

~~Guadalupe-Coyote~~ North Santa Clara Resource Conservation District
(GCRCD)

Rules of Order Policy

I. GENERAL PROVISIONS

Governance. The Board of Directors (“Board”) for ~~Guadalupe-Coyote~~ North Santa Clara Resource Conservation District (“District”) consists of five members (“Directors”) of the Board. As the governing body of the District, the Board reviews and approves District policies, and may create standing committees of the Board. The Board has delegated responsibility for policy administration to the District’s Executive Director (“ED”), including but not limited to the development of procedures and internal controls to implement the policies.

Purpose of the Policy. The purpose of this policy is to establish local rules of order for conducting District meetings to ensure that its meetings are conducted in an orderly, regular and internally-consistent manner; that Directors have the necessary information to make decisions on substantive issues; that time is allocated for adequate discussion of decisions to be made; and that meetings and actions are conducted so as to be informative to the staff and the public, and to produce a clear record of actions taken and decisions made. This policy, while setting forth procedural rules for the conduct of meetings of standing committees, shall not be construed to grant any committee the power to take action on behalf of the Board. For purposes of this policy, Directors and standing committee members are referred to as “members”.

Applicability. The Board and all standing committees of the Board will conduct meetings using the rules of order set forth in this policy. Ad hoc committees of the Board may determine by consensus their own rules of order provided that the rules are consistent with the purposes stated above in “Purpose of the Policy. In the absence of any specific legal requirement or a policy established by the Board, Rosenberg’s Rules of Order shall apply. However, the failure to follow Rosenberg’s Rules of Order or any other local procedural rules that have been set at the discretion of the Board shall not, standing alone, be construed to render any decisions made by the Board or committee void, voidable, or otherwise invalid.

Limitations.

1. This policy, while setting forth procedural rules for the conduct of meetings of standing committees, shall not be construed to grant any committee the power to take action on behalf of the Board.
2. This policy shall be read to be consistent with the Brown Act (contained in section 54950 et seq. of the Government Code) and shall not be construed to preclude the

Board from providing additional opportunity for public participation and comment beyond the minimum requirements of the Brown Act.

Term. This policy shall be in force until such time as it is; rescinded, amended or replaced by the duly elected or appointed Board holding office at that time.

Policy Revisions. The Board reviews District policies annually. Any Director, Associate Director or the ED may make recommendations for changes to a policy at any time, but all policy changes require approval by the Board.

Statement of Non-Discrimination. The District conducts its business on a non-discriminatory basis, without regard to race, creed, color, national origin, ancestry, [caste](#), sexual orientation, political affiliation or beliefs, religion, gender, age, physical and invisible disability, medical condition, marital status or pregnancy (as those terms are defined by the California Fair Employment and Housing Act – Government Code Section 12900-12996). Additionally, the Board has adopted a Statement of Diversity and Inclusion to ensure diversity and environmental justice are key components of the District’s strategic planning and programmatic work.

II. RULES OF ORDER

Quorum. A quorum of the Board shall be three Directors. A quorum of a standing committee shall be determined by the Board [in compliance with the Brown Act](#) at the time the committee is created. [A quorum of an ad hoc committee not subject to the Brown Act is limited to two \(2\) Directors, with a quorum of two Directors.](#)

Duties of the Presiding Officer. The presiding officer for a Board meeting shall be the President, or in the absence of the President, the Vice-President. In the absence of the President or Vice-President at a Board meeting, the Director with the longest tenure on the Board will be the presiding officer for the meeting. The presiding officer for a standing committee of the Board is the Chair or Co-Chair of the committee, and shall be one of the Directors appointed to the committee. Duties of the presiding officer are:

1. At the appointed time and with a quorum present at a meeting, the presiding officer shall call the meeting to order and proceed to business. In the absence of a quorum (including as a result of the loss of a quorum during a meeting), the presiding officer has the authority to either continue the meeting as an informational meeting only, without any action taken, for the benefit of the public who are participating in the meeting, or adjourn the meeting without any action taken.
2. It shall be the duty of the presiding officer at all times to preserve order at the meeting and to decide questions of order and parliamentary procedure, subject to an appeal to the Board or committee by any two members.
3. The presiding officer has authority to make motions and vote just as other members do.
4. The presiding officer has the authority to adjourn the meeting without a motion when the Board or committee reaches the end of the agenda or when the hour adopted for adjournment has arrived.

