

NAPA COUNTY REGIONAL PARK AND OPEN SPACE DISTRICT

BY-LAWS

(amended November 13, 2023)

I. NAME, AUTHORITY AND OFFICE.

- A. **Name.** The official name of the district shall be the “Napa County Regional Park and Open Space District” (District).
- B. **Authority.** The District has been created and shall operate pursuant to Public Resources Code section 5500 *et seq.*, and County of Napa Resolutions 06-110 and 06-111. References in these By-Laws to the Public Resources Code are indicated by brackets.
- C. **Office.** The District office is located at 1195 Third Street, Room 210, Napa, California, 94559

II. BOARD OFFICERS. The officers of the Napa County Regional Park and Open Space District shall be the President and Vice-President, chosen as follows:

- A. **Time of Election.** At the end of the regular meeting in December of each calendar year, the Board shall elect from among its members a President and Vice-President. If for any reason the Board does not elect one or both of these officers at this prescribed time, or in the event one or both of these positions becomes vacant in the middle of a term, the Board may hold an election at any regular meeting of the Board.
- B. **Term.** The President and Vice-President shall begin their terms of office immediately upon election and serve until their successors are elected.
- C. **Duties of the President and Vice-President.** The President shall act as the presiding officer of the Board of Directors and in that capacity shall preserve order and decorum, decide questions of order subject to being overruled by a four-fifths vote and perform such other duties as are required by these Bylaws or by vote of the Board of Directors. The President shall sign all contracts and conveyances on behalf of the District after they have been approved by the Board. The President shall have the authority to designate an alternate staff member to exercise the functions of the General Manager contained in Section III.A. in the event the General Manager is temporarily absent and unable to perform his or her duties due to illness or other temporary emergency or due to the extended leave of the General Manager. When designating a staff member to temporarily perform some or all of the duties of the General Manager, the President shall do so in writing and shall identify the term during which his or her designation is effective. The presiding officer shall have all the

rights and duties enjoyed by any other member of the Board of Directors, including the right to make and second motions. In the absence of the President, or in the event of his/her inability to act, the Vice-President shall perform all of the powers and duties of the President. If both the President and Vice-President are absent or unable to act, the Board of Directors may select a President Pro Tempore, who shall perform all the powers and duties of the President. [PRC 5535, 5547, 5548]

III. ADMINISTRATIVE OFFICERS. The administrative officers of the Napa County Regional Park and Open Space District shall be as follows. Where such services are provided by employees of County by contract between County and District, District and County hereby expressly waive any conflict of interest or incompatibility of employment created thereby.

A. General Manager. The Board of Directors shall appoint a General Manager, who shall be the chief administrative officer of the District. The General Manager may be an employee of or a contractor to the District. The General Manager shall hold office at the pleasure of the Board. [PRC 5538]

The General Manager has the following administrative and executive functions, powers, and duties, and shall do all of the following:

- (1) Enforce all ordinances and regulations of the district, and the applicable provisions of Article 3 of Chapter 3 of Division 5 of the Public Resources Code.
- (2) Appoint subordinates, clerks, and other employees, and exercise supervision and control over all departments and offices of the district. Those appointees shall hold employment at the pleasure of the general manager.
- (3) Attend all meetings of the board unless excused by the board.
- (4) Submit to the board for adoption any measures, ordinances, and regulations he or she deems necessary or expedient.
- (5) Enforce all terms and conditions imposed in favor of the district or its inhabitants in any contract and report any violations to the board or the appropriate law enforcement agency, as appropriate.
- (6) Prepare and submit the annual budget to the board, and perform all other duties imposed by this article or by the board.
- (7) Sign vendor claims, contract face sheets, purchase orders, checks and warrants, and/or otherwise bind the district, in accordance with board policy and the adopted District budget, and without advertising, for the payment for supplies, materials, labor, or other valuable consideration in amounts not exceeding those set by Public Resources Code Sec. 5549 and the District's adopted Purchasing Manual. All expenditures shall be reported to the board of directors at its next regular meeting. [PRC 5549, Resolution 07-03, and Board action on July 14, 2014 and May 10, 2021.]

(8) Apply for grants and accept gifts, without prior Board approval, subject to reporting of such grants and gifts to the Board at least quarterly [amended August 11, 2008].

(9) Apply for, sign and/or otherwise authorize and implement permits, memorandums of understanding, letters, actions authorized by the Local Procedures for Implementing the California Environmental Quality Act adopted by the Board on January 8, 2007, actions related to the National Environmental Policy Act, and other similar administrative actions related to implementing projects, programs and policies approved by the Board of Directors. Any such actions which are covered by paragraphs seven and eight above, or which otherwise financially bind the district, that have not been previously and specifically approved by the Board, shall be reported to the Board at its next regular meeting.

