

EXHIBIT B

BAY AREA WATER SUPPLY AND CONSERVATION AGENCY

RULES OF THE BOARD

September 15, 2022

BAY AREA WATER SUPPLY AND CONSERVATION AGENCY

RULES OF THE BOARD

	Page
RULE I. OFFICERS OF THE BOARD	1
A. <u>Chairperson</u>	1
B. <u>Vice Chairperson</u>	1
C. <u>Term</u>	1
RULE II. MEETINGS OF THE BOARD	2
A. <u>Call of Meetings</u>	2
1. <u>Regular Meetings</u>	2
2. <u>Special Meetings</u>	2
3. <u>Emergency Meetings</u>	2
B. <u>Notice of Meetings</u>	2
C. <u>Agenda of Meetings</u>	2
D. <u>Location of Regular Meetings</u>	2
E. <u>Meetings Open to the Public</u>	3
F. <u>Order of Business</u>	3
G. <u>Procedure</u>	3
1. <u>Role of Chairperson</u>	3
2. <u>Convening the Meeting</u>	3
3. <u>Consent Calendar</u>	3
4. <u>General Principles for Discussion or Debate</u>	4
5. <u>Motions</u>	4
6. <u>Voting</u>	4
7. <u>Time Limit on Meetings</u>	5
8. <u>Adjournment</u>	5
H. <u>Minutes</u>	5
RULE III. COMMITTEES OF THE BOARD.....	6
A. <u>Standing Committees</u>	6
1. <u>Board Policy Committee</u>	6
B. <u>Ad Hoc Committees</u>	6
RULE IV. STAFF RESPONSIBILITIES	7
A. <u>General Manager/CEO</u>	7
B. <u>Secretary</u>	7
RULE V. COMMUNICATIONS TO THE BOARD	8
A. <u>General</u>	8
1. <u>Agenda Items</u>	8
2. <u>Non-Agenda Items</u>	8
B. <u>Time Limits on Public Comments</u> . The presiding officer may impose time limits on each speaker.....	8
RULE VI. SUSPENSION/AMENDMENT/REPEAL	9

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**BOARD OF DIRECTORS
BAY AREA WATER SUPPLY AND CONSERVATION AGENCY
RULES OF THE BOARD**

The Board of Directors (“Board”) of the Bay Area Water Supply and Conservation Agency (“Agency”) adopts these Rules pursuant to Section 81417 of the California Water Code.

These Rules are designed solely to facilitate the Board’s conduct of its own meetings and proceedings. They are not intended to, and do not, create procedural or substantive rights in any person.

The Rules are subordinate to state and federal law.

RULE I. OFFICERS OF THE BOARD

- A. Chairperson. The Board shall elect a Chairperson from among its members annually at the regular meeting in January.

The Chairperson shall preside at all meetings of the Board.

The Chairperson may appoint directors to standing and ad hoc committees of the Board and may designate the chairs of such committees. The Chairperson may also appoint directors to serve as the representative of the Agency to other groups and organizations, unless the law requires such appointments to be made by action of the full Board.

The Chairperson shall have such other powers and duties as are provided elsewhere in these Rules or delegated by the Board.

- B. Vice Chairperson. The Board shall elect a Vice Chairperson from among its members annually at the regular meeting in January. The Vice Chairperson shall perform the duties of the Chairperson in the Chairperson’s absence or incapacity. In the case of a vacancy of the office of the Chairperson, the Vice Chairperson shall succeed to that office. In the case of a vacancy of the office of the Vice Chairperson, an election shall be held at the next regular meeting to fill the vacancy.
- C. Term. The term of officers of the Board shall commence at the close of the meeting at which they are elected.

RULE II. MEETINGS OF THE BOARD

A. Call of Meetings

1. Regular Meetings. Regular meetings of the Board shall be held on the third Thursday of January, March, May, July, September and November at half-past the hour of 6 P.M. The date and/or time of a particular regular meeting may be changed by the Board as needed to accommodate scheduling conflicts, subject to the notice requirements in Rule II.B below.
2. Special Meetings. Special meetings of the Board may be called by the Chairperson or by a majority of the members of the Board. The notice of the meeting shall state the particular business to be conducted. The Board may not consider other business at such meetings.
3. Emergency Meetings. The Chairperson or a majority of the members of the Board may call an emergency meeting in the case of an “emergency situation,” as defined in the Brown Act. The Board shall not meet in closed session during an emergency meeting.

B. Notice of Meetings. A notice stating the time and place of the meeting shall be sent to each director no later than the time the agenda is required to be distributed by Rule II.C. If the date, time or place of a regular meeting is changed, notice of the change shall be sent at least 72 hours in advance of the regular meeting date or the rescheduled date, whichever is earlier, to each director and to all newspapers of general circulation and radio and television stations that have requested notice of meetings pursuant to the Brown Act.

C. Agenda of Meetings. The General Manager/CEO shall prepare the agenda of all meetings of the Board, in consultation with the Chairperson.