Motions and Discussion

1. Any member, including the presiding officer, shall be permitted to enter discussion on any subject on the meeting agenda. Limitations include:
 - a. The presiding officer shall stop the discussion of a matter if the Board or committee previously agreed to limit discussions to a specified period of time and that period of time has been exceeded.
 - b. The presiding officer shall stop any discussion that does not apply to the pending motion/subject matter.
2. Discussion shall proceed in this order:
 - a. The responsible party for an item of business on the agenda shall address the members.
 - b. Members may ask clarifying questions of the responsible party pertinent to the item prior to a motion being made.
 - c. The public is invited to comment or ask questions on the item.
 - d. After public comment period closes, any member may make a motion with regard to the item of business.
3. Action on items of business will be taken by motion. In this policy, the term "motion" is intended to include any "resolution" of the Board. A motion stated by one member may be seconded by another member. A second is not to be construed as a vote in favor of the motion; it is an affirmation that the motion should proceed to discussion. The effect of seconding a motion is that the motion may thereafter be withdrawn or amended prior to a vote being taken only with either:
 - a. The approval of a majority vote of the members present at the meeting.
 - b. The approval by unanimous consent. Unanimous consent can be shown by verbally asking whether any individual member has an objection to the proposed amendment to, or withdrawal of, the pending motion.
4. Prior to a pending motion being seconded, the maker of the motion shall be entitled to amend or withdraw the pending motion.
5. In the event a motion has been stated but not seconded, any member may make a "call for a second" any time prior to a vote being taken. If a pending motion is not seconded after a "call for a second" has been made, then the minutes of the meeting shall reflect that the motion "failed for lack of a second," and the presiding officer shall continue the meeting without a vote on that motion. If a main motion has received a second and a member wishes to dispose of the motion without a direct vote on it, the proper procedure is to make a secondary motion to postpone the main motion (either indefinitely or to a date certain), which motion also requires a majority vote in order to pass.
6. After a pending motion has been seconded, but prior to a vote, discussion shall proceed in this order:
 - a. Members may further deliberate on the pending motion, including offering amendments, if any, to the pending motion according to the rules set forth below.
 - b. Associate Directors and staff may participate in the discussion of the pending motion and any offered amendments.

- c. The presiding officer shall have discretion to call upon any member of the public who has indicated they wish to make a comment about the pending motion and offered amendments.
 - d. Any member may call the motion for vote.
 - e. The motion and any amendments will be repeated for the record.
 - f. The presiding officer shall call the vote.
7. Members are not required to obtain the floor prior to speaking or making motions.
 8. Members are not limited in the number of times they may speak to a question, except as the result of a motion to limit or end debate that has been adopted by the Board.
 9. When extended discussion/debate is occurring over a pending motion, any motion to end or limit discussion/debate and move to a vote on the pending main motion must be approved by a two-thirds vote of those members who vote on the motion. A motion to establish a specific time limit for discussion of an item of business that is set prior to the beginning of the debate/discussion (or to modify such a limit after the limit has been set) shall also require a two thirds vote.
 10. A new motion shall be out of order while another motion is being discussed with the exception of appropriate secondary motions, such as the following: an amendment to the motion under discussion, a motion to adjourn, a motion to postpone the main motion (either indefinitely or to a time certain), a motion to refer the motion being discussed, or a motion to end or limit debate in order to reach a vote on the pending main motion.
 11. A motion to reconsider must be made at the meeting where the item was first voted upon, and the motion to reconsider may only be made by a member who voted in the majority on the original motion. Any member may second the motion.
 12. Informal discussion of a subject is allowed without a motion pending.
 13. Members shall have the right to call upon any Associate Director or member of staff during the discussion on a motion to solicit additional information to inform their decision prior to the vote.
 14. No member shall be interrupted while speaking unless they are out of order, or for the purpose of correcting mistakes or misinterpretations.
 15. If a member acts in any respect in a disorderly manner, it shall be the privilege of any other member, and the duty of the presiding officer to call them to order.

Voting

1. Voting may be by a “yes” or “no” voice vote by the members present at the meeting, except when a roll call vote is required by law or by Board policy, or when requested by the presiding officer or any member. All votes on a motion to convene to a closed session shall be by roll call vote.
2. Members may abstain from voting on a matter where they believe they have cause for doing so, other than for a potential conflict-of-interest, but must announce their abstention. The names of members abstaining shall be recorded in the minutes of the meeting.
3. Members who have a potential conflict-of-interest on an agenda item ~~must~~ shall declare the conflict at the beginning of the agenda item and leave the meeting for

the duration of discussion on the item. They are counted as “absent” rather than as an abstention.

4. No member may cast a vote by proxy or by absentee ballot.
5. A motion is passed/adopted when a majority of the members present at the meeting cast their votes in favor of the motion, except as otherwise required by law or by the Board. A member’s silence on a vote will be counted as an affirmative vote.
6. On split votes, the names of the members voting with the minority shall be recorded in the minutes of the meeting. When a vote is taken by roll call, the minutes shall clearly reflect the vote of each voting member.

Suspension of Rules. Any motion to suspend the rules shall require the approval of a two-thirds vote of those members who are present at the meeting.

Policy Change Log:

Date	Action
06/03/2021	Board adopted new policy.
09/05/2024	Board conducted an annual review of the policy and [insert action].