

BYLAWS of the
BOARD OF DIRECTORS
OF THE
NORTHERN SONOMA COUNTY
AIR POLLUTION CONTROL DISTRICT

ARTICLE I
BOARD MEMBERS

Section 1.1 **Name**

The name shall be (1) *the Northern Sonoma County Air Pollution Control District Board of Directors*; District is hereinafter referred to as “District.”

Section 1.2 **Composition**

The Membership of the Board shall be composed of five Members: two (2) Members who are Sonoma County Supervisors and three (3) Members who are Mayors or City Council Members of the three cities incorporated within the District boundaries: Cloverdale, Healdsburg, and Windsor.

Section 1.3 **Appointment of Membership**

The two County Supervisor Members shall be appointed by the Sonoma County Board of Supervisors. The Board of Supervisors may also appoint two Alternates who shall also be County Supervisors. Each City shall appoint its Member and may appoint an associated Alternate, both of whom must be a City Council Member, or Mayor.

Any Member of the District Board must be the locally elected representative for at least some geographic area within the District Boundaries. Alternates must be locally elected representatives, but are not required to represent a geographic area within the District Boundaries.

Section 1.4 **Terms of Office**

The term served by the Board Directors shall be two years. If, during a Member or Alternate’s tenure on the District Board, they no longer serve as an elected official for the county or city entity that appointed them, then they shall be automatically removed from the District Board. The local entity shall then, within 30 days, appoint a new Member or Alternate to the District Board.

ARTICLE II

OFFICERS

Section 2.1 **Designation of Chairperson and Vice Chairperson**

The Board shall elect a Chairperson and Vice Chairperson by majority vote of the Board. The Chairperson and the Vice Chairperson will each serve one year terms. If the selected Chairperson is a Sonoma County Supervisor Member of the District Board, then Vice Chairperson shall be a City Member of the District Board. If the Chairperson is a City Member of the District Board, then Vice Chairperson shall be a Sonoma County Supervisor Member of the District Board.

Section 2.2 **Clerk of the Board**

The Clerk of the Board shall be appointed by the Air Pollution Control Officer with the consent of the Chairperson.

Section 2.3 **Removal and Vacancies of Officers**

The Board may remove the Chairperson or Vice Chairperson at any time upon the affirmative vote of 4 Members of the Board. A vacancy in an office shall be filled by election of the District Board.

Section 2.4 **Rights of the Presiding Officer**

The Chairperson, Vice Chairperson of the Board, or such other Member as may be presiding, shall be deprived of none of the rights or privileges of a Member by reason of his or her occupying the chair and may move, second, and debate from the chair, subject only to such limitations of debate as are by these rules imposed on all Members.

Section 2.5 **Chairperson Duties**

The Chairperson shall preside and preserve order at all regular and special meetings of the Board. The Chairperson shall state every question coming before the Board, announce the decision of the Board on all subjects, and decide all questions of order without debate, subject, however, to an appeal to the Board on which a Member shall speak but once, the Chairperson having precedence in speaking on the question in order.

Section 2.6 **Vice Chairperson Duties**

In the absence of the Chairperson, the Vice Chairperson may perform the duties and obligations of the office of Chairperson.

ARTICLE III

MEETINGS

Section 3.1 **Regular Meetings**

At least two regular meetings per year shall be held for formal District budget presentation and adoption. An additional number of meetings shall be determined and scheduled as deemed necessary by the Board to conduct District business. Meetings shall be located within the District Boundaries. If any meeting date shall fall on a holiday, such meeting which was scheduled to be held on such holiday, shall be held on the next business day. Such regular meetings may be adjourned from day to day, or to any day prior to the regular meeting day until the business before the Board is disposed of. The specific date, time and location of meetings for each year shall be set annually at the January meeting of the Board by resolution. *(Revised 1-3-2018, Resolution #18-01)*

Section 3.2 **Special Meetings**

Special Meetings may be called by the Chairperson, or upon the written request of fifty percent (50%) of the Members, and when a special meeting is so requested, said meeting shall be called and held within sixty (60) days after receipt of such written request.

Section 3.3 **Notices**

The Air Pollution Control Officer is responsible for ensuring that legal notice of meetings of the Board and legal notice of proposed Board actions are made.

ARTICLE IV

CONDUCT OF BUSINESS

Section 4.1 **Session**

All meetings shall be conducted by the Chairperson (or the Vice Chairperson in the absence of the Chairperson), who shall take the chair at the appointed hour for the meeting and shall call the Board to order. In the absence of the Chairperson and the Vice Chairperson, the Air Pollution Control Officer shall call the Board to order, whereupon a temporary Chairperson shall be elected from among the Members present. Upon the arrival of the Chairperson or Vice Chairperson, the temporary Chairperson shall relinquish the chair upon conclusion of the item before the Board.

Section 4.2 **Order of Business**

At regular meetings of the District Board, the following shall be the order of business:

1. Roll Call.
2. Public Comment on items not listed on meeting agenda, which shall not be acted upon by the Board, consistent with Section 4.8 of these by-laws.
3. Approval of Minutes from the previous meeting of the Board.
4. Agenda of the Board.
5. Adjournment.

Section 4.3 **Voting**

1. Manner of Voting

On all matters acted upon by the Board that are not unanimous, the voting shall be on roll call, the yes and noes, and the Members present but abstaining from voting shall be entered upon the minutes of the meeting.

2. Vote Required

All actions of the Board shall require an affirmative vote of a majority of the Members of the Board present at any meeting.

Section 4.4 **Minutes**

The Clerk of the Board shall attend all meetings of the Board, and shall record in the minutes the time and place of meetings of the Board, the names of Members present, the names of persons giving testimony or comment, all official acts of the Board, the votes given by Members, and shall cause the minutes to be written up forthwith and presented for approval or amendment at the next regular meeting.

Section 4.5 **Quorum**

A majority of the board Members shall constitute a quorum, and no business may be conducted unless a quorum is present. Whenever a quorum is not present, the meeting shall be postponed or adjourned to a subsequent time and place as determined by the Chairperson.

Section 4.6 **Agenda**

The Agenda shall be prepared by the Clerk, and approved by the Air Pollution Control Officer, for each meeting of the Board, and an abstract of all matters requiring action shall be set forth therein.

Section 4.7 **Robert's Rules of Order**

District Board meetings shall be generally governed by the Parliamentary Rules of Procedure, as prescribed in "Roberts Rules of Order", subject to the Discretion of the Chair as they may determine is needed for appropriate meeting process, and subject to other applicable law.

Section 4.8 **Ralph M. Brown Act**

District Board meetings, and any other applicable activities, shall be conducted in the manner prescribed by the Ralph M. Brown Act (Chapter 9, commencing with Section 54940, Part 1, Division 2, Title 5 of the California Government Code).

Section 4.9 **Amendment of By Laws of the Board**

Except as otherwise provided by law, any Section set forth herein may be amended, or repealed, at any time, by a two thirds (2/3) vote of the Board; provided, that any such amendment shall not affect any pending matter.