A copy of the agenda shall be posted in a location freely accessible to the public, and delivered to each director, at least 72 hours before each regular meeting and at least 24 hours before each special meeting.

A copy of the agenda, and of all documents (other than those exempt from disclosure under the Public Records Act) distributed to the directors with the agenda, shall be available for public inspection at the Agency’s office at least 72 hours before each regular meeting and at least 24 hours before each special meeting. A copy of the agenda and such supporting documents shall also be available for public review at the meeting.

D. Location of Regular Meetings. All regular meetings of the Board shall be held at the Burlingame Community Center, 850 Burlingame Ave., Burlingame. When that location is unavailable, or when it is otherwise in the public’s interest, a meeting may be held at another location determined by the Chairperson. Notice of the change shall be given as provided in Rule II.B above.

E. Meetings Open to the Public. All meetings of the Board shall be open and public and conducted in accordance with the Brown Act.

F. Order of Business. The Order of Business shall generally be as follows:

Call to Order
Roll Call
Pledge of Allegiance
Special Orders of Business/Public Hearings/Ceremonial Items (if any)
Public Comment
Consent Calendar
Action Calendar
Reports
Directors' Comments and/or Agenda Requests
Closed Session (if any)
Adjournment

A director may request that an item be taken out of order. The Chairperson may take any item out of order in response to a request by a director or on his or her own initiative, subject to the right of a director to appeal.

G. Procedure.

1. Role of Chairperson. Authority for conduct of meetings is assigned to the Chairperson, who shall be responsible for timely, fair and reasonable conduct of the meeting's business. Decisions of the Chairperson on questions of procedure are final, except that any ruling may be appealed to a vote of the meeting.

In case of the Chairperson and Vice Chairperson of the Board's absence or incapacity, the duties of the Chairperson of the Board shall be served by the Chairperson of the Board Policy Committee or, in case of his or her absence or incapacity, by the Vice Chairperson of the Board Policy Committee. In such case, the Chairperson or Vice Chairperson of the Board Policy Committee is authorized only to conduct meetings of the Board pursuant to these Rules and is not authorized to add items the Agenda for any meeting of the Board or exercise any other duties of the Chairperson or Vice Chairperson of the Board.

2. Convening the Meeting. A majority of the full Board constitutes a quorum for the conduct of business. The Chairperson shall be responsible for ascertaining and announcing the presence of a quorum and the due convening of the meeting.

3. Consent Calendar. Matters to be included on the Consent Calendar are those that are regularly presented to the Board and are routine in nature, such as approval of minutes. All matters on the Consent Calendar may be acted upon by a single vote. If any director requests that a matter on the

Consent Calendar be considered and acted upon separately, the matter shall be removed from the Consent Calendar. Such matters shall be separately considered immediately after approval of the remainder of the Consent Calendar, subject to the Chairperson's authority to take up the matter later in the meeting.

4. General Principles for Discussion or Debate. Discussion of any issue is subject to regulation by the Chairperson to assure adequate consideration of relevant points of view in the best interests of the Agency. The objectives of discussion are to:
 - Determine the will of the Board.
 - Assure sufficient discussion and consideration of issues so that all pertinent points of view are considered.
 - Maintain the dignity of the meeting so that each recognized speaker's views are made known to the directors and to ensure that appropriate respect is accorded all members,
 - Present the consideration of business in a manner understood by all participants.

5. Motions. The Board prefers a flexible format for meetings and does not insist that its meetings be conducted strictly in accordance with formal rules of procedure. The following rules of motion practice are to be applied as a guide to the Chairperson in disposition of motions. If a director believes that adequate order is not being maintained or that the procedures being followed do not allow for adequate and orderly discussion of an item, the director may raise a point of order to the Chairperson. If the director is not satisfied with the ruling of the Chairperson, the director may appeal to the full Board. A majority of the Board will determine the point of order.

All matters requiring Board action must be presented in the form of a motion. In order for a vote to be taken on a motion, the motion must be seconded by another director. When a motion has been made and seconded, it shall be stated by the Chairperson for consideration by the directors.

Under these Rules, motions should be limited to those set forth on the Chart of Motion Practice (Attachment 1). Motions on Attachment 1 are listed in order of precedence. When a motion is pending, any motion listed above it on the chart is in order, but those below it are out of order.

6. Voting. The affirmative vote of a majority of all directors is necessary to pass a main motion. The vote needed to pass other types of motions are as

stated in Attachment 1. For motions not listed in Attachment 1, the vote shall be as stated in Roberts Rules of Order.

A roll call shall be taken on the vote on all main motions associated with an ordinance or resolution, on all motions subject to weighted voting, and on any other motion when requested by a director.

Any director may call for any motion to be subject to weighted voting as provided in Water Code Section 81405. If such a call is made before the next item on the agenda is introduced for consideration, weighted voting shall be implemented. The number of votes assigned to each member agency's director for purposes of weighted voting is shown on Attachment 2. A roll call vote shall be taken on all motions subject to weighted voting.