- B. Controller.** The Board of Directors shall appoint a Controller, who may be an employee of or a contractor to the District. The Controller shall hold office at the pleasure of the Board. [PRC 5538]

The controller is the custodian of the funds of the district and shall make payments by check or by warrant drawn upon the district's depositories for obligations that have been first approved by a majority of the board of directors at a meeting of the board of directors. The controller is further authorized to pay demands against the district, approved by the General Manager, without the prior, specific approval of the board, that are for any purpose for which an expenditure has been previously authorized in the district's adopted budget and which do not exceed the amount of expenditure so authorized. Demands so paid shall be presented to the board of directors at the next regular meeting for its review and approval. If the funds of the district are maintained solely in the county treasury, the county auditor shall exercise the powers otherwise conferred by this section on the controller. [PRC 5552 and Resolution 07-03]

The board of directors shall by ordinance or resolution authorize signatories for checks or warrants drawn in payment of obligations and demands against the district. Authorized signatories shall be selected from members of the board of directors of the district, the general manager of the district, the administrative secretary, or any other officers and employees which may be designated by the board. [PRC 5552]

The controller shall keep an account of all receipts and disbursements, and shall deposit all money received by him or her in a depository or depositories selected by the board of directors. [PRC 5552]

The controller shall install and maintain a system of auditing and accounting, which will at all times show the financial condition of the district, and shall perform such other duties as may be imposed upon him/her by Article 3 of Chapter 3 of Division 5 of the Public Resources

Code, the Board of Directors, or the General Manager. Payment of employee salaries and benefits and other recurring claims may be authorized annually by the Board of Directors. [PRC 5553]

- C. **Secretary.** The Board of Directors shall designate a Secretary who shall countersign and affix the seal to all contracts and conveyances on behalf of the District, shall act as secretary to the Board of Directors and keep a record of its proceedings, shall perform budgetary transfers, journal entries, and correcting journal entries, to implement Board policies, or actions approved by the General Manager and shall perform such other duties as may be imposed by the Board of Directors and/or Article 3 of Chapter 3 of Division 5 of the Public Resources Code. In the event the regularly-designated Secretary is absent from a meeting of the Board of Directors, the Board of Directors may appoint another person to serve in that capacity on an interim basis. The Secretary shall be an employee of or contractor to the District. [PRC 5535 and 5551 and Resolution 07-03]
- D. **Treasurer.** The Board of Directors shall designate a Treasurer who shall perform such duties as may be imposed by the Board of Directors and/or Article 3 of Chapter 3 of Division 5 of the Public Resources Code. The Treasurer shall be an employee of or contractor to the District. [PRC 5535][PRC 5568]
- E. **District Counsel.** The County Counsel of the County of Napa shall be the legal counsel of the District. [PRC 5556]
- F. **Relationship Between Board of Directors and District Officers, Staff and Contractors.** The Board of Directors as a whole or through a Board-authorized subcommittee may consult with, seek information from and/or provide assistance to any Administrative Officer. The Board of Directors as a whole may through motion, resolution or ordinance provide direction to any Administrator Officer. Individual members of the Board may consult with, seek information from and/or provide assistance to any Administrative Officer to the extent that any such consultation, inquiry or assistance does not, in the judgment of the Administrative Officer, require an undue expenditure of time and/or expense. The Board of Directors as a whole, through a Board-authorized subcommittee, or individually shall only consult with, seek information from and/or provide assistance to any other District staff , and/or contractors with the express permission of the Administrative Officer to whom said staff, contractors and/or consultants report.

IV. MEETINGS

- A. **Date of Regular Meetings.** Regular meetings of the Board of Directors shall be held the second Monday of each month, unless this date coincides with an official holiday, in which case an alternate time is adopted as part

of the calendar described herein. The District shall annually, at its last meeting in December, adopt a schedule for its regular meetings for the subsequent Calendar year. Notwithstanding the foregoing, any regularly scheduled meeting of the Board of Directors may be canceled by majority vote of the Board of Directors or, for lack of business or a quorum, by the President or Secretary.

