

Bylaws of the San Dieguito River Valley Regional Open Space Park Joint Powers Authority

Adopted and approved at the May 20, 2016 Board Meeting

Article I Name

The name of this organization is the San Dieguito River Valley Regional Open Space Park Joint Powers Authority (“JPA”) which has been established pursuant Government Code sections 6500 *et. seq.* The JPA is governed by a board of directors to be known as the “San Dieguito River Valley Regional Open Space Park Board” (hereinafter called “Board”).

Article II **Definitions**

- a. “Public Agencies” means COUNTY OF SAN DIEGO, and cities of DEL MAR, ESCONDIDO, POWAY, SAN DIEGO, and SOLANA BEACH
- b. “JEPA” means the *AMENDED AND RESTATED JOINT EXERCISE OF POWERS AGREEMENT BETWEEN THE COUNTY OF SAN DIEGO AND THE CITIES OF DEL MAR, ESCONDIDO, POWAY, SAN DIEGO AND SOLANA BEACH CREATING THE SAN DIEGUITO RIVER VALLEY REGIONAL OPEN SPACE PARK JOINT POWERS AUTHORITY* as adopted by the Board and its member Public Agencies on or around June, 2015.
- c. “Park” means preserved open space properties, public trails, historic structures and other public recreational facilities and amenities within the boundaries of the Focused Planning Area described in Exhibit A to the JEPA. Some Park properties and facilities are owned, leased or managed by the JPA pursuant to conservation easements or other agreements. Some Park properties and facilities are owned and managed by other public or private entities.

Emergency situation means:

- (1) activities that severely impairs public health, safety, or public resources, as determined by a majority vote of the members of the Board; or
 - (2) a disaster that severely impairs public health, safety, or public resources, as determined by a majority vote of the members of the Board.
- d. *Public Records Act* means the California public records law located at California Government Code section 6250 *et seq.*, as may be amended.
 - e. *Ralph M. Brown Act* means the California open meetings law located at California Government Code section 54950 *et seq.*, as may be amended.

Robert's Rules of Order means the eleventh edition of the publication Robert's Rules of Order (Newly Revised) or as thereafter revised.

Article III Purpose of the JPA

The purpose of the JPA is to jointly exercise the powers of the Public Agencies to acquire, plan, design, improve, manage, operate, and maintain natural open space and recreational facilities within the Park and to work cooperatively with other entities and individuals to preserve and enhance natural open space and recreational facilities within the Park, as set forth in more detail in the JEPA.

Article IV Membership on Board

1. The Board shall consist of nine voting members and one non-voting ex officio advisory representative ("Board Members") as follows:

a) Two (2) members each from among the elected officials of the governing bodies of the County of San Diego and the City of San Diego or one (1) elected official and one (1) designee appointed by their respective governmental bodies.

b) One (1) elected member of the City Councils of the cities of Del Mar, Escondido, Poway, and Solana Beach appointed by their respective councils.

c) The Chairperson of the San Dieguito Citizens Advisory Committee is an ex-officio member of the Board.

d) One (1) non-voting ex officio advisory representative appointed by the Board.

2. Board Members shall serve at the pleasure of their appointing authority. Each Board member may have an alternate who may act in his/her absence. Alternates shall be chosen in the same manner as regular members except that the alternate to the Chairperson of the San Dieguito Citizens Advisory Board shall be the Vice Chairperson of that Board.

Article V Terms of appointment and Vacancies

The term of the appointment and filling of the any vacancies for Public Agency Board Members shall be conducted in accordance with rules and procedures of each Public Agency's appointing authority.

Article VI No Compensation for Members

Board Members will receive no compensation for their service on the Board. However, members may be reimbursed for expenses they incur in performing their duties for the Board.

Article VII Duties and Functions of the Board

In accordance with the JEPA, the Board shall provide overall governance of the JPA.

Article VIII Officers of the Board

The Board shall select its own Chairperson and Vice Chairperson from among the members. The JPA Policy P95-1 further outlines the Board's procedures for selection of officers.

Article IX Duties of the Officers, Secretary and Executive Director

- A. The Chairperson shall be the principal officer of the Board who is responsible for the general supervision and direction of the Board's business. In the absence of the Chairperson, the Vice-Chairperson shall exercise all the powers of the Chairperson.
- B. Subject to oversight by the Chairperson, it shall be the duty of the JPA's Executive Director to: (1) bring all pertinent issues to the attention of the Board; (2) establish the agendas for Board meetings; (3) prepare and present all Board reports and recommendations; and, (4) delegate duties to JPA Staff as necessary.
- C. The Secretary to the Board shall be a member of JPA staff designated by the Executive Director unless a majority of the Board directs otherwise. The Secretary shall maintain all Board attendance records and other records of the Board. The Secretary shall prepare and maintain minutes of all Board meetings and shall prepare all written reports and recommendations of the Board. The Secretary shall be the custodian of Board records for purposes of requests made under the *Public Records Act*.

Article X Subcommittees

The Board may create standing or ad hoc subcommittees to assist the Board in the performance of its duties. Members of standing and ad hoc committees shall include at least two, but not more than four, voting members of the Board. All members of standing subcommittees must be voting members of the Board. Non-members of the Board may be non-voting members of ad hoc subcommittees created by the Board. Meetings of all standing subcommittees and ad hoc subcommittees with non-members of the Board must be held in accordance with the rules established for the Board itself and in accordance with the *Ralph M. Brown Act*. When and as long as any subcommittees lack sufficient members to constitute a quorum for the conduct of business, the Board Chairperson and/or Vice-Chairperson is authorized to act as a voting member of that subcommittee. The JPA Policy P95-1 further outlines procedures for designating subcommittee members.