7. Time Limit on Meetings. When a meeting of the Board has lasted two and one quarter hours or more, no new item of business may be taken up for discussion or action unless a majority of the directors then present vote to extend the meeting. This provision may be invoked by the Chair or any director. However, it has no effect on the validity of any action taken by the Board unless and until it is invoked.
8. Adjournment. Upon completion of the meeting's agenda, or upon conclusion of a meeting pursuant to Rule II.G.7, the Chairperson shall adjourn the meeting. Adjournment may be accomplished by a motion or announcement of the Chairperson.

- H. Minutes. The Secretary shall prepare minutes of each Board meeting, which shall be submitted for approval at a subsequent meeting. Minutes shall record the ayes and nays on roll call votes. Minutes should not include the text of ordinances and resolutions, which shall be maintained by the Secretary in separate volumes. Minutes are intended to be a record of Board action and a brief summary of discussion; they should not be an exhaustive record of deliberation.

RULE III. COMMITTEES OF THE BOARD

- A. Standing Committees. The Board may establish standing committees that have continuing jurisdiction over a particular subject matter, or a set meeting schedule. Rules II.B, C, D, and E shall apply to all meetings of a standing committee. Standing committees may include, but shall not be limited to the following:
1. Board Policy Committee. The Board Policy Committee advises the Board and General Manager/CEO about policy issues related to the Agency's goals and courses of actions proposed by the General Manager/CEO to address those issues.
- B. Ad Hoc Committees. The Board, or the Chairperson on his or her own initiative, may establish ad hoc advisory committees to undertake special, limited assignments on behalf of the Board.

RULE IV. STAFF RESPONSIBILITIES

- A. General Manager/CEO. The General Manager/CEO shall be responsible for introducing agenda items and for directing staff responses to Board inquiries arising during the course of a meeting.
- B. Secretary. The Secretary shall record votes, take minutes, and distribute copies of documents as required.

RULE V. COMMUNICATIONS TO THE BOARD

- A. General. Members of the public should address comments and questions to the Chairperson.
1. Agenda Items. Members of the public may speak on any item under discussion by the Board, after receiving recognition from the Chairperson.
 2. Non-Agenda Items. Members of the public may speak on matters that are within the jurisdiction of the Agency, but which are not on the agenda, during Public Comments. The Board will take no immediate action on matters which are not on the Agenda. Such items raised by the public may be referred to staff for review and analysis and may be reported back to the Board at a subsequent meeting.

If a speaker refers to any document, writing, record, picture, or other exhibit, the Secretary shall request a copy so that it can be included in the record.

- B. Time Limits on Public Comments. The presiding officer may impose time limits on each speaker.

RULE VI. SUSPENSION/AMENDMENT/REPEAL

A Rule may be suspended at any Board meeting by a majority of directors present at such meeting. The Rules may be amended or repealed by an affirmative vote of a majority of the full Board.

ATTACHMENT 1

CHART OF MOTION PRACTICE				
Motion	Second Required?	Debatable?	Amendable?	Vote Required*
MEETING CONDUCT (PRIVILEGED) MOTIONS				
Point of Privilege	No	No	No	None
Point of Order	No	No	No	None
To Appeal Ruling of Chair	No	Yes	No	Majority
To Recess	Yes	Yes	Yes	Majority
To Adjourn	Yes	Yes	No	Majority
DISPOSITION (SUBSIDIARY) MOTIONS				
To Withdraw a Motion	No	No	No	None
To Postpone Consideration (Table)	Yes	Yes	Yes	Majority
To Refer to Committee	Yes	Yes	Yes	Majority
To Amend	Yes	Yes	Yes	Majority
To Limit or Close Debate (Call the Question)	Yes	Yes	Yes	2/3
MAIN MOTIONS				
To Take Action; To Reconsider	Yes	Yes	Yes	Majority of Full Board

* For privileged and subsidiary motions, required vote refers to those present and voting. Main motions require a majority of the full board, whether or not present and voting. This chart assumes weighted voting is not in effect.

ATTACHMENT 2

MEMBER AGENCY VOTES UNDER WEIGHTED VOTING

<u>Name of Agency</u>	<u>No. of Votes</u>
Alameda County Water District	7
California Water Service Company	21
City of Brisbane	1
City of Burlingame	3
City of Daly City	3
City of East Palo Alto	1
City of Hayward	10
Town of Hillsborough	2
City of Menlo Park	2
City of Millbrae	2
City of Milpitas	4
City of Mountain View	6
City of Palo Alto	8
City of Redwood City	7
City of San Bruno	1
City of San Jose	3
City of Santa Clara	2
City of Sunnyvale	5
Coastside County Water District	1
Estero Municipal Improvement District	3
Guadalupe Valley Municipal Improvement District	1
Mid-Peninsula Water District	2
North Coast County Water District	2
Purissima Hills Water District	1
Stanford University	1
Westborough Water District	1

NOTE: If weighted voting is in effect, a motion, resolution or ordinance must be approved by **both** (1) a majority of the directors present and voting, **and** (2) a majority of the number of votes specified above represented by directors present and voting.