- B. **Time of Regular Meetings.** Regular meetings of the Board of Directors shall commence at 2:00 p.m. and end not later than 5:00 p.m. .
- C. **Location of Regular Meetings.** Unless otherwise stated on the posted meeting agenda as authorized by prior motion of the Board of Directors, regular meetings of the Board of Directors shall be held in the Board of Supervisors Chambers on the third floor of the County Administration Building, 1195 Third Street, in the City of Napa, California.
- D. **Emergency Meetings.** Emergency meetings of the Board of Directors shall be called in conformance with the provisions of the Brown Act [GOV 54950 and following].
- E. **Special Meetings.** A special meeting may be called at any time by the President or upon the request of two of the members of the Board by delivering written notice to each member and to each person or entity entitled by law to receive such notices. Notices to the Board shall be sufficient if delivered to the Secretary, who shall deliver all other required notices. The notice shall specify the time and place of the special meeting and the business to be transacted and shall be posted at least 24 hours prior to the special meeting in a location that is freely accessible to members of the public. No other business shall be considered at such meetings by the Board.
- F. **Closed Sessions.** Nothing contained in these bylaws shall be construed to prevent the Board from holding closed sessions during a regular or special meeting concerning any matter permitted by law to be considered in a closed session.
- G. **Adjourning Meetings and Continuing Public Hearings to Other Times or Places.** The Board by majority vote, may adjourn any meeting. Less than a quorum may adjourn from time to time. If all Board members are absent from any regular meeting or adjourned regular meeting the General Manager of the District may declare the meeting adjourned to a stated time and place and shall cause a written notice of the adjournment to be given in the same manner as provided for special meetings unless such notice is waived as provided for special meetings. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was held within 24 hours after the time of the adjournment. When an order of adjournment of any meeting fails to

state the hour at which the adjourned meeting is to be held, it shall be held at the hour specified for regular meetings.

Any public hearing being held, or any hearing noticed or ordered to be held at any meeting, may by order or notice of continuance be continued or re-continued to any subsequent meeting in the same manner and to the same extent set forth herein for the adjournment of the meetings; provided, that if the hearing is continued to a time less than 24 hours after the time specified in the order or notice of hearing a copy of the order or notice of continuance shall be posted immediately following the meeting at which the order or declaration of continuance was adopted or made.

- H. **Agendas.** At least 72 hours before a regular meeting, an agenda containing a brief general description of each item of business to be transacted or discussed shall be posted at a location freely accessible to members of the public. The agenda shall specify the time and location of the regular meeting. No action shall be taken on any item not appearing on the posted agenda except as permitted by law. If not so included, questions or comments regarding the item shall be limited to the scope permitted for "public comment" under the Brown Act. Supplemental agendas will be prepared and considered by the Board of Directors only under the following conditions:
1. **Emergencies.** Upon a determination by the Board of Directors that an emergency situation exists, as defined in Section 54956.5 of the Government Code.
 2. **Need Arising after Posting.** Upon a determination by a two-thirds vote of the Board of Directors (4 votes) or, if less than two-thirds of the potential votes are present, a unanimous vote of the Board of Directors present (3 votes required), that there is a need to take immediate action and the need to take action came to the attention of the Board of Directors or the Administrative Officers of the District subsequent to the regular agenda being posted.
 3. **Recently Continued Item.** The item was properly posted for a prior meeting of the Board of Directors occurring 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.

V. CONDUCT OF MEETINGS

- A. **Order of Business.** The regular order of business of the Board of Directors shall be:

1. Call to order.
 2. Approval of the minutes of the previous meeting.
 3. Public comment on unagendized items.
 4. Consideration and action on Agenda Items.
 5. Adjournment.
- B. Parliamentary Procedure.** The rules of parliamentary procedure set forth in the Sturgis' Standard Code of Parliamentary Procedure, 4th Edition, shall govern all meetings of the Authority, except as otherwise herein provided.
- C. Recording of Meetings.** Any meeting of the Board of Directors, other than a closed session permitted under the Brown Act, may be recorded by any person, unless the Board of Directors determines that such recording could constitute a disruption of the proceedings.
- D. Presentations to the Board of Directors.** Any person desiring to address the Board of Directors shall be requested, when recognized by the President, to give their name and address to facilitate preparation of the minutes. No persons shall be denied recognition or denied the opportunity to speak solely because they decline to state their names and addresses. The President may, in the interest of facilitating the business of the District, set reasonable time limits in advance of oral presentations of public input. Persons may be required to submit written testimony in lieu of oral testimony if the President determines that a reasonable opportunity for oral presentations has been provided, and in such a case, the matter may be continued to a later date to allow a reasonable time for such submittals to occur.
- E. Recordation of Board of Directors Actions.** All official actions or decisions by the Board of Directors shall be entered in the minute book of the Board of Directors kept by the Secretary. The vote or votes of each member of the Board of Directors on every question shall be recorded. Only written action minutes will be maintained, however, electronic recordings will be made by the Secretary of each meeting of the Board of Directors which shall be available to the public for inspection by request made at the Napa County Department of Conservation, Development and Planning, Room 210, 1195 Third Street, Napa, California 94559.
- F. Free Speech and Civility Policy.** The Board of Directors of the Napa County Regional Park and Open Space District encourages a respectful dialogue that supports freedom of speech and values diversity of opinion. The Board, staff, and members of the public are expected to be civil and courteous, and to refrain from questioning the character or motives of others participating in the meeting. The District requests that speakers not use threatening, profane, or abusive language which disrupts, disturbs, or otherwise impedes the orderly conduct of a Board meeting.