Article XI **Meetings of the Board**

All meetings of the Board shall be held in accordance with the *Ralph M. Brown Act*. If there is any conflict between these rules and the *Ralph M. Brown Act*, the *Ralph M. Brown Act* shall prevail.

- A. The Board will review and adopt a regular monthly meeting schedule (including the time and place) at or about its November meeting for the following calendar year. Subject to review and approval of the Chairperson, regular meetings may be cancelled by the JPA Executive Director when a quorum of directors is not available or there is insufficient business to warrant a meeting. Notice of the cancellation shall be provided in the same manner as regular meeting agendas and shall be posted at the location of cancelled meeting at the time and on the date it was to be held

- B. The subject matter to be considered at regular meetings shall be announced to the public and through a written agenda posted in a location that is freely accessible to members of the public at least 72 hours in advance of such meetings.

- C. In addition to its regular meetings, the Board may hold special meetings. Special meetings must be announced to the public and news media through a written notice and agenda posted in a location that is freely accessible to member of the public at least 24 hours prior to such meetings.

- D. The Board may hold a special emergency meeting without complying with the 24-hour notice requirement only if an *emergency situation* exists.

- E. The Board may hold closed sessions only for the purposes authorized under the *Ralph M. Brown Act* and in accordance with the procedures set forth in that Act for closed sessions.

Article XII **Agendas**

- A. Except as provided in Article XIIB, agendas containing a brief general description of each item of business to be transacted or discussed at the Board's meetings shall be posted at the times required by and in accordance with Article XI. The brief description of each item generally need not exceed 20 words.

- B. Board Members may discuss items of business not posted on an agenda only after the Board has publicly identified the item and only if at least one of the conditions listed in Article XIIB(I)-(3) is satisfied:
 - (1) The Board has determined by a majority vote that an *emergency situation* exists; or,

- (2) Two-thirds of the members of the Board present at the meeting vote or, if less than two-thirds of the members are present, those members present vote unanimously, that there is a need to take immediate action and that the need for action came to the attention of the Board subsequent to the agenda being posted; or,
- (3) The item was posted in accordance with Article XI for a prior meeting of the Board that occurred not more than five calendar days prior to the date action is taken on the item, and at the prior meeting the item was continued to the meeting at which action is being taken.

Article XIII Public Comment

- A. Public comment on agenda items at regular or special meetings of the Board.
 - (1) Every agenda for regular or special meetings of the Board shall provide an opportunity for members of the public to directly address the Board body concerning each item that has been described in the notice for a particular meeting before or during consideration of that item.
- B. Public comment on non-agenda items at a regular meeting of the Board
 - (1) Every agenda for a regular Board meeting shall provide a period on the agenda for member of the public to address the Board on items of interest to the public that are not on the agenda but are within the jurisdiction of the Board. Subject to the exercise of the Chairperson's discretion for a given agenda, time shall be designated for public comment on non-agenda items at regular meetings.
- C. Speakers shall be limited to three minutes each and public comments shall be limited to thirty minutes per subject regardless of the number of people in attendance. The time limit may be waived by either the Chairperson or a majority vote of the members of the Board.
- D. The Board may not take action on matters raised during public comment, but Board Members may briefly: i) respond to statements made or questions posed, ii) ask questions for clarification, and, iii) subject to rules and procedures adopted by the Board, request that staff report back to the Board and/or place the matter on a future agenda.
- E. The Board may adopt reasonable rules and regulations governing public comment that are not in conflict with these Bylaws or the *Ralph M. Brown Act*.

Article XIV Financial

- A. The Board of Directors shall approve a final budget no later than June 30 of each year. A copy of the final budget, when adopted, shall be filed with each Public Agency.

- B. It is the responsibility of the Public Agencies to provide that portion of the JPA budget that is identified as the Public Agency contributions which calculated by the formula outlined in Section 5 of the JEPA. Payment of this determined sum of money shall be made by each Public Agency by July 15 of each year. If payment by a Public Agency has not been made by September 1 of each year, the voting rights of the Public Agency shall be subject to suspension accordance with Section 7(e) of the JEPA.

Article XV Parliamentary Procedures

Unless otherwise provided in these Bylaws, the procedure for meetings shall be governed by *Robert's Rules of Order*.

Article XVI Effective Date of Bylaws; Amendments

These Bylaws shall become effective upon approval by majority vote of the Board. These Bylaws may be amended only by majority vote of the Board.

Article XVII Board's Authority to Adopt Rules for Conducting its Business

The Board may adopt rules that are not addressed in these Bylaws that the Board deems necessary to conduct its business. The Board shall adopt the rules by majority vote of the members of the Board. Any rules that the Board adopts must conform to these Bylaws, the JEPA and applicable law.

Article XVIII Conflicts between JEPA Board Rules and Bylaws.

If there is a conflict between these Bylaws, rules, or regulations established by the Board and the JEPA, the JEPA shall prevail.

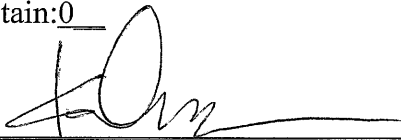
Approved and Adopted the 20th day of May, 2016

Ayes: 6 ___ Grosch, Roberts, Mosier, Winterer, Diaz, Zito

Noes: 0 ___

Absent: 3 ___ Jacob, Kersey, Lightner

Abstain: 0 ___



Kevin McKernan, Executive Director