secretary to include a specific statement in the minutes. After the last Director has concluded his or her comments, the President shall take any of the following actions: (1) close the discussion and state that no further discussion or action is before the Board; (2) direct the Secretary to include the item as an agenda item for a future meeting; or (3) assign the matter to a Commissioner or an Ad Hoc Committee and indicate the action to be taken.
- **Action Items.** The President shall announce an item that appears on the agenda as an Action Item. Any Director who desires to speak to the item first shall be recognized by the President. No other Director shall speak while this Director has the floor. After discussion, the President shall call for a motion on the action item. Only action on the motion (including Director's vote or abstention) shall be included in the minutes of the meeting. Discussions on the motion shall not be included in the minutes of this meeting.
- **Items not on the Agenda.** The Board shall not discuss any items not included on the agenda.
- **Motions.** Any Director may make a motion on any item that has been noticed on the agenda as an action item. After a motion has been made, the President shall call for a second to the motion. Further discussion may follow the second. When all discussion has concluded, the President shall call for a vote on the motion. A motion shall not pass unless it receives the affirmative vote of a quorum of the full Board of Directors, not a quorum of those attending the meeting.
- **Amendment to a motion.** At any time prior to the vote on a motion, any Director may request an amendment to the motion. The motion may be amended only if the Director making the motion and the Director who seconded the motion agree to the amendment. The amended motion shall become the motion before the Board. The President shall call for discussion and, when all discussion has concluded, the President shall call for a vote on the (amended) motion. An (amended) motion shall not pass unless it receives the affirmative vote of a quorum of the full Board of Directors, not a quorum of those attending the meeting.

Section 7. Minutes. The minutes shall include: the date and time that the meeting was called to order and the roll call of Directors present and absent.

The minutes shall state each motion made by a Director but not seconded; each motion made and seconded by a Director; the name of the Director making the motion and the name of the Director who seconded the motion; and the name of each Director that voted for the motion, each Director who voted against the motion and each Director who abstained from voting for or against the motion. If the motion passes unanimously, the minutes may reflect that the motion passed unanimously and need not list the name of each Director who voted affirmatively. If a motion is defeated unanimously, the

minutes may reflect that the motion was defeated unanimously and need not list the name of each Director who voted against it. The minutes shall not reflect statements made by a Director in discussion of the motion unless the Director instructs the Secretary to include a specific statement in the minutes.

Where an item is discussed but no action taken, the minutes shall be limited to reflect that the matter was discussed by the Board. The minutes shall not reflect statements made by a Director unless the Director instructs the Secretary to include a specific statement in the minutes.

Written reports by a Director shall not be included in the minutes but shall be filed. Financial Reports shall be included in the minutes. Oral reports shall not be included in the minutes.

The minutes shall state the date and time of adjournment. If the meeting is continued to another time and/or date, the minutes shall also state time, date, and place of the continued meeting.

Approved minutes shall be posted on the DCSD's bulletin board and website within 72 hours following the meeting in which they were approved.

Section 8. Records.

The Secretary shall have oversight of all DCSD records. Records shall be retained until authorized for destruction in accordance with the DCSD's Record Retention Schedule. Where authorized by law, records may be maintained and retained in digital form. Commissioners shall retain current records of their projects and chairpersons of Ad Hoc Committees shall retain current records of the committees. When a matter is concluded, the Commissioner or Chairperson shall forward the records to the Secretary, who shall retain those records in the same form and content as delivered.

ARTICLE VII

Fiscal Policies

Section 1. Bank Signers. There shall be 3 authorized signers of DCSD bank accounts: the President, Finance Commissioner and the Treasurer.

Section 2. Financial Reporting. A DCSD Balance Sheet, Income Statement, Cash Flow Statement and list of checks issued by the DCSD in the previous month shall be presented to the Board at each monthly meeting.

Section 3. Expenditures. Expenditures in excess of \$5,000 that are not listed in the approved Budget must receive prior approval from the Board before a purchase commitment can be made.

Section 4. Fiscal Year. The DCSD’s fiscal year is July 1 through June 30.

Section 5. Expense Budget. On or before March 1 of each year, each Director must submit an anticipated expense budget for the coming fiscal year to the Treasurer.

Section 6. Revenue Budget. On or before March 1 of each year, the Treasurer shall submit the anticipated revenue budget for the coming fiscal year to the Board.

Section 7. Budget. On or before April 1 of each year, the General Manager and the Treasurer shall submit to each Director the expense and revenue projections for the coming fiscal year with recommendations for the budget. The Board of Directors shall adopt a final budget for the next fiscal year no later than June 30.

Section 8. Budget Form. The budget shall be adopted by resolution in form similar to the following:

DIABLO COMMUNITY SERVICES DISTRICT

RESOLUTION 20XX- Y

A RESOLUTION ADOPTING A BUDGET FOR FISCAL YEAR 20XX – 20YY

WHEREAS California Government Code Section 61110 provides among other things that a community’s district must publish a notice stating all of the following:

- (1) Either that it has adopted a preliminary budget or that the Treasurer has prepared a proposed final budget which is available for inspection at a time and place within the District specified in the notice;
- (2) The date, time, and place the Board of Directors will meet to adopt the final budget and that any person may appear and be heard regarding any item in the budget or regarding the addition of other items:

Whereas the Treasurer has prepared a preliminary budget which was available for inspection at a time and place within the Diablo Community Services District specified in the notice;

Whereas the Treasurer has published the notice required by California Government Code Section 61110;

Whereas the Board of Directors of the Diablo Community Services District held a public meeting on [date], 20XX at [time] at the Diablo Country Club, which was the time and place specified in said notice for the purpose of hearing any person who may appear regarding any item in the budget or regarding the addition of other items;

Whereas the Board of Directors of the Diablo Community Services District has discussed and considered items to be added to or deleted from said proposed budget;

Whereas Government Code section 61110 requires a copy of the final budget be forwarded to the auditor of Contra Costa County in which the district is located:

Now therefore be it resolved that this Board adopts the final budget in form and content as appears as an attachment to this resolution;

Be it further resolved that a copy of the final budget be forwarded to the auditor of Contra Costa County.

- Yes:
- No:
- Abstention:
- Absent

CERTIFICATION

I certify that I am the Secretary of the Diablo Community Services District and that the above resolution is a true and correct copy of a resolution passed by the Board of Directors of the Diablo Community Services District on [date], 20XX.

Date:

Signature

Printed Name

Secretary, Diablo Community Services District

Article VIII

Personnel Policies

It is the policy of the DCSD to have no employees, but to use independent contractors wherever necessary.

Article IX

Purchasing Policies

Section 1. Patrol Vehicle. Whenever possible, the patrol vehicle and associated equipment used by the Deputy Sheriff in Diablo shall be purchased through Contra Costa County.

Section 2. Office Equipment. The DCSD's independent contractors shall supply their own office equipment. Each Director shall provide his or her own communication devices and whatever equipment he or she deems necessary for the completion of the duties assigned. The DCSD shall supply each Director and each independent contractor with a DCSD email address that is to be used for all DCSD electronic communication.

Section 3. Purchase of Materials, Supplies, And Construction. Public Contract Code Section 20682 is incorporated herein by reference.

Section 4. Emergency Contracting Procedures. Public Contractors Code Section 22050 is incorporated herein by reference.