Members of the public may comment on any item on the agenda during Board consideration of the item. The Board President will invite public comment following the staff presentation and prior to final Board deliberations. Each speaker will be allotted time for comment as set by the Board President (generally 3 minutes).

VI. VOTING AND QUORUM

- A. **Roll Call Vote.** A roll call vote may be required for voting upon any motion of the Board of Directors, at the discretion of the President.
- B. **Inaudible Votes.** Any member present who does not vote in an audible voice shall be recorded as voting "aye". A member may abstain from voting only if the member has recused himself or herself from participating due to a conflict of interest under Government Code section 87100 and following, in which case the member shall not be present in the meeting room during the discussion and action on the item.
- C. **Quorum.** A majority of the members of the Board shall constitute a quorum for the purpose of conducting its business. [PRC 5535]
- D. **Voting Affected by Conflict of Interest.** As a general rule, no member shall participate as a member in any discussion or voting if to do so would constitute a conflict of interest. However, if a quorum cannot be achieved or the required number of affirmative votes for action obtained because conflicts of interest exist that prevent members having such conflicts from discussing or voting on the matter, and the conflicts are such that an insufficient number of non-conflicted members will be available to vote at a later date even if the matter is continued, then the matter shall not be continued and a sufficient number of members having conflicts of interest, selected by lot, shall be allowed to participate to provide enough votes for the Board of Directors to form a quorum and take affirmative action.
- E. **Motion to Reconsider.** The Board of Directors may reconsider a matter during the meeting at which the vote was taken, provided all members who were present when the matter was discussed and voted upon are still present and provided further that the motion to reconsider is made by a member who voted with the majority. A motion for reconsideration shall have precedence over every motion except a motion to adjourn. A final vote on any matter may also be placed on the agenda for reconsideration by the Board of Directors upon motion of any member at any later meeting. When the Board of Directors approves a motion for reconsideration, the Board of Directors may, in its discretion, reconsider the matter immediately or at a later date, subject to the provisions of the Brown Act.

- F. **Actions of the Board.** The Board of Directors shall act only by ordinance, resolution, or a motion duly recorded in the minutes of the meeting. The ayes and noes shall be taken upon the passage of all ordinances or resolutions, and entered upon the journal of the proceedings of the board. An ordinance, resolution, or motion shall not be passed or become effective without the affirmative votes of at least a majority of all the members of the board. Each member shall have one vote. No votes may be cast by proxy. The enacting clause of all ordinances passed by the board shall be in these words: "Be it ordained by the Board of Directors of the Napa County Regional Park and Open Space District." All resolutions and ordinances shall be signed by the President and attested by the Secretary, administrative secretary, or clerk, and all ordinances shall be published once within 30 days after adoption, in a newspaper of general circulation printed, published, and circulated in the district. [PRC 5547]

VII. SUBCOMMITTEES.

- A. **Ad Hoc Subcommittees.** The Board of Directors hereby authorizes the creation of ad hoc subcommittees on special subjects from time to time so that Board of Directors having the necessary expertise to conduct field, plan or other specialized reviews may investigate, observe, review or otherwise study and report back their observations and conclusions to the full Board of Directors for possible further action. When creating such ad hoc committees, the Board of Directors shall specify the subject to be investigated and time to report, and shall appoint those Directors who will serve on the ad hoc subcommittee. Ad hoc committees shall consist of two Directors. Upon presentation of its report to the full Board of Directors, each such ad hoc subcommittee shall cease to exist. Ad hoc subcommittees created pursuant to this subsection shall not be subject to the Brown Act.
- B. **Standing Subcommittees.** The Board of Directors may create and appoint its members to standing subcommittees to look into specific subjects on an ongoing basis. Each standing subcommittee shall consist of two Directors. All standing subcommittees shall be subject to the Brown Act.

VIII. COMPENSATION AND EXPENSES

- A. **Compensation.** Members of the Board of Directors shall not receive compensation of any kind for attendance at meetings or the conduct of District business, except for expenses as provided herein.
- B. **Expenses.** Members of the Board of Directors may receive reimbursement for expenses related to their duties as members of the Board of Directors, but only to the extent funds are included and available in the adopted

District budget, and subject further to documentation and approval procedures adopted by the Board of Directors. [PRC 5536, 5536.5, GOV 53232.2, 53232.3]

IX. CHANGES TO BYLAWS

The provisions of these Bylaws may be altered, amended, or repealed by the Board of Director sat any time, within limitations imposed by the Brown Act, Article 3 of Chapter 3 of Division 5 of the Public Resources Code, and all other applicable laws and regulations.

Notes:

[PRC ___] refers to the Public Resources Code of the State of California

[GOV ___] refers to the Government Code of the State of California